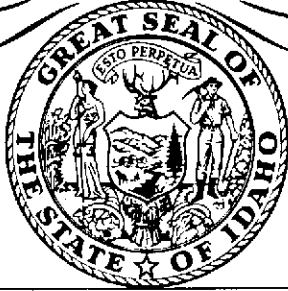


State of Idaho



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

STE. CHAPELLE, INC.

was filed in the office of the Secretary of State on **July 26th**, 19 **78**

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 **Caldwell, Idaho** in the county of **Canyon**

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 **26th**

day of **July**, A.D., 19 **78**.

Pete T. Cenarrusa

Secretary of State

Corporation Clerk

1 ARTICLES OF INCORPORATION

2 OF

3 STE. CHAPELLE, INC.

4 * * * * *

5 KNOW ALL MEN BY THESE PRESENTS, That we, the undersigned,
6 all being citizens of the United States, of legal age, this day
7 having voluntarily associated ourselves together for the purpose
8 of forming a corporation under and pursuant to the laws of the
9 State of Idaho, do hereby certify:

10 ARTICLE I

11 The name of this corporation shall be STE. CHAPELLE, INC.

12 ARTICLE II

13 The purposes for which this corporation is formed are:

14 (a) To carry on the business of manufacturing, brewing,
15 fermenting, distilling, and otherwise preparing and bottling liquids
16 for beverage purposes including but not limiting it to such liquids
17 as beer, ale, whiskey, wine, liquers, cordials, and any other
18 alcoholic drinks and mixes; and to acquire by purchase or otherwise,
19 and to market, sell, distribute, and generally deal in, at wholesale
20 and retail, import, and export, under such restrictions and conditions
21 as may be imposed by law, any or all of such liquids.

22 (b) To purchase, acquire, own, hold, lease (either as
23 lessor or lessee), to sell, exchange, subdivide, mortgage and
24 generally operate any real or personal property of any and every
25 kind or description, within or without the State of Idaho, necessary,
26 suitable or useful in connection with any of the objects or purposes
27 herein set forth.

28 (c) To construct and erect buildings or structures upon
29 and to improve and maintain any and all real property owned, leased
30 or held by this corporation; and to equip, improve and generally
31 operate any and all personal property owned by this corporation.

32 (d) To purchase, hold, sell and transfer the shares of its
own capital stock; provided, it shall not use its funds or property
for the purchase of its own shares of capital stock when such use
would cause any impairment of its capital; and provided further that
the shares of its own capital stock owned by it shall not be voted
upon directly or indirectly.

(e) To enter into, make, perform and carry out contracts
of every sort and kind which may be necessary or desirable for the
furtherance of the business of this corporation, with any person,
firms, corporations, associations, any state, territory or munici-
pality of the United States or any foreign country, government or
body politic.

(f) To acquire and hold all or any part of the capital stock
assets or good will of any business, of any person, firm,

1 association or corporation engaged in any business in whole or
2 in part similar to that of this corporation, consistent with the
3 objects and purposes of this corporation, and to hold, utilize
4 and in any manner dispose of the whole or any part of the stock,
5 assets, good will and rights so acquired and to conduct in any
6 lawful manner in whole or in part any business so acquired, and
7 to undertake or assume the whole or any part of the obligations of
8 liabilities of any person, firm, association or corporation engaged
9 in the business so acquired.

6 (g) To adopt, apply for and register, purchase, lease or
7 otherwise acquire and to use, maintain and protect and to sell,
8 assign or grant licenses or other rights in respect to any trade
9 marks, trade names, patents, patent rights, copyrights, inventions,
10 formulas, processes and rights analogous thereto.

9 (h) To borrow money for any purpose of this corporation,
10 without limit as to amount, and to issue bonds, debentures, notes
11 or other evidences of indebtedness, secured or unsecured, of this
12 corporation for the moneys so borrowed, or in payment for property
13 acquired, or for any other objects or purposes of this corporation,
14 or in connection with its business; to secure payment of such de-
15 bentures, notes or other obligations by mortgages or pledges or
16 other liens upon any or all of the property of this corporation
17 wheresoever situated.

14 (i) To carry out all or any part of the foregoing objects,
15 or purposes as principal or agent, or otherwise, either alone or in
16 conjunction with any person, association or other corporation and in
17 any part of the world; and in carrying on its business and for the
18 purpose of attaining or furthering any of its objects or purposes,
19 to make and perform such contracts of any kind and description,
20 to do such acts and such things, and to exercise any and all such
21 powers as a natural person could lawfully make, perform, do or ex-
22 ercise, provided that the same be not inconsistent with the objects
23 or purposes of this corporation, or the statutes of the State of
24 Idaho.

20 (j) To conduct its business in all or any of its branches
21 in the State of Idaho, and in any and all other states, territories,
22 possessions, colonies and dependencies of the United States of
23 America and in the District of Columbia, and in any or all foreign
24 countries, and to have one or more offices within or outside of the
25 State of Idaho.

