

# State of Idaho

## Department of State

### CERTIFICATE OF INCORPORATION OF

WINES UNLIMITED, INC.

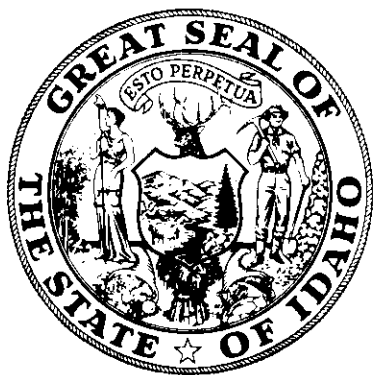
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of \_\_\_\_\_

WINES UNLIMITED, INC.

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: **December 17, 1984**



*Pete T. Cenarrusa*

SECRETARY OF STATE

by: \_\_\_\_\_

ARTICLES OF INCORPORATION

WINES UNLIMITED, INC.

DEC 17 3 11 PM '84

SECRETARY OF STATE

The undersigned, Rocky J. Watson, for the purpose of forming a corporation under the law, Idaho Code 30-1-1 of the State of Idaho, states:

I.

The name of the corporation shall be Wines Unlimited, Inc.

II.

The term of existence shall be perpetual.

III.

The purpose for which the corporation is formed is to conduct business for profit consistent with any lawful purpose or purposes under the laws of the State of Idaho.

IV.

The registered agent for the corporation is Rocky J. Watson whose registered office is located at 745 N. 4th Street, Coeur d'Alene, Idaho, 83814.

V.

There shall be one director constituting the initial Board of Directors. The name and address of the person who is to serve as the initial Board of Directors is as follows:

Rocky J. Watson  
745 N. 4th Street  
Coeur d'Alene, ID 83814

VI.

The officers of the corporation shall be President, Vice-President, a Secretary and a Treasurer.

Terms of Office: The elections for officers shall be held yearly at the annual corporate meeting.

VII.

The corporation will have the authority to issue 100 shares of no par stock.

VIII.

Each Director shall be elected by a majority of the corporate shares entitled to vote at the annual meeting, and shall serve one year terms, renewable annually.

Removal of Directors shall be governed by Idaho Code 30-1-39.


IX.

The Board of Directors shall meet on a regular basis as business requires, no less often than once yearly.

The annual meeting of the Board of Directors shall be held for the purpose of electing officers and any other business as appropriate.

Special meetings may be called by the Board of Directors.

A majority of the Board of Directors shall constitute a quorum at any meeting of the Board of Directors.

  
\_\_\_\_\_  
Rocky J. Watson

12-14-84  
Date