

Division of Corporations

Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 617-6383

From:

Account Name : PHOENIX FILE & BAGIDIPATI PLLC
Account Number : 120100000059
Phone : (239) 461-0101
Fax Number : (239) 461-0083

MAR - 5 2013
L. SELLERS

Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.

Email Address:

CPTP@PhoenixFile.com

FLORIDA LIMITED LIABILITY CO.
Wines of the West Coast LLC

Certificate of Status	1
Certified Copy	0
Page Count	06
Estimated Charge	\$130.00

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TALLAHASSEE, FLORIDA

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Corporate Filing Menu

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FAX

To:
Fax Number: 850-617-6383

From: Reception
Fax Number:
Phone:

Company: Phoenix File and Pagidipati PLLC - Fort Myers

Date: March 04, 2013 Total Pages: 8
Subject: FW: FAX to 850-617-6383 FL Dept. of State

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Memo:

Please see attachment.

Thank you,
Lana

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—Original Message—

From: Debbie Miller
Sent: Monday, March 04, 2013 1:47 PM
To: Reception
Subject: FAX to 850-617-6383 FL Dept. of State

Please fax the attached.

Thaks.

Deborah A Miller Legal Assistant

2407 Periwinkle Way, Suite 6
Sanibel, Florida 33957
O 239.472.1144 F 239.461.0083
Mailing Address
dm@phoenixfile.com PhoenixFile.com

12800 University Drive, Suite 240
Fort Myers, Florida 33907
O 239.461.0101 F 239.461.0083

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-----Original Message-----

From: scanner@phoenixfile.com [mailto:scanner@phoenixfile.com] On Behalf Of scanner@
Sent: Monday, March 04, 2013 2:44 PM
To: Debbie Miller
Subject: Scanned image from MX-4111N

Reply to: scanner@phoenixfile.com <scanner@phoenixfile.com> Device Name: PhoenixFile Device Model: MX-4111N
Location: Not Set

File Format: PDF (Medium)
Resolution: 150dpi x 150dpi

Attached file is scanned image in PDF format.

Use Acrobat(R)Reader(R) or Adobe(R)Reader(R) of Adobe Systems Incorporated to view the document.

Adobe(R)Reader(R) can be downloaded from the following URL:

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**ARTICLES OF ORGANIZATION
For a Domestic Limited Liability Company**

Pursuant to the laws of the State of Florida, to wit Chapter 608, Florida Statutes, the undersigned executes the following articles ("Articles") for purposes of forming a limited liability company ("the Company"):

ARTICLE I

The name of the limited liability company is:

Wines of the West Coast LLC.

ARTICLE II

The principal office shall be located at
**2407 Periwinkle Way, Suite 6
Sanibel, Florida 33957**

The mailing address is
**2407 Periwinkle Way, Suite 6
Sanibel, Florida 33957**

ARTICLE III

The initial registered agent is:
PFP Corporate Services LLC

Service of process may be made on the registered agent at:
**2407 Periwinkle Way, Unit 6, In the City of Sanibel, County of Lee, State of Florida,
with the postal zip code being 33957.**

ARTICLE IV

The Company may engage in any activity permitted by the Florida Limited Liability Company Act, as well as the other laws of the State of Florida, subject always to limitations of all other jurisdictions in which the Company acts when acting within those jurisdictions.

ARTICLE V

The Company shall act under the direction of the Company's managers (each a "Manager"), always pursuant to these Articles and the Operating Agreement.

ARTICLE VI

The Company may adopt an operating agreement that conforms to these Articles by unanimous consent of the Members at the time of adoption ("Operating Agreement"). This Article controls all contradictory provisions of the other Articles, if any. The Operating Agreement may not contravene any of these Articles. Each Operating Agreement section, subsection or paragraph that cannot reasonably be construed to conform to these Articles is stricken as if it had never been adopted into the Operating Agreement.

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so that the Operating Agreement does not contravene these Articles. The Operating Agreement may address matters these Articles do not specifically preclude, and the Members may amend the Operating Agreement according to the Operating Agreement's terms.

No reference in these Articles to the Members' rights to incorporate or provide for certain rights, duties, preferences, limitations, conditions or other clauses in the Operating Agreement (by phrases like "as otherwise provided in the Operating Agreement", "as expressed in the Operating Agreement," or "in accordance with the Operating Agreement") allows any of those clauses to otherwise contravene any of these Articles.

ARTICLE VII

The membership interests may be further limited in that all membership interests, including every right in or to the membership interests, may be subject to the Company's or the Members' rights of first refusal if expressed in the Operating Agreement.

Pursuant to any offering the Company makes, each Member shall have preemptive rights to purchase membership interests in cash pro rata based on the Member's membership interest in proportion to the collective membership interests of all the Members prior to the offering, except when admitting new members by unanimous vote.

