

**BYLAWS
OF
NORTH TEXAS WINERY ASSOCIATION**

A Texas 501(c)(6) Corporation

These Bylaws (the “Bylaws”) govern the affairs of North Texas Winery Association (the “Corporation”), a nonprofit corporation organized under the Texas Business Organizations Code (the “Act”).

**ARTICLE 1
OFFICES**

1.01 Registered Office. The initial registered office of the Corporation in the State of Texas shall be located at 4910 Eden Hill Lane, Celina, Texas 75009. The Corporation may have such other offices, either in Texas or elsewhere, as the Board of Directors may determine. The Board of Directors may change the location of any office of the Corporation.

1.02 Registered Agent. The Corporation shall comply with the requirements of the Act and maintain a registered agent in Texas. The Board of Directors may change the registered office and the registered agent as provided in the Act.

**ARTICLE 2
NONPROFIT PURPOSES**

2.01 Tax Exemption. This Corporation is organized exclusively for one or more of the purposes as specified in section 501(c)(6) of the Internal Revenue Code of 1986, as amended (hereinafter “section 501(c)(6)”). The Corporation is a nonprofit corporation organized under the Texas Business Organizations Code, which shall have all of the lawful powers, duties, authorizations, and responsibilities as provided therein. Notwithstanding the foregoing, the Corporation shall neither have nor exercise any power, nor engage directly or indirectly in any activity that would invalidate its status as an organization exempt from federal income tax and described in section 501(c)(6).

2.02 Specific Objectives and Purposes. The Corporation is organized and shall be operated exclusively to promote the Corporation’s Members’ common business interest. Notwithstanding the foregoing, the Corporation’s purposes also include the limited participation of the Corporation in any other activities, including taxable activities, but only to the extent the activities would be permitted by a tax-exempt 501(c)(6) organization. More particularly, but without limitation, the purposes of this Corporation are:

- (a) To promote member wineries in the North Texas region and increase their public profiles, visitation, and general public awareness of the types and quality of their wines.

- (b) To promote the growing and making of quality wine grapes and wine and the interest of wineries and vineyard in the North Texas region.
- (c) To provide a forum for educating the public about grape growing and winemaking in the North Texas region.
- (d) To promote the recognition of North Texas as a viable grape growing region and to promote the marketing of grapes grown and wine made in North Texas.
- (e) To promote, encourage, and foster any other similar activities to promote the Corporation's Members' common business interest; to accept, hold, invest, reinvest, and administer any gifts, legacies, bequests, devises, funds, and property of any sort or nature, and to use, expend, or donate the income or principal thereof for, and to devote the same to, the foregoing purposes of the Corporation; and to do any and all lawful acts and things which may be necessary, useful, suitable, or proper for the furtherance of accomplishment of the purposes of this Corporation.
- (f) To exercise all rights and powers conferred by the laws of the State of Texas upon nonprofit corporations and by Section 501(c)(6), including, without limiting the generality of the foregoing, to acquire by donation, contribution, bequest, devise, gift, purchase, lease, or otherwise any property of any sort or nature, without limitation, as to its amount or value, and to hold, reinvest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, option, donate, or otherwise dispose of such property and the income, principal, and proceeds of such property for any of the purposes set forth herein; and without the necessity of authorization or approval of any individual or entity whosoever save and except as provided in this Certificate of Formation and the Bylaws of this Corporation.
- (g) To do such other things as are incidental to the purposes of the Corporation or are necessary or desirable in order to accomplish them.

2.03 Dissolution. Upon the dissolution of the Corporation, the Corporation shall, after paying or making provision for payment of all the liabilities of the Corporation, distribute all of the assets of the Corporation to any organization designated by the Board of Directors of the Corporation that is exempt from taxes under Section 501(c)(3) and within the meaning of any applicable Texas tax code, or to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of appropriate jurisdiction in which the principal office of the Corporation is then located exclusively for such purposes or to such organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE 3
MEMBERS

3.01 **Members.** The Corporation shall have members with a common business interest (“Member” or “Members”). There shall be a minimum of three (3) Members.

3.02 The initial Members of the Corporation are:

- (a) Carmela Winery, LLC
EIN: 20-1296958
132 North Louisiana Drive
Celina, TX 75009
- (b) Caudalie Crest, LLC
EIN: 26-4249216
2045 Weston Road
Celina, TX 75009
- (c) Eden Hill, Inc.
EIN: 05-0573779
d/b/a Eden Hill Winery
4910 Eden Hill Lane
Celina, TX 75009
- (d) First Miracle, Inc.
EIN: 20-2954579
d/b/a Landon Winery (McKinney) Also d/b/a Landon Winery (Wylie)
101 N. Kentucky Street 101 N. Kentucky Street
McKinney, TX 75069 McKinney, TX 75069
- (e) Grayson Hills Winery
EIN: 20-0667341
2815 Ball Road
Whitewright, TX 75491
- (f) Lone Star Wine Cellars, LLC
EIN: 27-0073718
1503 Silverlake Road
McKinney, TX 75070
- (g) Fortunata Winery
EIN: 81-0910458
2297 FM 2931
Providence Village, TX 76227

(h) Ronald R. Ross, LLC
EIN: 46-2881651
d/b/a Triple "R" Ranch & Winery
1503 Silverlake Road
McKinney, TX 75070

3.03 Qualification of Members. Members shall be business entities located or based in the North Texas area and engaged in the winery business.

3.04 Membership Dues. Members shall pay membership dues as determined by the Corporation from time to time. Each Member shall **pay membership dues per winery** in proportion to its voting rights as described in article 3.06 below. By way of an example, if a Member operates two wineries within the North Texas region doing business using assumed names but under the same parent/business entity, then that Member shall pay membership dues for each business location/winery.

3.05 Membership Rules. Members may set in place additional rules for membership to the Corporation provided those rules are not inconsistent with these Bylaws.

3.06 Voting Rights. Members of the Corporation shall be entitled to vote on the matters set forth below, with each Member **having one (1) vote per winery**. By way of an example, if a Member operates two wineries within the North Texas region doing business using assumed names but under the same parent/business entity, then that Member shall have two (2) votes, one (1) for each business location/winery:

- (a) The appointment and removal of directors of the Corporation;
- (b) The appointment and removal of the Chairperson, Vice-Chair, and Officers of the Corporation; and
- (c) The decision to increase the number of directors to more than nine (9) or decrease the number of directors provided that there is a minimum of at least three (3) directors.

