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SECRETARY OF STATE
STATE OF IDAHO

ARTICLES OF INCORPORATION

OF

COLTER'S CREEK WINERY, Inc.

An Idaho Corporation

Mike Pearson and Melissa Pearson, the undersigned, to form a corporation under the Idaho Business Corporation Act, adopt the following Articles of Incorporation:

I.

The name of the corporation is COLTER'S CREEK WINERY, Inc.

II.

The period of its duration is perpetual.

III.

The purpose or purposes for which the corporation is organized is for the transaction of any or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act, Title 30, Chapter 1, Idaho Code.

IV.

The aggregate number of shares, which the corporation shall have the authority to issue is 100,000 shares, with no par value.

V.

The address of the initial registered office of the corporation and registered agent at such address is:

Registered Agent

Edwin L. Litteneker

Address

322 Main Street
Lewiston, Idaho 83501

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VI.

The name and post office address of the incorporator hereof and of the persons who shall serve as initial directors until the first annual meeting of the shareholders are:

Incorporator

Address

Mike Pearson

21292 Syringa Lane
Juliaetta, Idaho 83535

Melissa Pearson

21292 Syringa Lane
Juliaetta, Idaho 83535

Board of Directors

Address

VII.

The stock of the corporation shall be non-assessable common stock.

VIII.

A director shall not be liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except that a director shall be liable for the following:

a) For any breach of the director's duty of loyalty to the corporation or to its stockholders.

b) For acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law.

c) For acts or omissions which involve director liability as provided in Idaho Code Section 30-1-48, which states, in pertinent part, that a director shall be liable under the following circumstances:

1. If the director votes for or assents to the declaration of any dividend or other distribution of the assets of a corporation to its shareholders contrary to the provisions of the Idaho General Business Corporations Act.

2. If the director votes for or assents to the purchase of the corporation's own shares contrary to the provisions of the Idaho General Business Corporations Act.

3. If the director votes for or assents to any distribution of assets of the

shares contrary to the provisions of the Idaho General Business Corporations Act.

3. If the director votes for or assents to any distribution of assets of the corporation to its shareholders during the liquidation of the corporation without the payment and discharge of, or making adequate provisions for, all known debts, obligations, and liabilities of the corporation.

4. For any transaction from which the director derives an improper personal benefit.

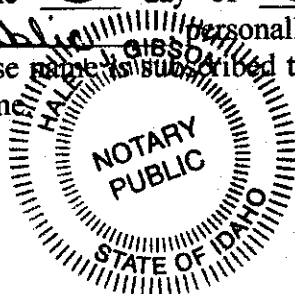
DATED on this 5th day of JUNE 2008.



Mike Pearson


Melissa Pearson

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

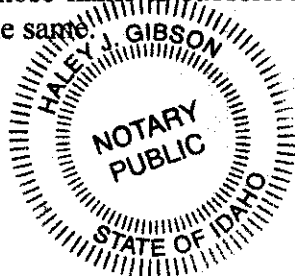
On this the 5 day of June, in the year 2008, before me Notary Public, personally appeared **Mike Pearson**, personally known to me to be the person whose name is subscribed to the within instrument, and acknowledged to me that he executed the same.

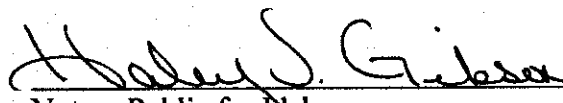



Notary Public for Idaho -
Residing at: Boise
Commission Expires: 3-31-2009

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

On this the 5 day of June, in the year 2008, before me Notary Public, personally appeared **Melissa Pearson**, personally known to me to be the person whose name is subscribed to the within instrument, and acknowledged to me that she executed the same.




Notary Public for Idaho
Residing at: Boise
Commission Expires: 3-31-2009