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Name changed to E. & J. GALLO WINERY
Number of Directors changed from 3 to 4.
Capital Stock changed from \$25,000 to \$500,000.

CERTIFICATE OF AMENDMENT
of
ARTICLES OF INCORPORATION
of
GALLO TANK LINES

196725
FILED
in the office of the Secretary of State
of the State of California
MAR 9 - 1944
FRANK M. JORDAN, Secretary of State
By Frank M. Jordan
Assistant Secretary of State

The undersigned, ERNEST GALLO and
JULIO R. GALLO, do hereby certify that they are, and
at all times herein mentioned have been, respectively, the
duly elected and acting President and Secretary of Gallo
Tank Lines, a California corporation, and further that:

1. At a special meeting of the Board of Directors of said corporation duly held at its principal office for the transaction of business at Modesto, California, at 10 o'clock A.M. on the 4th day of March, 1944, at which time there was at all times present and acting a quorum of the members of said Board, the following resolutions were unanimously adopted:

"WHEREAS, it is deemed by the Board of Directors of this corporation to be to its best interests and in the best interests of its shareholders that its Articles of Incorporation be amended as hereinafter provided;

NOW, THEREFORE, be it Resolved that, subject to the requisite approval and adoption thereof by the shareholders of this corporation holding at least a majority of its voting power, the Articles of Incorporation of this corporation be amended to read as follows:

ARTICLES OF INCORPORATION
of
E. & J. GALLO WINERY

First: The name of this corporation
is E. & J. Gallo Winery.

Second: The purposes for which this
corporation is formed are:

(a) To engage in the manufacture and
sale of wine and other alcoholic beverages and
of industrial alcohol and any other alcohol
product and any by-product of any such manu-
facture.

(b) To own and operate vineyards and
other farm properties generally, and to use,
sell or otherwise dispose of the products there-
of.

(c) To own, operate, maintain, manage,
equip, improve, repair, alter and otherwise deal
with, use and enjoy, to invent, design, develop,
assemble, build, construct, fabricate, manufac-
ture, buy, import, lease as lessee and otherwise
acquire, to mortgage, deed in trust, pledge and
otherwise encumber, and to sell, export, lease
as lessor and otherwise dispose of goods, wares,
merchandise and personal property of every sort,
nature and description.

(d) To purchase, acquire, own, hold, lease
either as lessor or lessee, sell, exchange, sub-
divide, mortgage, deed in trust, plant, improve,
cultivate, develop, construct, maintain, equip,
operate and generally deal in any and all lands,

improved and unimproved, dwelling houses, apartment houses, hotels, boarding houses, business blocks, office buildings, garages, stations, warehouses, manufacturing works and plants, and other buildings of any kind, and the products and avails thereof, and any and all other property of any and every kind or description, real, personal and mixed, wheresoever situated, including water and water rights.

(e) To acquire, by purchase or otherwise, the goodwill, business, property rights, franchises and assets of every kind, with or without undertaking either wholly or in part the liabilities of any person, firm, association or corporation; and to acquire any business as a going concern or otherwise (1) by purchase of the assets thereof wholly or in part, (2) by acquisition of the shares or any part thereof or (3) in any other manner, and to pay for the same in cash or in the shares or bonds or other evidences of indebtedness of this corporation, or otherwise; to hold, maintain and operate, or in any manner dispose of, the whole or any part of the goodwill, business, rights and property so acquired, and to conduct in any lawful manner the whole or any part of any business so acquired; and to exercise all the powers necessary or convenient in and about the management of such business.

(f) To buy, contract for, lease and in any and all other ways acquire, take, hold and

own, and to sell, mortgage, pledge, deed in trust, lease and otherwise dispose of patents, licenses and processes or rights thereunder and franchise rights, and governmental, state, territorial, county and municipal grants and concessions of every character which this corporation may deem advantageous in the prosecution of its business, or in the maintenance, operation, development or extension of its properties.

(g) To enter into, make, perform and carry out contracts of every kind for any lawful purpose without limit as to amount, with any person, firm, association or corporation, municipality, county, parish, state, territory, government or other municipal or governmental subdivision.

(h) From time to time to apply for, purchase, acquire by assignment, transfer or otherwise, exercise, carry out and enjoy any benefit, right, privilege, prerogative or power conferred by, acquired under or granted by any statute, ordinance, order, license, power, authority, franchise, commission, right or privilege which any government or authority or governmental agency or corporation or other public body may be empowered to enact, make or grant; to pay for, aid in, and contribute toward carrying the same into effect and to appropriate any of this corporation's shares, bonds and/or assets to defray the costs, charges and expenses thereof.

(i) To promote or to aid in any manner, financially or otherwise, any person, corporation or association of which any shares, bonds, notes,

debentures or other securities or evidences of indebtedness are held directly or indirectly by this corporation; and for this purpose to guarantee the contracts, dividends, shares, bonds, debentures, notes and other obligations of such other persons, corporations or associations; and to do any other acts or things designed to protect, preserve, improve or enhance the value of such shares, bonds, notes, debentures or other securities or evidences of indebtedness.

(j) To borrow money; to issue bonds, notes, debentures or other obligations of this corporation from time to time for any of the objects or purposes of this corporation, and to secure the same by mortgage, pledge, deed of trust or otherwise, or to issue the same unsecured.

(k) To lend money; to purchase, acquire, own, hold, guarantee, sell, assign, transfer, mortgage, pledge or otherwise dispose of and deal in, shares, bonds, notes, debentures, or other securities or evidences of indebtedness of any other person, corporation or association, whether domestic or foreign, and whether now or hereafter organized or existing; and while the holder thereof to exercise all the rights, powers and privileges of ownership, including the right to vote thereon, to the same extent as a natural person might or could do.

(l) To carry on any business whatsoever which this corporation may deem proper or con-

venient in connection with any of the foregoing purposes or otherwise, or which may be calculated directly or indirectly to promote the interests of this corporation or to enhance the value of its property or business; to conduct its business in this state, in other states, in the District of Columbia, in the territories and colonies of the United States, and in foreign countries; and to hold, purchase, mortgage and convey real and personal property, either in or out of the State of California, and to have and to exercise all the powers conferred by the laws of California upon corporations formed under the laws pursuant to and under which this corporation is formed, as such laws are now in effect or may at any time hereafter be amended.

The foregoing statement of purposes shall be construed as a statement of both purposes and powers, and the purposes and powers stated in each clause shall, except where otherwise expressed, be in nowise limited or restricted by reference to or inference from the terms or provisions of any other clause, but shall be regarded as independent purposes.

Third: The principal office for the transaction of business of the corporation is to be located in the City of Modesto, Stanislaus County, California.

Fourth: The corporation is authorized to issue only one class of stock; the total number of shares shall be 50,000 and the par value of each share shall be \$10 and the aggregate par value of all of said shares shall be \$500,000.

Fifth: The number of directors of the corporation shall be four. The names and addresses of the persons who are appointed to act as the first directors to serve until the election and qualification of such officers are as follows:

Ernest Gallo, Maze Road, Modesto, Calif.

Julio R. Gallo, Modesto, Calif.

Edward T. Taylor, 409 Johnson Street,
Modesto, Calif.

Vacancies in the Board of Directors shall be filled only by the shareholders at a special meeting called for such purpose, at which meeting an entirely new Board shall be elected and the term of office of the remaining directors shall expire upon the election of such new Board.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of California, we, the undersigned, constituting the incorporators of this corporation, including the persons named above as the first directors of this corporation, have executed these Articles of Incorporation this 23 day of April, 1942.

ERNEST GALLO

JULIO R. GALLO

EDWARD T. TAYLOR

STATE OF CALIFORNIA)
) ss.
County of Stanislaus)

On this 23 day of April, 1942, before me, K. C. Huebner, a Notary Public in and for the said Stanislaus County, California, residing therein, duly commissioned and sworn, personally appeared ERNEST GALLO, JULIO R. GALLO, and EDWARD T. TAYLOR, known to me to be the persons whose names are subscribed to the foregoing instrument, and they duly acknowledged to me that they executed the same.

SEAL

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Second: The purposes for which this corporation is formed are:

(a) To engage in the manufacture and sale of wine and other alcoholic beverages and of industrial alcohol and any other alcohol product and any by-product of any such manufacture.

(b) To own and operate vineyards and other farm properties generally, and to use, sell or otherwise dispose of the products thereof.

(c) To own, operate, maintain, manage, equip, improve, repair, alter and otherwise deal with, use and enjoy, to invent, design, develop, assemble, build, construct, fabricate, manufacture, buy, import, lease as lessee and otherwise acquire, to mortgage, deed in trust, pledge and otherwise encumber, and to sell, export, lease as lessor and otherwise dispose of goods, wares, merchandise and personal property of every sort, nature and description.

