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The Commonwealth of Massachusetts

William Francis Galvin
Secretary of the Commonwealth
One Ashburton Place, Boston, Massachusetts 02108-1512

ARTICLES OF ORGANIZATION (General Laws, Chapter 156B)

ARTICLE I

The name of the corporation is:

The Boston Beer Company, Inc.

ARTICLE II

The purpose of the corporation is to engage in the following business activities:

To market, distribute, and/or sell beer and/or ale, and to develop, own, build and operate a brewery or breweries and any associated restaurant and/or bar, and to promote full flavored local American beers and ales; and to make and perform contracts and other undertakings and to engage in any and all activities and transactions as may be necessary or advisable in connection with carrying out, promoting and financing such activities, all to the extent permitted by the laws of the Commonwealth of Massachusetts to a corporation organized under Chapter 156B of the General Laws.

Examined
Jcm

JD/RES

Name
Approved

C
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M
R.A.

95-229048

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P.C.

Note: If the space provided under any article or item on this form is insufficient, additions shall be set forth on separate 8 1/2 x 11 sheets of paper with a left margin of at least 1 inch. Additions to more than one article may be made on a single sheet so long as each article requiring each addition is clearly indicated.

ARTICLE III

The types and classes of stock and the total number of shares and par value, if any, of each type and class of stock which the corporation is authorized to issue is as follows:

WITHOUT PAR VALUE		WITH PAR VALUE		
TYPE	NUMBER OF SHARES	TYPE	NUMBER OF SHARES	PAR VALUE
Common:	N/A	Common:	200,000	\$.01
Preferred:	N/A	Preferred:	N/A	N/A

ARTICLE IV

If more than one class of stock is authorized, state a distinguishing designation for each class. Prior to the issuance of any shares of a class, if shares of another class are outstanding, the corporation must provide a description of the preferences, voting powers, qualifications, and special or relative rights or privileges of that class and of each other class of which shares are outstanding and of each series then established within any class.

N/A

ARTICLE V

The restrictions, if any, imposed by the Articles of Organization upon the transfer of shares of stock of any class are:

None

ARTICLE VI

*Other lawful provisions, if any, for the conduct and regulation of the business and affairs of the corporation, for its voluntary dissolution, or for limiting, defining, or regulating the powers of the corporation, or of its directors or stockholders, or of any class of stockholders:

See Continuation Sheets 6A and 6B.

**If there are no provisions state "None".*

Note: The preceding six (6) articles are considered to be permanent and may ONLY be changed by filing appropriate Articles of Amendment.

Continuation Sheet 6A

6. Other lawful provisions for the conduct and regulation of the business and affairs of the corporation, for its voluntary dissolution or for limiting, defining or regulating the powers of the corporation, or of its directors or stockholders, or of any class of stockholders:

No Director or officer shall be disqualified by his office from dealing or contracting as vendor, purchaser or otherwise, whether in his individual capacity or through any other corporation, trust, association, firm or joint venture in which he is interested as a stockholder, director, trustee, partner or otherwise, with the corporation or any corporation, trust, association, firm or joint venture in which the corporation shall be a stockholder or otherwise interested or which shall hold stock or be otherwise interested in the corporation, nor shall any such dealing or contract be avoided, nor shall any Director or officer so dealing or contracting be liable to account for any profit or benefit realized through any such dealing or contract to the corporation or to any stockholder or creditor thereof solely because of the fiduciary relationship established by reason of his holding such Directorship or office. Any such interest of a Director shall not disqualify him from being counted in determining the existence of a quorum at any meeting nor shall any such interest disqualify him from voting or consenting as a Director or having his vote or consent counted in connection with any such dealing or contract.

No stockholder shall be disqualified from dealing or contracting as vendor, purchaser or otherwise, either in his individual capacity or through any other corporation, trust, association, firm or joint venture in which he is interested as a stockholder, director, trustee, partner or otherwise, with the corporation or any corporation, trust, association, firm or joint venture in which the corporation shall be a stockholder or otherwise interested or which shall hold stock or be otherwise interested in the corporation, nor shall any such dealing or contract be avoided, nor shall any stockholder so dealing or contracting be liable to account for any profit or benefit realized through any such contract or dealing to the corporation or to any stockholder or creditor thereof by reason of such stockholder holding stock in the corporation to any amount, nor shall any fiduciary relationship be deemed to be established by such stockholding.

