

B97000000416

WINE COMPANY

March 17, 2000

Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

600003209276--3
-04/14/00-01049-002
****105.00 ****105.00

RE: **Jordan Sparkling Wine Company, dba J Wine Company LP notification of changes**

Enclosed you will find, the **Certificate of Amendment to Application for Registration** and a **check for \$105.00** (\$52.20 to file and \$52.50 for a certified copy).

This amendment reflects the following changes;

B97-416

The removal of Mr. Thomas Jordan Jr. and Judith L. Jordan as General Partners.

The addition of J. L. Jordan Company (a California Corporation) as General Partner.

F-1057

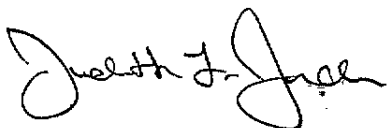
The name change from Jordan Sparkling Wine Company, dba J Wine Company LP to J Wine Company LP.

The change in the Federal Employer Identification number from # 68-0235038 to #68-0441064.

Also Enclosed is **the 2000 Uniform Business Report (UBR)** and a **check for \$ \$150.00** (\$52.50 filing fee, \$88.75 Supplemental Fee and \$8.75 for a Certificate of Status).

If you have any question of concerns, please feel free to contact Tina Barton at (707) 431-5431 or fax (707) 431-5410.

Sincerely,



J.L. Jordan Company (General Partner)
By Judith L. Jordan, President

FF \$52.50
CC 52.50

00 APR 13 PM 1:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

4/19

3P

**CERTIFICATE OF AMENDMENT
TO
APPLICATION FOR REGISTRATION
OF**

Jordan Sparkling Wine Company, dba J Wine Company, LP,

(Insert name currently on file with Florida Dept. of State)

Pursuant to the provisions of section 620.173, Florida Statutes, this foreign limited partnership hereby submits this certificate of amendment to its registration application:

The registration application is amended as follows:

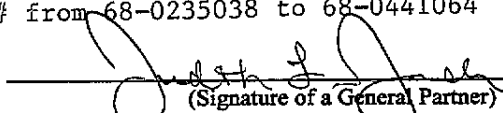
Remove Mr. Thomas N. Jordan Jr. as General Partner

Remove Judith L. Jordan from the General Partner

Add J. L. Jordan Company (a California Corporation) as General Partner

Change the name from Jordan Sparkling Wine Company, dba J Wine Company LP
to J Wine Company LP

Change the FEI # from 68-0235038 to 68-0441064

 3/20/00
(Signature of a General Partner)

J. L. Jordan Company (a California Corporation)

By Judith L. Jordan, President

(Typed or printed name of General Partner signing above)

STATE OF California

COUNTY OF Sonoma

On this ___ day of _____, 19___, _____ personally
appeared before me,

- ☐ who is personally known to me
- ☐ whose identity I proved on the basis of _____

(Notary Public Signature)

(Notary's Printed Name)

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00 APR 13 PM 1:00
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Seal

My Commission Expires: _____

CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT

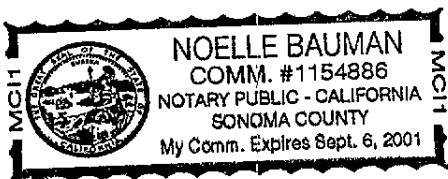
State of CALIFORNIA

County of SONOMA

On March 20, 2000 before me, NOELLE BAUMAN, NOTARY PUBLIC

personally appeared Judith L. Jordan

☒ personally known to me – OR – ☐ proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.



WITNESS my hand and official seal.

Noelle Bauman
Signature of Notary Public

OPTIONAL

Description of Attached Document

Title or Type of Document: Certificate of Amendment to Application for Registration

Document Date: March 20, 2000 Number of Pages: 1

Signer(s) Other Than Named Above: _____

Capacity(ies) Claimed by Signer(s)

Signer's Name: Judith L. Jordan

- ☐ Individual
☒ Corporate Officer
Title(s): President
☐ Partner — ☐ Limited ☐ General
☐ Attorney-in-Fact
☐ Trustee
☐ Guardian or Conservator
☒ Other: _____

Signer Is Representing: _____

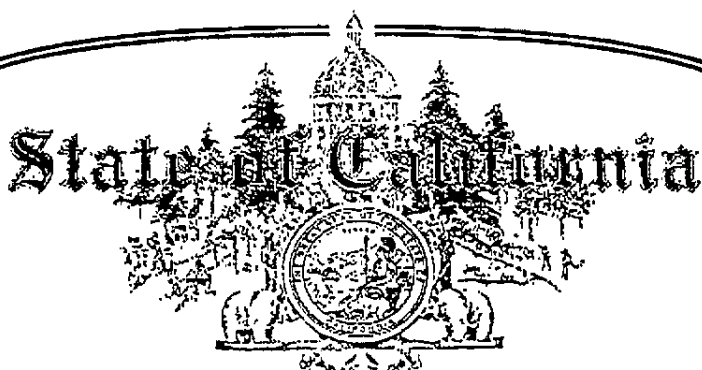
Signer's Name: _____

- ☐ Individual
☐ Corporate Officer
Title(s): _____
☐ Partner — ☐ Limited ☐ General
☐ Attorney-in-Fact
☐ Trustee
☐ Guardian or Conservator
☐ Other: _____

Signer Is Representing: _____

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TALLAHASSEE FLORIDA

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00 APR 13 PM 1:00
SECRETARY OF STATE
TALLAHASSEE FLORIDA



SECRETARY OF STATE

I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 1 page(s) was prepared by and in this office from the record on file, of which it purports to be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

OCT 20 1999

Bill Jones

Secretary of State





State of California
Secretary of State
Bill Jones

FILED
In the office of the Secretary of State
of the State of California

OCT 15 1999

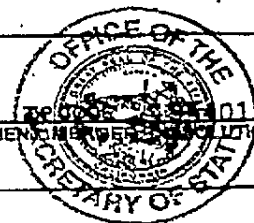
Bill Jones
BILL JONES, Secretary of State

AMENDMENT TO CERTIFICATE OF LIMITED PARTNERSHIP

A \$30.00 filing fee must accompany this form.
IMPORTANT— Read instructions before completing this form.

This Space For Filing Use Only

1. SECRETARY OF STATE FILE NUMBER 199635900003	2. NAME OF LIMITED PARTNERSHIP Jordan Sparkling Wine Company, a California limited partnership
3. COMPLETE ONLY THE BOXES WHERE INFORMATION IS BEING CHANGED. ADDITIONAL PAGES MAY BE ATTACHED, IF NECESSARY.	
A. LIMITED PARTNERSHIP NAME (END THE NAME WITH THE WORDS "LIMITED PARTNERSHIP" OR THE ABBREVIATION "L.P.") J Wine Company, L.P.	
B. THE STREET ADDRESS OF THE PRINCIPAL OFFICE ADDRESS CITY STATE ZIP CODE	
C. THE STREET ADDRESS IN CALIFORNIA WHERE RECORDS ARE KEPT STREET ADDRESS CITY STATE CA ZIP CODE	
D. THE ADDRESS OF GENERAL PARTNER(S) NAME J. L. Jordan Company ADDRESS 11447 Old Redwood Highway, Post Office Box 6009 CITY Healdsburg STATE CA ZIP CODE 95448	
E. NAME CHANGE OF A GENERAL PARTNER FROM: TO:	
F. GENERAL PARTNER(S) CESSATION Judith L. Jordan	
G. GENERAL PARTNER ADDED NAME J. L. Jordan Company ADDRESS 11447 Old Redwood Highway, Post Office Box 6009 CITY Healdsburg STATE CA ZIP CODE 95448	
H. THE PERSON(S) AUTHORIZED TO WIND UP AFFAIRS OF THE LIMITED PARTNERSHIP NAME ADDRESS CITY STATE ZIP CODE	
I. THE NAME OF THE AGENT FOR SERVICE OF PROCESS John G. Mackie, Esq.	
J. IF AN INDIVIDUAL, CALIFORNIA ADDRESS OF THE AGENT FOR SERVICE OF PROCESS ADDRESS 100 B Street, Suite 400 CITY Santa Rosa STATE CA ZIP CODE 95401	
K. NUMBER OF GENERAL PARTNERS' SIGNATURES REQUIRED FOR FILING CERTIFICATES OF AMENDMENT, RESTATEMENT, MERGER, CANCELLATION, CONTINUATION AND CANCELLATION. 1	
L. OTHER MATTERS (ATTACH ADDITIONAL PAGES, IF NECESSARY).	
4. TOTAL NUMBER OF PAGES ATTACHED (IF ANY)	
5. I CERTIFY THAT THE STATEMENTS CONTAINED IN THIS DOCUMENT ARE TRUE AND CORRECT TO MY OWN KNOWLEDGE. I DECLARE THAT I AM THE PERSON WHO IS EXECUTING THIS INSTRUMENT, WHICH EXECUTION IS MY ACT AND DEED.	
SIGNATURE <i>Judith L. Jordan</i>	POSITION OR TITLE President, J.L. Jordan Company, G.P.
SIGNATURE <i>Judith L. Jordan</i>	PRINT NAME Judith L. Jordan
SEC/STATE (REV. 10/98)	DATE



53

FORM LP-2 - FILING FEE: \$30.00
Approved by Secretary of State

FILED
00 APR 13 PM 1:00
SECRETARY OF STATE
TALLAHASSEE FLORIDA

IMPORTANT NOTICE

DUE TO Y2K COMPLIANCE THE LIMITED PARTNERSHIP'S FILE NUMBER HAS CHANGED. THE FILE NUMBER NOW CONSISTS OF 12-DIGITS. THE NEW FILE NUMBER HAS BEEN ENTERED ON YOUR DOCUMENT. BELOW IS AN EXAMPLE OF THE NUMBER CHANGE.

LIMITED PARTNERSHIP

LP # (add 19 in front of the old number)

Old Number
9904200013

New Number
199904200013

Explanation of the 12-digits:

1999
YEAR

042
DATE
ENTERED

0
LP
CODE

0013
DOC#

AMENDMENT TO LIMITED PARTNERSHIP AGREEMENT

This Amendment to Limited Partnership Agreement ("Amendment") is effective as of May 1, 1999 and amends that certain Jordan Sparkling Wine Company Limited Partnership Agreement originally dated December 13, 1996 (the "Partnership Agreement").

The Partnership Agreement is amended as follows:

1. Pursuant to Section 5.6 of the Partnership Agreement Judith Lynn Jordan, General Partner of Jordan Sparkling Wine Company, a California Limited Partnership (the "Partnership") admits J. L. Jordan Company, a California corporation ("JLJ"), as a Limited Partner in the Partnership. It is acknowledged that Judith Lynn Jordan, as a Limited Partner in the Partnership has contributed a one percent interest in the profits and losses of the Partnership to JLJ.
2. JLJ shall be from and after May 1, 1999 considered a Limited Partner in the Partnership, shall have assumed a one percent interest in the profits, losses and distributions, and Partnership Interests in the Partnership and shall have been assigned by Judith Lynn Jordan as a Limited Partner, a Capital Account equal to one percent of the positive Capital Accounts of all Partners of the Partnership.
3. Pursuant to Section 5.6 of the Partnership Agreement, as a precondition to its admission as a Limited Partner in the Partnership, JLJ acknowledges receipt of a copy of the Partnership Agreement and subscribes thereto as a Limited Partner and agrees to be bound thereby.
4. Thomas N. Jordan, Jr., a Limited Partner in the Partnership, has assigned to Judith Lynn Jordan as Limited Partner, his remaining beneficial interest in profits, losses and distributions of the Partnership as of January 1, 1999. However, such assignment shall not be deemed to be an accepted resignation or withdrawal by a Limited Partner consistent with Section 5.7 of the Partnership Agreement until such withdrawal is accepted as effective May 1, 1999. Judith Lynn Jordan as General Partner, JLJ and Judith Lynn Jordan as a Limited Partner each acknowledge compliance with Section 5.4 of the Partnership Agreement. JLJ waives any rights to purchase any proportionate share of the Limited Partner interest of Thomas N. Jordan, Jr. It is acknowledged and agreed that Judith Lynn Jordan as Limited Partner shall assume ownership of the remaining capital account of Thomas N. Jordan, Jr. in the Partnership and as of May 1, 1999 shall be substituted as a Limited Partner to the extent of any remaining interests of Thomas N. Jordan, Jr. in the Partnership. Pursuant to Section 5.5 of the Partnership Agreement, Judith Lynn Jordan agrees to assume upon final transfer of his Limited Partner interest all of the obligations and undertakings of Thomas N. Jordan, Jr. pursuant to the Partnership Agreement.
5. All items of profit and loss that are attributable to the Limited Partner interest of Thomas N. Jordan, Jr. from January 1, 1999 to May 1, 1999, shall be specially allocated to Judith Lynn Jordan as Limited Partner.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

