



Department of State.

**CERTIFICATE OF INCORPORATION
OF**

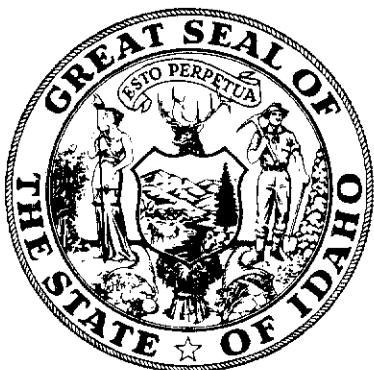
PALOUSE CHAPTER OF THE ENOLOGICAL SOCIETY OF THE PACIFIC NORTHWEST, INC.

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 **PALOUSE CHAPTER OF THE ENOLOGICAL SOCIETY OF THE PACIFIC NORTHWEST, INC.**

duly signed pursuant to the provisions of the Idaho Nonprofit 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 October 27, 19 86.



Pete T. Cenarrusa

SECRETARY OF STATE

John W. H. [Signature]

Corporation Clerk

ARTICLES OF INCORPORATION
PALOUSE CHAPTER

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of the
ENOLOGICAL SOCIETY OF THE PACIFIC NORTHWEST, **INC.**

We, the undersigned persons, acting as the incorporators under the provisions of the Idaho Nonprofit Corporation Act (Revised Code of Idaho, Section 30-301), adopt the following articles of incorporation:

1. Name. The name of the corporation shall be the Palouse Chapter of the Enological Society of the Pacific Northwest, **Inc.**

2. Status. The corporation shall be a nonprofit corporation.

3. Duration. The period of duration of the corporation shall be perpetual.

4. Purpose. The principal purpose for which the corporation is organized is to foster interest in and appreciation and knowledge of viticulture, enology and wine.

The corporation may be used for any other purposes permitted under the provisions of the Idaho Nonprofit Corporation Act.

5. Registered Office and Agent. The registered office of the corporation shall be 113 S. Main St, Moscow, Idaho 83843, and the registered agent, whose business address is identical with such registered office, shall be Jack R. Porter, Attorney at Law.

6. Membership. The corporation shall have a single class of membership which shall be individual membership open to anyone over the age of twenty-one (21) years.

Membership shall commence upon acceptance by the Board of Directors and upon satisfaction of such requirements as the bylaws shall impose on members, including the payment of dues. Certificates or cards evidencing membership in the corporation may be issued.

7. Directors. The Board of Directors shall consist of at least four (4) individual members of the corporation. The names and addresses of the initial Directors are as follows:

William R. Wykoff	824 N. Leith St. Moscow, Idaho 83843
Peter G. Mika	715 E. 8 th St. Moscow, Idaho 83843
John T. Zimmer, Jr.	323 N. Lincoln St. Moscow, Idaho 83843
Jeff Kent	728 S. Adams St. Moscow, Idaho 83843

8. Dissolution. Upon dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations as shall at the time qualify as an exempt organization or organizations under section 501 (c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Law) as the Board of Directors shall determine.

9. Amendments. The corporation reserves the right to amend, alter, change, or repeal any provision contained in this certificate of incorporation, in the manner now or hereafter prescribed by the statute, and all rights herein conferred upon members are granted subject to this reservation.

10. Incorporators. the names and addresses of the incorporators of the corporation are as follows:

William R. Wykoff	824 N. Leith St. Moscow, Idaho 83843
Peter G. Mika	715 E. 8 th St. Moscow, Idaho 83843
John T. Zimmer, Jr.	323 N. Lincoln St. Moscow, Idaho 83843

I, THE UNDERSIGNED, being each of the incorporators hereinbefore named, for the purpose of forming a corporation pursuant to the Idaho Non-profit Corporation Act, do make this certificate, hereby declaring and certifying that the facts herein stated are true, and accordingly have hereunto set my hand this 7TH day of OCTOBER, 1986

William R. Wykoff
Peter G. Mika
John T. Zimmer, Jr.

STATE OF IDAHO

COUNTY OF LATAH

On this day personally appeared before me William R. Wykoff, John T. Zimmer, Jr., and Peter G. Mika, to me known to be individuals described in and who executed the within and foregoing instrument, and acknowledged that they signed the same as their free and voluntary act and deed for the uses and purposes therein mentioned.

Given under my hand and official seal this 7TH day of OCTOBER, 1986

John R. Porter

Notary Public in and for the State
of Idaho, residing at Moscow