Meetings of the stockholders of the corporation may be held at any place within the United States.

The corporation may be a partner in any business enterprise it would have power to conduct by itself.

The Directors may make, amend or repeal the By-Laws in whole or in part, except with respect to any provision thereof which by law or the By-Laws requires action by the stockholders.

Continuation Sheet 6B

No Director of the corporation shall be liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a Director notwithstanding any statutory provision or other law imposing such liability, except for liability of a Director (i) for any breach of the Director's duty of loyalty to the corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Sections 61 or 62 of Chapter 156B of the Massachusetts General Laws, or (iv) for any transaction from which the Director derived an improper personal benefit. No amendment or repeal of this paragraph shall apply to or have any effect on the liability or alleged liability of any Director of the corporation for or with respect to any acts or omissions of such Director occurring prior to such amendment or repeal.

Continuation Sheet 7A

The Boston Beer Company, Inc.

Directors

<u>Name of Director</u>	<u>Residence</u>
C. James Koch	186 Park Street Newton, MA 02158
Alfred W. Rossow, Jr.	680 Wellesley Street Weston, MA 02193
Charles Joseph Koch	741 Emerald Harbor Dr. Longboat Key, FL 34228
Jean-Michel Valette	28 Maple Avenue Kentfield, CA 94904
Pearson C. Cummin, III	22 Baldwin Farms South Greenwich, CT 06831
Rhonda Kallman	758 Jerusalem Road Cohasset, MA 02025

ARTICLE VII

The effective date of organization of the corporation shall be the date approved and filed by the Secretary of the Commonwealth. If a later **EFFECTIVE DATE** is desired, specify such date which shall not be more than *thirty days* after the date of filing.

The information contained in ARTICLE VIII is *not a permanent* part of the Articles of Organization and may be changed *only* by filing the appropriate form provided therefor.

ARTICLE VIII

a. The street address of the principal office of the corporation *in Massachusetts* is: (post office boxes are not acceptable)

75 Arlington Street, Boston, MA 02116

b. The name, residence and post office address (if different) of the directors and officers of the corporation are:

	NAME	RESIDENCE	POST OFFICE ADDRESS
President:	C. James Koch	186 Park Street Newton, MA 02158	same
Treasurer:	C. James Koch	186 Park Street Newton, MA 02158	same
Clerk:	C. James Koch	186 Park Street Newton, MA 02158	same
Directors:	See Continuation Sheet 7A.		

c. The fiscal year (i.e., tax year) of the corporation shall end on the last day of the month of: December

d. The name and *business* address of the *resident agent* of the corporation, if any, is: N/A

ARTICLE IX

By-laws of the corporation have been duly adopted and the president, treasurer, clerk and directors whose names are set forth above, have been duly elected.

IN WITNESS WHEREOF AND UNDER THE PAINS AND PENALTIES OF PERJURY, I/we, whose signature(s) appear below as incorporator(s) and whose name(s) and business or residential address(es) *are clearly typed or printed* beneath each signature do hereby associate with the intention of forming this corporation under the provisions of General Laws, Chapter 156B and do hereby sign these Articles of Organization as incorporator(s) this 17th day of August, in the year 1995.



By: Boston Brewing Company, Inc.
C. James Koch, President
75 Arlington Street
Boston, MA 02116

Note: If an existing corporation is acting as incorporator, type in the exact name of the corporation, the state or other jurisdiction where it was incorporated, the name of the person signing on behalf of said corporation and the title he/she holds or other authority by which such action is taken.

SECRETARY OF
COMMONWEALTH

510041

1995 AUG 17 PM 3:53 THE COMMONWEALTH OF MASSACHUSETTS

REGISTRATION DIVISION

ARTICLES OF ORGANIZATION
(General Laws, Chapter 156B)

I hereby certify that, upon examination of these Articles of Organization, duly submitted to me, it appears that the provisions of the General Laws relative to the organization of corporations have been complied with, and I hereby approve said articles; and the filing fee in the amount of \$ 200 having been paid, said articles are deemed to have been filed with me this 17th day of NOV 30 19 95.

