



State of Rhode Island and Providence Plantations
Department of State - Business Services Division

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 2017 JUN 27 AM 10:39

Certificate of Authority

FOREIGN Corporation

→ Filing Fee: \$310.00 minimum

Pursuant to the provisions of RIGL 7-1.2-1405, the undersigned foreign corporation hereby applies for a Certificate of Authority to transact business in the State of Rhode Island, and for that purpose submits the following statement:

1. The name of the corporation is: Broken Shed Distilleries, Inc.		
2. It is incorporated under the laws of: Delaware		
3. The name, if different, which it elects to use in Rhode Island is: (a) If the name of the corporation in its jurisdiction of incorporation does not contain the word "corporation", "company", "incorporated", or "limited," or an abbreviation thereof, then list the name of the corporation with the addition of one of the above corporate endings for use in Rhode Island: (b) If the corporate name is not available in Rhode Island, then set forth below the fictitious name under which the corporation will qualify and transact business in Rhode Island as stated in the "Fictitious Business Name Statement" to be filed with this application:		
4. The date of its incorporation is: July 28, 2016		
And the period of its duration is: CHECK ONLY ONE BOX <input checked="" type="checkbox"/> Perpetual (on-going) <input type="checkbox"/> Date certain for dissolution _____		
5. The address of its principal office is: 80 Spruce Street, Southport, CT 06890		
6. The name and address of the initial registered agent/office of in Rhode Island:		
Agent Name Corporation Service Company		
Street Address (NOT a P.O. Box) 222 Jefferson Blvd., Suite 200		
City/Town Warwick	State RHODE ISLAND	Zip Code 02888

MAIL TO:
 Division of Business Services
 148 W. River Street, Providence, Rhode Island 02904-2615
 Phone: (401) 222-3040
 Website: www.sos.ri.gov

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 FORM 150 - Revised: 08/2016

7. The purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are:
operating as a non-financial holding company which promotes the brands of its subsidiary operating companies who manufacture and sell distilled spirits.

8. (a) The names and respective addresses of its directors (optional, unless directors are required under the laws of the state or country of which it is incorporated):

NAME	ADDRESS
Samuel A. Brown	80 Spruce Street, Southport, CT 06890
Jonathan Bailey	418 Harbor Road, Southport, CT 06890
Mark David O'Brien	28 Lafayette Place, Greenwich, CT 06830

Check the box to indicate an attachment.

8. (b) The names and respective addresses of its principal officers (mandatory if directors are not required under the laws of the state or country of which it is incorporated):

OFFICE	NAME	ADDRESS
PRESIDENT	Jonathan Bailey	418 Harbor Road, Southport, CT 06890
VICE PRESIDENT		
TREASURER	Jonathan Bailey	
SECRETARY	Samuel A. Brown	80 Spruce Street, Southport, CT 06890

Check the box to indicate an attachment.

9. The aggregate number of shares which it has authority to issue; itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

NUMBER OF SHARES	CLASS	SERIES	PAR VALUE OR STATE NO PAR VALUE
1000	Common		\$0.01

10. (a) Estimate, in dollars, the value of all property to be owned by the corporation for the following year, wherever located:
\$ 0.00

(b) Estimate, in dollars, the value of the corporation's property to be located within Rhode Island during the following year:
\$ 0.00

(c) Estimate, **as a percentage**, the proportion that the estimated value of the property of the corporation to be located within this state during the following year bears to the value of all property of the corporation to be owned during the following year, wherever located. *Note: Divide (10b) by (10a) and multiply by 100 to obtain the percentage.*
0.00 %

11. (a) Estimate, in dollars, the gross amount of business to be transacted by the corporation during the following year. <p style="text-align: center;">\$ <u>0.00</u></p>	(b) Estimate, in dollars, the gross amount of business to be transacted by the corporation at or from places of business in Rhode Island during the following year. <p style="text-align: center;">\$ <u>0.00</u></p>
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(c) Estimate, **as a percentage**, the proportion of the gross amount of business to be transacted by the corporation at or from places of business in Rhode Island during the following year compared to the gross amount thereof which will be transacted by the corporation during the following year. *Note: Divide (11b) by (11a) and multiply by 100 to obtain the percentage.*

0.00 %

12. This application must be accompanied by a Certificate of Good Standing/Letter of Status issued by the proper officer of the state or country under the laws of which it is incorporated that is dated within 60 days of the filing of this document.

13. Date when the Certificate of Authority will be effective: **CHECK ONLY ONE BOX**

Date received (Upon filing)

Later effective date (Date must be no more than 90 days from the day of filing) _____

Under penalty of perjury, I declare and affirm that I have examined this Application for Certificate of Authority, including any accompanying attachments, and that all statements contained herein are true and correct.

Type or Print Name of Authorized Officer Elizabeth A. DiRusso, DiRusso + Brooks Law Group, LLC	Date June 26, 2017
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Signature of Authorized Officer of the Corporation

 SIGN DOCUMENT HERE

Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BROKEN SHED DISTILLERIES, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SEVENTH DAY OF JUNE, A.D. 2017.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "BROKEN SHED DISTILLERIES, INC." WAS INCORPORATED ON THE TWENTY-EIGHTH DAY OF JULY, A.D. 2016.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.



6043743 8300

SR# 20174641614

You may verify this certificate online at corp.delaware.gov/authver.shtml

A handwritten signature in black ink, appearing to read "JBULLOCK", is written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed.

Authentication: 202671435

Date: 06-07-17



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:

June 28, 2017 11:21 AM

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

Nellie M. Gorbea
Secretary of State