24 (k) The objects as specified herein shall, except as
25 otherwise expressed, be in no way limited or restricted by reference
26 to or inference from the terms of any other clause or paragraph
27 of these Articles. The objects, purposes and powers specified
28 in each of the clauses or paragraphs in these Articles shall be
29 regarded as independent objects, purposes and powers.

27 The foregoing shall be construed as objects and powers and
28 the enumeration thereof shall not be held to limit or restrain in
29 any manner the general powers now or hereafter conferred on this
30 corporation by the statutes of the State of Idaho.

30 ARTICLE III

31 Duration

31 The period of existence and the duration of the life of this
32 corporation shall be perpetual.

GIGRAY, MILLER, DOWNEN & WESTON
ATTORNEYS AT LAW
DRABORN BUILDING
9TH AND DRABORN STS. - P.O. BOX 640
TELEPHONE 208-459-0091
CALDWELL, IDAHO 83605

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ARTICLE IV

Place of Business

The location and post office address of the registered office of this corporation in the State of Idaho, shall be Route #4, Caldwell, County of Canyon, State of Idaho, and the name of the registered agent of the corporation is Richard A. Symms.

ARTICLE V

Stock

This corporation is authorized to issue one class of shares of its capital stock to be designated as common stock; the total number of shares of common stock which this corporation shall be authorized to issue is 25,000. The aggregate par value of the capital stock of this corporation shall be \$25,000.00; and the par value of each of said shares of common stock shall be \$1.00.

ARTICLE VI

Incorporators and Initial Directors

The names and post office address of each of the incorporators and initial directors of this corporation, and the number of shares of said common stock subscribed by each of these as incorporators, are as follows:

NAME	POST OFFICE ADDRESS	SHARES SUBSCRIBED
Darwin Symms	Route #4, Caldwell, Idaho 83605	One
Richard A. Symms	1824 Fillmore Street Caldwell, Idaho 83605	One
James P. Mertz	Route #4, Caldwell, Idaho 83605	One
Robert E. Schoenwald	400 Evergreen, Emmett, Idaho 83617	One

Each of the persons above enumerated as incorporators and initial directors, is a natural person over the age of 21 years and is a citizen of the United States of America.

ARTICLE VII

The capital stock of this corporation shall be non-assessable, and the private property of the shareholders of this corporation shall not be liable for the debts, bligations or liabilities of this corporation.

ARTICLE VIII

A director of this corporation shall not be required to be a holder of any of the shares of the common capital stock of the corporation.

IN WITNESS WHEREOF, For the purpose of forming this corporation under the statutes of the State of Idaho, we, the undersigned,

GIGRAY, MILLER, DOWNEN & WESTON
ATTORNEYS AT LAW
DEARBORN BUILDING
9TH AND DEARBORN STS. - P.O. BOX 640
CALDWELL, IDAHO 83605
TELEPHONE 208-459-0091

1 constituting the incorporators of this corporation, have executed
2 these Articles of Incorporation this 24th day of July,
3 1978.

4 Darwin Symms
Darwin Symms
5 Richard A. Symms
Richard A. Symms
6 James P. Mertz
James P. Mertz
7 Robert E. Schoenwald
Robert E. Schoenwald
8
9

10
11 STATE OF IDAHO)
12 County of Canyon) ss.

13 On this 24th day of July, 1978, before me, the under-
14 signed, a Notary Public in and for said State, personally appeared
15 DARWIN SYMMS, RICHARD A. SYMMS, JAMES P. MERTZ and ROBERT E. SCHOEN-
16 WALD, known to me to be the persons whose names are subscribed to
17 the within instrument and acknowledged to me that they executed the
18 same, and I further certify that each of said persons acknowledged
19 that he was over the age of twenty-one years and each was a citizen
20 of the United States of America.

21 IN WITNESS WHEREOF, I have hereunto set my hand and affixed
22 my official seal the day and year in this certificate first above
23 written.

24 Wm. J. Gray, Jr.
Notary Public for Idaho
Residing at Caldwell, Idaho
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July 24, 1978

Secretary of State
Statehouse
Boise, Idaho 83701

Attention: Corporation Clerk

Re: Ste. Chapelle, Inc.

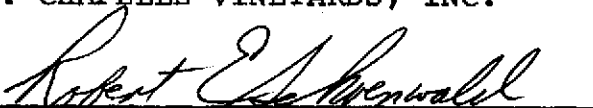
Dear Sir:

This letter is to serve as the consent of Ste. Chapelle Vineyards, Inc., an Idaho corporation, with its principal place of business at Emmett, Idaho, to the use of the corporate name of Ste. Chapelle, Inc., by incorporators, Darwin Symms and others, in connection with the filing of the Articles of Incorporation of Ste. Chapelle, Inc., being filed simultaneously with this letter with your office.

Very truly yours,

STE. CHAPELLE VINEYARDS, INC.

By


Its Secretary