

F98000001018



December 9, 1999

Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

100003072711--8  
-12/16/99--01060--003  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

**RE: Change of Corporate Name**

Dear Madame or Sir:

Please find enclosed our Application by Foreign Profit Corporation containing information concerning our name change. In addition, one (1) requested original certificate from the Delaware Secretary of State and check number 4546 in the amount of \$35.00.

If you have any questions regarding the above, please call me at (707) 547-4778. Thank you for your assistance in this regard.

Sincerely,

KENDALL-JACKSON WINE ESTATES, LTD.

Gina Lehl  
Compliance Coordinator

Enclosures

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 FEB 15 PM 3:52

Gina Lehl authorized  
to add "a Delaware  
Corporation" for each  
corporation

Name Change  
HFT  
2-17-2000



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

January 5, 2000

Gina Lehl  
% KENDALL-JACKSON WINERY, LTD.  
421 Aviation Blvd.  
Santa Rosa, CA 95403

SUBJECT: KENDALL-JACKSON WINERY, LTD., A DELAWARE  
CORPORATION  
Ref. Number: F98000001018

We have received your document for KENDALL-JACKSON WINERY, LTD., A DELAWARE CORPORATION and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

We can find no record of the entity named in your document. A computer printout of a similar named entity is enclosed for your review. If this is the right name, please correct your document and return it for filing.

An original, duly authenticated certificate from the state of incorporation/organization evidencing the amendment, must be submitted with the application. The certificate must have been issued within the past 90 days.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6910.

Louise Flemming-Jackson  
Corporate Specialist Supervisor

Letter Number: 400A00000569



February 14, 2000

Ms. Louise Flemming-Jackson  
Corporate Specialist Supervisor  
Florida Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, FL 32314

**RE: Amendment to Authorization to Transact Business in Florida  
Your Letter Number 400A00000569**

Dear Ms. Flemming-Jackson:

Enclosed please find a corrected *Profit Corporation Application by Foreign Profit Corporation to File Amendment to Application for Authorization to Transact Business in Florida*. Also enclosed is an original, duly authenticated certificate from the Delaware Secretary of State evidencing the amendment to change the corporate name.

If you have any questions, please call me at (707) 547-4778. Thank you for your assistance in this regard.

KENDALL-JACKSON WINE ESTATES, LTD.

Gina Lehl  
Compliance Coordinator

Enclosures

**PROFIT CORPORATION**  
**APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO**  
**APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**  
(Pursuant to s. 607.1504, F.S.)

**SECTION I**  
**(1-3 MUST BE COMPLETED)**

1. Kendall-Jackson Winery, Ltd., a Delaware corporation  
Name of corporation as it appears on the records of the Department of State.

2. Delaware  
Incorporated under laws of

3. February 23, 1998  
Date authorized to do business in Florida

**SECTION II**  
**(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)**

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? October 28, 1999

5. Kendall-Jackson Wine Estates, Ltd., a Delaware corporation  
Name of corporation after the amendment, adding suffix "corporation" "company" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation.

6. If the amendment changes the period of duration, indicate new period of duration.

Perpetual - No Change  
New Duration

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

No Change  
New Jurisdiction

  
Signature

February 11, 2000  
Date

Paul M. Ginsburg  
Typed or printed name

Executive Vice President  
Title

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 FEB 15 PM 3:52

State of Delaware  
Office of the Secretary of State

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PAGE 1

FILED STATE  
SECRETARY OF CORPORATIONS  
00 FEB 15 PM 3:52

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS FILED FROM AND INCLUDING THE RESTATED CERTIFICATE OF "KENDALL-JACKSON WINE ESTATES, LTD." AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

RESTATED CERTIFICATE, FILED THE TWENTY-SIXTH DAY OF MAY, A.D. 1999, AT 4:30 O'CLOCK P.M.

CERTIFICATE OF AMENDMENT, CHANGING ITS NAME FROM "KENDALL-JACKSON WINERY, LTD." TO "KENDALL-JACKSON WINE ESTATES, LTD.", FILED THE TWENTY-EIGHTH DAY OF OCTOBER, A.D. 1999, AT 9 O'CLOCK A.M.



*Edward J. Freel*

Edward J. Freel, Secretary of State

2125876 8100X

991523649

AUTHENTICATION:

0124346

DATE:

12-08-99

CERTIFICATE OF AMENDMENT OF  
AMENDED RESTATED CERTIFICATE OF INCORPORATION  
OF  
KENDALL-JACKSON WINERY, LTD.

It is hereby certified that:

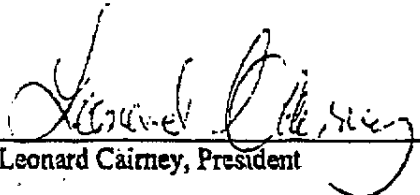
1. The name of the corporation (hereinafter called the "Corporation") is Kendall-Jackson Winery, Ltd.
2. The Amended and Restated Certificate of Incorporation of the Corporation is hereby amended by striking out ARTICLE I thereof and by substituting in lieu of said ARTICLE I the following new ARTICLE I:

"ARTICLE I:

The name of this Corporation is Kendall-Jackson Wine Estates, Ltd."

3. This Amendment of the Amended and Restated Certificate of Incorporation of the Corporation herein certified was duly adopted, pursuant to the provisions of Section 242 of the General Corporation Law of the State of Delaware.

Signed on September 17, 1999.

  
Leonard Cairney, President

Attest:

  
Paul M. Ginsburg, Secretary

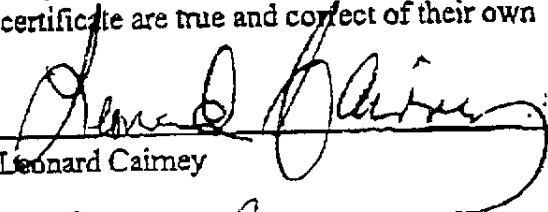
**AMENDED AND RESTATED  
CERTIFICATE OF INCORPORATION OF  
KENDALL-JACKSON WINERY, LTD.**

The undersigned, Leonard Cairney and Paul M. Ginsburg, certify that:

1. They are the duly elected and acting Chief Executive Officer and Secretary, respectively, of KENDALL-JACKSON WINERY, LTD., a Delaware corporation (the "Company").
2. The Company's original Certificate of Incorporation was filed with the Secretary of State of the State of Delaware on May 11, 1987 and subsequently amended through the date hereof.
3. The Certificate of Incorporation of the Company is amended and restated in full to read as set forth in Exhibit A attached hereto (the "Restated Certificate of Incorporation").
4. The Restated Certificate of Incorporation has been duly approved by the Board of Directors of the Company.
5. The Restated Certificate of Incorporation has been duly approved by the stockholders of the Company in accordance with Sections 228, 242 and 245 of the Delaware General Corporation Law.

The undersigned further declare under penalty of perjury under the laws of the State of Delaware that the matters set forth in this certificate are true and correct of their own knowledge.

Date: May 26 1999

  
Leonard Cairney

  
Paul M. Ginsburg

**Exhibit A**  
**AMENDED AND RESTATED**  
**CERTIFICATE OF INCORPORATION**  
**OF**  
**KENDALL-JACKSON WINERY, LTD.**

**ARTICLE I**  
**NAME**

The name of the Corporation is Kendall-Jackson Winery, Ltd.

**ARTICLE II**  
**REGISTERED OFFICE**

The address of the Corporation's registered office in the State of Delaware is 1209 Orange Street, in the city of Wilmington, County of New Castle, Delaware. The name of its registered agent at such address is the Corporation Trust Company.

**ARTICLE III**  
**PURPOSE**

The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of the State of Delaware.

**ARTICLE IV**  
**AUTHORIZED CAPITAL STOCK**

**A. Authorized Shares.**

1. Number of Shares. This Corporation is authorized to issue an aggregate of 251,000,000 shares of its capital stock, which shall be divided into three classes known as Class A Common Stock, Class B Common Stock and Preferred Stock, respectively.

The total number of shares of Common Stock that this Corporation is authorized to issue is 250,000,000, consisting of 100,000,000 shares of Class A Common Stock, par value \$.001 per share ("Class A Common Stock"), and 150,000,000 shares of Class B Common Stock, par value \$.001 per share ("Class B Common Stock"). This Corporation is authorized to issue 1,000,000 shares of Preferred Stock, par value \$.001 per share ("Preferred Stock"). The Board of Directors of this Corporation (the "Board") is hereby authorized, within the limitations and restrictions stated in this Amended and Restated Certificate of Incorporation ("Restated



Certificate"), to (i) divide the undesignated Preferred Stock into such number of series as the Board may determine; (ii) determine or alter the powers, rights, preferences, privileges and restrictions granted to or imposed upon any series of shares of Preferred Stock and the number of shares constituting any such series and the designation thereof, or any of them; and (iii) increase or decrease the number of shares of such series, but not below the number of shares of any series then outstanding. In case the number of shares of any series shall be so decreased, the shares constituting such decrease shall resume the status which they had prior to the adoption of the resolution originally fixing the number of shares of such series.

