



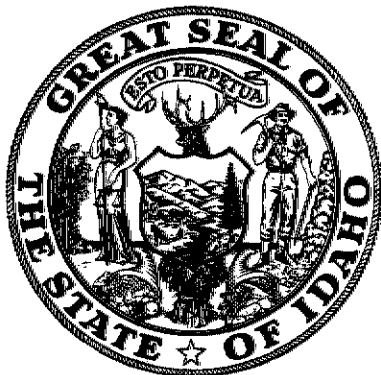
**CERTIFICATE OF INCORPORATION  
OF**

**CELLAR MASTERS, 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 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: July 13, 1987



*Pete T. Cenarrusa*

SECRETARY OF STATE

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

ARTICLES OF INCORPORATION

OF

CELLAR MASTERS, INC.

JUL 13 3 34 PM '87  
SECRETARY OF STATE

KNOW ALL MEN BY THESE PRESENTS: That the undersigned do hereby and by these Articles of Incorporation form a corporation under the laws of the State of Idaho for the purposes hereinafter stated.

I.

The name of the Corporation is CELLAR MASTERS, INC.

II.

The nature of the business, or objects or purposes to be transacted, promoted, or carried on by the Corporation are:

(1) To import, broker, possess for resale, distribute, sell, and market wines and beer within and outside the State of Idaho.

(2) To investigate, develop, consummate, undertake, or carry on any enterprise, business, transaction or operation of any financial, commercial, industrial, agricultural or other nature calculated or designed to be profitable to the Corporation and in conformity with the laws of the State of Idaho; and to generally institute, enter into, carry on, assist, provide and participate in any act, enterprise or vocation that a natural person might or could do, but only to the extent permitted by law.

(3) To manufacture, purchase or otherwise acquire, invest in, own, mortgage, pledge, sell, lease, assign and transfer or otherwise dispose of, trade, deal in and deal with goods, wares, merchandise and real, personal and intangible property of every class and description and to render services of all kinds.

(4) To acquire, and pay for in cash, stocks or bonds of the Corporation or otherwise, the good will, rights, assets and property, and to undertake or assume the whole or any part of the obligations or liabilities of any person, firm, association or corporation; to aid in any lawful manner, by loan, subsidy, guarantee or otherwise, any corporation whose stocks, bonds, notes, debentures or other securities are held or controlled, directly or indirectly, by the Corporation and to do any and all lawful acts or things necessary or advisable to protect, preserve, improve or enhance the value of any such stocks, bonds, notes, debentures, or other securities or obligations and to endorse or guarantee the payment of principal or interest, or both, or dividends upon any stock, bonds, obligations or other

securities or evidences of indebtedness, and to guarantee the performance of any contracts or other undertakings in which the Corporation is or becomes interested, of any corporation, association, partnership, firm, individual or others, or any country, nation or governmental or political authority.

(5) To acquire, hold, use, sell, assign, lease, grant licenses in respect of, mortgage or otherwise dispose of letters of patent of the United States or any foreign country, patent rights, licenses and privileges, inventions, improvements and processes, copyrights, trademarks, and trade names relating to or useful in connection with any business of the Corporation.

(6) To acquire by purchase, subscription or otherwise and to receive, hold, own, guarantee, sell, assign, exchange, transfer, mortgage, pledge or otherwise dispose of or deal in and with any of the shares of the capital stock, or any voting trust certificates in respect of the shares of capital stock, script, warrants, rights, bonds, debentures, notes, trust receipts, and other securities, obligations, choses in action and evidence of indebtedness or interest issued or created by any corporation, joint stock companies, syndicates, associations, firms, trusts or persons, public or private, or by the government of the United States of America, or by any foreign government, or by any state, territory, province, municipality or other political subdivision or by any governmental agency or instrumentality, and as owner thereof to possess and exercise all the rights, powers and privileges of ownership, including the right to execute consents and vote thereon, and to do any and all acts and things necessary or advisable for the preservation, protection, improvement and enhancement in value thereof.

(7) To enter into, make and perform contracts of every kind and description with any person, firm, association, government or colony or dependency thereof.

