

ARTICLES OP AGREEMENT OF CITY BEVERAGE COMPANY

KNOW ALL MEN BY THESE PRESENTS, That we, the undersigned, desirous of forming a corporation under the laws of Missouri, and, more particularly, under the provisions of Article 7, Chapter 32, Revised Statutes of Missouri, 1929, and amendments thereto, governing manufacturing and business corporations, have entered into the following agreement:

- ARTICLE I -

That the name of the corporation shall be CITY BEVERAGE COMPANY.

- ARTICLE II -

That the corporation shall be located in Kansas City, Missouri.

- ARTICLE III -

That the capital stock of said corporation shall be thirty thousand dollars (\$30,000.00), divided into three hundred (300) shares of the par value of one hundred dollars (\$100.00) each; that the same, and every part thereof, has been in good faith subscribed, and the whole thereof actually paid up in lawful money of the United States, and is now in the custody of the persons named herein as the first Board of Directors.

- ARTICLE IV -

That the names, places of residence, and the number of shares subscribed by each of the shareholders are:

Name	Residence	Number of Shares
Philip H. McCrory	Kansas City, Missouri	75
William H. McCrory	Kansas City, Missouri	75
Albert P. Spaar	Kansas City, Missouri	75
John Lazia	Kansas City, Missouri	75

- ARTICLE V -

That the Board of Directors shall consist of four (4) shareholders, and the names of those agreed on for the first year are:

Philip H. McCrory Kansas City, Missouri

William H. McCrory Kansas City, Missouri

Albert P. Spaar Kansas City, Missouri

John Lazia Kansas City, Missouri

- ARTICLE VI -

That the aforesaid corporation shall continue for a term of fifty (50) years.

- ARTICLE VII -

That the aforesaid corporation is formed for the following purposes:

(1) To engage in the sale and distribution, at wholesale and retail, of beer and all other legalized beverages, including those which are commonly classified as soft drinks.

(2) To purchase, lease or otherwise acquire and hold real estate, improvements thereon, and fixtures, including, also, all personal property necessary, suitable or convenient for the proper operation and management of the business aforesaid.

(3) To do all such other acts, and enjoy all such other powers and privileges, not hereinbefore especially enumerated, as may in anywise pertain to, or be in the furtherance of, the objects and purposes to which reference has been made herein, including, also, the right to sell, encumber or otherwise dispose of any of the property, rights or privileges, to which reference has been made herein, when needful or expedient to the proper conducting and carrying out of the purposes aforesaid, and to execute, in the name of said corporation, all conveyances and contracts required for such purposes.

(4) To purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise hold and possess, or otherwise dispose of, shares of capital stock of, or any bonds, securities or evidence of indebtedness created by, any other corporation or corporations of this state or any other state, country, nation or government; and, while owner of said stock, may exercise all the rights, powers and privileges of ownership, including the right to vote thereon.

(5) To purchase, hold, sell and transfer shares of its own capital stock; provided that it shall not use its funds or property for the purchase of its own shares of stock when such use would cause an impairment of the capital of the aforesaid corporation or perpetrate a fraud upon its creditors or other stockholders; and, provided, further, that shares of its own capital stock belonging to it shall not be voted upon by the aforesaid corporation.

IN TESTIMONY WHEREOF, we have hereunto set our hands and seals this July 12,

1933.

Philip H. McCrory

William H. McCrory

Albert P Spaar

John Lazia

AFFIDAVIT

STATE OF MISSOURI)

(SS

COUNTY OF JACKSON)

On this July 12, 1933, before me, Walter W. Calvin, a notary public within and for the aforesaid county and state, personally appeared PHILIP H. MCCRORY, WILLIAM H. MCCRORY, ALBERT P. SPAAR and JOHN LAZIA, to me known to be the persons described in and who executed the above and foregoing instrument, and acknowledged the same as their free act and deed.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my notarial seal at my office in the aforesaid county and state the day and year first above written.

Walter W Calvin

Notary Public Within and For said County and State

My commission expires October 18, 1933

STOCKHOLDERS' AFFIDAVIT

STATE OF MISSOURI)

(ss

COUNTY OF JACKSON)

The undersigned, PHILIP H. MCCRORY, WILLIAM H. MCCRORY, ALBERT P. SPAAR and JOHN LAZIA, being all of the subscribers, including parties selected as directors for the first year, to the above and foregoing Articles of Agreement of CITY BEVERAGE COMPANY, being duly sworn, upon their oath each did say that the statements and matters set forth therein are true; and that the amount of the capital stock of the aforesaid corporation described in Article III of the aforesaid Articles of Agreement, to-wit, three hundred (300) shares of the par value of one hundred dollars (\$100.00)

each, has been actually paid up in lawful money of the United States of America and is now in the actual custody of the first Board of Directors.

Philip H. McCrory

William H. McCrory

Albert P Spaar

John Lazia

Subscribed and sworn to before me this July 12, 1933.

Notary Public Within and For said County and State

My commission expires October 18, 1933

FILED AND CERTIFICATE OF INCORPORATION ISSUED

JUL 15 1933

Dwight H Brown

Secretary of State

ARTICLES OF AGREEMENT OF CITY BEVERAGE COMPANY

July 12, 1933

CALVIN, VANDEVENTER & KIMBRELL, Attorneys at Law,

1810 Fidelity Bank Building, Kansas City, Missouri