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(Requestor's Name)

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(City/State/Zip/Phone #)

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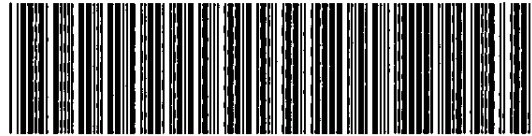
(Business Entity Name)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

1/4

# Hayes & Associates, P.A.

Attorneys and Counselors at Law

2320 The Woods Drive, West  
Jacksonville, Florida 32246

E-mail address: hayeslaw@comcast.net

Dennis E. Hayes  
Admitted to Florida and Georgia Bars

Telephone: (904) 220-3565  
Facsimile: (904) 220-7080

January 30, 2012

**Via Federal Express**

Department of State  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**Re: Sun Dog Brewing Co., Inc.**

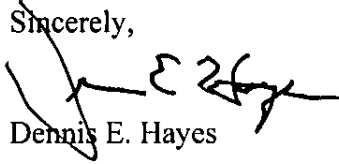
Dear Sir or Madam:

Enclosed you will find an original and one copy of the Articles of Incorporation and Certificate of Acceptance of Designation as Registered Agent, together with our check for \$78.75 to cover your charges as follows:

Filing Fee	\$ 35.00
Fee for Certified Copy of Articles of Incorporation	\$ 8.75
Fee for Filing Certificate of Registered Agent	\$ 35.00
<b>TOTAL</b>	<b>\$ 78.75</b>

Please file the original Articles and Certificate of Registered Agent, certify the copy and return the certified copy to me. Should you need anything further in connection with this matter, please advise.

Sincerely,

  
Dennis E. Hayes

DEH/tb  
Enclosures

cc: Curtis Winter

ARTICLES OF INCORPORATION  
OF  
SUN DOG BREWING CO., INC.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I

NAME, PRINCIPAL OFFICE, AND MAILING ADDRESS

The name of this corporation is Sun Dog Brewing Co., Inc. The corporation's initial principal office and mailing address are located at 822 A1A North, Suite 105, Ponte Vedra, Florida 32082.

ARTICLE II

NATURE OF BUSINESS

This corporation is organized for the purpose of engaging in and transacting any or all lawful business permitted under the laws of the State of Florida or any other state and of the United States.

ARTICLE III

CAPITAL STOCK

This corporation is authorized to issue Seventy Five Hundred (7500) shares of common stock having a par value of \$1.00 and No/100 Dollars (\$1.00) per share, which shares shall be and hereby are designated as "Common Shares".

ARTICLE IV

TERM OF EXISTENCE

The term for which this corporation shall exist shall be perpetual, commencing on February 1, 2012.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this corporation in the State of Florida is 2320 The Woods Drive West, Jacksonville, Florida 32246, and the name of the initial registered agent of this corporation is Dennis E. Hayes. The Board of Directors may, from time to time, change the registered agent or move the registered office to any other address in Florida.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

This corporation shall have three (3) Directors initially. The number of Directors may be increased or decreased, from time to time, by amendment to the Bylaws, but in no event shall the number of Directors be reduced below one (1). The names and addresses of the initial Directors of this corporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Kimberly Winter	1803 Tanglewood Road Jacksonville Beach, Florida 32250
Curtis Winter	1803 Tanglewood Road Jacksonville Beach, Florida 32250

NAME

ADDRESS

Ben Contini

280 15<sup>th</sup> Street  
Atlantic Beach, Florida 32233

ARTICLE VII

INCORPORATORS

The name and address of the incorporators of this corporation are as follows:

NAME

ADDRESS

Curtis Winter

1803 Tanglewood Road  
Jacksonville Beach, Florida 32250

Kimberly Winter

1803 Tanglewood Road  
Jacksonville Beach, Florida 32250

Ben Contini

280 15<sup>th</sup> Street  
Atlantic Beach, Florida 32233

ARTICLE VIII

AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Both the shareholders and the Board of Directors may repeal, amend or adopt Bylaws for the corporation, pursuant to these Articles, except that the shareholders may prescribe in any Bylaw made by them that such Bylaw shall not be altered, repealed or amended by the Board of Directors.

ARTICLE IX

PRE-EMPTIVE RIGHTS

Each Shareholder of the common stock of the corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the price for which it is offered to others, that Shareholder's pro rata portion of the following:

A. Any stock of any class that the Corporation may issue or sell, whether or not exchangeable for any stock of the Corporation of any class or classes, and whether or not of unissued shares authorized by the Articles of Incorporation as originally filed or by any amendment thereof or out of shares of stock of the Corporation acquired by it after the issuance thereof, and whether issued for cash or other consideration; or

B. Any obligation that the Corporation may issue or sell which is convertible into or exchangeable for any stock of the Corporation of any class or classes, or to which is attached or pertinent any warrant or warrants or other instruments conferring on the holder the right to subscribe for or purchase from the Corporation any shares of its stock of any class or classes.

This right shall be deemed waived by any Shareholder who does not exercise it and pay for the shares preempted within thirty (30) days after receipt of written notice from the Corporation stating the price, terms and conditions of the issue of shares and inviting the Shareholder to exercise this preemptive right. This right may also be waived by a written waiver signed by the Shareholder.

