



**State of Rhode Island and Providence Plantations
Office of the Secretary of State**

Fee: \$230.00

Division Of Business Services
148 W. River Street
Providence RI 02904-2615
(401) 222-3040

**Business Corporation
Articles of Incorporation**

(Chapter 7-1.2- of the General Laws of Rhode Island, 1956, as amended)

ARTICLE I

The name of the corporation is Apponaug Brewing Company, Inc.

This is a close corporation pursuant to § 7-1.2-1701 of the General Laws, 1956, as amended. (Uncheck if inapplicable.)

ARTICLE II

The total number of shares which the corporation has authority to issue is:
(Unless otherwise stated all authorized shares are deemed to have a nominal or par value of \$0.01 per share.)

Class of Stock	Par Value Per Share	Total Authorized Shares <i>Number of Shares</i>
CWP	\$0.0100	8,000.00

A statement of all or any of the designations and the powers, preferences, and rights, including voting rights, and the qualifications, limitations, or restrictions of them, which are permitted by the provisions of Chapter 7-1.2 of the General Laws, 1956, as amended, in respect of any class or classes of shares of the corporation and the fixing of which by the articles of association is desired, and an express grant of the authority as it may then be desired to grant to the board of directors to fix by vote or votes any of them that may be desired but which is not fixed by the articles:

ARTICLE III

The street address (post office boxes are not acceptable) of the initial registered office of the corporation is:

No. and Street: NIXON PEABODY, LLP
ONE CITIZENS PLAZA, STE. 500
City or Town: PROVIDENCE State: RI Zip: 02903

The name of its initial registered agent at such address is NEAL J. MCNAMARA, ESQ.

ARTICLE IV

The corporation has the purpose of engaging in any lawful business, and shall have perpetual existence until dissolved or terminated in accordance with Chapter 7-1.2.

ARTICLE V

Additional provisions, if any, not inconsistent with Chapter 7-1.2 which the incorporators elect to have set forth in these Articles of Incorporation:

EXHIBIT A

TO ARTICLES OF INCORPORATION OF
APPONAUG BREWING COMPANY, INC.

ARTICLE FIFTH: NO DIRECTOR OF THE CORPORATION SHALL BE LIABLE TO THE CORPORATION OR TO ITS STOCKHOLDERS FOR MONETARY DAMAGES FOR BREACH OF THE DIRECTOR'S DUTY AS A DIRECTOR; PROVIDED, HOWEVER, THAT THIS ARTICLE FIFTH SHALL NOT ELIMINATE OR LIMIT THE LIABILITY OF A DIRECTOR: (I) FOR ANY BREACH OF THE DIRECTOR'S DUTY OF LOYALTY TO THE CORPORATION OR ITS STOCKHOLDERS; (II) FOR ACTS OR OMISSIONS NOT IN GOOD FAITH OR WHICH INVOLVE INTENTIONAL MISCONDUCT OR A KNOWING VIOLATION OF LAW; (III) THE LIABILITY IMPOSED PURSUANT TO THE PROVISIONS OF RHODE ISLAND BUSINESS CORPORATION ACT, SEC. 7-1.2-811 (AS IN EFFECT OR AS HEREAFTER AMENDED); OR (IV) FOR ANY TRANSACTION FROM WHICH THE DIRECTOR DERIVED AN IMPROPER PERSONAL BENEFIT UNLESS SAID TRANSACTION IS PERMITTED BY THE RHODE ISLAND BUSINESS CORPORATION ACT, SEC. 7-1.2-807 (AS IN EFFECT OR AS HEREAFTER AMENDED). IF THE RHODE ISLAND GENERAL LAWS ARE AMENDED AFTER THE ADOPTION OF THIS ARTICLE FIFTH TO AUTHORIZE CORPORATE ACTION FURTHER ELIMINATING OR LIMITING THE PERSONAL LIABILITY OF DIRECTORS, THEN THE LIABILITY OF EACH DIRECTOR OF THE CORPORATION SHALL BE ELIMINATED OR LIMITED TO THE FULLEST EXTENT PERMITTED BY THE RHODE ISLAND GENERAL LAWS, AS SO AMENDED. NEITHER THE AMENDMENT NOR REPEAL OF THIS ARTICLE FIFTH NOR THE ADOPTING OF ANY PROVISION OF THESE ARTICLES OF INCORPORATION INCONSISTENT WITH THIS ARTICLE FIFTH SHALL ELIMINATE OR REDUCE THE EFFECT OF THIS ARTICLE FIFTH IN RESPECT OF ANY MATTER OCCURRING, OR ANY CAUSE OF ACTION, SUIT OR CLAIM THAT, BUT FOR THIS ARTICLE FIFTH, WOULD OCCUR OR ARISE, PRIOR TO SUCH AMENDMENT, REPEAL OR ADOPTION OF AN INCONSISTENT PROVISION.

ARTICLE VI

The name and address of the each incorporator is:

Title	Individual Name First, Middle, Last, Suffix	Address Address, City or Town, State, Zip Code, Country
INCORPORATOR	CHRISTOPHER BROWNING ESQ.	NIXON PEABODY, LLP, ONE CITIZENS PLAZA, STE. 500 PROVIDENCE, RI 02903 USA

ARTICLE VII

These Articles of Incorporation shall be effective upon filing unless a specified date is provided which shall be no later than the 90th day after the date of this filing.

Later Effective Date:

Signed this 24 Day of February, 2016 at 9:06:29 AM by the incorporator(s). *This electronic signature of the individual or individuals signing this instrument constitutes the affirmation or acknowledgement of the signatory, under penalties of perjury, that this instrument is that individual's act and deed or the act and deed of the corporation, and that the facts stated herein are true, as of the date of the electronic filing, in compliance with R.I. Gen. Laws § 7-1.2.*

CHRISTOPHER BROWNING ESQ.

Form No. 100
Revised 09/07

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State of Rhode Island and Providence Plantations
Department of State | Office of the Secretary of State
Nellie M. Gorbea, *Secretary of State*

I, NELLIE M. GORBEA, Secretary of State of the State of Rhode Island
and Providence Plantations, hereby certify that this document, duly executed in
accordance with the provisions of Title 7 of the General Laws of Rhode Island, as
amended, has been filed in this office on this day:

A handwritten signature in blue ink, appearing to read "Nellie M. Gorbea". The signature is fluid and cursive.

Nellie M. Gorbea
Secretary of State

