



COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

Office of the Clerk

October 16, 2015

C T CORPORATION SYSTEM
KATIE
4701 COX RD STE 285
GLEN ALLEN, VA 23060

RECEIPT

RE: Southern Tier Brewing Company II, LLC

ID: T062970 - 1

DCN: 15-10-15-1221

Dear Customer:

This receipt acknowledges payment of \$100.00 to cover the fee for filing an application for a certificate of registration to transact business in Virginia with this office.

This receipt also acknowledges payment of \$100.00 to cover the fee for expedited service.

The effective date of the registration is October 16, 2015.

If you have any questions, please call (804) 371-9733 or toll-free in Virginia, (866) 722-2551.

Sincerely,

Joel H. Peck
Clerk of the Commission

RECEIPTLC
LLNCF
CIS0343

1510050331

CT

4701 Cox Road
Suite 285
Glen Allen, VA 23060
www.ctcorporation.com

151015 1221

Clerk's Office
State Corporation Commission
1300 E. Main Street
Richmond, Virginia 23219

10/15 ALK elev
151015 1221 \$200

Please file the attached documents.

Special Instructions:

Please hold documents for pickup.

If there are any problems with the filing, please call us at (804) 217-7255.

Thank you,

Katie E. Bush

Katie E. Bush
CT Corporation System
Richmond Fulfillment Office

(F=NY)
100
100

200
10/16/05
mll



SCC21.2
(07/14)

COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION
OFFICE OF THE CLERK
1300 E MAIN ST
RICHMOND, VA 23219
(804) 371-9733
1-866-722-2551 Toll-free in Virginia

Expedited Service Request Form

This form MUST be completed and placed on top of EACH document submission (so it can be readily identified as a request for expedited review and processing).

Name of Corporation or Company (etc.): <p style="text-align: center;">Southern Tier Brewing Company, LLC</p>		SCC ID No. (if known): 												
Customer Contact Information: Name: <u>CT Corporation System</u> <u>Katie E. Bush</u> Address: <u>4701 Cox Road, Suite 285</u> <u>Glen Allen</u> <u>VA</u> <u>23060</u> <small>(city or town) (state) (zip code)</small> Telephone: (<u>804</u>) <u>217</u> - <u>7255</u> ext <u> </u> Email: <u>KATIE.BUSH@WOLTERSCLUWER.COM</u>		Send Evidence of Expedited Filing By: <small>(Choose one)</small> <input type="checkbox"/> Email <div style="border: 1px solid black; padding: 2px; width: fit-content;"> Two duplicate copies of this typed form must be submitted for Email. <small>See "Return of Evidence" in the Instructions.</small> </div> <small>(Email is only available for Categories A, C and D.)</small> <input checked="" type="checkbox"/> Hold for Pickup (Available at 4:00 p.m.) <input type="checkbox"/> First-Class Mail <input type="checkbox"/> USPS Express Mail <small>(Prepaid envelope required.)</small> <input type="checkbox"/> Overnight via <input type="checkbox"/> UPS <input type="checkbox"/> Fed Ex <small>(Completed waybill required. For Fed Ex, the waybill must be computer-generated with a barcode.)</small>												
<p style="text-align: center;">~~ See Information & Instructions for description of Categories. ~~</p> Expedited Service Requested: <small>(mark service requested)</small>		FOR OFFICE USE ONLY <div style="font-size: 2em; font-family: monospace; text-align: center;">151015 1221</div>												
<table style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 15%;"><input checked="" type="checkbox"/></td> <td style="width: 60%;"> Category A Expedite Business Entity Document listed in Schedule A <input type="checkbox"/> Same Day Service (Received by Noon) \$ 200 <input checked="" type="checkbox"/> Next Day Service (Received by 4:00 p.m.) \$ 100 </td> <td style="width: 25%;"></td> </tr> <tr> <td><input type="checkbox"/></td> <td> Category B Preliminary Review of Document listed in Schedule A <small>(2nd Business Day Service Only – Received by 4:00 p.m.)</small> <input type="checkbox"/> Resubmission within 30 Days of initial Pre-Review (N/C) </td> <td>\$ 50</td> </tr> <tr> <td><input type="checkbox"/></td> <td> Category C Expedite Business Entity Document listed in Schedule C <small>(Next Day Service Only – Received by 4:00 p.m.)</small> </td> <td>\$ 50</td> </tr> <tr> <td><input type="checkbox"/></td> <td> Category D Expedite Application for Reinstatement <small>(Next Day Service Only – Received by 4:00 p.m.)</small> </td> <td>\$ 50</td> </tr> </table>		<input checked="" type="checkbox"/>	Category A Expedite Business Entity Document listed in Schedule A <input type="checkbox"/> Same Day Service (Received by Noon) \$ 200 <input checked="" type="checkbox"/> Next Day Service (Received by 4:00 p.m.) \$ 100		<input type="checkbox"/>	Category B Preliminary Review of Document listed in Schedule A <small>(2nd Business Day Service Only – Received by 4:00 p.m.)</small> <input type="checkbox"/> Resubmission within 30 Days of initial Pre-Review (N/C)	\$ 50	<input type="checkbox"/>	Category C Expedite Business Entity Document listed in Schedule C <small>(Next Day Service Only – Received by 4:00 p.m.)</small>	\$ 50	<input type="checkbox"/>	Category D Expedite Application for Reinstatement <small>(Next Day Service Only – Received by 4:00 p.m.)</small>	\$ 50	<div style="text-align: right;"> <input type="checkbox"/> I/O <div style="border: 1px solid black; padding: 5px; display: inline-block; margin-left: 20px;"> </div> </div>
<input checked="" type="checkbox"/>	Category A Expedite Business Entity Document listed in Schedule A <input type="checkbox"/> Same Day Service (Received by Noon) \$ 200 <input checked="" type="checkbox"/> Next Day Service (Received by 4:00 p.m.) \$ 100													
<input type="checkbox"/>	Category B Preliminary Review of Document listed in Schedule A <small>(2nd Business Day Service Only – Received by 4:00 p.m.)</small> <input type="checkbox"/> Resubmission within 30 Days of initial Pre-Review (N/C)	\$ 50												
<input type="checkbox"/>	Category C Expedite Business Entity Document listed in Schedule C <small>(Next Day Service Only – Received by 4:00 p.m.)</small>	\$ 50												
<input type="checkbox"/>	Category D Expedite Application for Reinstatement <small>(Next Day Service Only – Received by 4:00 p.m.)</small>	\$ 50												

