

2005 LIMITED LIABILITY COMPANY ANNUAL REPORT

FILED
Apr 26, 2005 8:00 am
Secretary of State

04-01-2005 90156 024 ****50.00

DOCUMENT # M04000000960

1. Entity Name
CHALK HILL ESTATE WINERY LLC



Principal Place of Business
**10300 CHALK HILL RD.
HEALDSBURG, CA 95448**

Mailing Address
**10300 CHALK HILL RD.
HEALDSBURG, CA 95448**

2. Principal Place of Business

3. Mailing Address

Suite, Apt. #, etc.

Suite, Apt. #, etc.

City & State

City & State

Zip

Country

Zip

Country

01052005 Chg-LLC CR2E083 (10/03)

4. FEI Number
81-0607954

Applied For
Not Applicable

5. Certificate of Status Desired ☐ \$5.00 Additional Fee Required

6. Name and Address of Current Registered Agent

7. Name and Address of New Registered Agent

**C-T CORPORATION SYSTEM
1200 SOUTH PINE ISLAND ROAD
PLANTATION, FL 33324**

Name

Street Address (P.O. Box Number is Not Acceptable)

City

FL

Zip Code

8. The above named entity submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. I am familiar with, and accept the obligations of registered agent.

SIGNATURE

Signature, typed or printed name of registered agent and title if applicable.

(NOTE: Registered Agent signature required when reinstating)

DATE

**Filing Fee is \$50.00
Due by May 1, 2005**

**Make check payable to
Florida Department of State**

9. MANAGING MEMBERS/MANAGERS

10. ADDITIONS/CHANGES

TITLE
NAME
STREET ADDRESS
CITY - ST - ZIP ☐ Delete

TITLE
NAME
STREET ADDRESS
CITY - ST - ZIP ☐ Change ☒ Addition
**Sole Member
Frederick P. Furth
10300 Chalk Hill Road
Healdsburg, CA 95448**

TITLE
NAME
STREET ADDRESS
CITY - ST - ZIP ☐ Delete

TITLE
NAME
STREET ADDRESS
CITY - ST - ZIP ☐ Change ☐ Addition

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TITLE
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CITY - ST - ZIP ☐ Change ☐ Addition

11. I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(f), Florida Statutes. I further certify that the information indicated on this report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am a managing member or manager of the limited liability company or the receiver or trustee empowered to execute this report as required by Chapter 608, Florida Statutes.

SIGNATURE

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING MANAGING MEMBER, MANAGER, OR AUTHORIZED REPRESENTATIVE

Kenneth A. Born/Chief Administrative Officer 4/8/05

DATE

707-838-4306

Daytime Phone #

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RESOLUTION OF SOLE MEMBER OF

CHALK HILL ESTATE WINERY LLC,
a California limited liability company

December 1, 2003

The undersigned sole member ("Member") of Chalk Hill Estate Winery LLC, a California limited liability company (the "Company"), pursuant to Article VI of the Operating Agreement of Chalk Hill Estate Winery LLC, dated as of March 17, 2003 ("Operating Agreement"), hereby adopts the following resolutions by written consent without a meeting:

APPOINTMENT OF OFFICERS

WHEREAS, Frederick P. Furth, the sole member of the Company, is authorized to appoint officers of the Company pursuant to Article VII, Section 7.1 of the Operating Agreement; and

WHEREAS, Frederick P. Furth believes it to be in the best interest of the Company to set forth the responsibilities and authority of certain officers of the Company and to appoint those officers to serve at his discretion;

NOW, THEREFORE, IT IS RESOLVED that the following officer positions shall have the responsibility and authority to represent the Company in the manner set forth below:

CHAIRMAN OF THE BOARD. The Chairman of the Board shall preside at all meetings of the officers and have authority to supervise the President. The Chairman of the Board shall have all of the authority granted to the President, as set forth below, as well as any further authority granted by the Member of the Company.

PRESIDENT. Subject to the supervision and control of the Chairman of the Board and Member, the President shall be the Chief Executive Officer of the Company and shall have general supervision, direction and control of the business and officers of the Company. The President shall, in the absence of the Chairman of the Board, or if there is none, preside at all meetings of the officers. The President shall have the general powers and duties of management usually

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vested in the office of President of a corporation, and shall have such other powers and duties as may be prescribed by the Member.

CHIEF ADMINISTRATIVE OFFICER. Subject to the supervision and control of the Chairman of the Board, President and Member, the Chief Administrative Officer shall be the senior officer in charge of the administration of the operations of the Company and shall have supervision, direction and control of the manufacturing, marketing, sales, finance, and regulatory compliance matters of the Company and shall directly supervise the Chief Financial Officer. The Chief Administrative Officer shall have such other powers and duties as may be prescribed by the Member.

CHIEF FINANCIAL OFFICER. Subject to the supervision and control of the Chairman of the Board, President, Chief Administrative Officer and Member, the Chief Financial Officer shall be the senior officer in charge of the financial and tax matters of the Company. The Chief Financial Officer shall be the Treasurer of the Company for the purposes of giving any reports or executing any certificates or other documents requiring the signature of the authorized Treasurer of the Company. The Chief Financial Officer shall have custody of the Company funds and securities, shall keep adequate and correct accounts of the Company's properties and business transactions, shall disburse such funds of the Company as may be ordered by senior management or the Member (taking proper vouchers for such disbursements), shall arrange for the timely preparation and filing of all tax returns of the Company, and shall render to the Chief Administrative Officer, at regular meetings of the officers or whenever senior management may require, an account of all transactions and the financial condition of the Company.

IT IS FURTHER RESOLVED that the Chairman of the Board, President and Chief Administrative Officer shall each have full and complete authority to individually represent the Company before any and all federal and state agencies responsible for administering or regulating the manufacture, distribution, or sale of wine ("Agencies"), including the U. S. Alcohol, Tobacco, Tax and Trade Bureau, and state alcoholic beverage control commissions; and shall have authority to execute on behalf of the Company any and all applications, permits, licenses and documents of any kind determined by such officer to be reasonably necessary and in the best interest of the Company.

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IT IS FURTHER RESOLVED that the following persons are authorized and directed to serve in the official capacities set forth below until their successors are duly appointed:

Chairman of the Board	Frederick P. Furth
President	Peggy J. Furth
Chief Administrative Officer	Kenneth A. Born
Chief Financial Officer	Rebecca A. Ross

IN WITNESS WHEREOF, the undersigned sole member of the Company does hereby consent to and approve of these resolutions.

"Member"


Frederick P. Furth