

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
CASTAWAY CELLARS, INC.**

*For Office Use Only*

**-FILED-**

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Castaway Cellars, Inc. (the “**Corporation**”), a corporation organized and existing under and by virtue of the provisions of the Idaho Business Corporation Act, as codified at Chapter 29, Title 30 of the Idaho Code (the “**IBCA**”),

**DOES HEREBY CERTIFY:**

1. That the name of the Corporation is Castaway Cellars, Inc., and that the Corporation’s original Articles of Incorporation were filed with the Secretary of State of the State of Idaho on August 7, 2015 (the “**Articles of Incorporation**”).

2. That the board of directors of the Corporation duly adopted resolutions proposing to amend and restate the Articles of Incorporation, declaring said amendment and restatement to be advisable and in the best interests of the Corporation and its shareholders, which resolution setting forth the proposed amendment and restatement is as follows:

**RESOLVED**, that the Articles of Incorporation be amended and restated in their entirety to read as follows:

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
CASTAWAY CELLARS, INC.**

Effective as of the date filed with the Idaho Secretary of State, the Amended and Restated Articles of Incorporation Castaway Cellars, Inc. are as follows:

**ARTICLE 1  
NAME OF THE CORPORATION**

The name of the corporation is Castaway Cellars, Inc. (the “**Corporation**”).

**ARTICLE 2  
DURATION**

The Corporation’s duration is perpetual.

**ARTICLE 3  
PRINCIPAL OFFICE OF THE CORPORATION**

The mailing address of the Corporation’s principal office is 11100 Airport Road, Unit 8, Hayden, Idaho 83835.

**ARTICLE 4  
PURPOSES OF THE CORPORATION**

The Corporation is organized for the purpose of transacting any and all lawful business for which a corporation may be incorporated under the Idaho Business Corporation Act, as codified at Chapter 29, Title 30, Idaho Code (the "IBCA").

**ARTICLE 5  
SHARES**

**5.1 Capital Stock.** The Corporation is authorized to issue one hundred (100) shares of common stock in the aggregate at no par value.

**5.2 Transfer.** No shareholder of the Corporation may sell or transfer shares except to another person that is eligible to be a shareholder of the Corporation.

**5.3 Preemptive Rights.** Unless otherwise provided in a written agreement of the shareholders of the Corporation, no shareholder of the Corporation shall have a preemptive right to acquire stock in the Corporation.

**5.4 Treasury Shares.** Unless a resolution of the board of directors of the Corporation (the "Board of Directors") provides that reacquired common stock constitutes authorized but unissued shares of common stock, reacquired common stock constitutes treasury shares and may be held, used, resold, or disposed of free of any restrictions that would be imposed on the original issuance of shares of common stock.

**5.5 Voting.** Each outstanding share of common stock is entitled to one (1) vote on each matter submitted to a vote at a meeting of shareholders, including election of directors of the Corporation and other corporate purposes. Shareholders of the Corporation do not have the right to cumulate their votes for the Board of Directors.

**5.6 Action Without a Meeting.** Any action required or permitted under the IBCA to be taken at a shareholders' meeting may be taken without a meeting, and without prior notice, if a consent in writing setting forth the action so taken is signed by the holders of the outstanding common stock having not less than the minimum number of votes that would be required to authorize or take such action at a meeting at which all shares entitled to vote on the action were present and voted.

**ARTICLE 6  
REGISTERED OFFICE AND AGENT**

The address of the registered office of the Corporation is 11100 Airport Road, Unit 8, Hayden, Idaho 83835. The name of the registered agent at such address is Scott Crawford.

**ARTICLE 7  
BOARD OF DIRECTORS**

**7.1 Corporate Powers.** The Board of Directors manage the business and affairs of the Corporation and have all corporate powers of the Corporation, subject to any limitation set forth in the Corporation's Bylaws or a shareholder agreement authorized under Section 30-29-732 of the IBCA.

**7.2 Board of Directors.** The number of directors constituting the Board of Directors will be no less than one (1) and no greater than five (5). Until changed as provided in the Corporation's Bylaws, the number of directors that constitute the Board of Directors is one (1).

**ARTICLE 8  
LIMITATION OF LIABILITY**

A director of the Corporation will not be personally liable to the Corporation or its shareholders for money damages for any action taken as a director, or any failure to take action as a director, except for any liability for: (i) the amount of a financial benefit received by the director to which the director is not entitled; (ii) an intentional infliction of harm on the Corporation or its shareholders; (iii) a violation of Section 30-29-832 of the IBCA, or (iv) an intentional violation of criminal law. If the IBCA is amended to permit greater elimination or limitation of personal liability of directors, then the directors of the Corporation will be entitled to such greater rights as permitted by the amendment to the IBCA.

**ARTICLE 9  
INDEMNIFICATION**

The Corporation shall indemnify the directors of the Corporation to the fullest extent permitted by the IBCA. If the IBCA is amended to permit greater indemnification of directors, then the directors of the Corporation will be entitled to such greater rights as permitted by the amendment to the IBCA.

**ARTICLE 10  
EXECUTION**

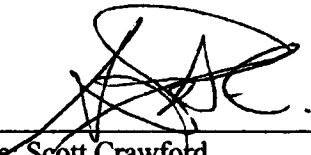
The undersigned has executed these Amended and Restated Articles of Incorporation on November 2, 2020.

\* \* \*

3. That the foregoing amendment and restatement was approved by the board of directors and the shareholders of the Corporation on November 2, 2020 in accordance with Section 30-29-1003 of the IBCA.

4. That these Amended and Restated Articles of Incorporation, which restate and integrate and further amend the provisions of the Articles of Incorporation, have been duly adopted in accordance with Sections 30-29-1003 and 30-29-1007 of the IBCA.

**IN WITNESS WHEREOF**, these Amended and Restated Articles of Incorporation have been executed by the following duly authorized officer of the Corporation on the date set forth in Article 10 above.

By:   
Name: Scott Crawford  
Its: President, Chief Executive Officer and  
Secretary/Registered Agent