Effective date: _____



WILLIAM FRANCIS GALVIN
Secretary of the Commonwealth

FILING FEE: One tenth of one percent of the total authorized capital stock, but not less than \$200.00. For the purpose of filing, shares of stock with a par value less than one dollar, or no par stock, shall be deemed to have a par value of one dollar per share.

TO BE FILLED IN BY CORPORATION
Photocopy of document to be sent to:

Frederick H. Grein, Esq.

Hutchins, Wheeler & Dittmar
101 Federal Street
Boston, MA 02110

Telephone: (617) 951-6600

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The Commonwealth of Massachusetts

William Francis Galvin
Secretary of the Commonwealth
One Ashburton Place, Boston, Massachusetts 02108-1512

132/9
Examiner

RESTATED ARTICLES OF ORGANIZATION (General Laws, Chapter 156B, Section 74)

N/A
Name Approved

We, C. James Koch, *President / ~~Vice President~~

and C. James Koch, *Clerk / ~~Assistant Clerk~~

of The Boston Beer Company, Inc.
(Exact name of corporation)

located at 75 Arlington Street, Boston, MA
(Street address of corporation Massachusetts)

do hereby certify that the following Restatement of the Articles of Organization was duly adopted at a meeting held on November 15, 1995 by ~~by a vote of the directors~~ / or:

1 shares of Common Stock of 1 shares outstanding,
(type, class & series, if any)

 shares of of shares outstanding, and
(type, class & series, if any)

 shares of of shares outstanding,
(type, class & series, if any)

**being at least a majority of each type, class or series outstanding and entitled to vote thereon: / **being at least two-thirds of each type, class or series outstanding and entitled to vote thereon and of each type, class or series of stock whose rights are adversely affected thereby:

ARTICLE I

The name of the corporation is:

The Boston Beer Company, Inc.

ARTICLE II

The purpose of the corporation is to engage in the following business activities:

See Continuation Sheet 2A.

- C
- P
- M
- R.A.

*Delete the inapplicable words. **Delete the inapplicable clause.
Note: If the space provided under any article or item on this form is insufficient, additions shall be set forth on separate 8 1/2 x 11 sheets of paper with a left margin of at least 1 inch. Additions to more than one article may be made on a single sheet so long as each article requiring each addition is clearly indicated.

P.C.

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K.A. 1995

ARTICLE III

State the total number of shares and par value, if any, of each class of stock which the corporation is authorized to issue:

WITHOUT PAR VALUE		WITH PAR VALUE		
TYPE	NUMBER OF SHARES	TYPE	NUMBER OF SHARES	PAR VALUE
Common:		Common:	Class A: 20,300,000	\$.01
			Class B: 4,200,000	\$.01
Preferred:		Preferred:		

ARTICLE IV

If more than one class of stock is authorized, state a distinguishing designation for each class. Prior to the issuance of any shares of a class, if shares of another class are outstanding, the corporation must provide a description of the preferences, voting powers, qualifications, and special or relative rights or privileges of that class and of each other class of which shares are outstanding and of each series then established within any class.

See Continuation Sheet 4A.

ARTICLE V

The restrictions, if any, imposed by the Articles of Organization upon the transfer of shares of stock of any class are:

None.

ARTICLE VI

**Other lawful provisions, if any, for the conduct and regulation of the business and affairs of the corporation, for its voluntary dissolution, or for limiting, defining, or regulating the powers of the corporation, or of its directors or stockholders, or of any class of stockholders:

See Continuation Sheet 6A.

***If there are no provisions state "None".*

Note: The preceding six (6) articles are considered to be permanent and may ONLY be changed by filing appropriate Articles of Amendment.

Continuation Sheet 2A

To market, distribute, and/or sell beer and/or ale, and to develop, own, build and operate a brewery or breweries and any associated restaurant and/or bar, and to promote full flavored local American beers and ales; and to make and perform contracts and other undertakings and to engage in any and all activities and transactions as may be necessary or advisable in connection with carrying out, promoting and financing such activities, all to the extent permitted by the laws of the Commonwealth of Massachusetts to a corporation organized under Chapter 156B of the General Laws.

