



Department of State.

**CERTIFICATE OF INCORPORATION
OF**

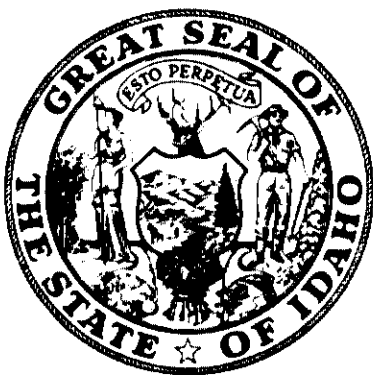
THE IDAHO WINEGROWERS ASSOCIATION, INC.

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 THE IDAHO WINEGROWERS ASSOCIATION, 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 December 11, 19 87.



Pete T. Cenarrusa
SECRETARY OF STATE

Sandra M. [unclear]
Corporation Clerk

ORIGINAL

ARTICLES OF INCORPORATION

OF

THE IDAHO WINEGROWERS ASSOCIATION, INC.

DEC 11 3 27 PM '97
SECRETARY OF STATE

In compliance with the requirements of the Idaho Non-Profit Corporation Act, now set forth in Chapter 3, Title Idaho Code, the undersigned, all of whom are of legal age, this day voluntarily associated ourselves together for the purpose of forming a nonprofit corporation under the laws of the State of Idaho and pursuant thereto certify as follows:

ARTICLE I

The name of this nonprofit corporation is The Idaho Winegrowers Association, Inc., hereinafter called the "Association".

ARTICLE II

The principal office of the Association is initially located at 623 W. Hays, P.O. Box 2772, Boise, Idaho 83701. The office may be changed to a different location by action of the membership or by the Board of Directors of the Association.

ARTICLE III

Brian N. Donesley, whose address is 623 W. Hays, P.O. Box 2772, Boise, Idaho, 83701, is initially appointed as the registered agent of this Association.

ARTICLE IV

Purposes and Power of the Association

This Association is not formed for the purpose of pecuniary gain or profit to the members thereof and is formed as

a nonprofit corporation. The specific purposes for which it is formed are to provide educational information and resources regarding the Idaho winery and grapegrowing industry; to provide economic information regarding that industry; to encourage development of tourism as regards that industry; to foster the appreciation of fine Idaho table wines; to provide a forum for discussion of farming methods relevant to that industry; to encourage legislation to promote free enterprise within the limits of legitimate public health, safety and welfare concerns within that industry. Pursuant to such purposes the Association shall have the authority to:

(a) have and exercise any and all powers, rights and privileges which a corporation organized under the Nonprofit Corporation Act of the State of Idaho by law may now or hereafter have or exercise;

(b) acknowledge and pay all obligations of the Idaho Winegrowers Association, which pre-existed the Association hereby incorporated, for legal services and lobbying activities undertaken on behalf of that organization in support of S1150 in the 1987 Idaho legislature, upon approval by a vote of the first Board of Directors.

ARTICLE V

Membership

There shall be six classes of members. They shall be as follows:

(1) grower members, each of whom shall have at least one acre of grape vines planted.

- (2) wineries licensed by the state of Idaho.
- (3) distributors licensed by the state of Idaho.
- (4) wine retailers licensed by the state of Idaho.
- (5) charter members.
- (6) associate members.

ARTICLE VI

Voting Rights

Only grower members and winery members shall have voting rights. Each such member shall have one vote. Each grower or winery entity, whether a sole proprietorship, partnership, corporation or joint venture shall have only a single vote and shall be entitled to membership only as a single grower or winery entity. Persons associated with such entity may, however, be entitled to membership in other non-voting membership categories, if otherwise so qualified.

ARTICLE VII

Board of Directors

The affairs of this Association shall be managed by a board of eight directors. Of those directors, four shall be grower members, only two of whom sell to any "large winery" as hereinafter defined, herein described as a "small grower", during any year of service as a director. Three Directors shall be winery members, only one of whom may represent any "large winery", defined as any Idaho winery which produces, during any year of service of its member as a director, more than 20,000 cases of wine. Any winery which produces more than 20,000 cases in a year shall be considered a "large winery" for the purposes

of these articles for that year of production. One additional grower or winery member shall be president of the board of directors, and such president may be elected only from among small growers or small winery members. The president shall be entitled to vote as a director only in case of a tie in the voting of the Board.

The initial board shall be composed of the following members representing the respective types of memberships with regard to the qualifications for Board service specified in the Articles of Incorporation and for the following terms:

<u>Name</u>	<u>Membership Classification</u>	<u>Term in years</u>
Stephen C. Robertson 3180 Bonview Dr. Boise, Id 83634	grower	3
Ron Bitner Rt. 4, Box 585 Caldwell, Id 83605	grower-sells to large winery	3
Bradley Pintler Rt. 4, Box 4245 Nampa, Id 83651	grower	2
Pat Patterson Rt. 10, Box 344 Caldwell, Id 83605	grower	2
Gordon Tiegs Rt. 4, Box 4218 Nampa, Id 83651	grower-sells to large winery	1
Cheyne Weston Rt. 4, Box 731 Caldwell, Id 83605	winery	3
Stuart Scott 521 N. Moore St. Moscow, Id 83843	winery	2

Dick Symms
Rt. 4, Box 775
Caldwell, Id 83605

large winery

1

A majority of the board may designate a representative to act in its behalf.

ARTICLE VIII

Dissolution

The Association may be dissolved with the assent given by a majority vote of the voting members present at a lawful meeting. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to a nonprofit corporation, association, trust or other organization to be devoted to such similar nonprofit purposes.

ARTICLE IX

Duration

The corporation shall exist perpetually.


ARTICLE X

Amendments


These Articles of Incorporation may be amended by vote of two-thirds of the voting membership of the Association.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Idaho, we, the undersigned, constituting the incorporators of this Association, have


executed these Articles of Incorporation this 24th day of
November, 1987.


Stephen C. Robertson
3180 Bonview Dr.
Boise, Id 83712

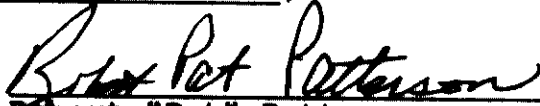
DATED This ^{8th}~~Sept~~ day of Sept, 1987.


Ronald Bitner
Rt. 4, Box 585
Caldwell, Id 83605


DATED This 27th day of November, 1987.


Bradley Pintler
Rt. 4, Box 4245
Nampa, Id 83651

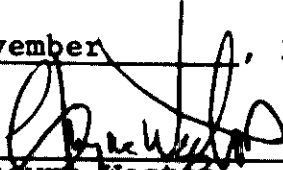
DATED This 24th day of November, 1987.


Robert "Pat" Patterson
Rt. 10, Box 344
Caldwell, Id 83605


DATED This 27th day of November, 1987.


Gordon Tiegs
Rt. 4, Box 4218
Nampa, Id 83651

DATED This 24th day of November, 1987.


Cheyne Weston
Rt. 4, Box 731
Caldwell, Id 83605

DATED This 27th day of November, 1987.



Charles Pintler
Rt. 4, Box 4243
Nampa, Id 83651

DATED This 27th day of November, 1987.



William Stowe
Rt. 1, McDermott Road
Kuna, Idaho 83634