

Newly-incorporated MBAA District Northwest First Board Meeting Steps

1. Seating of the District's (Corporation's) Board.

RESOLVED: Notice is hereby taken of the composition of the initial Board of the corporation per action of Mike Sutton who have served as incorporator and named the following individuals to the first Board:

Jeffrey A. Edgerton
W. Brad Loucks
Joseph P. Casey
Tom Shellhammer
Brian S. Faivre
Douglas R. Hindman

2. Reviewing District's (Corporation's) Articles of Incorporation.

RESOLVED: That the Articles of Incorporation of the District (corporation) which were accepted for filing by the State of Minnesota on 10/1/2012 are hereby ratified and a copy of the Articles, as approved with stampings showing their filing with the State of Minnesota, shall be inserted in the corporate minute book.

3. Ratification of Relationship to National and Regarding Implementation of Program and Acceptance of Assets.

RESOLVED FIRST: That the attached chartering agreement from the Master Brewers Association of the Americas, Inc., according the right to operations as an affiliate of that National Association, including as such the right to use the name and terminology "Masters Brewers Association," is hereby approved.

RESOLVED SECOND: The District (corporation) shall assume as soon as practicable operations that up to the present have been undertaken by an unincorporated entity of the same or similar name (that entity effectively this District (corporation's) "predecessor"), with the intent of expanding those operations in the direction of the purposes and undertakings set out in the Articles of Incorporation in accord with a business plan to be discussed later in this meeting.

RESOLVED THIRD: The District (corporation's) officers are authorized to accept as a gift the transfer of cash, securities, membership list(s) and any intangible properties that have or will be proffered by the predecessor entity's representatives.

4. Election of Officers.

RESOLVED: The Board elects to the following officers to serve until their respective successors are duly elected and qualified, the following individuals:

President:	W. Brad Loucks
Treasurer:	Tom Shellhammer
Chair:	Jeffrey A. Edgerton
Vice-Chair:	Joseph P. Casey
Secretary:	Tom Shellhammer

5. Ratification of Start-up Steps to Date

RESOLVED: That the actions of the incorporator, as well as actions of any other individuals constituting this Board, taken prior to the organization of the District in an effort to secure and develop opportunities and purposes of the District be, and hereby are, authorized, ratified and approved. Costs incurred by the promoter(s) shall be reimbursed, to the extent presented for payment in the next 60 days; unbilled costs shall be accepted by the corporation as start-up expenses directly.

6. Fiscal Year, Taxpayer ID Number.

RESOLVED: That the corporation's first fiscal year shall end on the last day of December conforming to MBAA's fiscal year end, as required by the Chartering Agreement with MBAA.

RESOLVED: That Eve Borenstein of Borenstein and McVeigh Law Office is hereby directed to procure a taxpayer identification number on behalf of the corporation from the IRS' website and is authorized to do so as "taxpayer's designee".

7. Opening of Account(s) with Financial Institutions or with MBAA Headquarters

RESOLVED: Either {depends on mode of keeping money available}:

That the President shall be authorized to open such bank accounts as deemed necessary or appropriate to carry on the operations of this corporation and that the following individuals: [] shall be, and hereby are, authorized to be signatories on the accounts at the financial institution so chosen by the President in the name of, and on behalf of, the Corporation, for the deposit of funds belonging to the Corporation.

or

RESOLVED: That a journal trust account with the Master Brewers Association of the Americas, Inc. shall be approved to serve as a depository in which the funds of the Corporation shall be deposited; that the following individuals:

shall be, and hereby are, authorized to be communicate with said Association to the end of authorizing the deposit of funds and authorizing withdrawals or disbursements from same.

8. Contemplating Bylaws for the District (Corporation)

RESOLVED: That the District at this time shall

adopts as its Bylaws the "draft" Bylaws provided by MBAA now attached.

Jeffrey Edgert 10/1/12

W. Brent Loucks
Dr. Tom Shellhammer
Accounts currently
held through Su Soc.
Agree to keep as such