3.07 Appointment of Additional Members. The Board of Directors shall periodically notify the Members in writing as and when it receives applications from potential partners who wish to join the Corporation as additional Members. Members shall consider the applications and provide their written feedback and comments to the Board of Directors within one (1) week of receiving the notification from the Board of Directors. The Chairperson may extend the one (1) week comment-period in the exercise of his or her discretion, acting reasonably. The Board of Directors shall subsequently consider the Members' feedback and comment and shall appoint additional Members by a vote of 2/3s of the Board of Directors approving the same. The Board of Directors' vote regarding additional Members shall take place not less than thirty (30) days after the receipt of the Members' feedback and comments or if the Members have not timely provided any feedback and comments, then at the expiration of that period.

3.08 Removal of Members. Members may consider removal of Members for any or no reason by a vote of 2/3s of the total number of votes eligible to be given by Members approving the removal of a Member, and accordingly make such a recommendation to the Board of Directors. The Board of Directors shall subsequently consider the Members' feedback and comment and shall accordingly remove a Member provided 2/3s of the Board of Directors approve the removal.

3.09 Meetings. Members shall hold an annual meeting of the Members, and they may also call a special meeting of the Members with a majority of the Members calling the special meeting with reasonable notice given to the Members.

3.10 Quorum and Voting. A majority of the Members shall constitute a quorum. The Members present at a duly called or held meeting at which a quorum is present may continue to transact business even if enough members leave the meeting so that less than a quorum remains. However, no action may be taken without the vote of at least a majority of the number of Members required to constitute a quorum. If no quorum is present at any time during a meeting, a majority of the Members present shall adjourn and reconvene the meeting at a later date. In the event of a tie vote, the Chairperson of the Board of Directors shall cast the tie-breaking vote.

ARTICLE 4 **BOARD OF DIRECTORS**

4.01 Management. Subject to the voting rights of Members noted in Article 3.05 herein, the affairs of the Corporation shall be managed by a Board of Directors. The powers of the Corporation shall be exercised by or under the authority of, and the property, business, and affairs of the Corporation shall be managed under the direction of the Board of Directors.

4.02 Number of Directors. The number of Directors of the Corporation shall not be less than five (5) nor more than nine (9), as determined by the Members from time to time, preferably keeping an odd number of Directors to prevent deadlock. The number of Directors may be increased or decreased by the Members by amending the Certificate of Formation, or by amending these Bylaws, either of which shall have the same force and effect.

4.03 Qualifications of Directors. Directors shall be natural persons at least eighteen (18) years of age who need not be residents of Texas.

4.04 Tenure of Directors. Each Director's term of office shall be for one (1) year, except for the Chairperson of the Board, whose term shall be for two (2) years. The current Directors at the time of the adoption, ratification, and certification of these Bylaws will continue to serve until the next election of Directors. Each Director shall hold office until the expiration of the term for which he or she was elected and until his or her successor has been elected and qualified, or until his or her earlier death, resignation, or removal. Directors may serve successive terms.

4.05 Appointment of Directors. Directors shall be appointed by the Members at an annual meeting of the Members and affirmed by a majority vote of the Board of Directors at its annual meeting. The Chairperson of the Board will be a full voting member of the Board of Directors.

4.06 Vacancies. Vacancies shall be promptly filled by the Members and affirmed by a majority vote of the Board of Directors at a regular, special, or annual meeting of the Board of Directors.

4.07 Annual Meeting. The annual meeting of the Board of Directors shall be held during the first quarter of each year at the Corporation's principal office in Texas unless otherwise specified by the Board of Directors. The Chairperson of the Board shall select the specific date and notify the Directors at least seven (7) days in advance of the meeting.

4.08 Regular Meetings. The Board of Directors may provide for regular meetings by resolution stating the date, time, and place of such meetings. The meetings may be held either within or outside the State of Texas and shall be held at the Corporation's principal office in Texas if the resolution does not specify the location of the meetings.

4.09 Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the Chairperson of the Board or any two (2) Directors. The person or persons calling special meetings of the Board of Directors may fix any place within Texas as the place for holding a special meeting. Written or printed notice of any special meeting of the Board shall be delivered to each Director not less than three (3) nor more than sixty (60) days before the date of the meeting. The notice shall state the place, date, and time of the meeting, who called the meeting, and the purpose or purposes for which the meeting is being called.

4.10 Action by Consent of Board Without Meeting. Any action required or permitted to be taken by the Board of Directors may be taken without a meeting, and with the same force and effect as a unanimous vote of the Board of Directors, if all members of the Board of Directors consent in writing to the action. Such consent may be given individually or collectively.

4.11 Notice. Written or printed notice of any annual, regular, or special meeting must be provided as described above in sections 4.07, 4.08, and 4.09, respectively. Notice of any annual or regular meeting shall include a description of matters to be approved regarding any of the following: Director conflict of interest transactions; indemnification of officers, employees, and agents of the Corporation; the amendment of the Certificate of Formation by Directors; the amendment of the Bylaws by Directors; certificate of merger; sales of assets other than in the regular course of activities; or dissolution by Directors, members, and third persons. Notice of any special meeting shall state the place, date, and time of the meeting, as well as who called the meeting, and must include a description of the matter for which the meeting is called.

All notice shall be in writing and may be communicated by hand delivery, by First-Class U.S. mail or by private carrier, or by facsimile transmission (fax), electronic mail (e-mail), or other form of wire or wireless communication, except that in case of emergencies, notice may be given orally at any time prior to any meeting. So long as the written notice is reasonably comprehensible, it shall be deemed effective at the earliest of the following: (a) upon receipt; (b) five (5) days after its deposit in the United States mail, if mailed correctly addressed and with first class postage affixed; (c) on the date shown on the return receipt, if sent by registered or certified mail, return receipt requested, and the receipt is signed by or on behalf of the addressee. Written notice is correctly addressed if sent to a Director's current address, email address, or fax number as shown in the Corporation's records.