Thursday, October 15 2016

1510050331

COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

AT RICHMOND, OCTOBER 16, 2015

The State Corporation Commission has found the accompanying application for a certificate of registration to transact business in Virginia submitted on behalf of

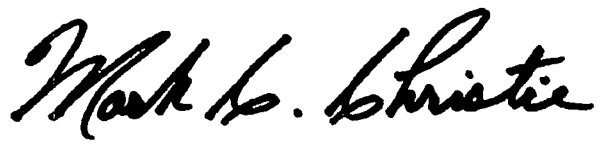
Southern Tier Brewing Company II, LLC

to comply with the requirements of law, and confirms payment of all required fees. Therefore, it is ORDERED that this

CERTIFICATE OF REGISTRATION TO TRANSACT BUSINESS IN
VIRGINIA

be issued and admitted to record with the application in the Office of the Clerk of the Commission, effective October 16, 2015.

STATE CORPORATION COMMISSION

By 

Mark C. Christie
Commissioner



COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

LLC-1052
(07/13)

APPLICATION FOR A CERTIFICATE OF REGISTRATION TO
TRANSACTION BUSINESS IN VIRGINIA AS A FOREIGN LIMITED LIABILITY COMPANY

1510050331

1. The name of the foreign limited liability company is (include, if required, any "for use in Virginia" name in parentheses)
SOUTHERN TIER BREWING COMPANY, LLC

2. The foreign limited liability company was formed under the laws of
NEW YORK on 06/05/2014
(state or other jurisdiction of formation) (date of limited liability company's formation)

3. (Mark if applicable:) The limited liability company was previously authorized or registered with the Commission to transact business in Virginia as a foreign business entity. (See instructions.) *Set forth the additional required information on an attachment.*

4. A. The name of the limited liability company's registered agent in VIRGINIA is
C T Corporation System FB04909-0

B. The registered agent is (mark appropriate box):

- (1) an INDIVIDUAL who is a resident of Virginia and
 - a member or manager of the limited liability company.
 - a member or manager of a limited liability company that is a member or manager of the limited liability company.
 - an officer or director of a corporation that is a member or manager of the limited liability company.
 - a general partner of a general or limited partnership that is a member or manager of the limited liability company.
 - a trustee of a trust that is a member or manager of the limited liability company.
 - a member of the Virginia State Bar.