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ARTICLE IV

The Class A Common Stock and the Class B Common Stock shall be identical in all respects, except that the Class A Common Stock shall have no voting rights, all such rights being reserved for the Class B Common Stock, except as otherwise required by law and except as follows:

1. Board of Directors. The Board of Directors of the Corporation (the "Board") shall consist of seven (7) Directors, of whom two (2) shall be elected annually by a plurality vote of the holders of the Class A Common Stock and five (5) shall be elected annually by a plurality vote of the holders of the Class B Common Stock.

2. Restrictions on Future Issuances of Voting Stock. Except with the approval of the holders of sixty-six and two-thirds percent (66 2/3%) in interest of the Class A Common Stock, voting as a separate class, the Corporation shall not authorize or issue additional classes, series or shares of Class B Common Stock at any time. If approved as set forth in the preceding sentence, the Corporation may issue additional classes, series or shares of Class B Common Stock, with the preferences, voting powers, qualifications and special or relative rights and privileges to be approved by a majority of the members of the Board, which majority must include both directors elected by the holders of the Class A Common Stock. Subject to the provisions of Section 3 of this Article IV, the Corporation may, without the approval of the holders of the Class A Common Stock, authorize and issue additional classes, series or shares of Class A Common Stock, with the preferences, voting powers, qualifications and special or relative rights and privileges approved by the Board.

3. Superior Liquidation or Repurchase Rights. The Corporation shall not, without the approval of the holders of sixty-six and two-thirds percent (66 2/3%) in interest of the Class A Common Stock, voting as a separate class, (a) authorize, issue or sell any additional securities which have rights in the event of, or with respect to, liquidation or repurchase which are senior to the corresponding rights of the holders of the Class A Common Stock, (b) authorize, issue or sell any additional securities which have rights which are senior to the corresponding rights of the holders of Class A Common Stock as they relate to voting or distribution rights, or (c) alter, amend or change any of the preferences, rights or terms of the Class A Common Stock or Class B Common Stock as set forth in these Articles.

4. Mergers; Dissolutions; Sales. The Corporation shall not merge or consolidate with any entity or liquidate or dissolve, sell, or otherwise dispose of any significant portion of its assets, or acquire all or any part of the business of another person or entity (whether by purchase of assets or stock), unless (i) the holders of Class A Common Stock and Class B Common Stock, by virtue of their ownership of Shares, are, counted together and immediately after such transaction, the record holders of more than fifty percent (50%) of the combined voting power of the voting securities (entitled to vote generally for the election of directors) of the surviving or continuing entity outstanding immediately after such transaction, or (ii) sixty-six and two-thirds percent (66 2/3%) in interest of the holders of the Class A Common Stock give their express written consent or affirmative vote. Following a transaction involving the Corporation, pursuant to Section 351 of the Internal Revenue Code of 1986, as amended, and the rules and regulations promulgated thereunder (a "Section 351 Transaction"), the Corporation shall not cause any of its subsidiaries that are corporations to be liquidated, merged with or into the Corporation or another entity, sold or otherwise disposed of, nor cause any of the securities of any of its subsidiaries (whether corporations or partnerships) to be sold, assigned, pledged, encumbered or otherwise disposed of, except in either case (i) with the consent of a majority in interest of the stockholders (immediately prior to the Section 351 Transaction) of each of its corporate subsidiaries, and (ii) after the fifth anniversary of the date of the consummation of such Section 351 Transaction.

5. Amendments; Approvals; Other Actions. Except as otherwise expressly provided in these Articles, the Articles and the By-Laws of the Corporation may be amended or modified only with the approval of at least seventy-five percent (75%) in interest of the holders of the Class A Common Stock, voting as a separate class.

6. Conversion of Class B Common Stock. Each share of Class B Common Stock shall, upon request of any holder thereof, be freely convertible into one share of Class A Common Stock.

