



Department of State.

CERTIFICATE OF INCORPORATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that the original of the articles of incorporation of

S & C IMPORTERS AND DISTRIBUTORS, INC.

was filed in the office of the Secretary of State on the 27th day of August A.D., One Thousand Nine Hundred seventy-six and ~~will be~~ ^{will be} recorded on ~~Film No.~~ ^{microfilm} of Record of Domestic Corporations, of the State of Idaho, and that the said articles contain the statement of facts required by Section 30-103, Idaho Code.

I FURTHER CERTIFY, That the persons executing the articles and their associates and successors are hereby constituted a corporation, by the name hereinbefore stated, for *Perpetual Existence* from the date hereof, with its registered office in this State located at *Sun Valley, Idaho* in the County of *Blaine*

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this 27th day of August, A.D., 19⁷⁶.

Pete T. Cenarrusa
Secretary of State.

Corporation Clerk.

ARTICLES OF INCORPORATION
OF
S & C IMPORTERS AND DISTRIBUTORS, INC.

KNOW ALL MEN BY THESE PRESENTS:

That we, James N. Cimino and Sam J. Smit of Ketchum, Blaine County, Idaho, and James A. Cimino of Boise, Ada County, Idaho, all being persons of full age and citizens of the United States of America, do hereby, as incorporators thereof, form a corporation under the provisions of the laws of the State of Idaho, and we do hereby adopt Articles of Incorporation of such corporation as follows:

ARTICLE I

That the name of said corporation is:

S & C IMPORTERS AND DISTRIBUTORS, INC.

ARTICLE II

That the purposes for which said corporation is formed are as follows:

To engage in the general business of importing and exporting goods, wares and merchandise of every type, kind, nature and quality whatsoever to and from various states within the United States of America and to and from any and all foreign countries specifically including, but certainly not limited to, wines, beer, alcoholic beverages of any type and nature, food, paperworks, trinkets, or any other items capable of importing and exporting.

To buy, sell, manufacture and distribute merchandise of every kind, form and nature; to retail and wholesale said merchandise and manufacture merchandise of every type and nature.

To distribute, sell and buy said merchandise specifically including importing and exporting merchandise of every type, kind and nature.

To engage in and carry on and conduct a general import/export business of any and all types of goods, wares and merchandise; to execute, and take or receive any contracts or assignments of contracts therefor or relating thereto or connected therewith; and to manufacture or otherwise acquire and furnish all buildings and other materials and supplies connected therewith or required therefor; to manufacture, produce, adapt, and prepare, deal in and deal with any materials, articles, or things incidental to or required for, or useful in connection with any of its business, and generally to carry on any other business which can be advantageously carried on in conjunction with and incidental to any of the matters aforesaid.

To carry on any activity or activities that might be related to any of the above described powers of the said corporation;

To acquire, hold, possess, and own patents and copyrights, improvements, and franchises, or to acquire licenses under such patents and copyrights for the manufacture and sale of any and all machinery or improvements thereon or articles of any nature, and to beneficially use rights under such patents and copyrights by vending said patents or copyrights or rights or licenses thereunder;

To borrow money and to issue bonds, debentures and other obligations of the corporation and to mortgage or pledge its property to secure such borrowed money or other obligations;

To acquire, own, hold, lease, build and/or erect any and all buildings, structures and plants that may be deemed suitable to the furtherance of the foregoing or for any purposes for which the corporation is formed, and to operate, manage, control, rent, sell or otherwise dispose of the same.

To receive, acquire, own, hold, purchase, dispose of, convey, mortgage, pledge and/or lease real and personal property of every kind, nature and description whether or not the same is used in connection with any of the purposes of said corporation; to dispose of, sell, lease, assign, transfer, mortgage, pledge and/or convey any rights, privileges, franchises, real or personal property of the corporation, other than its franchise of being a corporation, and to acquire, purchase, guarantee, hold, mortgage, own, vote, sell, assign, pledge and/or otherwise dispose of and deal in shares, bonds, securities and debentures and other evidence of indebtedness of other corporations, domestic or foreign; to acquire, invest in, own and dispose of the capital stock of the corporation; and also to have all of the powers and authority authorized or provided for by Section 30-114 of Idaho Code Annotated, as amended; and

To exercise and perform any and all of the hereinbefore mentioned and described powers, objects and matters, within and/or without the State of Idaho.