4.12 Quorum and Voting. A majority of the members of Directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. The Directors present at a duly called or held meeting at which a quorum is present may continue to transact business even if enough Directors leave the meeting so that less than a quorum remains. However, no action may be taken without the vote of at least a majority of the number of Directors required to constitute a quorum. If no quorum is present at any time during a meeting, a majority of the Directors present shall adjourn and reconvene the meeting at a later date.

4.13 Conduct of Meetings. The Chairperson of the Board shall preside over the meeting. The Secretary of the Corporation shall act as Secretary of the Board of Directors. When the Secretary is absent from any meeting, the Chairperson of the Board, or the person presiding, may appoint any person to act as Secretary of the meeting. Meetings shall be governed by *Robert's Rules of Order*, insofar as such rules are not inconsistent with or in conflict with the Certificate of Formation, or the Bylaws. The Chairperson of the Board may appoint someone else to conduct the meeting with approval of the majority of a quorum of the Board of Directors.

4.14 Chairperson and Vice-Chairperson. As noted in article 3.06(b), Members shall have the right to appoint (and remove) the Chairperson and Vice-Chairperson. When the Chairperson is absent, is unable to act, or refuses to act, the Vice-Chairperson shall perform the duties of the Chairperson. When the Vice-Chairperson acts in place of the Chairperson, the Vice-Chairperson shall have all the powers of and be subject to all the restrictions upon the Chairperson.

4.15 Powers of Board of Directors. The Board of Directors shall have all of the rights, powers, and responsibilities of a Board pursuant to the Act, subject to any limitations under the Certificate of Formation of the Corporation or these Bylaws. All corporate powers shall be exercised by or under the authority of the Board of Directors. Subject to any limitations under the Certificate of Formation of the Corporation or these Bylaws, the Board of Directors shall have final authority for affairs pertaining to property and other temporal matters as required by civil law for nonprofit corporations. In particular, and subject to such limitations, the Board of Directors shall be responsible for the acquisition and disposition of corporate property, which includes the management of its financial resources. The Board of Directors shall also have the power to buy, sell, mortgage, pledge, or encumber any corporate property and incur related indebtedness subject to such limitations. In addition to the powers and authorities expressly conferred by the Bylaws upon them, the Board of Directors may exercise all such powers of the Corporation and do all such lawful acts and things as are not directed or required to be exercised or done by the members of the Corporation by statutes, the Certificate of Formation, or the Bylaws.

4.16 Duties of Directors. Directors shall discharge their duties, including any duties as committee members, in good faith, with ordinary care, and in a manner they reasonably believe to be in the best interest of the Corporation. Ordinary care is the degree of care that ordinarily prudent persons in similar positions would exercise under similar circumstances. In the discharge of any duty imposed or power conferred on Directors, they may in good faith rely on information, opinions, reports, or statements, including financial statements and other financial data,

concerning the Corporation or another person, that were prepared or presented by a variety of persons, including officers and employees of the Corporation, professional advisors, or experts such as accountants or legal counsel. A Director is not relying in good faith if the Director has knowledge concerning a matter in question that renders reliance unwarranted.

Directors are not deemed to have the duties of Director of a trust with respect to the Corporation or with respect to any property held or administered by the Corporation, including property that may be subject to restrictions imposed by the donor or transferor of property.

4.17 Duty to Avoid Improper Distributions. Any Director who votes for or assents to an improper distribution is jointly and severally liable to the Corporation for the value of the improperly distributed assets, to the extent that debts, obligations, and liabilities of the Corporation are not thereafter paid and discharged. Any distribution made when the Corporation is insolvent, other than in payment of debts of the Corporation, or any distribution that would render the Corporation insolvent is an improper distribution. A distribution made during liquidation without payment and discharge of or provision for all known debts, obligations, and liabilities is also improper. Directors present at a Board meeting at which an improper action is taken are presumed to have assented, unless they dissent in writing. The written dissent must be filed with the Secretary of the Corporation before adjournment or mailed to the Secretary by registered mail within a reasonable time after adjournment under the prevailing circumstances and conditions.

A Director is not liable if, in voting for or assenting to a distribution, the Director: (1) relies in good faith and with ordinary care on information, opinions, reports, or statements, including financial statements and other financial data, prepared or presented by one or more officers or employees of the Corporation, legal counsel, public accountants, or other persons, as to matters the Director reasonably believes are within the person's professional or expert competence, or a committee of the Board of Directors of which the director is not a member; (2) while acting in good faith and with ordinary care, considers the assets of the Corporation to be at least that of their book value; and (3) in determining whether the Corporation made adequate provision for payment, satisfaction, or discharge of all of its liabilities and obligations, relied in good faith and with ordinary care on financial statements or other information concerning a person who was or became contractually obligated to satisfy or discharge some or all of these liabilities or obligations. Furthermore, Directors are protected from liability if, in the exercise of ordinary care, they acted in good faith and in reliance on the written opinion of an attorney for the Corporation.

Directors who are held liable for an improper distribution are entitled to contribution from persons who accepted or received the improper distributions knowing they were improper. Contribution is in proportion to the amount received by each person.

4.18 Delegation of Duties. The Board of Directors is entitled to select advisors and delegate investigative and advisory duties and responsibilities to them; however, only the Board of Directors may take action based on the advice of an advisor. Directors are not liable for acting on advice received by an advisor if the Board of Directors acts in good faith and with ordinary

care in selecting the advisor. The Board of Directors may remove or replace an advisor, with or without cause.

4.19 Proxies. Voting by proxy is permitted as long as written notice of the appointment of a proxy-holder is submitted by the person making the appointment to the Corporate Secretary and Chairperson of the Board prior to the start of the meeting.

4.20 Compensation. Directors, including the Chairperson of the Board, shall not receive salaries or compensation for their services on the Board of Directors. The Board of Directors may adopt a resolution providing for payment to Directors for expenses of attendance, if any, at a meeting of the Board of Directors. A Director may serve the Corporation in any other capacity and receive reasonable compensation for those services.

4.21 Removal of Directors. Members may remove a Director with or without cause affirmed by a majority vote of the Board of Directors.