2. Recapitalization. Immediately upon the effectiveness of these Restated Articles, each share of Common Stock then outstanding shall be converted into and shall become 2,000 shares of Class A Common Stock, and each share of Class A Non-Voting Common Stock outstanding immediately prior to such effectiveness shall be converted into and shall become 2,000 shares of Class B Common Stock. Each stock certificate outstanding immediately prior thereto shall thereafter represent the appropriate number and class of shares which the stock represented by such certificate shall become as a result of the conversion described in this paragraph.

3. Increases in Number of Authorized Shares of Class B Common Stock. This Corporation shall from time to time in accordance with the laws of the State of Delaware increase the authorized number of shares of its Class B Common Stock if at any time the number of shares of Class B Common Stock remaining unissued and available for issuance shall not be sufficient to permit conversion of the Class A Common Stock in accordance with the applicable conversion provisions hereof.

B. Common Stock. All shares of Class A Common Stock and Class B Common Stock shall be identical and will entitle the holders thereof to the same rights and privileges, except as otherwise provided herein.

1. Voting. Each holder of the Class A Common Stock shall be entitled to ten (10) votes and each holder of Class B Common Stock shall be entitled to one (1) vote for each share held on all matters submitted to stockholders of the Corporation, whether by vote at a meeting or for action by written consent. Except as otherwise expressly provided herein or as required by law, the holders of Class A Common Stock and Class B Common Stock shall vote together and not as separate classes.

2. Dividends and Other Distributions. Subject to any rights to receive dividends to which the holders of Preferred Stock and any class or series of the Corporation ranking prior to the Class A Common Stock and Class B Common Stock with respect to the payment of dividends or the distribution of assets on liquidation, dissolution or winding up of the Corporation may be entitled, the holders of Class A Common Stock and Class B Common Stock shall be entitled to receive, when, if and as declared by the Board, such dividends of cash, stock or property as the Board shall from time to time declare from funds legally available therefor. If

any dividend is paid on any class of Common Stock, such dividend or distribution shall be paid on all classes of Common Stock in the same amount per share and any stock split, reverse stock split or recapitalization of any class of Common Stock shall apply equally to all classes of Common Stock; provided, however, that in the case of dividends payable in shares of Common Stock or options, warrants or rights to acquire shares of Common Stock or securities convertible into or exchangeable for shares of Common Stock, the shares, options, warrants or rights to acquire or securities so payable shall be payable only in shares of, or options, warrants or rights to acquire or securities convertible into or exchangeable for, Class B Common Stock.

3. Liquidation. Upon any liquidation, dissolution, or winding up of the Corporation, whether voluntary or involuntary, after payment or provision for payment of the debts and other liabilities of the Corporation and the amounts to which the holders of the Preferred Stock and any other class or series of the Corporation's capital stock ranking prior to the Class A Common Stock and Class B Common Stock shall be entitled, the holders of Class A Common Stock and Class B Common Stock shall be entitled to share ratably in the remaining assets of the Corporation. Neither the merger or consolidation of the Corporation, nor the sale, lease or conveyance of all or substantially all of its assets, shall be deemed to be a liquidation, dissolution or winding up of the Corporation within the meaning of this Article IV.B.3.

4. Conversion of Class A Common Stock into Class B Common Stock.

a. Right to Convert. Holders of Class A Common Stock shall have the right, at their individual options and at any time, to convert any or all shares of Class A Common Stock held by them into the same number of shares of Class B Common Stock by delivering to the Corporation a notice of their intent to so convert their shares of Class A Common Stock and surrendering the certificate or certificates representing such shares. The Corporation shall promptly issue and deliver the certificate or certificates evidencing the shares of Class B Common Stock issuable upon conversion in accordance with the holder's instructions. Such conversion, to the extent permitted by law, shall be deemed to occur as of the close of business on the date on which the holder's notice of intent is received and the holder's shares of Class A Common Stock are surrendered. Class B Common Stock issued under this Article IV.B.4 shall be deemed duly authorized, validly issued, fully paid and nonassessable.