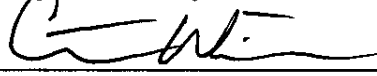
## ARTICLE X

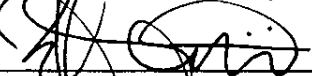
### INDEMNIFICATION

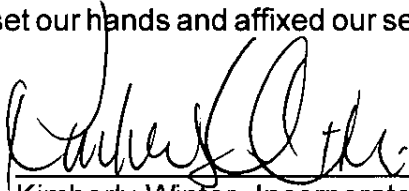
The corporation shall indemnify any and all persons who may serve or who have served at any time as directors or officers, or who at the request of the Board of

Directors of the corporation may serve or at any time have served as directors or officers of another corporation in which the corporation at such time owned or may own shares of stock or of which it was or may be a creditor, and their respective heirs, administrators, successors, and assigns, against any and all expenses, including amounts paid upon judgments, counsel fees, and amounts paid in settlement (before or after suit is commenced), actually and necessarily incurred by such persons in connection with the defense or settlement of any claim, action, suit, or proceeding in which they, or any of them, are made parties, or a party, or which may be asserted against them or any of them, by reason of being or having been directors or officers or a director or officer of the corporation, or of such other corporation, except in relation to matters as to which any such director or officer or former director or officer or person shall be adjudged in any action, suit, or proceeding to be liable for his own negligence or misconduct in the performance of his duty. Such indemnification shall be in addition to any other rights to which those indemnified may be entitled under any law, by-law, agreement, vote of stockholders, or otherwise, and the corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporators, being natural persons competent to contract, have hereunto set our hands and affixed our seals this 30th day of January, 2012.

  
Curtis Winter, Incorporator

  
Ben Contini, Incorporator

  
Kimberly Winter, Incorporator

STATE OF FLORIDA  
COUNTY OF Duval

BEFORE ME, personally appeared Curtis Winter (✓) to me well known and known to me to be the individual described in or ( ) who presented his drivers license or other identification \_\_\_\_\_ and who acknowledged to and before me that he executed the foregoing Articles of Incorporation for the purpose therein expressed.

Witness my hand and official seal this 30<sup>th</sup> day of January, 2012.

Carole E. Riggsby  
Notary Public, State of Florida at Large.  
My Commission expires: 7-21-13

CAROLE E. RIGSBY  
Type or Print name of notary



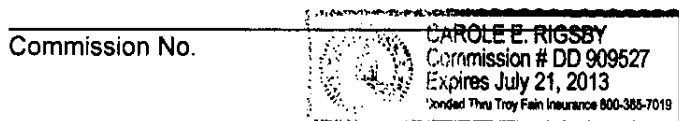
STATE OF FLORIDA  
COUNTY OF Duval

BEFORE ME, personally appeared Kimberly Winter (✓) to me well known and known to me to be the individual described in or ( ) who presented her drivers license or other identification \_\_\_\_\_ and who acknowledged to and before me that she executed the foregoing Articles of Incorporation for the purpose therein expressed.

Witness my hand and official seal this 30<sup>th</sup> day of January, 2012.

Carole E. Riggsby  
Notary Public, State of Florida at Large.  
My Commission expires: 7-21-13

CAROLE E. RIGSBY  
Type or Print name of notary





STATE OF FLORIDA  
COUNTY OF Duval

BEFORE ME, personally appeared Ben Contini (☒) to me well known and known to me to be the individual described in or ( ) who presented his drivers license or other identification \_\_\_\_\_ and who acknowledged to and before me that he executed the foregoing Articles of Incorporation for the purpose therein expressed.

Witness my hand and official seal this 30<sup>th</sup> day of January, 2012.

Carole E. Rigby  
Notary Public, State of Florida at Large.  
My Commission expires: 7-21-13

CAROLE E. Rigby  
Type or Print name of notary

Commission No. \_\_\_\_\_

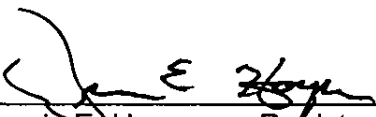


**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED  
AND ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT**

Pursuant to Sections 48.091 and 607.0501, Florida Statutes, Sun Dog Brewing Co., Inc. , desiring to organize under the laws of the State of Florida with its initial principal office, as indicated in its articles of incorporation, being located at 822 A1A North, Suite 105, Ponte Vedra, Florida 32082, has designated Dennis E. Hayes as its initial registered agent to accept service of process within this state, and has designated as its initial registered office the following address: 2320 The Woods Drive West, Jacksonville, Florida 32246.

Pursuant to Sections 48.091 and 607.0501, Florida Statutes, the undersigned, having been designated as the initial Registered Agent for the service of process within the State of Florida upon Sun Dog Brewing Co., Inc., a corporation organized under the laws of the State of Florida, does hereby accept the appointment as such Registered Agent for the above-named corporation, and does hereby agree to comply with the provisions of Section 48.091(2) relative to keeping open the Registered Office of said corporation, which Registered Office is located at 2320 The Woods Drive West, Jacksonville, Florida 32246.

IN WITNESS WHEREOF, I, the said Registered Agent, have hereunto set  
my hand and seal at Jacksonville, Duval County, Florida, on this 30th day of January,  
2012.

  
Dennis E. Hayes, as Registered Agent

FILED  
12 JAN 31 AM 11:16  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA