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RECORDATION FORM COVER SHEET TRADEMARKS ONLY

U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

HOPLAND BREWERY, INC.

- Individual(s) Association General Partnership Limited Partnership Corporation-State (California) Other

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:

- Assignment Merger Security Agreement Change of Name Other

Execution Date: January 3, 1994

2. Name and address of receiving party(ies)

Name: MENDOCINO BREWING COMPANY, INC.

Internal Address:

Street Address: 1601 Airport Road

City: Ukiah State: CA Zip: 95482

- Individual(s) citizenship Association General Partnership Limited Partnership Corporation-State California Other

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? Yes No

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1666891, 1673594

Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Anthony P. Vecino

Internal Address:

Coblentz, Patch, Duffy & Bass LLP

Street Address: 222 Kearny Street, 7th Floor

San Francisco State: CA Zip: 94108-4510

6. Total number of applications and registrations involved: 2

7. Total fee (37 CFR 3.41): \$ 65.00

- Enclosed Authorized to be charged to deposit account

8. Deposit account number:

50-1989

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Anthony P. Vecino, Attorney for Mendocino Brewing Company, Inc.

Signature

11/27/2001 Date

Name of Person Signing

Total number of pages including cover sheet, attachments, and document: 7

Mail documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231

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01 FC:481 40.00 CH 02 FC:482 25.00 CH 03 FC:485 120.00 CH

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FILED *BJM*

In the office of the Secretary of State  
of the State of California

1876489

NCTO:

RESTATED ARTICLES OF INCORPORATION

JAN 03 1994

OF

*March Fong Eu*  
MARCH FONG EU, Secretary of State

HOPLAND BREWERY, INC.

Michael Laybourn and Norman Franks certify that:

1. They are the President and Chief Financial Officer, respectively, of HOPLAND BREWERY, INC., a California corporation.
2. The Articles of Incorporation of the corporation are amended and restated to read in full as set forth in Exhibit A to this certificate.
3. The amended and restated Articles of Incorporation attached as Exhibit A have been duly approved by the Board of Directors of the corporation.
4. No shares have been issued.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this Certificate are true and correct of our own knowledge.

Dated: December 28, 1993.

*[Signature]*  
\_\_\_\_\_  
Michael Laybourn  
President

*[Signature]*  
\_\_\_\_\_  
Norman Franks  
Chief Financial officer

TRADEMARK

REEL: 002377 FRAME: 0840

EXHIBIT A  
ARTICLES OF INCORPORATION  
OF  
MENDOCINO BREWING COMPANY, INC.

ARTICLE 1

NAME

The name of the corporation is: MENDOCINO BREWING COMPANY, INC.

ARTICLE 2

PURPOSE

The purpose of this corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of California, other than the banking business, the trust company business, or the practice of a profession permitted to be incorporated by the California Corporations Code.

ARTICLE 3

INITIAL AGENT FOR SERVICE

The name and address in the State of the corporation's initial agent for service of process is:

Norman Franks  
13351 Hwy. 101 South  
Hopland, California 95449

ARTICLE 4

AUTHORIZED SHARES

Section 4.1. Classes of Stock. The corporation is authorized to issue two classes of shares designated "Common Stock" and "Preferred Stock," respectively. The corporation shall have the authority to issue a total of 20,000,000 shares of Common Stock and 2,000,000 shares of Preferred Stock. The Common Stock is sometimes referred to as "Common Shares" and the Preferred Stock is sometimes referred to as "Preferred Shares." Holders of Common Shares are sometimes referred to as "Common Shareholders" and holders of Preferred Shares are sometimes referred to as "Preferred Shareholders."

Section 4.2. Authorized Series of Preferred Stock. Of the total authorized share of Preferred Stock, 275,000 shares are designated Series A Preferred Stock ("Series A Shares"). Holders of the Series A Shares are sometimes referred to as "Series A designated) Shareholders."

Section 4.3. Undesignated Series of Preferred Stock. Any remaining undesignated shares of Preferred Stock may be divided into such number of additional series as the Board of Directors may determine. The Board of Directors is authorized to determine and alter the rights, preferences, privileges, and restrictions granted to and imposed upon any wholly unissued series of Preferred Shares, to fix the number of shares of any series of Preferred Stock, and to set the designation of any series of Preferred Stock. The Board of Directors, within the limits and restrictions stated in any resolution or resolutions of the Board of Directors originally fixing the number of shares constituting any series, may increase or decrease the number of shares of any series after shares of that series have been issued. The Board of Directors may not, however, reduce any series below the number of shares of such series then outstanding.