(8) To make, enter into and carry out any arrangements which may be deemed to be for the benefit of the Corporation, with any domestic or foreign governmental, municipal, or public authority, or with any corporation, partnership, association, combination, organization, entity or person; to obtain therefrom or otherwise to acquire by purchase, lease, assignment or otherwise, any powers, rights, privileges, immunities, franchises, guarantees, grants and concessions; to hold, own, exercise, exploit, dispose of and realize upon the same, and to undertake and prosecute any business dependent thereon which may lawfully be undertaken by a corporation organized under the laws of the State of Idaho; and to cause to be formed, to promote and to aid in any way in the formation of any corporation, domestic or foreign, for any such purpose.

(9) To act in any and all parts of the world, in any capacity whatsoever as agent, general or special, for domestic and foreign corporations, individuals, partnerships,

associations, combinations, organizations, entities, states, governments, and other public and private bodies.

(10) To borrow or raise monies for any of the purposes of the Corporation and, from time to time without limitation as to amount, to draw, make, accept, endorse, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable or nonnegotiable instruments and evidences of indebtedness, and to secure the payment of any principal thereof and of the interest thereon by mortgage upon or pledge, conveyance or assignment in trust of or lien upon the whole or any part of the property of the Corporation, whether at the time owned or thereafter acquired, and to sell, pledge or otherwise dispose of such bonds, debentures or other obligations of the Corporation, secured or unsecured, the right to convert the principal thereof into stock of the Corporation upon such terms and conditions as may be deemed advisable; to create, issue, sell and otherwise dispose of, for money, property or other considerations deemed useful for the purposes of the Corporation, certificates entitling the holder to an interest in all or any part of the securities from time to time held by the Corporation; to permit the holders of any bonds, debentures or obligations of the Corporation, secured by specific securities, to share in the income of such securities in lieu of or in addition to, a fixed return on their investment; and to issue certificates of partly-paid stock of the Corporation.

(11) To the extent permitted by law, to lend to any person, firm or corporation any of its uninvested funds, either with or without security.

(12) To purchase or otherwise acquire, hold, sell and transfer the shares of its own capital stock; provided it shall not use its funds or property for the purchase or acquisition of its own shares of capital stock when such use would cause any impairment of its capital except as otherwise permitted by law, and provided further that shares of its own capital stock belonging to it shall not be voted directly or indirectly.

(13) To have one or more offices, to carry on all or any of its operations and business and without restriction or limit as to amount to purchase or otherwise acquire, hold, own, mortgage, sell, convey, or otherwise dispose of, real and personal property of every class and description in any of the states, districts, territories or colonies of the United States, and in any and all foreign countries, subject to the laws of such state, district, territory, colony or country; to erect, construct, rebuild, enlarge, alter, improve, maintain, manage and operate houses, buildings or other works of any description on any lands owned or leased by the Corporation, or upon any other lands; to sell, lease or sublet, mortgage, exchange or otherwise dispose of any of the lands or any interest therein, or any houses, buildings or other works owned by the Corporation; to engage generally in the real estate business, as principal, agent, broker, or otherwise,

and generally to buy, sell, lease, mortgage, exchange, manage, operate and deal in lands or interests in and dispose of tax liens and transfers of tax liens on real estate.

(14) To acquire in whole or in part the business, good will, rights, property and assets of all kinds of any corporation, association, partnership, combination, organization, entity, or individual, domestic or foreign; and to pay for the same in cash, stocks, bonds, notes, debentures or other securities or obligations of the Corporation or otherwise; and to hold, possess and improve such properties and to conduct in any legal manner the whole or any part of the business so acquired; and to pledge, mortgage, sell or otherwise dispose of the same.

(15) To endorse or guarantee the payment of principal or interest, or both, or dividends upon any stocks, bonds, obligations or other securities or evidences of indebtedness issued or created by any other corporation of the State of Idaho, or any other state, or of any country, nation, or government, or political authority, so far as the same may be permitted by law.

(16) To enter into any legal arrangement for sharing profits, union of interest, reciprocal concession, or cooperation with any other person, partnership, association, combination, organization, entity or corporation carrying on or proposing to carry on any business which the Corporation is authorized to carry on, or any business or transaction deemed necessary, convenient, or incidental to carrying out any of the objects of the Corporation.