ARTICLE 5 **OFFICERS**

5.01 Officer Positions. The officers of the Corporation shall be a President, a Secretary, a Treasurer, and any number of Vice Presidents. The Members may create additional officer positions, define the authority and duties of each such position, and elect or appoint persons to fill the positions. One person may hold more than one office, but the office of President and the office of Secretary may not be held by the same person. Other than the President, the officers of the Corporation need not be members of the Board of Directors, but they can be.

5.02 General Duties. All officers and agents of the Corporation, as between themselves and the Corporation, shall have the authority to perform the duties necessary to manage the Corporation as may be provided in these Bylaws or as may be determined by resolution of the Board of Directors not inconsistent with the Bylaws and Certificate of Formation.

5.03 Election and Term of Office. The officers of the Corporation shall be appointed annually by the Members and affirmed by a majority vote of the Board of Directors at the regular annual meeting of the Board of Directors. Each officer shall hold office until the expiration of the term for which he or she was elected and until his or her successor has been elected and qualified, or until his or her earlier death, resignation, or removal.

5.04 Removal. Any officer, except the President, may be removed from office with or without cause by the Members and affirmed by a majority vote of the Directors in office. The removal of an officer shall be without prejudice to the contract rights, if any, of the officer.

5.05 Resignation. Any officer may resign at any time by giving written notice to the President or Board of Directors. Such resignation shall be effective upon receipt by the Corporation or at such subsequent time as specified in the notice. Unless otherwise specified in the notice, the acceptance of such resignation shall not be necessary to make it effective. Such resignation shall not affect the Corporation's contract rights, if any, with the officer.

5.06 Vacancies. Except as otherwise specifically provided, when an office is vacated prior to the expiration of the officer's term, the Members may appoint a person to fill the vacancy for the remainder of the term.

5.07 President. The President shall be the Chief Executive Officer of the Corporation. The President shall supervise and control all of the business and affairs of the Corporation. The President may execute any deeds, mortgages, bonds, contracts, or other instruments that the Board of Directors has authorized to be executed. However, the President may not execute instruments on behalf of the Corporation if this power is expressly delegated to another officer or agent of the Corporation by the Members, the Board of Directors, the Bylaws, or statute. The President shall perform other duties prescribed by the Members and/or Board of Directors and all duties incident to the office of President. If the President is unable to fulfill the duties of his office, then the Vice President shall act in the place of the President.

5.08 Removal of President. The President may only be removed for good cause, after full consideration by the Members and an attempt to resolve the matter without removal. In the event the matter cannot be resolved, upon the recommendation of removal by a two-third (2/3) majority vote of the Members, the President shall be removed. Good cause may include, but is not limited to:

- (a) Commission of, or the entry of a plea of guilty or no contest to, a felony, a misdemeanor involving moral turpitude, or any other crime which has an adverse effect on the Corporation or its reputation.
- (b) Willful misconduct that, in the reasonable determination of the Members, brings (or, if it became public knowledge, would bring) either the officer or the Corporation into such public disrepute (in general or among the public, or its financial and other supporters) as to materially impair the Corporation's ability to accomplish its purposes.
- (c) Abuse of illegal drugs.
- (d) Substantial failure or inability to perform the duties of the President, including consistent absences from attendance at meetings.

5.09 Vice President. When the President is absent, unable to act, or refuses to act, a Vice President shall perform duties of the President, and when so acting, shall have all the powers of and be subject to all of the restrictions upon the President. If there is more than one Vice President, the Vice Presidents shall act in place of the President in the order of the date elected. A Vice President shall perform other duties as assigned by the President or Board of Directors.

5.10 Treasurer. The Treasurer shall do the following:

- (a) Have charge and custody of and be responsible for all funds, bonds, stocks, notes, contracts of sale, mortgages, and deeds of trust for real property held

or acquired for investment purposes, and of all other securities belonging to the Corporation.

- (b) Receive and give receipts for monies due and payable to the Corporation from any source.
- (c) Deposit all monies in the name of the Corporation in banks, trust companies, or other depositories as provided in the Bylaws or as directed by the Board of Directors or President.
- (d) Write checks and disburse funds to discharge obligations of the Corporation.
- (e) Maintain the financial books and records of the Corporation.
- (f) Prepare financial reports at least annually.
- (g) Keep an itemized account of receipts and expenditures, present a report at each Board meeting, and render such other reports and financial statements as the Board of Directors may require.
- (h) In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.
- (i) If required by the Board of Directors, give a bond for the faithful discharge of his or her duties in a sum and with a surety as determined by the Board of Directors.
- (j) The Members may employ one or more persons to assist the Treasurer in the fulfillment of his or her duties.

5.11 Secretary. The Secretary shall do the following:

- (a) Give all notices as provided in the Bylaws or as required by law.
- (b) Record and keep the minutes of the meetings of the Board of Directors and committees of the Corporation, and keep the minutes as part of the records of the Corporation.
- (c) Assist the President in providing administrative support to the Board of Directors and its committees.
- (d) Maintain custody of the official corporate records of the Corporation, including the minutes of all meetings and the papers and the seal of the Corporation.

- (e) Affix the seal of the Corporation to all documents as authorized.
- (f) The Secretary may certify to any action of the Board of Directors or its committees, to the identity, appointment, and authority of officers of the Corporation, and to the provisions of the Corporation's Bylaws and corporate resolutions from the minutes of meetings.
- (g) The Secretary shall execute or attest to all documents that have been executed by the President, the Chairperson of the Board, or Chair/Vice Chair of any committee.
- (h) Keep a register of the mailing address of each Member, Director, officer, and employee of the Corporation.
- (i) Perform duties as assigned by the President, Chairperson of the Board, or by the Board of Directors.
- (j) Perform all duties incident to the office of Secretary and such other duties as may be required by law, or by these Bylaws.
- (k) The Chairperson of the Board may appoint or employ a recording secretary if the Secretary so desires.

5.12 Assistant Officers. The Members may appoint one or more assistant secretaries and one or more assistant treasurers. Each assistant secretary and each assistant treasurer shall hold office for such period as the Board may prescribe. Any assistant secretary may perform any of the duties or exercise any of the powers of the Secretary or otherwise as occasion may require in the administration of the business and affairs of the Corporation, and any assistant treasurer may perform any of the duties or exercise any of the powers of the Treasurer at the request or in the absence or disability of the Treasurer or otherwise as occasion may require in the administration of the business and affairs of the Corporation. Each assistant secretary and each assistant treasurer shall perform such other duties and/or exercise such other powers, if any, as the Members shall prescribe. To establish the authority of an assistant secretary or an assistant treasurer to take an action on behalf of the Corporation in place of the Secretary or Treasurer, as the case may be, it shall not be necessary to furnish proof of any request by, or of the absence or disability of, the Secretary or Treasurer or any other assistant secretary or assistant treasurer, respectively.

