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Compliance Connection  
136 Wikiup Drive, Suite D  
Santa Rosa, California 95403

(Address)

(City/State/Zip/Phone #)

☐

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(Business Entity Name)

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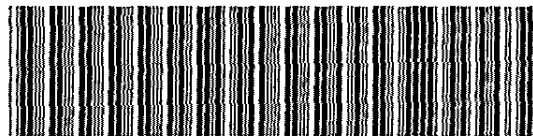
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04 AUG 18 AM 10:28  
TALLAHASSEE FLORIDA

SPECIAL POWER OF ATTORNEY

I, Patrick Roney, General Manager, and on behalf of Girard Winery, LLC of St. Helena, Napa County, California, appoint Ila Kelley, Compliance Agent, 136 Wikiup Drive, Suite D, Santa Rosa, Sonoma County, California, as my attorney-in-fact to act in my place for the purposes of signing all state license renewals, bonds, brand and/or label registration applications, monthly shipment reports, price postings, and any other agency applications or forms required to maintain out-of-state shipping compliance.

I further grant to my attorney-in-fact full authority to act in any manner both proper and necessary to the exercise of the foregoing powers, including the full power of substitution and revocation and ratify every act that she may lawfully perform in exercising those powers.

This power of attorney will become effective on April 7, 2004; however, this Special Power of Attorney is revocable by me at any time.

Executed on April 7, 2004 at 1241 Adams Street, #1107, St. Helena, California

  
Signature

Patrick Roney, General Manager  
Printed Name/Title

  
Signature of Appointed Attorney

SEAL OF THE STATE  
TALLAHASSEE, FLORIDA

04 AUG 18 AM 10:28

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**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO  
TRANSACTION BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN  
LIMITED LIABILITY COMPANY TO TRANSACTION BUSINESS IN THE STATE OF FLORIDA:*

1. Girard Winery LLC  
(Name of foreign limited liability company)
2. California  
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 94-3385076  
(FEI number, if applicable)
4. 7/25/01  
(Date of Organization)
5. Perpetual  
(Duration: Year limited liability company will cease to exist or "perpetual")
6. Upon Brand Approval  
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 3229 Bennett Lane, Calistoga, CA94515  
Patrick Roney, 3959 Sky Farm Dr., Santa Rosa, CA 95403 Sole Member  
(Street address of principal office)
8. If limited liability company is a manager-managed company, check here
9. The usual business addresses of the managing members or managers are as follows:  
Patrick Roney, 3959 Sky Farm Dr., Santa Rosa, CA 95403 Sole Member

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida: To sell wine to licensed Wholesalers

Ila Kelley  
Signature of a member or an authorized representative of a member.  
(In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Ila Kelley, Compliance Agent

Typed or printed name of signee

FILED  
04 AUG 18 AM 10:28  
STATE OF FLORIDA  
TALLAHASSEE

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

Girard Winery LLC

2. The name and the Florida street address of the registered agent and office are:

Wayne Raborn

(Name)

419 Oak Hill Drive

Florida street address (P.O. Box **NOT** ACCEPTABLE)

Altamonte Springs

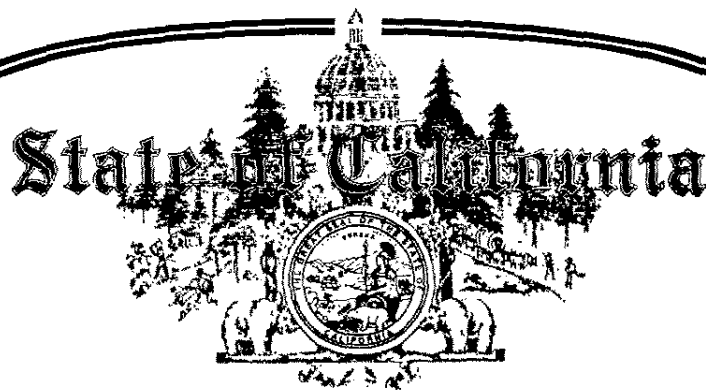
FL 32701

City/State/Zip

*Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S..*

(Signature)

\$ 100.00	Filing Fee for Application
\$ 25.00	Designation of Registered Agent
\$ 30.00	Certified Copy (optional)
\$ 5.00	Certificate of Status (optional)



## SECRETARY OF STATE

### CERTIFICATE OF GOOD STANDING CALIFORNIA LIMITED LIABILITY COMPANY

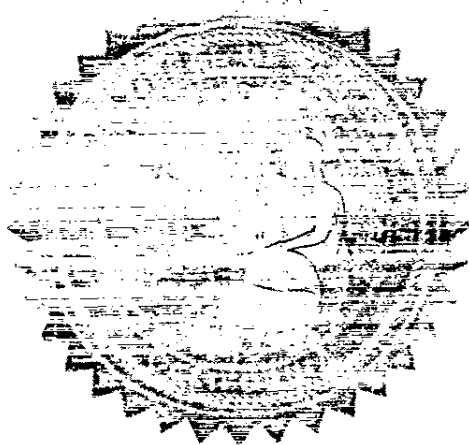
I, KEVIN SHELLEY, Secretary of State of the State of California, hereby certify:

That on the **26th day of June, 2000**, **GIRARD WINERY LLC**, became recognized under the laws of the State of California by filing its Articles of Organization in this office; and

That according to the records of this office, the said limited liability company is authorized to exercise all its powers, rights and privileges and is in good legal standing in the State of California; and

That no information is available in this office on the financial condition of this limited liability company.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of July 7, 2004.



*Kevin Shelley*  
KEVIN SHELLEY  
Secretary of State

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