(d) To purchase, acquire, own, hold, lease either as lessor or lessee, sell, exchange, subdivide, mortgage, deed in trust, plant, improve, cultivate, develop, construct, maintain, equip, operate and generally deal in any and all lands, improved and unimproved, dwelling houses, apartment houses, hotels, boarding houses, business blocks, office buildings, garages, stations, warehouses, manufacturing works and plants, and other buildings of any kind, and the products and avails thereof, and any and all other property of any and every kind or description, real, personal and mixed,

wheresoever situated, including water and water rights.

(e) To acquire, by purchase or otherwise, the goodwill, business, property rights, franchises and assets of every kind, with or without undertaking either wholly or in part the liabilities of any person, firm, association or corporation; and to acquire any business as a going concern or otherwise (1) by purchase of the assets thereof wholly or in part, (2) by acquisition of the shares or any part thereof or (3) in any other manner, and to pay for the same in cash or in the shares or bonds or other evidences of indebtedness of this corporation, or otherwise; to hold, maintain and operate, or in any manner dispose of, the whole or any part of the goodwill, business, rights and property so acquired, and to conduct in any lawful manner the whole or any part of any business so acquired; and to exercise all the powers necessary or convenient in and about the management of such business.

(f) To buy, contract for, lease and in any and all other ways acquire, take, hold and own, and to sell, mortgage, pledge, deed in trust, lease and otherwise dispose of patents, licenses and processes or rights thereunder and franchise rights, and governmental, state, territorial, county and municipal grants and concessions of every character which this corporation may deem advantageous in the prosecution of its business,

or in the maintenance, operation, development or extension of its properties.

(g) To enter into, make, perform and carry out contracts of every kind for any lawful purpose without limit as to amount, with any person, firm, association or corporation, municipality, county, parish, state, territory, government or other municipal or governmental subdivision.

(h) From time to time to apply for, purchase, acquire by assignment, transfer or otherwise, exercise, carry out and enjoy any benefit, right, privilege, prerogative or power conferred by, acquired under or granted by any statute, ordinance, order, license, power, authority, franchise, commission, right or privilege which any government or authority or governmental agency or corporation or other public body may be empowered to enact, make or grant; to pay for, aid in, and contribute toward carrying the same into effect and to appropriate any of this corporation's shares, bonds and/or assets to defray the costs, charges and expenses thereof.

(i) To promote or to aid in any manner, financially or otherwise, any person, corporation or association of which any shares, bonds, notes, debentures or other securities or evidences of indebtedness are held directly or indirectly by this corporation; and for this purpose to guarantee the contracts, dividends, shares, bonds, debentures, notes and other obligations

of such other persons, corporations or associations; and to do any other acts or things designed to protect, preserve, improve or enhance the value of such shares, bonds, notes, debentures or other securities or evidences of indebtedness.

(j) To borrow money; to issue bonds, notes, debentures or other obligations of this corporation from time to time for any of the objects or purposes of this corporation, and to secure the same by mortgage, pledge, deed of trust or otherwise, or to issue the same unsecured.

(k) To lend money; to purchase, acquire, own, hold, guarantee, sell, assign, transfer, mortgage, pledge or otherwise dispose of and deal in, shares, bonds, notes, debentures, or other securities or evidences of indebtedness of any other person, corporation or association, whether domestic or foreign, and whether now or hereafter organized or existing; and while the holder thereof to exercise all the rights, powers and privileges of ownership, including the right to vote thereon, to the same extent as a natural person might or could do.

(l) To carry on any business whatsoever which this corporation may deem proper or convenient in connection with any of the foregoing purposes or otherwise, or which may be calculated directly or indirectly to promote the interests of this corporation or to enhance the value of its property or business; to conduct its business

in this state, in other states, in the District of Columbia, in the territories and colonies of the United States, and in foreign countries; and to hold, purchase, mortgage and convey real and personal property, either in or out of the State of California, and to have and to exercise all the powers conferred by the laws of California upon corporations formed under the laws pursuant to and under which this corporation is formed, as such laws are now in effect or may at any time hereafter be amended.

