

Application for Status as a "Chartered District" of MBAA

In accord with the *Policy Statement for Governing Chartered Districts of Master Brewers Association of the Americas, Inc.* (adopted by the Master Brewers Association of the Americas, Inc. (hereafter, MBAA) Board of Governors July 2012), and as part of reconfiguring existing Districts all to incorporated status with concomitant 501(c)(3) qualification (per MBAA Board of Governors action July 2012), an incorporated Minnesota nonprofit entity has been formed and that entity now makes application to MBAA for admittance and rostering of such nonprofit corporation to status as a **Chartered District** of MBAA.

Legal Name of Applying District:

DISTRICT MID-SOUTH OF THE MASTER BREWERS ASSOCIATION OF THE AMERICAS

Date Applying District was incorporated: 12/19/2012

Attested to by Officer of incorporated entity named above:

[Signature]
PRESIDENT, DISTRICT MID SOUTH MBAA
(sign and print title)

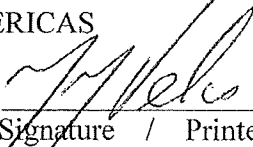
...Chartered District Agreement...

On behalf of the Applying District named above, which is a Minnesota nonprofit corporation, (hereafter, DISTRICT) the undersigned Officer(s) of DISTRICT hereby state(s) that s/he or they has/have been authorized to certify and signify to the DISTRICT's agreement to be bound to the following terms with respect to, and for all such times that DISTRICT shall be, holding status as a **Chartered District** of MBAA:

- (1) DISTRICT shall maintain legal registration and authority to operate as a Minnesota nonprofit corporation;
- (2) DISTRICT shall include in its legal name the phrase "*Master Brewers Association of the Americas*" after the name of the geographic area or region served;
- (3) DISTRICT shall not alter or redefine the DISTRICT'S geographic area or region or change its legal name without prior approval of MBAA;
- (4) DISTRICT shall be subject to the following discipline by and under the authority of MBAA's Board of Governors –
 - a. Suspension from status as a Chartered District for a period of thirty (30) days or more, but not to exceed ninety (90) days, for cause, upon having been provided notice of such action, in writing, within fourteen (14) days thereof, giving the reasons thereof. While under suspension (and not under trusteeship) no meeting shall be held in the name of the DISTRICT, except for the sole purpose of the discussion of the cause, effect or removal of the discipline and/or penalty assigned by MBAA. No funds of the DISTRICT shall be expended or obligations incurred during and while the order of suspension is in force and effect. Furthermore, MBAA's Board of Governors is also empowered to direct that any funds deposited in financial institutions in the name of the DISTRICT shall be frozen during the period of suspension. MBAA's Board of Governors may undertake a second suspension, or alternatively revoke DISTRICT'S charter, if the underlying cause of the initial suspension is not corrected during the first period. During such second suspension, MBAA's Executive Committee may also direct that the assets of the DISTRICT be

- transferred to the trusteeship of MBAA's Board of Governors;
- b. Regardless of the existence (or absence) of grounds of cause which may exist, DISTRICT agrees that it shall be subject to suspension or revocation from status as a Chartered District should DISTRICT resort to civil court action against another Chartered District, MBAA, or MBAA's Board of Governors; and
 - c. Were DISTRICT to have its Chartered District status revoked, it shall immediately amend its legal name to drop the phrase "*Master Brewers Association of the Americas*" and take all steps to effect that its property, money and effects shall and are then immediately reverted to MBAA, to be held in trust by MBAA's Board of Governor for a period of eighteen months. In the event DISTRICT is not re-chartered within such period, said property, money and effects shall become the absolute property of MBAA;
- (5) DISTRICT shall maintain Articles of Incorporation in a format and including substance as required and approved by MBAA. DISTRICT's Articles shall include the specific location/region served, specific limits on operations in accord with qualification for tax-exempt status under Section 501(c)(3) of the Internal Revenue Code; and other address required by MBAA;
 - (6) DISTRICT agrees to adopt and at all times thereafter operate under By-laws that are in the form specified by MBAA;
 - (7) DISTRICT shall submit any and all proposed changes in its Articles of Incorporation or By-laws to MBAA for approval and DISTRICT'S District Officers shall not contemplate the adoption of such amendments or bring same to review before the DISTRICT's membership until such time MBAA has approved the proposed changes;
 - (8) DISTRICT shall adopt and follow the same fiscal year as MBAA;
 - (9) DISTRICT shall keep a complete financial record of all monies received, expended and remitted, and at all times ensure that its monies be deposited in its name;
 - (10) DISTRICT shall hold at least two District Officers meetings annually; and
 - (11) DISTRICT shall use database and accounting systems as required and approved by MBAA for its financial recordkeeping/reporting, in favor of maintaining members' information, and to provide information capture and output recording related to its programming, volunteers and guests.

DISTRICT MID-SOUTH OF THE MASTER BREWERS ASSOCIATION OF THE AMERICAS

BY:  / MARTIN M. VELAS PRESIDENT 3/16/2013.
 Signature / Printed Name Title Date

MASTER BREWERS ASSOCIATION OF THE AMERICAS, INC.

BY:  / FRED SCHIESSL TECH CHAIR 3/16/2013.
 Signature / Printed Name Title Date