(17) To enter into, make, perform and carry out or cancel and rescind contracts or underwriting of the securities or business of any branch thereof or any particular adventure of any person, partnership, association, combination, organization, entity, corporation, state, government or political or administrative subdivision thereof, domestic or foreign, and to act as manager of any underwriting syndicate.

(18) To undertake, contract for or carry on any business incidental to or in aid of, or convenient or advantageous in pursuance of, any of the objects or purposes of the Corporation.

(19) In general, to carry on any other business in connection with the foregoing, and to have and exercise all the powers conferred by the laws of Idaho upon corporations formed under the general business corporation laws of the State of Idaho, and to do any or all of the things hereinbefore set forth to the same extent as natural persons might or could do.

(20) The objects and purposes specified in the foregoing clauses shall, except where otherwise expressed, be in nowise limited or restricted by reference to, or inference from, the terms of any other clause herein contained, but the object and purposes specified in each of the foregoing clauses of this

article shall be regarded as independent objects and purposes.

III.

The capital of the Corporation shall be divided into 500,000 shares of \$.01 par value common stock, for a total authorized capital of \$5,000.00.

IV.

No holder of shares of the Corporation of any class shall be entitled as of right to subscribe for, purchase, or receive any part of any new or additional issue of stock of any class, whether now or hereafter authorized, or of any bonds, debentures, or other securities convertible into stock of any class, and all such additional shares of stock, bonds, debentures or other securities convertible into stock may be issued and disposed of by the Board of Directors to such person or persons and on such terms and for such consideration (so far as may be permitted by law) as the Board of Directors, in their absolute discretion, may deem advisable.

V.

The Corporation is to have perpetual existence.

VI.

The number of Directors of the Corporation shall be fixed from time to time by the Bylaws and may be altered from time to time by the Bylaws. None of the Directors need to be a stockholder or a resident of the State of Idaho.

VII.

The private property of the stockholders shall not be subject to payment of the Corporation's debts to any extent whatever.

VIII.

In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized:

- (1) To make, alter or repeal the Bylaws of the Corporation.
- (2) To authorize and cause to be executed mortgage and liens upon the real and personal property of the Corporation.
- (3) To set apart out of any of the funds of the Corporation available for dividends a reserve or reserves for any proper purpose and to reduce or abolish any such reserve in the manner in which it was created.

(4) By Resolution passed by a majority of the whole Board, to designate one or more committees, each committee to consist of one or more of the Directors of the Corporation, which, to the extent provided in the Resolution or in the Bylaws of the Corporation, shall have and may exercise the powers of the Board of Directors in the management of the business and affairs of the Corporation, and may authorize the seal of the Corporation to be affixed to all papers which may require it. Such committee or committees shall have such name or names as may be stated in the Bylaws of the Corporation or as may be determined from time to time by Resolution adopted by the Board of Directors.

(5) When and as authorized by the affirmative vote of the holders of a majority of the stock issued and outstanding having voting power given at a stockholders' meeting duly called for that purpose, or when authorized by the written consent of the holders of all of the voting stock issued and outstanding, to sell, lease or exchange all of the property and assets of the Corporation, including its good will and its corporate franchises, upon such terms and conditions and for such consideration, which may be in whole or in part shares of stock in, or other securities of, or both, any other corporation or corporations, as the Board of Directors shall deem expedient and for the best interests of the Corporation.

#### IX.

Provided fair disclosure is made to the Board of Directors, and in the absence of fraud, no contract or other transaction between the Corporation and any other person, firm or corporation or any partnership or association shall be affected or invalidated by the fact that any director or officer of the Corporation is pecuniarily or otherwise interested in or is a director, member, or officer of such other corporation or of such person, firm, association, or partnership or is a party to, or is pecuniarily or otherwise interested in such contract or other transaction or in any way connected with any person or persons, firm, association, partnership or corporation pecuniarily or otherwise interested therein; any director so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the Corporation for the purpose of authorizing any such contract or transaction with like force and effect as if he were not so interested, or were not a director, member or officer of such other corporation, firm, association or partnership. Any director whose interest in any such contract or transaction arises solely by reason of the fact that he is a stockholder, officer or creditor of such other corporation (or solely by reason of the fact that he is a director of such other corporation in the ordinary performance of their duties and without the actual participation of such director) shall not be deemed interested in such contract or other transaction under any of the provisions of this article, nor shall any such director be liable to account because of such interest nor need any such interest be disclosed.