5.13 Disallowed Payments. Any payments made to an officer of the Corporation such as salary, commission, bonus, interest, or rent, or expense reimbursement incurred by him, which is disallowed in whole or in part as an acceptable expense by the Internal Revenue Service (hereinafter the "IRS"), shall be reimbursed by such officer to the Corporation to the full extent of such disallowance. It shall be the duty of the Board to enforce payment of each amount disallowed.

ARTICLE 6

COMMITTEES

6.01 Establishment of Committees. The Board of Directors may adopt a resolution establishing one or more committees delegating specified authority to a committee, and appointing or removing members of a committee. A committee may include persons who are not Directors, but shall include at least two Directors who serve at the pleasure of the Board. The creation of a committee and appointment of members to it must be approved by a majority of the Directors in office when the action is taken. If the Board of Directors delegates any of its authority to a committee, the majority of the committee shall consist of Directors (save and except the Independent Compensation Committee). The Board of Directors may establish qualifications for membership on a committee. The Board of Directors may delegate to the Chairperson of the Board its power to appoint and remove members of a committee that has not been delegated any authority of the Board of Directors. The establishment of a committee, or the delegation of authority to it, shall not relieve the Board of Directors, or any individual Director, of any responsibility imposed by the Bylaws or otherwise imposed by law. The Chairperson of the Board or his designate is an ex-officio member of all committees. No committee shall have the authority of the Board to:

- (a) Adopt, amend, or repeal the Certificate of Formation.
- (b) Adopt a plan of merger or a plan of consolidation with another corporation.
- (c) Authorize the sale, pledge, lease, exchange, or mortgage of all or substantially all of the property and assets of the Corporation.
- (d) Authorize the voluntary dissolution of the Corporation.
- (e) Revoke proceedings for the voluntary dissolution of the Corporation.
- (f) Authorize distributions of any part of the Corporation's assets, income, or profits to its Directors or officers, except that committees may authorize payments of compensation in a reasonable amount to officers, as well as conferring benefits on the Corporation's members in conformity with its purposes and repayment of debt obligations in the normal and ordinary course of conducting business activities.
- (g) Adopt, amend, alter, or repeal the Bylaws.
- (h) Amend or repeal any resolution previously adopted by the Board.
- (i) Elect, appoint, or remove a member of a committee or a Director or officer of the Corporation.
- (j) Approve any transaction to which the Corporation is a party and that involves a potential conflict of interest as described in article 7.05 of these Bylaws.

- (k) Take any action outside the scope of authority delegated to it by the Board or by law.

6.02 Term of Office. Each member of a committee shall continue to serve on the committee until a successor is appointed or the committee is terminated. However, the term of a committee member may terminate earlier if the member dies, ceases to qualify, resigns, or is removed as a member. A vacancy on a committee may be filled by an appointment made in the same manner as an original appointment. A person appointed to fill a vacancy on a committee shall serve for the unexpired portion of the terminated committee member's term.

6.03 Chair and Vice-Chair. One member of each committee shall be designated as the Chair of the committee and another member of each committee shall be designated as the Vice-Chair. The Chair and Vice-Chair shall be elected by the members of the committee or appointed by the Chairperson of the Board or the Board of Directors of the Corporation. The Chair shall call and preside at all meetings of the committee. When the Chair is absent, is unable to act, or refuses to act, the Vice-Chair shall perform the duties of the Chair. When a Vice-Chair acts in place of the Chair, the Vice-Chair shall have all the powers of and be subject to all the restrictions upon the Chair.

6.04 Notice of Meetings. Written or printed notice of a committee meeting shall be delivered to each member of a committee not less than five (5) nor more than sixty (60) days before the date of the meeting. The notice shall state the place, day, and time of the meeting, and the purpose for which the meeting is being called.

6.05 Quorum. No action shall be taken by the committee unless a quorum is present at the time any vote is taken. One half of the number of members of a committee shall constitute a quorum for the transaction of business at any meeting of the committee. The committee members present at a duly called or held meeting at which a quorum is present may continue to transact business even if enough committee members leave the meeting so that less than a quorum remains. However, no action may be taken without the vote of at least a majority of the number of committee members required to constitute a quorum. If a quorum is present at no time during a meeting, the Chair may adjourn and reconvene the meeting one time without further notice.

6.06 Actions of Committees. Committees shall try to take action by consensus. However, the vote of a majority of committee members present and voting at a meeting at which a quorum is present shall be sufficient to constitute the act of the committee unless the act of a greater number is required by law or the Bylaws. A committee member who is present at a meeting and abstains from a vote is considered to be present and voting for the purpose of determining the act of the committee, unless the member's abstention is entered in the minutes of the meeting or the member delivers written notice of his abstention to the presiding officer of the meeting before its adjournment or to the Corporation immediately after adjournment of the meeting.

6.07 Compensation. Committee members shall not receive salaries for their services on said committees. The Board of Directors may adopt a resolution providing for payment to committee members for expenses of attendance, if any, at each meeting of the committee. A

committee member may serve the Corporation in any other capacity and receive reasonable compensation for those services.

6.08 Rules. Each committee may adopt rules for its own operation not inconsistent with the Bylaws or with rules adopted by the Board of Directors.

6.09 Independent Compensation Committee. As necessary, the Board of Directors shall adopt a resolution establishing an Independent Compensation Committee. No disqualified person (as defined in the Internal Revenue Code and related regulations) or conflicted person shall serve on this committee. The committee shall be elected by a vote of the Board of Directors. The Independent Compensation Committee shall determine the President's compensation and all disqualified employees' compensation. In so doing, the Independent Compensation Committee may consider duties, performance evaluations, compensation comparability data, and other relevant information.

