

## 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

**KOOS-KOOSKIA VINEYARDS, INC.**

was filed in the office of the Secretary of State on the **Fifteenth** day of **June** A.D., One Thousand Nine Hundred **Seventy-three** and ~~will be~~ duly recorded on ~~Film No.~~ **Film** 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

**Kooskia, Idaho**

in the County of

**Idaho**

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 **15th** day of **June**, A.D., 19 **73**.

Pete T. Cenarrusa

Secretary of State.

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

1 ARTICLES OF INCORPORATION  
2 OF  
3 KOOS-KOOSKIA VINEYARDS, INC.  
4

5 KNOW ALL MEN BY THESE PRESENTS, that we, the  
6 undersigned, have this day voluntarily associated ourselves together  
7 for the purposes of forming a corporation under the laws of the State  
8 of Idaho, and to that end do hereby adopt Articles of Incorporation and  
9 do hereby CERTIFY in writing as follows:  
10

11 I.

12 That the name of the corporation shall be Koos-Kooskia  
13 Vineyards, Inc.

14 II.

15 That the purposes for which said corporation is to be  
16 formed are as follows:

17 a) To manufacture, purchase, or otherwise acquire,  
18 own, mortgage, pledge, sell, assign and transfer, or otherwise dispose  
19 of, to invest, trade, deal in and deal with, goods, wares and merchandise  
20 and real and personal property of every class and description.  
21

22 b) To manufacture, produce, and sell at wholesale  
23 or retail all kinds and types of wine, beer, ale, and malt liquors and  
24 other types and kinds of beverages subject, however, to the laws of the  
25 United States and of any state requiring a license or permit for engaging  
26 in any business as such.  
27

28 c) To acquire farm properties and other real estate,  
29 by purchase, lease or otherwise, to improve and develop the same,  
30 and thereon to plant, sow, cultivate and harvest grains, hay, forage,  
31 vegetables, fruit, flowers and all kinds of farm produce and products  
32 of the soil. To breed, raise, buy, pasture, repair for market, exhibit,

1 sell, and deal in livestock of all kinds, To engage in dairying and the  
2 poultry, pigeon, pet stock, and market gardening business. To  
3 operate greenhouses, hot beds and cold frames for the raising of  
4 plants, shrubs, and flowers. To acquire and maintain shops, stores,  
5 stalls, market stands, peddling and delivery vehicles, routes, and  
6 all other conveniences and equipment suitable for the vending of its  
7 products. In general, to conduct in all their several departments and  
8 branches, the business of farmers, fruit growers, dairymen, stock  
9 raisers, gardeners, nurserymen, and florists, and to do everything  
10 incidental or conducive to the full accomplishment of the foregoing  
11 objects.  
12

13 d) To manufacture, process, purchase, sell, and  
14 generally trade and deal in and with goods, commodities, wares,  
15 and merchandise of every kind, nature, and description; to produce,  
16 raise, grow, process, and deal in and with agricultural products of  
17 every nature, whether products of plants, animals, or trees; to  
18 produce, raise, catch, take, process, and deal in and with fish, sea  
19 foods, and maritime products of every nature; to produce, raise, grow,  
20 cut, process, and deal in and with timber and forest products of  
21 every nature; to extract, mine for, process, and deal in and with  
22 mineral products of every nature; to own, operate, and carry on a  
23 transportation business as a private, contract, or common carrier by  
24 any means of transportation whatsoever; to engage and participate  
25 in any mercantile, manufacturing, industrial, trading, agricultural,  
26 fishing, lumbering, maritime, mining, or mineral extractive, or  
27 transportation business of any kind or character whatsoever; to build,  
28 equip, and operate any buildings, structures, factories, warehouses,  
29 or facilities, either for its own use and occupancy or for renting,  
30 leasing, letting, and operating to others; and to do any and every act or  
31  
32

1 acts, thing or things necessary or incident to, growing out of, or  
2 connected with the usual conduct of such businesses, or any of them,  
3 or of any part or parts thereof, for the accomplishment of any of such  
4 purposes.

5 e) To apply for, obtain, register, lease, purchase,  
6 or otherwise to acquire, and to hold, use, own, operate, and introduce,  
7 and to sell, assign, or otherwise dispose of any trademarks, tradenames,  
8 patents, inventions, improvements, and processes used in connection  
9 with or secured under letters patent, of the United States, or elsewhere  
10 or otherwise; and to use, exercise, develop, rent licenses in respect  
11 of, or otherwise to turn to account any such trademarks, patents,  
12 licenses, processes, and the like, for any such property or rights.

13 f) To transact the business of investing on behalf of  
14 itself or others, any part of its capital and such additional funds as  
15 it may obtain, or any interest therein, either as tenant in common or  
16 otherwise, and selling or otherwise disposing of the same, or any  
17 part thereof, or interest therein.