If the Corporation, at any time or from time to time: (i) declares a dividend or distribution on the Class A Common Stock payable in securities of the Corporation; (ii) subdivides the outstanding Class A Common Stock; (iii) combines the outstanding Class A Common Stock into a smaller number of shares; or (iv) issues any securities of the Corporation to holders of Class A Common Stock in a reclassification, then in each such case, the rate at which the Class B Common Stock converts into the Class A Common Stock in effect at the time of

the record date for such dividend or of the effective date of such subdivision, combination or reclassification and the number and kind of shares of capital stock or issuable on such date shall be proportionately adjusted so that, in connection with a conversion after such date, each holder of the Class B Common Stock shall be entitled to receive the aggregate number and kind of shares of capital stock or other securities which, if the conversion had occurred immediately prior to such date, the holder would have owned upon such conversion and been entitled to receive by virtue of such dividend, distribution, subdivision, combination or reclassification. Any adjustments shall become effective immediately after the record date of such dividend or distribution or the effective date of such subdivision, combination or reclassification. Such adjustment shall be made successively whenever any event listed above shall occur. If a dividend or distribution is declared and such dividend or distribution is not paid, the conversion ratio shall be adjusted to the conversion ratio in effect immediately prior to such record date.

No dividend, distribution, subdivision, combination or reclassification of the Class B Common Stock shall occur unless a like dividend, distribution, subdivision, combination or reclassification is made with respect to the Class A Common Stock.

7. Termination of Class Voting Rights. In the event that at any time the outstanding shares of Class B Common Stock represent less than one percent (1%) of all the then outstanding shares of Common Stock, all of the class voting rights of the Class A and Class B Common Stock described herein shall terminate and thereafter the shares of the Class A and Class B Common Stock shall be entitled to vote on all matters, including the election of all of the directors of the Corporation, voting together as a single class with each share of Common Stock entitled to one vote. In such event, the Corporation shall, as soon as possible, mail to the record holders of shares of Class A and Class B Common Stock at their respective addresses shown on the records of the Corporation, a notice of the termination of class voting rights and the establishment of voting rights as provided for in this Section 7 of this Article 4.

Other lawful provisions for the conduct and regulation of the business and affairs of the corporation, for its voluntary dissolution or for limiting, defining or regulating the powers of the corporation, or of its directors or stockholders, or of any class of stockholders:

No Director or officer shall be disqualified by his office from dealing or contracting as vendor, purchaser or otherwise, whether in his individual capacity or through any other corporation, trust, association, firm or joint venture in which he is interested as a stockholder, director, trustee, partner or otherwise, with the corporation or any corporation, trust, association, firm or joint venture in which the corporation shall be a stockholder or otherwise interested or which shall hold stock or be otherwise interested in the corporation, nor shall any such dealing or contract be avoided, nor shall any Director or officer so dealing or contracting be liable to account for any profit or benefit realized through any such dealing or contract to the corporation or to any stockholder or creditor thereof solely because of the fiduciary relationship established by reason of his holding such Directorship or office. Any such interest of a Director shall not disqualify him from being counted in determining the existence of a quorum at any meeting nor shall any such interest disqualify him from voting or consenting as a Director or having his vote or consent counted in connection with any such dealing or contract, provided that full disclosure of such interest is made prior to determining the existence of a quorum and the taking of such vote or consent.

No stockholder shall be disqualified from dealing or contracting as vendor, purchaser or otherwise, either in his individual capacity or through any other corporation, trust, association, firm or joint venture in which he is interested as a stockholder, director, trustee, partner or otherwise, with the corporation or any corporation, trust, association, firm or joint venture in which the corporation shall be a stockholder or otherwise interested or which shall hold stock or be otherwise interested in the corporation, nor shall any such dealing or contract be avoided, nor shall any stockholder so dealing or contracting be liable to account for any profit or benefit realized through any such contract or dealing to the corporation or to any stockholder or creditor thereof by reason of such stockholder holding stock in the corporation to any amount, nor shall any fiduciary relationship be deemed to be established by such stockholding.

Meetings of the stockholders of the corporation may be held at any place within the United States.

The corporation may be a partner in any business enterprise it would have power to conduct by itself.

No Director of the corporation shall be liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a Director notwithstanding any statutory provision or other law imposing such liability, except for liability of a Director (i) for any breach of the Director's duty of loyalty to the corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Sections 61 or 62 of Chapter 156B of the Massachusetts General Laws, or (iv) for any transaction from which the Director derived an improper personal benefit. No amendment or repeal of this paragraph shall apply to or have any effect on the liability or alleged liability of any Director of the corporation for or with respect to any acts or omissions of such Director occurring prior to such amendment or repeal.

The provisions of Sections 110D and 110F of the Massachusetts General Laws do not apply to the Corporation.