This Amendment to Partnership Agreement is entered into as of April 28, 1999.

GENERAL PARTNER:

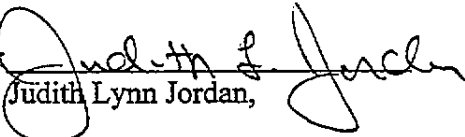

Judith Lynn Jordan

LIMITED PARTNER:


Judith Lynn Jordan

ADMITTED LIMITED PARTNER:

J. L. Jordan Company, a California
corporation,

By 
Judith Lynn Jordan,
President

FILED

00 APR 13 PM 1:01

SECRETARY OF STATE
TALLAHASSEE FLORIDA

**SECOND AMENDMENT TO LIMITED PARTNERSHIP AGREEMENT FOR JORDAN
SPARKLING WINE COMPANY**

THIS SECOND AMENDMENT TO LIMITED PARTNERSHIP AGREEMENT FOR JORDAN SPARKLING WINE COMPANY, a California limited partnership ("Amendment") is entered into this first day of September, 1999, by and between Judith L. Jordan, as general Partner ("Jordan") and J. L. Jordan Company, a California corporation, as limited partner ("J. L. J.").

The parties hereto desire to amend that certain Agreement of Limited Partnership for Jordan Sparkling Wine Company (the "Partnership"), executed December 13, 1996 and amended May 1, 1999 ("Partnership Agreement").

RECITALS

A. On April 26, 1999, Jordan contributed a one percent (1%) interest in her partnership interests, including without limitation profits, losses and distributions to J. L. J., effective May 1, 1999.

B. On May 1, 1999, the Partnership accepted the withdrawal of Thomas N. Jordan as a limited partner and the admission of J. L. J. as a limited partner of the Partnership.

C. On May 1, 1999, the Partnership acknowledged the assignment of Thomas N. Jordan, Jr.'s limited partnership interest, whereby he assigned his remaining beneficial, limited partnership interest in the profits, losses and distributions in the Partnership to Jordan, effective as of January 1, 1999.

D. The parties hereto now desire that Jordan withdraw as the general partner of the Partnership and that J. L. J. be admitted as the new general partner of the Partnership. However, the parties desire that said withdrawal of Jordan as general partner and the admission of J.L.J. as the new general partner, be contingent upon the Partnership obtaining any and all necessary government or regulatory approvals.

E. The parties hereto further desire that upon the procurement of any and all necessary government or regulatory approvals, the withdrawal of Jordan as general partner of the Partnership and the admission of J.L.J. as the new general partner of the Partnership be retroactively effective as of July 1, 1999.

F. The parties further desire that each shall maintain its respective capital account and that effective July 1, 1999, Jordan shall be entitled to receive ninety-nine percent (99%) and J.L.J. one percent (1%) of all allocations of distributions, profits and losses as described in the Partnership Agreement.

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CLERK OF STATE
TALLAHASSEE FLORIDA

NOW THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the parties hereto agree as follows:

AGREEMENT


1. The parties hereby accept Jordan's withdrawal as general partner of the Partnership.
2. J. L. J. is admitted as general partner of the Partnership.
3. The allocation provisions described in Sections 3.4, 3.5, 3.6, 3.7, 3.8, and 3.9 of the Partnership Agreement are hereby amended so that Jordan shall receive ninety-nine percent (99%) and J.L.J. one percent (1%) of such allocations.
4. The parties hereto agree that the effectiveness of this Amendment shall be solely contingent on the Partnership obtaining any and all necessary government and regulatory approvals.
5. J. L. J. hereby accepts and assumes all responsibilities of the general partner of the Partnership, and agrees to assume all liabilities of the Partnership, as provided by California law and the Partnership Agreement.
6. J. L. J. hereby agrees to take any and all actions required by California law regarding the admission of J. L. J. as the general partner of the Partnership, including without limitation, the filing with the California Secretary of State an amended certificate of limited partnership.
7. The parties hereto agree to take any and all additional actions required by California law and the Partnership Agreement in order to make effective the terms of this Amendment.
8. The parties hereto agree that this Amendment shall be retroactively effective as of July 1, 1999.

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TALLAHASSEE FLORIDA

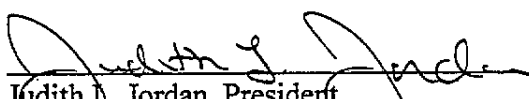
IN WITNESS WHEREOF, the parties have executed this Amendment as of the date first written above.

GENERAL PARTNER

By: 
Judith L. Jordan

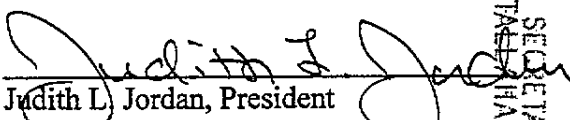
LIMITED PARTNER

J. L. Jordan Company, a California corporation

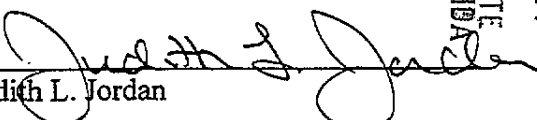
By: 
Judith L. Jordan, President

NEWLY ADMITTED GENERAL PARTNER

J. L. Jordan Company, a California corporation

By: 
Judith L. Jordan, President

NEWLY ADMITTED LIMITED PARTNER

By: 
Judith L. Jordan

00 APR 13 PM 1:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

**THIRD AMENDMENT TO LIMITED PARTNERSHIP AGREEMENT
FOR
JORDAN SPARKLING WINE COMPANY**

THIS THIRD AMENDMENT TO LIMITED PARTNERSHIP AGREEMENT FOR JORDAN SPARKLING WINE COMPANY, a California limited partnership ("Amendment") is entered into this 25th day of September, 1999, by and between J. L. JORDAN COMPANY, a California corporation, as general partner ("J.L.J."), and JUDITH L. JORDAN, as limited partner ("Jordan").

The parties hereto desire to amend that certain Agreement of Limited Partnership for Jordan Sparkling Wine Company, a California limited partnership (the "Partnership"), executed December 13, 1996, amended May 1, 1999 and September 1, 1999 ("Partnership Agreement").

RECITALS

- A. J.L.J. and Jordan desire to change the name of the Partnership from Jordan Sparkling Wine Company, a California limited partnership, to J Wine Company, L.P., a California limited partnership.
- B. J.L.J. and Jordan desire to change the agent for service of process from Judith L. Jordan to John G. Mackie, Esq.

AGREEMENT

1. The parties hereto unanimously agree to change the name of the Partnership from Jordan Sparkling Wine Company, a California limited partnership, to J Wine Company, L.P., a California limited partnership.
2. Judith L. Jordan, as president of J.L.J., shall take any and all steps necessary to properly change the name of the Partnership, including, without limitation, the filing of an LLP with the California Secretary of State.
3. John G. Mackie, Esq., of Carle, Mackie, Power & Ross LLP, 100 B Street, Suite 400, Santa Rosa, CA 95401 shall be the Partnership's agent for service of process.

FILED
APR 19 1999
PM 1:01
SECRETARY OF STATE
TALLAHASSEE FLORIDA

IN WITNESS WHEREOF, the parties have executed this Amendment as of the date first written above.

GENERAL PARTNER

J. L. J. COMPANY, a California corporation

By: Judith L. Jordan
Judith L. Jordan, President

LIMITED PARTNER

Judith L. Jordan
JUDITH L. JORDAN

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00 APR 13 PM 1:01
SECRETARY OF STATE
TALLAHASSEE FLORIDA