ARTICLE III

That the duration of said corporation shall be perpetual.

ARTICLE IV

That the location and post office address of the registered office of said corporation in Idaho shall be Box 778, Sun Valley, Blaine County, Idaho 83353. Branch offices or places of business of said corporation may be hereafter established at any other place either within or without the State of Idaho whenever necessary in the judgment of the Board of Directors for the proper prosecution of the objects and purposes of said corporation.

ARTICLE V

That the shares of stock of said corporation are not to be classified and shall all be common stock, and that the authorized shares of said corporation shall be One Hundred Thousand (100,000)

of the par value of One and no/100 Dollars (\$1.00). Each share of common stock shall be entitled to one (1) vote and shall represent all of the voting shares of the corporation.

That said shares of stock shall be fully paid up before being issued and after issuance shall be non-assessable.

ARTICLE VI

That the number of Directors of said corporation shall be fixed by the By-Laws of the corporation. The first Board of Directors shall be three (3) in number, consisting of James N. Cimino, Sam J. Smit and James A. Cimino, who shall serve until the annual election of Directors in the year 1977.

ARTICLE VII

That the qualifications, term of office, manner of election, time and place of meeting and the powers and duties of the Directors of this corporation shall be prescribed by the By-Laws;

That the Directors of the corporation shall have the power and authority to alter, repeal and amend the By-Laws, and adopt new By-Laws of the corporation, in the manner fixed by the By-Laws of the corporation.

ARTICLE VIII

That the names and post office addresses of the incorporators of said corporation and the number of shares therein subscribed by each of said incorporators are as follows:

<u>NAME</u>	<u>POST OFFICE ADDRESS</u>	<u>NO. OF SHARES SUBSCRIBED</u>
James N. Cimino	G.P.O. 3328 San Juan, Puerto Rico 00936	250
Sam J. Smit	Box 778 Sun Valley, Idaho 83353	500
James A. Cimino	2215 Division Ave. Boise, Idaho 83706	250

ARTICLE IX

No contract or other transaction between the corporation or any other corporation, whether or not a majority of the shares of the capital stock of such other corporation is owned by the corporation, and no act of the corporation shall in any way be effected or invalidated by the fact that any of the Directors of the corporation are pecuniarily or otherwise interested in any contract or transaction of the corporation, and any Director of the corporation who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this company which shall authorize such contract or transaction, and may vote thereon to authorize such contract or transaction with like force and effect as if he were not such Director or officer of such other corporation and not so interested.

ARTICLE X

The corporation may enter into voting trusts as allowed by applicable statutes, and may also enter into restrictive agreements with its Stockholders for the repurchase of its corporate stock in the event of death, permanent disability, retirement, sale, bankruptcy or seizure by process of law; further, said corporation may enter into deferred compensation plans to include profit sharing plans with its employees, and may further exercise its right to qualify as a small business corporation under the applicable sections of the Internal Revenue Code of the United States.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 27 day of August, 1976.

James M. Lomino
James J. Smit
James A. Quinn

STATE OF IDAHO)
) ss.
County of Blaine)

On this 25th day of August, 1976, before me, the undersigned, a Notary Public in and for said County and State, personally appeared JAMES N. CIMINO and SAM J. SMIT, known to me to be the persons whose names are subscribed to the foregoing instrument, and acknowledged to me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, the day and year in this certificate first above written.

(seal)

Joe Anne L. Reed
Notary Public for Idaho
Residing at: Hailey, Idaho
My Comm. Expires: 3/16/79

STATE OF IDAHO)
) ss.
County of Ada)

On this 27 day of August, 1976, before me, the undersigned, a Notary Public in and for said County and State, personally appeared JAMES A. CIMINO, known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, the day and year in this certificate first above written.

(seal)

Linda Stranger
Notary Public for Idaho
Residing at: Boise, ID
My Comm. Expires: 1-22-80