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**FLORIDA PROFIT CORPORATION OR P.A.**  
**CALIFORNIA WINE COUNTRY, INC.**

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**ARTICLES OF INCORPORATION  
OF  
CALIFORNIA WINE COUNTRY, INC.**

The undersigned, acting as incorporator of **CALIFORNIA WINE COUNTRY, INC.**, under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

**ARTICLE I.  
NAME**

The name of the corporation is:

**CALIFORNIA WINE COUNTRY, INC.**

**ARTICLE II.  
COMMENCEMENT OF EXISTENCE**

The existence of the corporation will commence on the date of filing of these Articles of Incorporation.

**ARTICLE III. PURPOSE**

This corporation is formed for the purpose of engaging in the purchase, sale, and marketing of fine California wines and may engage in any activity or business permitted under the laws of the United States and Florida.

**ARTICLE IV.  
AUTHORIZED SHARES**

The maximum number of shares that the corporation is authorized to have outstanding at any time is 100 shares of common stock having a par value of \$0.01 per share. The consideration to be paid for each share shall be fixed by the board of director(s) and may be paid in whole or in part in cash or other property, tangible or intangible, or in labor or services actually performed or to be performed for the benefit of the corporation. Each issued and outstanding stock shall be entitled to one (1) vote on each matter submitted to a vote at a meeting of the shareholders.

These Articles prepared by:  
John F. Jankowski, Jr., Esq., P.A.  
Cornerstone One- Suite 220  
1200 South Pine Island Road  
Plantation, Florida 33324-4402  
(954) 370-1026

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**ARTICLE V.**  
**INITIAL PRINCIPAL OFFICE AND REGISTERED AGENT**

The street and mailing address of the initial principal office of the corporation is 1933 N. Pine Island Road, Jacaranda Square Shopping Center, Plantation, Florida 33322.

The name of the corporation's initial Registered Agent is Cathy L. Seewaldt, whose address is 1933 N. Pine Island Road, Jacaranda Square Shopping Center, Plantation, Florida 33322.

**ARTICLE VI.**  
**INITIAL BOARD OF DIRECTORS AND OFFICERS**

The corporation shall have two Director(s) initially. The number of directors may be increased from time to time, as provided in the bylaws, but shall never be less than one. The name and street address of the initial Director(s) are:

**Cathy L. Seewaldt, Director**  
1933 North Pine Island Road  
Plantation, Florida 33322

**Christopher E. Woodruff, Director**  
1933 North Pine Island Road  
Plantation, Florida 33322

The initial officers of the corporation are:

**Cathy L. Seewaldt, President, Treasurer**  
**Christopher E. Woodruff, Vice President, Secretary**

**ARTICLE VII.**  
**INCORPORATOR**

The name and street address of the incorporator is:

**Cathy L. Seewaldt**  
1933 North Pine Island Road  
Plantation, Florida 33322

**ARTICLE VIII.**  
**BYLAWS**

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors and the shareholders, except that the board of directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

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**ARTICLE IX.**  
**AMENDMENTS**

The corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation. These Articles may be amended prior to the issuance of shares of the corporation by the unanimous approval or consent of the board of directors. Thereafter, every amendment shall be approved by the board of directors, proposed by them to the shareholders, and approved at a shareholders' meeting by the holders of a majority of the shares entitled to vote on the matter or in such other manner as may be provided by law.

**ARTICLE X.**  
**PREEMPTIVE RIGHTS**

Each shareholder of the Corporation shall have the right, upon the sale for cash or otherwise, of any new stock of the Corporation or of any stock of the Corporation held by it in its treasury or otherwise, of the same or any other kind, class or series as that which each existing shareholder already holds, to purchase his/her pro rata or any other share of such stock at the same price at which it is offered to others or any other price.

**ARTICLE XI.**  
**INDEMNIFICATION**

In addition to any rights and duties under applicable law, the Corporation shall indemnify and hold harmless all its directors, officers, and former directors, and officers, from and against all liabilities and obligations, including attorneys fees, incurred in connection with any actions taken or failed to be taken by said directors, and officers, in their capacity as such except for willful misconduct or gross negligence.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 5 day of April, 2000.

  
Cathy L. Seewaldt

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