Members may not separately alienate rights contained within membership interests, except as expressed in the Operating Agreement.

The membership interests are further limited in that all Members must be natural persons, citizens of the United States of America, and must consent to an election for the Company to be treated as an association taxable as a corporation within the meaning of Subchapter S of the Internal Revenue Code of 1986, as amended, ("IRC") by executing all documents necessary to effect the IRC Subchapter S election.

The membership interests shall have no other limitations other than those specifically mandated by the Florida Limited Liability Company Act or as expressed in these Articles or the Operating Agreement.

ARTICLE VIII

The Company will distribute to the Members, prior to the 15th calendar day of the calendar month following the close of each calendar quarter, or as soon thereafter as possible ("Tax Distribution Date") the amount that the Company will distribute to the Members pro rata based on each Member's membership interest in proportion to the collective membership interests of all the Members on each Tax Distribution Date. The amount the Company will distribute to all the Members on each Tax Distribution Date must be 50% of the lesser of (i) the Net Cash Flow (as defined infra), if any, or (ii) the "Ordinary business income (loss)," as defined by and calculated in accordance with the IRC/Internal Revenue Code of 1986, as amended, ("IRC") on Department of the Treasury, Internal Revenue Service Form 1065, U.S. Return of Partnership Income multiplied by the highest income tax rate set forth in IRC 7 (but in no event less than \$0.00). The Member may forego or reduce the distribution for any particular Tax Distribution Date upon a unanimous vote taken within 30 calendar days of that particular Tax Distribution Date, but this Article's distribution requirements will never be waived, estopped or otherwise altered by any preceding election to forego or reduce a distribution.

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"Net Cash Flow" means the lesser of (i) the net change in the Company's cash balances during a calendar quarter calculated in accordance with generally accepted accounting principles; or (ii) the Company's cash balances at the end of a calendar quarter, less reasonable reserves for working capital and projected cash requirements, including projected expenses and contingent liabilities, but not including capital investments and reinvestments that are not necessary to the Company as a going concern, all calculated in accordance with generally accepted accounting principles as limited by the IRC.

Members may, by a majority vote, compel the Company to make distributions of specified amounts and properly, and at specified times.

No withdrawing Member is entitled to receive any distribution or the value of the Member's membership interest as a result of withdrawal from the Company prior to the Company's liquidation, except as expressed in the Operating Agreement.

No Member is entitled to the return of, or interest on, that Member's capital contributions, except as expressed in the Operating Agreement.

ARTICLE IX

The Company shall exist in perpetuity unless dissolved pursuant to the Florida Limited Liability Company Act or as expressed in the Operating Agreement.

ARTICLE X

All documents evidencing membership interests shall clearly bear legends indicating that the membership interests are issued subject to restrictions on transferability, in reliance upon the existence of exemptions from federal and state securities laws, and with other rights, limitations, preferences and elections as expressed in these Articles.

ARTICLE XI

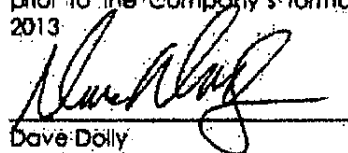
Additional Members may be admitted to the Company upon the written consent of the Members representing all of the Company's membership interests.

ARTICLE XII

The Articles may only be amended, superseded or repealed upon the unanimous vote, or written, affirmative consent, of all of The Members.

ACKNOWLEDGMENT

I, the Company's authorized representative, and without personally assuming or ratifying any prior contracts or promises made on the Company's behalf by any person or entity prior to the Company's formation, if any, execute these Articles this 4th day of March 2013.


Dave Dolly

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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT OF
Wines of the West Coast LLC

The undersigned hereby accepts the appointment as registered agent as designated in the attached Articles. The undersigned is familiar with and accepts the obligations mandated by Chapter 608, Florida Statutes that are associated with the appointment.

PFP Corporate Services LLC, a limited liability company
formed under the laws of the State of Florida

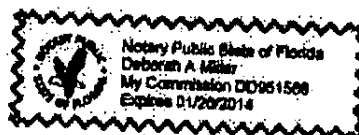
By: 
Charles PT Phoenix, its Manager

State of Florida)
)
County of Lee)

I hereby certify that before me, the undersigned authority, duly authorized to take acknowledgments and administer oaths, personally appeared Charles PT Phoenix, Manager of PFP Corporate Services LLC, on behalf of PFP Corporate Services LLC, and she/he is known to me to be the person who executed this Acceptance of Appointment as Registered Agent.

Witness my hand and official seal this 4 day of March, 2013.


Notary: Deborah A. Miller



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Wines of the West Coast LLC
Membership Listing

The initial Manger of the Company is:

Dave Dolly