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Continuation Sheet 7A

The Boston Beer Company, Inc.

Directors

<u>Name of Director</u>	<u>Residence</u>
C. James Koch	186 Park Street Newton, MA 02158
Alfred W. Rossow, Jr.	680 Wellesley Street Weston, MA 02193
Charles Joseph Koch	741 Emerald Harbor Dr. Longboat Key, FL 34228
Jean-Michel Valette	28 Maple Avenue Kentfield, CA 94904
Pearson C. Cummin, III	22 Baldwin Farms South Greenwich, CT 06831
Rhonda Kallman	758 Jerusalem Road Cohasset, MA 02025

ATTACHMENT VIII

2

Article III

We are creating two classes of common stock : Class A and Class B.

Article IV

We are creating Class A and Class B Common stock and the various rights thereto.

Article VI

We are adding, among other things, a provision which states Sections 110D and 110F of MGL do not apply and amending paragraph 2:

ARTICLE VII

The effective date of the restated Articles of Organization of the corporation shall be the date approved and filed by the Secretary of the Commonwealth. If a *later* effective date is desired, specify such date which shall not be more than *thirty days* after the date of filing.

ARTICLE VIII

The information contained in Article VIII is not a permanent part of the Articles of Organization.

a. The street address (post office boxes are not acceptable) of the principal office of the corporation *in Massachusetts* is:
75 Arlington Street, Boston, MA

b. The name, residential address and post office address of each director and officer of the corporation is as follows:

	NAME	RESIDENTIAL ADDRESS	POST OFFICE ADDRESS
President:	C. James Koch	186 Park Street, Newton, MA 02158	Same
Treasurer:	Alfred W. Rossow, Jr.	680 Wellesley St., Weston, MA 02193	Same
Clerk:	C. James Koch	186 Park Street, Newton, MA 02158	Same
Directors:	See Continuation Sheet 7A.		

c. The fiscal year (i.e., tax year) of the corporation shall end on the last day of the month of: December

d. The name and business address of the resident agent, if any, of the corporation is: N/A

**We further certify that the foregoing Restated Articles of Organization affect no amendments to the Articles of Organization of the corporation as heretofore amended, except amendments to the following articles. Briefly describe amendments below:

SEE ATTACHMENT VIIIA

SIGNED UNDER THE PENALTIES OF PERJURY, this 17th day of November, 19 95

C. James Koch, *President / ~~XXXXXXXXXXXX~~ Vice President

C. James Koch, *Clerk / ~~XXXXXXXXXXXX~~

*Delete the inapplicable words. **If there are no amendments, state 'None'.

517951

THE COMMONWEALTH OF MASSACHUSETTS

RESTATED ARTICLES OF ORGANIZATION

(General Laws, Chapter 156B, Section 74)

RECEIVED

NOV 17 1995

SECRETARY OF THE COMMONWEALTH
CORPORATIONS DIVISION

I hereby approve the within Restated Articles of Organization and,
the filing fee in the amount of \$ 24,700.00 having been paid, said
articles are deemed to have been filed with me this 17th day of
NOVEMBER, 19 95.

Effective Date: _____



WILLIAM FRANCIS GALVIN

Secretary of the Commonwealth

TO BE FILLED IN BY CORPORATION

Photocopy of document to be sent to:

Frederick H. Grein, Jr., Esq.

Hutchins, Wheeler & Dittmar

101 Federal Street

Boston, MA 02110

Telephone: (617) 951-6600

The Commonwealth of Massachusetts

William Francis Galvin

Secretary of the Commonwealth

One Ashburton Place, Boston, Massachusetts 02108-1512

024

ARTICLES OF AMENDMENT (General Laws, Chapter 156B, Section 72)

Examiner

Name
Approved

We, Alfred W. Rossow, Jr. ~~President~~ ^{Executive} Vice President,

and Clare A. Dever ~~Clerk~~ ^{Clerk} / *Assistant Clerk,

of The Boston Beer Company, Inc.
(Exact name of corporation)

located at 75 Arlington Street, Boston, MA 02116
(Street address of corporation in Massachusetts)

certify that these Articles of Amendment affecting articles numbered:

~~Articles III and Article IV, Section 1~~
(Number those articles 1, 2, 3, 4, 5 and/or 6 being amended)

of the Articles of Organization were duly adopted at a meeting held on June 2, 1998, by vote of:

Article III:

4,107,355 shares of Class B Common Stock of 4,107,355 shares outstanding,
(type, class & series, if any)

Article IV, Section 1:

12,762,163 shares of Class A Common Stock of 16,377,829 shares outstanding, and
(type, class & series, if any)

_____ shares of _____ of _____ shares outstanding,
(type, class & series, if any)

C ---
P ---
M ---
R.A. ---

~~being at least a majority of each type, class or series outstanding and entitled to vote thereon; or~~ ^{2**}being at least two-thirds of each type, class or series outstanding and entitled to vote thereon and of each type, class or series of stock whose rights are adversely affected thereby:

*Delete the inapplicable words.

**Delete the inapplicable clause.

¹ For amendments adopted pursuant to Chapter 156B, Section 70.

² For amendments adopted pursuant to Chapter 156B, Section 71.

Note: If the space provided under any article or item on this form is insufficient, additions shall be set forth on one side only of separate 8 1/2 x 11 sheets of paper with a left margin of at least 1 inch. Additions to more than one article may be made on a single sheet so long as each article requiring each addition is clearly indicated.

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2/17/98

To *change* the number of shares and the par value (if any) of any type, class or series of stock which the corporation is authorized to issue, fill in the following:

The total *presently* authorized is:

WITHOUT PAR VALUE STOCKS		WITH PAR VALUE STOCKS		
TYPE	NUMBER OF SHARES	TYPE	NUMBER OF SHARES	PAR VALUE
Common:		Common:	Class A: 20,300,000	\$.01
			Class B: 4,200,000	\$.01
Preferred:		Preferred:		

Change the total authorized to:

WITHOUT PAR VALUE STOCKS		WITH PAR VALUE STOCKS		
TYPE	NUMBER OF SHARES	TYPE	NUMBER OF SHARES	PAR VALUE
Common:		Common:	Class A: 22,700,000	\$.01
			Class B: 4,200,000	\$.01
Preferred:		Preferred:		


ARTICLE IV, Section 1, is hereby amended by deletion thereof and substituting the following in lieu thereof:

1. BOARD OF DIRECTORS. The number of Directors of the Corporation shall be such number as fixed annually by the Board of Directors, but not fewer than seven (7) nor more than eleven (11), consisting of not fewer than two (2) nor more than four (4) Directors elected by the holders of the Corporation's Class A Common Stock (the "Class A Directors") and not fewer than five (5) nor more than seven (7) Directors elected by the holders of the Corporation's Class B Common Stock (the "Class B Directors"), and subject to the further requirement that no Class B Directors in excess of five (5) Class B Directors shall be elected unless a like number of Class A Directors is also then, or previously, elected."

The foregoing amendment(s) will become effective when these Articles of Amendment are filed in accordance with General Laws, Chapter 156B, Section 6 unless these articles specify, in accordance with the vote adopting the amendment, a *later* effective date not more than *thirty days* after such filing, in which event the amendment will become effective on such later date.

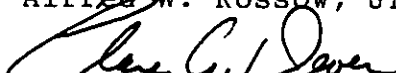
Later effective date: _____

SIGNED UNDER THE PENALTIES OF PERJURY, this 23rd day of July, 19 98,



Alfred W. Rossow, Jr.

Executive ~~President~~ / *Vice President,



Claire A. Dever

*Clerk / *Assistant Clerk.
~~XXXX~~

*Delete the inapplicable words.

625763

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SECRETARY OF
THE COMMONWEALTH

98 AUG -4 AM 10:51

THE COMMONWEALTH OF MASSACHUSETTS

ARTICLES OF AMENDMENT
(General Laws, Chapter 156B, Section 72)

I hereby approve the within Articles of Amendment and, the filing fee in the amount of \$ 2,500 having been paid, said articles are deemed to have been filed with me this 4th day of August 19 98.

Effective date: _____



WILLIAM FRANCIS GALVIN
Secretary of the Commonwealth

TO BE FILLED IN BY CORPORATION
Photocopy of document to be sent to:

Clare A. Dever, Corporate Secretary
The Boston Beer Company, Inc.
75 Arlington Street
Boston, MA 02116
Telephone: 617 368 5139