ARTICLE 7

TRANSACTIONS OF THE CORPORATION

7.01 Contracts. Subject to the limitations in these Bylaws, the Board of Directors may authorize any officer or agent of the Corporation to enter into a contract or execute and deliver any instrument in the name of and on behalf of the Corporation. This authority may be limited to a specific contract or instrument or it may extend to any number and type of possible contracts and instruments.

7.02 Deposits. All funds of the Corporation shall be deposited to the credit of the Corporation in banks, trust companies, or other depositories that the Board of Directors selects.

7.03 Gifts. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Corporation.

7.04 Loans and Related Parties. The Corporation shall not make any loan to a Director or officer of the Corporation.

7.05 Conflict of Interest Transactions.

- (a) A conflict of interest transaction is a transaction with the Corporation in which a Director of the Corporation has a direct or indirect interest. A conflict of interest transaction is not voidable or the basis for imposing liability on the Director if the transaction was fair to the Corporation at the time it was entered into or is approved as provided in subsection (b).
- (b) A transaction in which a Director of the Corporation has a conflict of interest may be:
 - (1) authorized, approved, or ratified by the vote of the Board of Directors or a committee of the Board if the material facts of the transaction and the

Director's interest are disclosed or known to the Board or committee of the Board; or

(2) the Directors approving the transaction in good faith reasonably believe that the transaction is fair to the Corporation; or

(3) the contract or transaction is fair to the Corporation as of the time it is authorized, approved or ratified, by the Board of Directors.

(c) A Director of the Corporation has an indirect interest in a transaction if:

(1) Another entity in which the Director has a material interest or in which the Director is a general partner is a party to the transaction; or

(2) Another entity of which the director is a director, officer, or trustee is a party to the transaction.

(d) A conflict of interest transaction is authorized, approved, or ratified if it receives the affirmative vote of a majority of the Directors on the Board or on the committee who have no direct or indirect interest in the transaction, but a transaction may not be authorized, approved, or ratified under this section by a single Director. If a majority of the Directors on the Board who have no direct or indirect interest in the transaction vote to authorize, approve, or ratify the transaction, a quorum is present for the purpose of taking action under this section. The presence of, or a vote cast by, a Director with a direct or indirect interest in the transaction does not affect the validity of any action taken under subsection (b)(1) if the transaction is otherwise approved as provided in subsection (b).

(e) In any possible conflict of interest decision before the Board of Directors, the Board must ensure compliance with this section of the Bylaws, as well as the separately adopted corporate Conflict of Interest Policy, which shall comply with the requirements of the federal Sarbanes-Oxley Act.

7.06 Prohibited Acts. As long as the Corporation is in existence, and except with prior approval of the Board of Directors, no Director, officer, or committee member of the Corporation shall:

(a) Do any act in violation of the Bylaws or a binding obligation of the Corporation;

(b) Do any act with the intention of harming the Corporation or any of its operations;

(c) Do any act that would make it impossible or unnecessarily difficult to carry on the intended or ordinary business of the Corporation;

- (d) Receive an improper personal benefit from the operation of the Corporation;
- (e) Use the assets of this Corporation, directly or indirectly, for any purpose other than carrying on the business of this Corporation;
- (f) Wrongfully transfer or dispose of property of the Corporation, including intangible property such as good will;
- (g) Use the name of the Corporation (or any substantially similar name) or any trademark or trade name adopted by the Corporation, except on behalf of the Corporation in the ordinary course of the Corporation's business; or
- (h) Disclose any of the Corporation's business practices, trade secrets, or any other information not generally known to the business community to any person not authorized to receive it.

ARTICLE 8

BOOKS AND RECORDS

8.01 Required Books and Records. The Corporation shall keep correct and complete books and records of account. It shall be the responsibility of the Secretary and Treasurer to maintain the following records in conjunction with their respective duties. The Corporation's books and records shall include:

- (a) A file-endorsed copy of all documents filed with the Texas Secretary of State, including, but not limited to, the Certificate of Formation, and any Certificate of Amendment, Restated Certificate of Formation, Certificate of Merger, Certificate of Consolidation, and Statement of Change of Registered Office or Registered Agent.
- (b) A copy of the Bylaws, and amended versions of or amendments to them.
- (c) Minutes of the proceedings of the Board of Directors, and of any committees having the authority of the Board of Directors.
- (d) A list of the names and addresses of the Directors, officers, and any committee members of the Corporation.
- (e) A financial statement showing the assets, liabilities, and net worth of the Corporation at the end of the three (3) most recent fiscal years.
- (f) A financial statement showing the income and expenses of the Corporation for the three (3) most recent fiscal years.
- (g) All rulings, letters, and other documents relating to the Corporation's federal, state, and local tax status.

- (h) The Corporation's federal, state, and local information or income tax returns for each of the Corporation's three (3) most recent tax years.

8.02 Inspection and Copying. Any Director or officer of the Corporation may inspect and receive copies of all corporate books and records the Bylaws require to be kept. Such a person may inspect or receive copies if the person has a proper purpose related to the person's interest in the Corporation and if the person submits a request in writing. Any person entitled to inspect and copy the Corporation's books and records may do so through his or her attorney or other duly authorized representative. A person entitled to inspect the Corporation's books and records may do so at a reasonable time, no later than five (5) working days after the Corporation's receipt of a proper written request. The Board of Directors may establish reasonable fees for copying the Corporation's books and records. The fees may cover the cost of materials and labor, but may not exceed \$1.00 per page. The Corporation shall provide requested copies of books or records no later than five (5) working days after the Corporation's receipt of a proper written request.

8.03 Public Information. The Corporation shall maintain a file at all offices containing all documents required by the IRS to be made available to the public.

ARTICLE 9

FISCAL YEAR

The fiscal year of the Corporation shall begin on the first day of January and end on the last day of December each year.

ARTICLE 10

INDEMNIFICATION

10.01 When Indemnification is Required, Permitted, and Prohibited.

- (a) The Corporation shall have power to indemnify any person who was or is a party or is threatened to be made a party to any proceeding by reason of the fact that such person is or was an agent of the Corporation, against expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with such proceeding if such person acted in good faith and in a manner such person believed to be in the best interests of the Corporation and, in the case of a criminal proceeding, had no reasonable cause to believe the conduct of such person was unlawful. The termination of any proceeding by judgment, order, settlement, conviction or upon a plea of *nolo contendere* or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which the person believed to be in the best interests of the Corporation or that the person had reasonable cause to believe that the person's conduct was unlawful.

