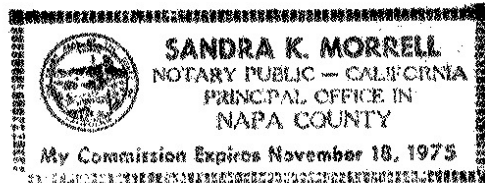


STATE OF CALIFORNIA)
) ss.
COUNTY OF NAPA)

On October 31, 1975, before me, SANDRA K. MORRELL,
a Notary Public for the State of California, personally appeared
GUY ROSS, PHYLLIS SNYDER, MEL GELOW, SANDY LANDIS, ARMAND FRANQUELIN,
BILL ORROCK, FRANK J. SILVA, JR., ALBERT P. VIDAURRETA, and BURL AUTRY,
known to me to be the persons whose names are subscribed to the
foregoing Articles of Incorporation, and acknowledged that they executed
the same.

Sandra K. Morrell
Notary Public for the State of
California



AFFIDAVIT

GUY ROSS and SANDY LANDIS certify that they are President and Secretary respectively of VINTAGE VINTNERS ATHLETIC BOOSTER CLUB the unincorporated association mentioned in the Articles of Incorporation; that said association has duly authorized its incorporation and has authorized them, as such officer, to execute the Articles of Incorporation.

Each of us declares under penalty of perjury that the foregoing is true and correct.

DATED: October 31, 1975.

Guy Ross
GUY ROSS

Sandy Landis
SANDY LANDIS



FRANCHISE TAX BOARD

SACRAMENTO, CALIFORNIA 95867

(916) 355-0392

November 12, 1975

In reply refer to
344:GN:j1/g

Vintage Vintners Athletic Booster Club
1375 Trower Avenue
Napa, CA 94558

Purpose: Charitable and Educational
Form of Organization: Corporation
Accounting Period Ending: May 31
Organization Number:

Based on the information submitted and provided, your present operations continue unchanged or conform to those proposed in your application, you are exempt from state franchise or income tax under Section 23701d, Revenue and Taxation Code. Any change in operation, character or purpose of the organization must be reported immediately to this office so that we may determine the effect on your exempt status. Any change of name or address also must be reported.

You are required to file Form 199(Exempt Organization Annual Information Return) or Form 199B (Exempt Organization Annual Information Statement) on or before the 15th day of the 5th month (4-1/2 months) after the close of your accounting period. See annual instructions with forms for requirements.

You are not required to file state franchise or income tax returns unless you have income subject to the unrelated business income tax under Section 23731 of the Code. In this event, you are required to file Form 109 (exempt Organization Business Income Tax Return) by the 15th day of the 3rd month (2-1/2 months) after the close of your annual accounting period.

Contributions made to you are deductible by donors as provided by Sections 17214 through 17216.2 and 24357 through 24359 of the Code, unless your purpose is testing for Public Safety.

If the organization is incorporating, this approval will expire unless incorporation is completed with the Secretary of State within 30 days.

Exemption from federal income or other taxes and other state taxes requires separate applications.

Albert D. LeBel

Albert D. LeBel
Supervisor
Exempt Organizations

cc: Secretary of State (Corp.)
cc: Registrar of Charitable Trusts

758412

FILED

In the office of the Secretary of State
of the State of California

MARCH FONG EU, Secretary of State

NOV 20 1975

Janet E. Ferguson
Deputy Secretary of State

ARTICLES OF INCORPORATION

OF

VINTAGE VINTNERS ATHLETIC BOOSTER CLUB

I. NAME: The name of the Corporation is VINTAGE VINTNERS ATHLETIC BOOSTER CLUB.

II. PURPOSES AND POWERS: The purposes for which this Corporation is formed are:

(a) The specific and primary purposes for which this Corporation is formed are educational and recreational and are to concern themselves with promoting athletics at Vintage High School, a public high school in the City of Napa, County of Napa, State of California.

(b) The general pruposes and powers are to have and exercise all rights and powers conferred on nonprofit corporations under the laws of California, including the power to contract, rent, buy or sell personal or real property; provided, however, that this Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purposes of this Corporation.

(c) Notwithstanding any of the above statements of purposes and powers, this Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purpose of this Corporation.

III. ORGANIZATION: This Corporation is organized pursuant to the General Nonprofit Corporation Law of the State of California and does not contemplate pecuniary gain or profit to the members thereof and it is organized for nonprofit purposes

IV. PRINCIPAL OFFICE: The county in this State where the principal office for the transaction of the business of the Corporation is located is Napa County.

V. DIRECTORS: The names and addresses of the persons who are to act in the capacity of Directors until the selection of their successors are:

<u>NAME</u>	<u>ADDRESS</u>
GUY ROSS	3544 Palomar Way Napa, California 94558
PHYLLIS SNYDER	1639 Bryce Court Napa, California 94558
MEL GELOW	2628 West Pueblo Napa, California 94558
SANDY LANDIS	1074 Lorraine Drive Napa, California 94558
ARMAND FRANQUELIN	1026 Bella Drive Napa, California 94558
BILL ORROCK	1444 Sierra Avenue Napa, California 94558
FRANK J. SILVA, JR.	1061 McKenzie Drive Napa, California 94558
ALBERT P. VIDAURRETA	2447 Ridgon Avenue Napa, California 94558
BURL AUTRY	3660 Young Avenue Napa, California 94558

VI. ACTION BY CONSENT OF BOARD WITHOUT MEETING: Any action required or permitted to be taken by the Board of Directors

under any provision of law may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as the unanimous vote of such Directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by the unanimous written consent of the Board of Directors without a meeting and that the Articles of Incorporation authorize the Directors to so act, and such statement shall be prima facie evidence of such authority.

VII. BY-LAW PROVISIONS:

(a) Directors. The manner in which Directors shall be chosen and removed from office, their qualifications, powers, duties, compensation, and tenure of office, the manner of filling vacancies on the Board, and the manner of calling and holding meetings of Directors, shall be as stated in the By-laws.

(b) Members. The authorized number, if any, and qualifications of members of the Corporation, the filling of vacancies the different classes of membership, if any, the property, voting and other rights and privileges of members, and their liability to dues and assessments and the method of collection, and the termination and transfer of membership shall be as stated in the By-laws.

VIII. DEDICATION AND DISSOLUTION:

(a) The property of this Corporation is irrevocably dedicated to educational and recreational purposes and no part of the net income or assets of this organization shall ever inure to the

benefit of any director, officer, or member thereof or to the benefit of any private persons.

(b) On the dissolution or winding up of the Corporation, its assets remaining after payment of, or provision for payment of, all debts and liabilities of this Corporation, shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for educational or recreational purposes and which has established its tax exempt status under Section 501 (c) (3) of the Internal Revenue Code.

(c) If this Corporation holds any assets on trust, or the Corporation is formed for charitable purposes, such assets shall be disposed of in such manner as may be directed by decree of the superior court of the county in which the Corporation has its principal office, on petition therefor by the Attorney General or by any person concerned in the liquidation, in a proceeding to which the Attorney General is a party.

IX. LIMITATION ON CORPORATE ACTIVITIES: None of the activities of this Corporation shall consist of the carrying on of propaganda, or otherwise attempting to influence legislation, nor shall this Corporation participate in, or intervene in any political campaign on behalf of any candidate for public office, including the publishing or distributing of statements.

X. DISTRIBUTION OF INCOME AND PROHIBITED ACTIVITIES. Notwithstanding any other provision in these Articles of Incorporation, the Corporation shall be subject to the following limitations and restrictions:

(a) The Corporation shall distribute its income for each

taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1954.

(b) The corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1954.

(c) The corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1954.

(d) The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1954.

(e) The Corporation shall not make any taxable expenditures as defined in Section 4945 (d) of the Internal Revenue Code of 1954.

XI. NAME OF EXISTING ASSOCIATION: The name of the unincorporated association which is being incorporated is VINTAGE VINTNERS ATHLETIC BOOSTER CLUB.

IN WITNESS WHEREOF, the undersigned, being the Directors of VINTAGE VINTNERS ATHLETIC BOOSTER CLUB, the unincorporated association which is being incorporated hereby, have executed these Articles of Incorporation on October 31, 1975.

GUY ROSS
GUY ROSS

PHYLLIS SNYDER
PHYLLIS SNYDER

MEL GELOW
MEL GELOW

SANDY LANDIS
SANDY LANDIS

ARMAND FRANQUELIN
ARMAND FRANQUELIN

BILL ORROCK
BILL ORROCK

FRANK J. SILVA, JR.
FRANK J. SILVA, JR.

ALBERT P. VIDAURRETA
ALBERT P. VIDAURRETA

BURL AUTRY
BURL AUTRY