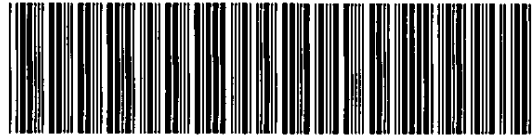


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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP     WAIT     MAIL

(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

608-611

*[Handwritten signature]*

Office Use Only

W07-32234

**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** Joseph Phelps Vineyards LLC  
(Name of Limited Liability Company)

The enclosed "Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida," Certificate of Existence, and check are submitted to register the above referenced foreign limited liability company to transact business in Florida..

Please return all correspondence concerning this matter to the following:

Eva Bedolla  
(Name of Person)  
Joseph Phelps Vineyards, Authorized Agent  
(Firm/Company)  
145 Legacy Court  
(Address)  
Napa, CA 94559  
(City/State and Zip Code)

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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For further information concerning this matter, please call:

Eva Bedolla at ( 707 ) 252-4725 PST  
(Name of Person) (Area Code & Daytime Telephone Number)

**MAILING ADDRESS:**  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**STREET ADDRESS:**  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

Enclosed is a check for the following amount:

- \$125.00 Filing Fee     \$130.00 Filing Fee & Certificate of Status     \$155.00 Filing Fee & Certified Copy     \$160.00 Filing Fee, Certificate of Status & Certified Copy

# Joseph Phelps Vineyards

June 27, 2007

URGENT

Registration Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

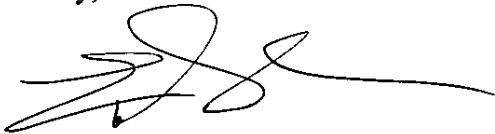
Dear Sir or Mme:

Attached is our application for licensing Joseph Phelps Vineyards. We have an urgency in processing this license due to the broker/distributor relationship terminating at the end of June. We would appreciate it if you could EXPEDITE this application if at all possible. We had also been waiting for a current Certificate of Good standing to arrive from the CA SOS office however they were backlogged for over one month.

The only area we are unsure if you can process without is the process agent signature. They have established their policy which states that they will sign after having proof that the authorization has been granted, which contradicts your request as part of the application. If there is a problem, I would appreciate it if you would contact me rather than return the application which would cause more delays.

Please contact me if you have any questions.

Sincerely,



Eva Bedolla  
Authorized Compliance Agent

07 JUL 13 PM 12:19  
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SECRETARY OF STATE  
TALLAHASSEE FLORIDA



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

July 9, 2007

EVA BEDOLLA  
145 LEGACY COURT  
NAPA, CA 94559

SUBJECT: JOSEPH PHELPS VINEYARD LLC  
Ref. Number: W07000032234

We have received your document for JOSEPH PHELPS VINEYARD LLC and your check(s) totaling \$125.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The designation of the registered office and the registered agent, both at the same Florida street address, must be contained within the document pursuant to Florida Statutes. The registered agent must sign accepting the designation as required by Florida Statutes.

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) 245-6097.

Marsha Thomas  
Document Specialist

Letter Number: 707A00043588

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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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. Joseph Phelps Vineyards LLC  
(Name of Foreign Limited Liability Company)

2. CA 3. 94-3346469  
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. 8/30/99 5. perpetual  
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")

6. N/A  
(Date first transacted business in Florida, if prior to registration.)  
(See sections 608.501 & 608.502 F.S. to determine penalty liability)

7. 200 Taplin Road  
St. Helena, CA 94574  
(Street Address of Principal Office)

8. If limited liability company is a manager-managed company, check here

9. The name and usual business addresses of the managing members or managers are as follows:

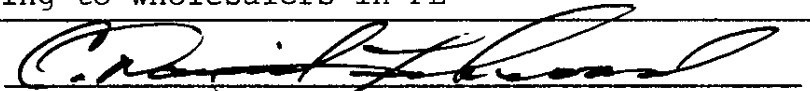
See Attached

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SECRETARY OF STATE  
ALLAHASSI  
FLORIDA

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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: CA Wine Manufacturer/  
Winery shipping to wholesalers in FL

  
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.)

C. David Lockwood  
Typed or printed name of signee

**Joseph Phelps Vineyards, LLC**

Usual Business Address of all listed below: 200 Taplin Rd., St. Helena, CA 94574

Name	Address	SS#	DOB	CDL	% Interest
<b>Members and Offices Held</b>					
Joseph F. Phelps, Chairman Emeritus	200 Taplin Rd., St. Helena, CA 94574			V9026515	0.2093
William H. Phelps, Chairman	300 Taplin Rd., St. Helena, CA 94574			N6711239	10.0000
Thomas Shelton, President/CEO	3959 Silverado Trail, Calistoga, CA 94515			C7191841	20.0000
Craig Williams, Executive Vice President/ Director of Winemaking	1551 Oak Avenue, St. Helena, CA 94574			R0913133	20.7083
Damian Parker, Vice President of Production	420 Monroe St., Napa, CA 94559			N0928507	4.0483
C. David Lockwood, VP Finance and CFO	17 Forrester Lane, Yountville, CA 94599			C1375014	5.0000
Joseph Phelps Vineyards, Inc.	200 Taplin Road, St. Helena, CA 94574			NA	40.0342
<b>Managers</b>					
Joseph F. Phelps	200 Taplin Rd., St. Helena, CA 94574			V9026515	
William H. Phelps	300 Taplin Rd., St. Helena, CA 94574			N6711239	
Craig Williams	1551 Oak Avenue, St. Helena, CA 94574			R0913133	
Thomas Shelton	3959 Silverado Trail, Calistoga, CA 94515			C7191841	
C. David Lockwood	17 Forrester Lane, Yountville, CA 94599			C1375014	

SECRETARY OF STATE  
FLORIDA

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**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:

Joseph Phelps Vineyards, LLC

If name unavailable, the alternate name to be used in the state of Florida is:

\_\_\_\_\_

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

CT Corporation System  
(Name)

1200 South Pine Island Road  
Florida Street Address (P.O. Box **NOT** ACCEPTABLE)

FL 33324  
City/State/Zip

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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*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, Florida Statutes.*

CT Corporation System

Janet Gerkin  
(Signature)

**Janet Gerkin  
Special Asst. Secretary**

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

**State of California**  
**Secretary of State**

**CERTIFICATE OF GOOD STANDING**  
**CALIFORNIA LIMITED LIABILITY COMPANY**

I, DEBRA BOWEN, Secretary of State of the State of California, hereby certify:

That on the **30th day of August, 1999**, **JOSEPH PHELPS VINEYARDS 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 June 27, 2007.



*Debra Bowen*

**DEBRA BOWEN**  
**Secretary of State**