- (b) The Corporation shall have the power to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action by or in the right of the Corporation by reason of the fact that such person is or was an agent of the Corporation, against expenses actually and reasonably incurred by such person in connection with the defense or settlement of such action if the person acted in good faith, in a manner in which such person believed to be in the best interests of the Corporation and with such care, including reasonable inquiry, as an ordinary prudent person in a like position would use under similar circumstances. No indemnification shall be made under this subdivision:
- (1) In respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable to the Corporation in the performance of such person's duty to the Corporation, unless and only to the extent that the court in which such proceeding is or was pending shall determine upon application that, in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for the expenses which such court shall determine;
 - (2) In connection with any other proceeding charging improper personal benefit to a Director, whether or not involving action in his official capacity, in which such Director was adjudged liable on the basis that personal benefit was improperly received by such Director.
 - (3) Of amounts paid in settling or otherwise disposing of a threatened or pending action, with or without court approval; or
 - (4) Of expenses incurred in defending a threatened or pending action that is settled or otherwise disposed of without court approval unless it is settled with the approval of the Attorney General.
 - (5) For matters as to which an individual shall be adjudicated to be liable to the Corporation for damages arising out of his or her own gross negligence or willful misconduct in the performance of a duty to the Corporation related to the matter for which indemnification is sought.
- (c) To the extent that an agent of the Corporation has been successful on the merits in defense of any proceeding referred to in subdivision (a) or (b) or in defense of any claim, issue, or matter therein, the agent shall be indemnified against expenses actually and reasonably incurred by the agent in connection therewith.
- (d) No provision made by the Corporation to indemnify its Directors or officers for the defense of any proceeding, whether contained in the Certificate of Formation, these Bylaws, a resolution of Directors, an agreement, or

otherwise, shall be valid unless consistent with this section. Nothing contained in this section shall affect any right to indemnification to which persons other than such Directors or officers may be entitled by contract or otherwise.

- (e) No indemnification or advance shall be made under this section, except as provided in subdivision (d), in any circumstance where it appears that:
 - (1) It would be inconsistent with a provision of the Certificate of Formation, these Bylaws, a resolution of the members, or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the proceeding in which the expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnification; or
 - (2) It would be inconsistent with any condition expressly imposed by a court in approving a settlement.
- (f) The Corporation shall have power to purchase and maintain insurance on behalf of any agent of the Corporation against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such whether or not the Corporation would have the power to indemnify the agent against such liability under the provisions of this section; provided, however, that the Corporation shall have no power to purchase and maintain such insurance to indemnify any agent of the Corporation for a violation of the Act or any other applicable law.

10.02 Procedures Relating to Indemnification Payments.

- (a) Before the Corporation may pay any indemnification expenses (including attorney's fees), the Corporation shall specifically determine that indemnification is permissible, authorize indemnification, and determine that expenses to be reimbursed are reasonable, except as provided in section 10.02(c) of this Article. The Corporation may make these determinations and decisions by any one of the following procedures:
 - (1) Majority vote of a quorum consisting of Directors who, at the time of the vote, are not named defendants or respondents in the proceeding.
 - (2) If a quorum cannot be obtained, by a majority vote of a committee of the Board of Directors, designated to act in the matter by a majority vote of all Directors, consisting solely of two (2) or more Directors who at the time of the vote are not named defendants or respondents in the proceeding.
 - (3) Determination by special legal counsel selected by the Board of Directors by vote as provided in articles 10.02(a)(1) or (2), or if such quorum cannot

be obtained and such committee cannot be established, by majority vote of all Directors.

- (b) The Corporation shall authorize indemnification and determine that expenses to be reimbursed are reasonable in the same manner that it determines whether indemnification is permissible. If the determination that indemnification is permissible is made by legal counsel, authorization of indemnification and determination of reasonableness of expense shall be made in the manner specified by article 10.02(a)(3) above, governing the selection of legal counsel. A section contained in the Certificate of Formation, the Bylaws, or a resolution of members or the Board of Directors that requires the indemnification permitted by article 10.01 of this Article, constitutes sufficient authorization of indemnification even though the section may not have been adopted or authorized in the same manner as the determination that indemnification is permissible.
- (c) The Corporation shall pay indemnification expenses before final disposition of a proceeding only after the Corporation determines that the facts then known would not preclude indemnification and the Corporation receives a written affirmation and undertaking from the person to be indemnified. The determination that the facts then known to those making the determination would not preclude indemnification and authorization of payment shall be made in the same manner as a determination that indemnification is permissible under article 10.02(a) of this Article.
- (d) The person's written affirmation shall state that he has met the standard of conduct necessary for indemnification under the Bylaws. The written undertaking shall provide for repayment of the amount paid or reimbursed by the Corporation if it is ultimately determined that the person has not met the requirements for indemnification. The undertaking shall be an unlimited general obligation of the person, but it need not be secured and it may be accepted without reference to financial ability to make repayment.

10.03 Insurance. The Corporation may purchase and maintain insurance on behalf of any person who is or was a director or officer of the Corporation or is or was serving at the request of the Corporation as a trustee, director or officer of another corporation, partnership, joint venture, by him or her in any capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify him or her against that liability under the Act, the certificate of formation or these bylaws. The Corporation's payment of premiums with respect to such insurance coverage shall be provided primarily for the benefit of the Corporation. To the extent such insurance coverage provides a benefit to the insured person, the Corporation's payment of premiums with respect to such insurance shall be provided in exchange for the services rendered by the insured person and in a manner so as not to constitute an excess benefit transaction under section 4958 of the Internal Revenue Code of 1986, as amended.