b. Conversion on Vote of Majority. Upon the affirmative vote of the holders of a majority of the outstanding Class A Common Stock, each share of Class A Common Stock shall convert automatically into one fully-paid and non-assessable share of Class B Common Stock. On and after any conversion set forth in this Section, notwithstanding that any certificates for the shares of Class A Common Stock shall not have been surrendered for conversion, the shares of Class A Common Stock evidenced thereby shall be deemed to be no longer outstanding, and all rights with respect thereto shall forthwith cease and terminate, except only the rights of the holder to receive the shares of Class B Common Stock to which he or she shall be entitled upon conversion thereof. The Corporation shall, as soon as practicable after the effective date of conversion, issue and deliver at such office to such holder of Class A Common

Stock, or to such holder's nominee or nominees, certificates for the number of full shares of Class B Common Stock to which such holder shall be entitled. Such conversion shall be deemed to have been made as of the effective date of the affirmative vote of a majority of the outstanding Class A Common Stock, and the person or persons entitled to receive the Class B Common Stock issuable upon such conversion shall be treated for all purposes as the record holder or holders of such Class B Common Stock on such date.

c. Corporate Transactions. In the case of any reorganization, reclassification or change of shares of the Class B Common Stock (other than a change in par value or from par to no par value or as a result of a subdivision or combination), or in the case of any consolidation of the Corporation with one or more corporations or a merger of the Corporation with another corporation, or in the case of any sale, lease or other disposition or all or substantially all of the assets of the Corporation, each holder of a share of Class A Common Stock at the time outstanding shall be entitled to convert such share into the kind and amount of shares of stock and other securities and properties (including cash) receivable upon such reorganization, reclassification, change of shares, consolidation, merger, sale lease or other disposition, by a holder of the number of shares of Class B Common Stock into which such shares of Class A Common Stock might have been converted immediately prior to such reorganization, reclassification, change of shares, consolidation, merger, sale, lease or other disposition.

d. Reservation of Class B Common Stock. The Corporation shall at all times reserve and keep available out of its authorized but unissued shares of Class B Common Stock, solely for the purpose of issuance upon conversion of outstanding shares of Class A Common Stock, such number of shares of Class B Common Stock as shall from time to time be issuable upon the conversions of all the outstanding shares of Class A Common Stock.

e. Taxes Payable on Conversion. The Corporation shall pay any and all issuance and other taxes (excluding any federal or state income taxes) that may be payable in respect of any issuance or delivery of shares of Class B Common Stock upon conversion of Class A Common Stock. The Corporation shall not, however, be required to pay any tax that may be payable in respect of any transfer involved in the issuance and delivery of shares of Class B Common Stock in a name other than that in which the shares of Class A Common Stock to which such issuance relates were registered, and no such issuance or delivery shall be made unless and until the person requesting such issuance has paid to the Corporation the amount of any such tax, or it is established to the satisfaction of the Corporation that such tax has been paid.

## **ARTICLE V AMENDMENTS**

In furtherance and not in limitation of the powers conferred by statute, the Board is expressly authorized to adopt, amend or repeal the bylaws of the Corporation. The Corporation reserves the right to amend, alter, change or repeal any provision contained in this

Restated Certificate, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

#### **ARTICLE VI**

#### **ELECTION OF DIRECTORS: MISCELLANEOUS**

Elections of directors need not be by written ballot except and to the extent provided in the bylaws of the Corporation. Meetings of stockholders may be held within or without the State of Delaware as the bylaws may provide. The books of the Corporation may be kept (subject to any provision in the statutes) outside the State of Delaware at such place or places as may be designated from time to time by the Board or in the bylaws of the Corporation.

#### **ARTICLE VII**

#### **LIABILITY AND INDEMNIFICATION**

No director of the Corporation shall be personally liable to the Corporation or any stockholder for monetary damages for breach of fiduciary duty as a director, except for any matter in respect of which such director shall be liable under Section 174 of Title B of the Delaware Code (relating to the Delaware General Corporation Law) or any amendment thereto or shall be liable by reason that, in addition to any and all other requirements for such liability, he or she (i) shall have breached his or her duty of loyalty to the Corporation or its stockholders, (ii) shall not have acted in good faith or, in failing to act, shall not have acted in good faith, (iii) shall have acted in a manner involving intentional misconduct or a knowing violation of law or (iv) shall have derived an improper personal benefit. Neither the amendment nor repeal of this Article VI, nor the adoption of any provision of the Restated Certificate inconsistent with this Article VII, shall eliminate or reduce the effect of this Article VII, in respect of any matter occurring, or any cause of action, suit or claim that, but for this Article VII, would accrue or arise, prior to such amendment, repeal or adoption of an inconsistent provision.

#### **ARTICLE VIII**

#### **PERPETUAL EXISTENCE**

The Corporation is to have perpetual existence.