18 g) To purchase, acquire, through the issuance of its  
19 capital stock or otherwise, own, hold, lease, either as lessor or lessee,  
20 sell, exchange, subdivide, mortgage, deed in trust, plant, improve,  
21 cultivate, develop, construct, maintain, equip, operate, and generally  
22 deal in any and all lands, improved and unimproved, dwelling houses,  
23 apartment houses, hotels, boarding houses, business blocks, office  
24 buildings, manufacturing works and plants, and other buildings of  
25 any kind, and the products and avails thereof, and any and all other  
26 property of any and every kind or description, real, personal, and  
27 mixed, wheresoever situated.

28 h) To do all and everything necessary, suitable, and  
29 proper for the accomplishment of any of the purposes or the attainment  
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1 of any of the objects or the furtherance of any of the powers herein-  
2 before set forth, either alone or in association with other corporations,  
3 firms, or individuals, and to do every other act or acts, thing or  
4 things incidental or appurtenant to or growing out of or connected with  
5 the aforesaid objects or purposes or any part or parts thereof,  
6 provided the same be not inconsistent with the laws under which this  
7 corporation is organized.  
8

9 i) The provisions of this article shall be construed  
10 both as purposes and powers and each as an independent purpose and  
11 power. The enumeration of specific purposes and powers shall not  
12 be held to limit or restrict in any manner the purposes and powers  
13 of the corporation, and the purposes and powers therein specified  
14 shall be in no way limited or restricted by reference to, or inference  
15 from the terms of any provision of this or any other article thereof.  
16

17 III.

18 That the principal office, and place where the principal  
19 business of said corporation is to be transacted is Box 370 ,  
20 Kooskia, County of Idaho, State of Idaho.  
21

22 IV.

23 That this corporation shall have a perpetual existence.

24 V.

25 That the number of directors of said corporation shall  
26 be at least four (4).  
27

28 VI.

29 That the total authorized amount of capital stock of  
30 said corporation shall be \$100,000.00 divided into 10,000 shares of  
31 common stock of the par value of \$10.00 each.  
32

VII.

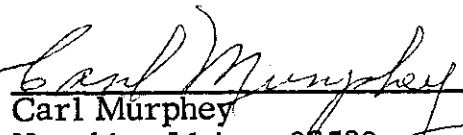
That the amount of capital stock of said corporation which

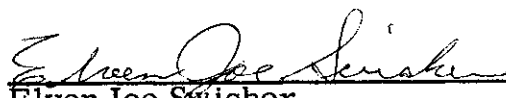
1 has been actually subscribed is \$1,000.00 and the following are the  
2 names of the subscribers with the number of par value shares sub-  
3 scribed for by each.


4	Name	Shares	Par Value
5	Carl Murphey	25	\$250.00
6	Elven Joe Swisher	25	\$250.00
7	Lowell D. Messley	25	\$250.00
8	Carl H. Murphey	25	\$250.00

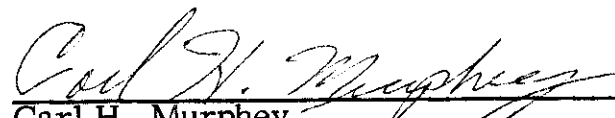
10 Each of the incorporators above named is of full age  
11 and a citizen of the United States and a resident of the State of Idaho,  
12 except Lowell D. Messley who is a resident of the State of Washington.

13 IN WITNESS WHEREOF, we have hereunto set our hand  
14 this 13<sup>th</sup> day of June, 1973.

16  
17   
18 Carl Murphey  
19 Kooskia, Idaho 83539

20  
21   
22 Elven Joe Swisher  
23 3609 14th Street  
24 Lewiston, Idaho 83501

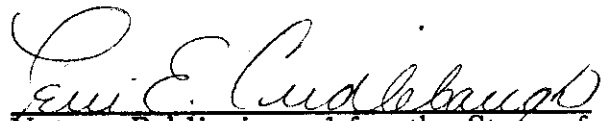
25  
26   
27 Lowell D. Messley  
28 1904 6th Avenue  
29 Clarkston, Washington 99403

30  
31   
32 Carl H. Murphey  
Box 264  
Kooskia, Idaho 83539

1 STATE OF IDAHO )  
2 County of Nez Perce ) ss.

3  
4 On the 13th day of June, 1973, before me, the undersigned,  
5 a Notary Public in and for the State of Idaho, personally appeared  
6 CARL MURPHEY, ELVEN JOE SWISHER, LOWELL D. MESSLEY,  
7 and CARL H. MURPHEY, known to me to be the persons whose names  
8 are subscribed to the within instrument, and acknowledged to me that  
9 they executed the same.  
10

11 IN WITNESS WHEREOF, I have hereunto set my hand  
12 and affixed my Notarial Seal, the day and year in this certificate above  
13 written.  
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15   
16 Notary Public in and for the State of  
17 Idaho, residing at Lewiston therein.  
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