



CERTIFICATE OF INCORPORATION  
OF

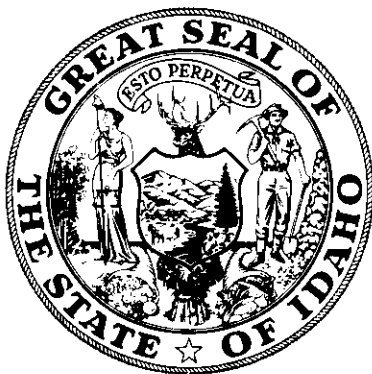
NORTH IDAHO ENOLOGICAL SOCIETY, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of NORTH IDAHO ENOLOGICAL SOCIETY, INC.

duly signed pursuant to the provisions of the Idaho Nonprofit Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated October 15, 19 84.



SECRETARY OF STATE

\_\_\_\_\_  
Corporation Clerk

# ARTICLES OF INCORPORATION

OF

## NORTH IDAHO ENOLOGICAL SOCIETY, INC.

The undersigned, acting as incorporators of a corporation under the Idaho Nonprofit Corporation Act, adopt the following Articles of Incorporation for such corporation:

FIRST: The name of the corporation is NORTH IDAHO ENOLOGICAL SOCIETY, INC.

SECOND: The period of its duration is perpetual.

THIRD: The duration of the corporation shall be perpetual.

FOURTH: The purpose of the corporation shall be to promote knowledge of enological matters, for social purposes and to further the aesthetic benefits derived from vinous substances.

FIFTH: All of the properties and assets of this corporation shall be and are irrevocably dedicated to nonprofitable purposes and no part of the monies or assets of the corporation, upon dissolution or otherwise, shall inure to the benefit of any private person, or individual, nor any member of the corporation except as such private person or member may be a corporation, exempt from taxation, organized and operated exclusively for purposes enumerated in Section 501 (c) of the Internal Revenue Code of 1954 or subsequent tax laws.

SIXTH: The corporation shall have members which shall be limited to those individuals who are permitted to drink wine, as defined by the statutes of the State of Idaho as they may be amended from time to time. Each member shall have one vote.

SEVENTH: The management of the corporate affairs shall be vested in the Board of Directors which shall consist of no less than three, but no more than nine directors. The names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

NAME	ADDRESS
Dick Prather	934 N. 16th St., Coeur d'Alene, Id
George Krug	Rt. 2, Box 151A, Harrison, Id
Patricia Krug	Rt. 2, Box 151A, Harrison, Id
Don White	W. 4101 Cougar Gulch Rd., Coeur d'Alene, ID
Florine Dooley	1039 N. 15th, Coeur d'Alene, ID
Mike Stimack	Rt. 3, Box 319, Rathdrum, ID
Becky Stimack	Rt. 3, Box 319, Rathdrum, ID
Melinda Balser	W. 701 Riverview Dr., Post Falls, ID
Larry Kaiser	W. 701 Riverview Dr., Post Falls, ID

EIGHTH: The initial bylaws of the corporation shall be adopted by the Board of Directors. The power to alter, amend, repeal or adopt new bylaws shall be vested in the members, but such powers may be delegated by the members to the Board of Directors.

NINTH: The location and address of the initial registered office of the corporation is 410 Sherman Avenue, Suite 215, Coeur d'Alene, Idaho, 83814, and the name of the initial registered agent at such address in Stephen B. McCrea.

TENTH: Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes of the corporation in such a manner, or to such organization or organizations organized and operated exclusively for charitable, educational or scientific purposes, and which shall at the time qualify as an exempt organization or organizations under Section 501(c) of the Internal Revenue Code of 1954, or any subsequent federal tax law, as the Board of Directors shall determine; provided, however, and subject to the above limitations, if any of such assets have been acquired under a federal grant or contract, their disposition shall be made in accordance with the appropriate instructions of the governmental official responsible under the law for providing of such instruction under such circumstances. Any of such assets not so disposed of shall be disposed of by the District Court of the County in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as the Court shall determine, which are organized and operated exclusively for the purposes set forth herein.

IN WITNESS WHEREOF, we have hereunto set our hand this 17  
day of August, 1984.

Richard C. Prather  
Dick Prather

George Krug  
George Krug

Patricia Krug  
Patricia Krug

Don White  
Don White

Georgia Florine Dooley  
Florine Dooley

Mike Stimack  
Mike Stimack

Becky Stimack  
Becky Stimack

Melinda Balser  
Melinda Balser

Larry Kaiser  
Larry Kaiser