The foregoing statement of purposes shall be construed as a statement of both purposes and powers, and the purposes and powers stated in each clause shall, except where otherwise expressed, be in no-wise limited or restricted by reference to or inference from the terms or provisions of any other clause, but shall be regarded as independent purposes.

Third: The principal office for the transaction of business of the corporation is to be located in the City of Modesto, Stanislaus County, California.

Fourth: The corporation is authorized to issue only one class of stock; the total number of shares shall be 50,000 and the par value of each share shall be \$10 and the aggregate par value of all of said shares shall be \$500,000.

Fifth: The number of directors of the corporation shall be four. The names and addresses of the persons who are appointed to act as the first directors to serve until the election

and qualification of such officers are as follows:

Ernest Gallo, Maze Road, Modesto, Calif.

Julio R. Gallo, Modesto, Calif.

Edward T. Taylor, 409 Johnson Street,
Modesto, Calif.

Vacancies in the Board of Directors shall be filled only by the shareholders at a special meeting called for such purpose, at which meeting an entirely new Board shall be elected and the term of office of the remaining directors shall expire upon the election of such new Board.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of California, we, the undersigned, constituting the incorporators of this corporation, including the persons named above as the first directors of this corporation, have executed these Articles of Incorporation this 23 day of April, 1942.

ERNEST GALLO

JULIO R. GALLO

EDWARD T. TAYLOR

STATE OF CALIFORNIA }
County of Stanislaus } ss.

On this 23 day of April, 1942, before me, K. C. Huebner, a Notary Public in and for the said Stanislaus County, California, residing therein, duly commissioned and sworn, personally appeared ERNEST GALLO, JULIO R. GALLO, and EDWARD T. TAYLOR, known to me to be the persons whose names are subscribed to the foregoing instrument, and they duly acknowledged to me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at my office

in the City of Modesto, Stanislaus County,
California, the day and year in this cer-
tificate first above written.

SEAL K. C. HUEBNER
Notary Public in and for the County
of Stanislaus, State of California.

IN WITNESS WHEREOF, each of the undersigned has
hereunto signed his name and following his name the
date of signing and the number of shares of said
corporation held by him of record on said date entitled
to vote upon amendments of said Articles of Incorporation
of the character of the foregoing amendment.

<u>Name</u>	<u>Date</u>	<u>Number of Shares</u>
_____	_____	_____
_____	_____	_____

3. The total number of shares of said corporation
entitled to vote on or consent to the adoption of said
amendment is 1,600.

IN WITNESS WHEREOF, the undersigned have executed
this Certificate of Amendment this 6th day of March, 1944.

Amos Gallo
President, Gallo Tank Lines

Robert Gallo
Secretary, Gallo Tank Lines

STATE OF CALIFORNIA)
County of Stanislaus) ss.

ERNEST GALLO and JULIO R. GALLO, being first
duly sworn, each for himself, deposes and says:

That ERNEST GALLO is and was at all times
mentioned in the foregoing Certificate of Amendment
the President of Gallo Tank Lines, the California cor-
poration therein mentioned, and JULIO R. GALLO is and
was at all times mentioned the Secretary of said corpo-
ration, and each has read said certificate and that the
statements therein made are true of his own knowledge
and that the signatures thereto purporting to be the
signatures of said President and Secretary are the gen-
uine signatures of said President and Secretary,
respectively.

Ernest Gallo

Julio R. Gallo

Subscribed and sworn to before me
this 7th day of March, 1944.

Edward T. Foy

Notary Public

in and for the County of Stanislaus,
State of California.

CONSENT TO USE OF NAME

The undersigned, GALLO WINE COMPANY, a California corporation, hereby consents to the adoption by GALLO TANK LINES, a California corporation, of the corporate name of E. & J. GALLO WINERY.

IN WITNESS WHEREOF, GALLO WINE COMPANY has caused these presents to be executed by its officers thereunto duly authorized this 6th day of March, 1944.

GALLO WINE COMPANY

By *R. W. Hall*
President.

Attest:

(Corporate seal)

Secretary.



by GALLO TANK LINES, a California corporation, of the

corporate name of E. & J. GALLO WINERY.

IN WITNESS WHEREOF, GALLO WINE COMPANY has

caused these presents to be executed by its officers
thereunto duly authorized this 25 day of March, 1944.

ENTERED

GALLO WINE COMPANY

[Signature] By
President.

(Corporate seal)

Attest:

Secretary.