Apart from and in addition to the other provisions of this article, no contract or other transaction between the Corporation and any other corporation or firm which provides for the purchase or sale of securities by such other corporation or firm upon terms not less favorable to the Corporation than offered by such other corporation or firm to others, shall in any case be void or voidable because of the fact that directors of the Corporation are directors of such other corporation or partners in such firm, nor shall any such director be deemed interested in such contract or other transaction under any of the provisions of this article, nor shall any such directors be liable to account in respect thereof.

No contract or other transaction between the Corporation and any other corporation, at least a majority of the stock of which having voting power is owned or controlled by the Corporation or which owns or controls at least a majority of the stock having voting power of the Corporation, shall in any case be void or voidable because of the fact that directors of the Corporation are directors of such other corporation, nor shall any such director be deemed interested in such contract or other transaction under any of the provisions of this article, nor shall any such director be liable to account because of such interest nor need any such interest be disclosed.

Any contract or act that shall be approved or ratified by the vote of the holders of a majority of the capital stock of the Corporation having voting power which is represented in person or by proxy at any annual meeting of the stockholders or at any special meeting called for that purpose, among others of considering the approval of ratification of the acts of officers or directors (provided that a lawful quorum of stockholders be there represented in person or by proxy) shall be as valid and as binding upon the Corporation and upon all its stockholders as though it had been approved or ratified by every stockholder of the Corporation.

#### X.

The Corporation may indemnify any and all persons who may serve or who have served at any time as directors or officers, or who at the request of the Board of Directors of the Corporation may serve or at any time have served as directors or officers of another corporation in which the Corporation at such time owned or may own shares of stock or of which it was or may be a creditor, and their respective heirs, administrators, successors, and assigns, against any and all expenses, including amounts paid upon judgments, attorneys' fees, and amounts paid in settlement (before or after suit is commenced), actually and necessarily incurred by such persons in connection with the defense or settlement of any claim, action, suit or proceeding in which they, or any of them, are made parties or a party, or which may be asserted against them or any of them, by reason of being or



having been directors or officers or a director or officer of the Corporation, or of such other corporation, except in relation to matters as to which any such directors or officer or former director or officer or person shall be adjudged in any action, suit, or proceeding to be liable for his own negligence or misconduct in the performance of his duty. Such indemnification shall be in addition to any other rights to which those indemnified may be entitled under any law, bylaw, agreement, vote of stockholders, or otherwise.

XI.

The Corporation reserves the right to amend, alter, change, or repeal any provision herein contained in the manner now or hereafter prescribed by statutes, and all rights conferred upon stockholders herein are granted subject to this reservation.

XII.

The name and post office address of the Incorporator is as follows:

JON M. ECKERLE	2063 South Atlantic
	Boise, Idaho 83705

XIII.

The address of the initial registered office of the Corporation in the State of Idaho shall be 200 North Third Street, Suite 1, Boise, Idaho, 83702, and the name of the initial registered agent at that address is Henry E. Houst Jr.

XIV.

The initial Board of Directors shall consist of one (1) director, and the Incorporator hereby names the following persons to serve as the initial Directors until the first election of Directors by the Shareholders:

JON M. ECKERLE	2063 South Atlantic
	Boise, Idaho 83705


IN WITNESS WHEREOF, I have hereunto set my hand and seal as of the 13<sup>th</sup> day of July, 1987.

  
\_\_\_\_\_  
JON M. ECKERLE

STATE OF IDAHO                    )  
  ) ss.  
County of Ada                    )

On this 13<sup>th</sup> day of July, 1987, before me, the undersigned, a Notary Public in and for said County and State, personally appeared JON M. ECKERLE, known or identified to me to be the person whose name is subscribed to the within instrument, and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, the day and year first above written.

  
Notary Public for Idaho  
Residing at Boise, Idaho  
Commission expires 8/18/89