ARTICLE 11

NOTICES

11.01 Notices. Except as provided in Article 4.11 in respect of notice requirements for Annual Meetings, Regular Meetings, and Special Meetings (Articles 4.07, 4.08, and 4.09, respectively), any other notice required or permitted by the Bylaws to be given to a Director, officer, or committee member of the Corporation may be given in any manner allowed by the Act or these Bylaws. If mailed, a notice shall be deemed delivered when deposited in the United States mail addressed to the person at his or her address as it appears on the records of the Corporation, with postage prepaid and in a sealed envelope or other appropriate packaging. If notice is served by facsimile or e-mail, the person giving notice shall retain records sufficient to prove actual delivery to the appropriate number of electronic mail addresses. A person may designate his or her preferred notice method and shall provide all necessary information regarding the same by giving written notice to the Secretary of the Corporation. Without a preference designation, the person serving the notice may choose the method of notice.

11.02 Signed Waiver of Notice. Whenever any notice is required to be given under the provisions of the Act or under the Certificate of Formation or the Bylaws, a waiver in writing signed by a person entitled to receive a notice shall be deemed equivalent to the giving of the notice. A waiver of notice shall be effective whether signed before or after the time stated in the notice being waived.

11.03 Waiver of Notice by Attendance. The attendance of a person at a meeting shall constitute a waiver of notice of the meeting unless the person attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

ARTICLE 12

MEETING BY ELECTRONIC MEANS

The Members, Board of Directors, and any committee of the Corporation, may hold a meeting by telephone or video conference or other electronic means in which all persons participating in the meeting can simultaneously participate. The notice of a meeting by electronic means must state the fact that the meeting will be held by electronic means as well as all other matters required to be included in the notice. Participation of a person in a meeting by electronic means constitutes presence of that person at the meeting.

ARTICLE 13

AMENDMENTS TO BYLAWS

The Bylaws may be altered, amended, or repealed, and new Bylaws may be adopted by a two-thirds (2/3) majority vote of a quorum of the Board of Directors, provided that any amendment that diminishes the rights and powers of the Members in any way shall require a two-thirds (2/3) majority vote of a quorum of the Members. Notice to the Directors, or where appropriate, Members, of any meeting at which the Bylaws may be altered, amended, or

repealed, or at which new Bylaws may be adopted, shall include a copy of the proposed altered, amended, or repealed Bylaws.

ARTICLE 14

MISCELLANEOUS

14.01 Legal Authorities Governing Construction of Bylaws. The Bylaws shall be construed in accordance with the laws of the state of Texas. All references in the Bylaws to statutes, regulations, or other sources of legal authority shall refer to the authorities cited, or their successors, as they may be amended from time to time.

14.02 Legal Construction. If any section of the Bylaws is held to be invalid, illegal, or unenforceable in any respect, the invalidity, illegality, or unenforceability shall not affect any other section and the Bylaws shall be construed as if the invalid, illegal, or unenforceable section had not been included in the Bylaws.

14.03 Dispute Resolution. Any controversy, claim, or dispute arising from or related to these Bylaws shall be settled by mediation and, if necessary, legally binding arbitration in accordance with the American Arbitration Association's Commercial Arbitration Rules and Mediation Procedures (hereinafter the "Rules"). The complete text of the Rules may currently be obtained by accessing www.adr.org/commercial. Judgment upon an arbitration decision may be entered in any court otherwise having jurisdiction. All parties subject to these Bylaws understand that these methods shall be the sole remedy for any controversy, claim, or dispute arising out of or related to these Bylaws and they expressly waive their rights to file a lawsuit in any civil court against one another for such controversies, claims, or disputes, except to enforce an arbitration decision.

14.04 Headings. The headings used in the Bylaws are used for convenience and shall not be considered in construing the terms of the Bylaws.

14.05 Gender and Number. Wherever the context requires, all words in the Bylaws in the male gender shall be deemed to include the female or neuter gender, all words in the female gender shall be deemed to include the male or neuter gender, all singular words shall include the plural, and all plural words shall include the singular.

14.06 Seal. The Board of Directors may provide for a corporate seal. If adopted, the seal of the Corporation shall be in a form approved by the Board of Directors.

14.07 Power of Attorney. A person may execute any instrument related to the Corporation by means of a power of attorney if an original executed copy of the power of attorney is provided to the Secretary of the Corporation to be kept with the Corporation records.

14.08 Parties Bound. The Bylaws shall be binding upon and inure to the benefit of Directors, officers, committee members, employees, and agents of the Corporation and their respective heirs, executors, administrators, legal representatives, successors, and assigns except as otherwise provided in the Bylaws.

ARTICLE 15
LIMITATION ON LIABILITY OF BOARD MEMBERS AND OFFICERS

A Board member or officer is not liable to the Corporation for monetary damages for an act or omission in the Board member or officer's corporate capacity except to the extent allowed by law or by the Act.

ARTICLE 16
EMERGENCY POWERS AND BYLAWS

An "emergency" exists for the purposes of this section if a quorum of the Directors cannot readily be obtained because of some catastrophic event. In the event of an emergency, the Board of Directors may: (i) modify lines of succession to accommodate the incapacity of any Director, officer, employee, or agent; and (ii) relocate the principal office, designate alternative principal offices or regional office, or authorize officers to do so. During an emergency, notice of a meeting of the Board of Directors only needs to be given to those Directors who can be notified in a practicable manner, including by publication or radio. One or more officers of the Corporation present at a meeting of the Board of Directors may be deemed Directors for the meeting, in order of rank and within the same rank and order of seniority, as necessary to achieve a quorum. Corporate action taken in good faith during an emergency binds a corporation and may not be the basis for imposing liability on any Director, officer, employee or agent of the Corporation on the ground that the action was not authorized. The Board of Directors may also adopt emergency bylaws, subject to amendments or repeal by the full Board of Directors, which may include provisions necessary for managing the Corporation during an emergency including; (i) procedures for calling a meeting of the Board of Directors; (ii) quorum requirements for the meeting; and (iii) designation of additional or substitute Directors. The emergency bylaws shall remain in effect during the emergency and shall be revoked after the Board of Directors has deemed that the emergency has ended. All provisions of the regular Bylaws consistent with the emergency bylaws remain shall in effect during the emergency.

CERTIFICATE OF SECRETARY

I certify that I am the duly elected and Corporate Secretary of North Texas Winery Association and that the foregoing Bylaws constitute the Bylaws of the Corporation. The Bylaws were duly adopted by unanimous resolution of the Board of Directors on the 11th day of September, 2018.

SIGNED this 11th day of September, 2018.

Becky Ross
North Texas Winery Association Corporate Secretary