#### ARTICLE 5

#### DIVIDENDS

Section 5.1. Preferred Share Rates. The Series A Shareholders shall receive dividends equal in the aggregate to \$1.00 per Series A Share before any dividend is paid on the Common Shares or any other series of Preferred Shares (the "Preferred Dividend"). When the entire Preferred Dividend has been paid, the Series A Shares shall automatically be cancelled and shall cease to be outstanding for all purposes, and the Series A shares shall resume the status of authorized but unissued and undesignated Preferred Shares.

Section 5.2. Dividends on Common Shares. The corporation may pay dividends with respect to the Common Shares if and only if the corporation has paid the entire Preferred Dividend on the Series A Shares and the Series A Shares have been cancelled. The corporation may at any time declare and pay a dividend with respect to the Common Shares payable solely in Common Shares.

Section 5.3. Conditions to All Dividends. Dividends are payable only at the times and to the extent declared by the Board of Directors. Dividends may be payable quarterly or otherwise as the Board of Directors may determine from time to time. The corporation shall distribute any declared dividend to each shareholder entitled to receive the dividend simultaneously. Dividends are payable only out of assets legally available for that purpose. Dividends shall not cumulate. No right to a dividend shall accrue unless the dividend is declared by the Board of Directors. The Board of Directors may rescind the declaration of a dividend to the extent that the dividend has not been paid if each shareholder

is treated ratably in accordance with the shareholder's preferences with respect to the dividend.

Section 5.4. Service Shares. "Service Shares" are Common Shares held by an employee, director, or other person who is providing services to the corporation issued pursuant to an agreement that gives the corporation the right to repurchase the shares upon the occurrence of certain events (such as termination of employment). Section 503 of the California Corporations Code does not apply to any repurchase of Service Shares by the corporation.

Section 5.5. Restriction on Repurchase of Junior Shares. The corporation may repurchase shares other than the Series A Shares only if (a) the Preferred Dividend on the Series A Shares has been paid in full and the Series A Shares have been cancelled; or (b) the shares to be repurchased are Service Shares.

## ARTICLE 6

### LIQUIDATION

Section 6.1. Order of Distribution. Following dissolution of the corporation, the assets of the corporation shall be distributed first to the Series A Shareholders in an amount equal to their aggregate Liquidation Preference (as defined below), and second to the Common Shareholders.

Section 6.2. Liquidation Preferences. The Liquidation Preference of the Series A Shareholders is an amount per share equal to the unpaid Preferred Dividend of a Series A Share. Upon dissolution of the corporation, any declared but unpaid Preferred Dividends on the Series A Shares shall automatically be cancelled. When the entire Liquidation Preference of the Series A Shareholders has been paid, the Series A Shares shall automatically be cancelled and shall cease to be authorized or outstanding for all purposes.

Section 6.3. Insufficient Assets. If assets of the corporation are not sufficient to distribute the entire Liquidation Preference to the Series A Shareholders, the entire assets of the Corporation shall be distributed among the Series A Shareholders in accordance with their Series A Shares.

Section 6.4. Service Shares. Section 503 of the California Corporations Code does not apply to any repurchase of Service Shares by the corporation.

Section 6.5. Restriction on Repurchase of Junior Shares. The corporation may repurchase shares other than the Series A Shares only if (a) the corporation has sufficient net assets to enable it to pay the Series A Shareholders the full amount of their Liquidation Preference at the time of the repurchase; or (b) the shares to be repurchased are Service Shares.

#### ARTICLE 7

##### VOTING RIGHTS

Except as otherwise required by law, the Preferred Shares shall not vote on any matter.

#### ARTICLE 8

##### LIABILITY OF DIRECTORS

Section 8.1. Limitation of Directors' Liability. The liability of the directors of the corporation for monetary damages shall be eliminated to the fullest extent permissible under California law.

Section 8.2. Indemnification of Corporate Agents. The corporation is authorized to provide indemnification of agents (as defined in Section 317 of the Corporations Code) through bylaw provisions, agreements with agents, vote of shareholders or disinterested directors or otherwise, in excess of the indemnification otherwise permitted by Section 317 of the California Corporations Code, subject only to the applicable limits set forth in Section 204 of the California Corporations Code with respect to actions for breach of duty to the corporation and its shareholders.

Section 8.3. Repeal or Modification. No repeal or modification of Sections 8.1 or 8.2 shall adversely affect any right of indemnification or limitation of liability of an agent of the corporation relating to acts or omissions that occur before such repeal or modification.

[end of Articles of Incorporation]