OR

(2) a domestic or foreign stock or nonstock corporation, limited liability company or registered limited liability partnership authorized to transact business in Virginia.

C. The limited liability company's VIRGINIA registered office address, including the street and number, if any, which is identical to the business office of the registered agent, is

4701 Cox Road, Suite 285 Glen Allen, VA 23060
(number/street) (city or town) (zip)

which is physically located in the county or city of Henrico

5. The post office address, including the street and number, of the limited liability company's principal office is
2072 STONEMAN CIRCLE LAKWOOD NY 14750
(number/street) (city or town) (state) (zip)

6. The Clerk of the Commission is irrevocably appointed as the agent of the limited liability company for service of process if the company fails to maintain a registered agent in Virginia as required by § 13.1-1015 of the Code of Virginia, the registered agent's authority has been revoked, the registered agent has resigned, or the registered agent cannot be found or served with the exercise of reasonable diligence.

7. The limited liability company is a "foreign limited liability company" as defined in § 13.1-1002 of the Code of Virginia.

Signed in the name of the foreign limited liability company by:

Cory Gerbrandt 10/15/2015 8505581933
(signature) (date) (telephone number (optional))

CORY GERBRANDT MEMBER
(printed name) (title (e.g., member or manager)) (see instructions for requisite signature)

Personal Information, such as a social security number, should NOT be included in a business entity document submitted to the Office of the Clerk for filing with the Commission. For more information, see Notice Regarding Personal Identifiable Information at www.scc.virginia.gov/clk/index.aspx.

REVIEW THE INSTRUCTIONS THAT FOLLOW BEFORE SUBMITTING THIS FORM.

STATE OF NEW YORK
DEPARTMENT OF STATE

I hereby certify that the annexed copy for SOUTHERN TIER BREWING COMPANY, LLC, File Number 140605000590 has been compared with the original document in the custody of the Secretary of State and that the same is true copy of said original.



WITNESS my hand and official seal of the Department of State, at the City of Albany, on October 15, 2015.

A handwritten signature in cursive script that reads "Anthony Giardina".

Anthony Giardina
Executive Deputy Secretary of State

Rev. 06/07

Authentication Number: 1510151042 To verify the authenticity of this document you may access the Division of Corporations' Document Authentication Website at <http://ecorp.dos.ny.gov>

DC-08

ARTICLES OF ORGANIZATION

OF

Southern Tier Brewing Company II, LLC

140605000590

140605000590

Under Section 203 of the Limited Liability Company Law

FIRST: The name of the limited liability company is:

Southern Tier Brewing Company II, LLC *non-dbm*

SECOND: The county within this state in which the office of the limited liability company is to be located is:
Chautauqua.

THIRD: The Secretary of State is designated as agent of the limited liability company upon whom process against it may be served. The post office address within or without this state to which the Secretary of State shall mail a copy of any process against the limited liability company served upon him or her is:

c/o The LLC
2072 Stoneman Circle - PO Box 166
Lakewood, NY 14750

FOURTH: The limited liability company is to be managed by:

- One or more members
- A class or classes of members
- One or more managers
- A class or classes of managers

FIFTH: The latest date on which the limited liability company is to dissolve is:

IN WITNESS WHEREOF, this certificate has been subscribed June 5, 2014
by the undersigned who affirms that the statements made herein are true under the penalties of perjury.

Carla J. Vinetti

Carla J. Vinetti
Organizer

1511050331

590

ARTICLES OF ORGANIZATION

OF

Southern Tier Brewing Company II, LLC

Under Section 203 of the Limited Liability Company Law

FILED

JUN -5 PM 1:39

ICC

STATE OF NEW YORK
DEPARTMENT OF STATE

FILED JUN 05 2014

TAXS

BY:

Filed By:

Colby Attorneys Service Co., Inc.
111 Washington Avenue, Suite 703
Albany, NY 12210

DC-08

JUN -5 PM 12:11

624

DRAWDOWN

- ROUTINE
- 24 HOUR
- SAME DAY
- 2 HOUR