

Wineyard Cellars LLC

trading as Wineyard

Consents and minutes · Q3 FY2026

Governance Pack

For the quarterly period ended Sep 30, 2026

Fiscal year ends Dec · figures in USD · LLC · California, United States

Written consents and minutes under Delaware General Corporation Law Sections 141(f) and 228

Sample built from a demo company. Not a filing. Review every figure with your accountant.

BUSINESS MODEL	INDUSTRY	FOUNDED	WEBSITE
Retail / E-commerce	Estate winery and wine club	2019	https://wineyard.example
UNITS OUTSTANDING	ACCOUNTING METHOD	PRINCIPAL ADDRESS	PREPARED
1,000,000	Accrual	4410 Westside Road, Healdsburg, CA 95448	Oct 6, 2026
PREPARED WITH			
Replafin			
CONFIDENTIAL			

Annual written consent of the members

The undersigned, being the holders of all of the outstanding interests of Wineyard Cellars LLC, an LLC organised under the laws of California, United States (the "Company"), acting by unanimous written consent without a meeting pursuant to the Company's operating or partnership agreement, hereby adopt the following resolutions as of Sep 30, 2026.

ELECTION OF THE MANAGERS

RESOLVED, that the following persons are elected to serve as managers of the Company until the next annual election and until their successors are duly elected and qualified: Elena Marchetti (Founder & GM); Tomas Reyes (Head Winemaker).

RATIFICATION

RESOLVED, that all acts and proceedings of the managers and the officers of the Company taken since the last annual consent in the conduct of the Company's business are ratified, confirmed and approved in all respects.

MEMBERS SIGNING

NAME	INTEREST	SIGNATURE	DATE
Elena Marchetti	60.0%		
Tomas Reyes	25.0%		
Sonoma Growers Fund	15.0%		

Written consent of the managers: Q3 FY2026

The undersigned, being all of the managers of Wineyard Cellars LLC (the "Company"), acting by unanimous written consent without a meeting, hereby adopt the following resolutions as of Sep 30, 2026.

FINANCIAL STATEMENTS

RESOLVED, that the interim financial statements of the Company for the period ended Sep 30, 2026 (revenue of \$611,951, net income of \$22,452 and cash of \$223,377 at period end) as presented to the managers are approved, and management is authorised to deliver them to the members and to the Company's investors in accordance with their information rights.

EQUITY AWARDS

RESOLVED, that the Company grant the equity awards listed below under the Company's equity incentive plan, each at an exercise price of not less than the fair market value of a share of common stock on the date of grant as determined by the managers in reliance on the independent valuation identified below (section 409A), vesting as stated, and that the officers are authorised to execute the award agreements.

RECIPIENT	RELATIONSHIP	SHARES	VESTING	EXERCISE PRICE
[name]	Employee	[shares]	48 months, 12-month cliff	

Add employee and advisor holders on the Cap Table page and they appear here.

409A VALUATION RELIED ON: REPORT DATE, VALUER AND FAIR MARKET VALUE PER SHARE

FINANCING

RESOLVED, that the officers are authorised to negotiate and, subject to the further approval of the managers of the definitive terms, to complete the Expansion round financing of up to \$750,000 at a pre-money valuation of approximately \$4,200,000, planned to close in Nov 2026, including the filing of Form D and state notices within fifteen days of the first closing.

OFFICERS

RESOLVED, that the following persons are confirmed in office: Elena Marchetti, Founder & GM; Tomas Reyes, Head Winemaker; and that the officers are authorised to take all actions necessary to carry out the foregoing resolutions.

MANAGERS SIGNING

NAME	SIGNATURE	DATE
Elena Marchetti		
Tomas Reyes		

Minutes of the meeting of the managers: Q3 FY2026

COMPANY	DATE AND TIME	PLACE	CHAIR / SECRETARY
Wineyard Cellars LLC	[date] · [time]	[address or video conference]	Elena Marchetti / [secretary]
PRESENT	ALSO PRESENT	QUORUM	NOTICE
Elena Marchetti, Tomas Reyes	[observers, counsel]	Confirmed	Given or waived

1. Call to order.

The chair called the meeting to order and noted a quorum.
2. Prior minutes.

The minutes of the previous meeting were approved.
3. Q3 FY2026 results.

Management presented the board pack: revenue \$611,951, gross margin 61.6%, net income \$22,452, cash \$223,377, headcount 17.
4. Results against plan.

Management discussed the variances to budget and the actions taken.
5. Cash and runway.

Management presented the cash outlook.
6. People.

Management reported on hiring against plan and on departures.
7. Financing and capitalisation.

The board discussed the Expansion round of \$750,000.
8. Equity awards.

The board approved the grants listed in the written consent of even date.
9. Compliance.

Management confirmed the filings due in the coming quarter and their status.
10. Other business and adjournment.

There being no further business, the meeting was adjourned.

DECISIONS AND ACTION ITEMS

Drafts prepared with Replafin from the company's records for review by counsel. A board's written consent must be signed by every director to be effective; a stockholders' written consent needs the holders the charter and the law require. Minutes are signed by the secretary and kept in the minute book with the consents and the board pack.