

# State of Idaho

## Department of State

### CERTIFICATE OF INCORPORATION OF

GRAPELINE, INC.  
File number C 115375

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 above named corporation, duly signed pursuant to the provisions of the Idaho Business 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: June 14, 1996



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *Ana Seibel*

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ARTICLES OF INCORPORATION

OF

GRAPELINE, INC.

The undersigned, acting as Incorporator of a corporation under the "Idaho Business Corporation Act," adopts the following Articles of Incorporation for such corporation.

ARTICLE I

The name of the corporation is Grapeline, Inc.

ARTICLE II

The corporation shall have a perpetual existence.

ARTICLE III

The purposes for which said corporation is organized are wine retailing and consulting, operation of a restaurant(s), and the transaction of any or all lawful business for which corporations may be incorporated under the "Idaho Business Corporation Act".

ARTICLE IV

The total number of shares of stock which the corporation has authority to issue is 10,000 shares without par value, all of one class.

ARTICLE V

The address of the initial registered office of the corporation shall be 120 North Main, Hailey, Idaho 83333; the mailing address of said office shall be P.O. Box 1666, Ketchum, Idaho, 83340; and the name of its initial registered office shall be Frazer Ford.

ARTICLES OF INCORPORATION/1

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ARTICLE VI

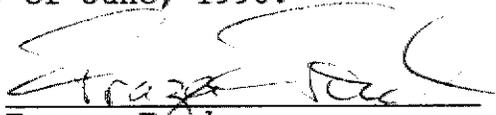
The number of Directors constituting the initial Board of Directors shall be one (1), and the name and address of the person who is to serve as Director until the first annual meeting of Shareholders or until his successor is elected and shall qualify is Frazer Ford, P.O. Box 1666, Ketchum, Idaho 83340.

ARTICLE VII

The name and address of the Incorporator hereof is:

Frazer Ford  
P.O. Box 1666  
Ketchum, Idaho 83340

DATED this 11<sup>th</sup> day of June, 1996.

  
\_\_\_\_\_  
Frazer Ford  
Incorporator