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ARTICLES OF INCORPORATION
OF
WALDENWOOD HOMEOWNERS ASSOCIATION

FILED
STATE OF WASHINGTON
DEC 01 1993
RALPH MUNRO
SECRETARY OF STATE

In compliance with the requirements of the Washington Non-profit Corporation Act. (R.C.W. 24.03), the undersigned, all of whom are residents of the State of Washington and all of whom are over 18 years of age and are duly authorized to execute these Articles of Incorporation, have this day voluntarily associated themselves together for the purpose of forming a corporation not for profit and do hereby certify the following Articles of Incorporation:

ARTICLE I

The name of the corporation is the WALDENWOOD HOMEOWNERS ASSOCIATION, hereafter call the "Association".

ARTICLE II

REGISTERED OFFICE AND AGENT

The registered office of the Association is located at 1215 120th Ave NE, Bellevue, WA 98005. Frederick H. Burnstead is hereby appointed the initial registered agent of this association.

I, Frederick H. Burnstead, hereby consent to serve as registered agent, in the state of Washington, for the corporation herein named. I understand that as agent for the corporation, it will be my responsibility to receive Service of Process in the name of the corporation; to forward all mail to the corporation; and to immediately notify the office of the Secretary of State in the event of my resignation or of any change in the registered office address of the corporation for which I am agent.

11-30-5 Frederick H. Burnstead
Frederick H. Burnstead

ARTICLE III

PURPOSE AND POWERS OF THE ASSOCIATION

This Association does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed are to provide for maintenance, preservation and architectural control of the residence Lots and Common Areas within that certain tract of property described as follows:

The Plat of Waldenwood as recorded in Snohomish County Volume _____

And to promote the health, safety and welfare of the residents within the above-described property and any additions thereto as may hereafter be brought within the jurisdiction of this Association for this purpose to:

(a) exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in that certain Declaration of Covenants, Conditions and Restrictions, hereinafter called the "Declaration", applicable to the property and recorded or to be recorded in the Office of King County Recorder and as the same is amended from time to time as therein provided, said Declaration being incorporated herein as if set forth at length;

(b) fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association, including all licenses, taxes or governmental charges levied or imposed against the property of the Association;

(c) acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Association;

(d) borrow money, and with the assent of two-thirds (2/3) of each class of members mortgage, pledge, deed of trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(e) dedicate, sell or transfer all or any part of the Common Area to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the members. No such dedication or transfer shall be effective unless an instrument has been signed by two-thirds (2/3) of each class of members, agreeing to such dedication, sale or transfer;

(f) participate in mergers and consolidations with other nonprofit corporations organized for the same purposes or annex additional residential property and Common Area, provided that any such merger, consolidation or annexation other than additional subdivision plats of Waldenwood West added by the developer, shall have the assent of two-thirds (2/3) of each class of members;

(g) engage in any activity which may be lawfully conducted by a non-profit corporation organized under the Washington Non-profit Corporation Act;

(h) engage in all such activities as are incidental or conducive to the attainment of the purposes in this corporation, or any of them, and to exercise any and all powers authorized or permitted to be done by a non-profit corporation under any laws that may be now or hereafter applicable or available to this non-profit corporation.

The foregoing clauses of this Article III shall each be construed as purposes and powers, and the matters expressed in each clause shall be in no way limited or restricted by reference to or inference from the term of any other clauses, but shall be regarded as independent purposes and powers; and nothing contained in these clauses shall be deemed in any way to limit or elude any power, right, or privilege given to this non-profit corporation by law or otherwise.

ARTICLE IV

MEMBERSHIP

The Association shall have two classes of voting membership:

Class A. Class A members shall be all Owners, with the exception of the Declarant, and shall be entitled to one vote for each Lot owned. When more than one person holds an interest in any Lot, all such persons shall be members. The vote for such Lot shall be exercised as they determine, but in no event shall more than one vote be cast with respect to any Lot.

Class B. The Class B member(s) shall be the Declarant (as defined in the Declaration), and shall be entitled to three (3) votes for each Lot owned. The Class B membership shall cease and be converted to Class A membership on the happening of either of the following events, whichever occurs earlier:

(a) when the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership; or

(b) on December 31, 1997

ARTICLE VI

BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of Directors. The number of Directors shall be fixed by the By-Laws and may be increased or decreased from time to time in the manner specified therein. The initial Board of Directors shall consist of three (3) members. The names and addresses of the persons who are to act in the capacity of Directors until the first election of their successors, unless they resign or are removed, are:

<u>Name</u>	<u>Address</u>
Mary Jane Slye	1215 120th Ave NE, Bellevue, Wa 98005
Jolyn Davis	1215 120th Ave NE, Bellevue, WA 98005
F.H. Burnstead	1215 120th Ave NE, Bellevue, WA 98005

ARTICLE VII

DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of each class of members. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust or other organization to be devoted to such similar purposes.

ARTICLE VIII

DURATION

The corporation shall exist perpetually.

ARTICLE IX

AMENDMENTS

Amendment of these Articles of Incorporation by the Association so as to change the name, its purpose, the place where its principle place of business will be, or the number of its Directors, shall be by affirmative vote of a majority of its members, but amendment of any other provision of these Articles shall require the affirmative vote of seventy-five percent (75%) of the members, unless otherwise provided herein.

ARTICLE X

LIABILITIES

The highest amount of indebtedness or liability, direct or contingent, to which this corporation may be subject any one time shall not exceed one hundred fifty percent (150%) of its income for the previous fiscal year, provided that, additional amounts may be authorized by the assent of two thirds (2/3) of the membership.

ARTICLE XI

RESTRICTION ON USE OF INCOME

No part of the income of this corporation shall inure to the benefit to any member, director, or officer of the corporation, or any private individual, except that reasonable compensation may be paid for services rendered to or for this corporation affecting one or more of its purposes.

ARTICLE XII

INDEMNIFICATION

To the full extent permitted by the Washington Non-profit Corporation Act, each member of the Board of Directors, each member of the Corporation Committee, and each officer of the Corporation, shall be indemnified by the corporation against all expenses and liabilities, including attorney's fees reasonable incurred by or imposed in connection with any proceeding that he may be a party, or which he may become involved, by reason of holding or having held such position or any settlement thereof, whether or not he holds such position at the time such expenses of liabilities are incurred, except to the extent that such expenses and liabilities are covered by insurance and acceptance in such places wherein such person is adjudged guilty of misfeasance in performance of his duties; provided, that in event of a settlement, the indemnification shall apply only when the Board of Directors approves such settlement and reimbursement as being in the best interest of the Corporation.

ARTICLE XIII

BYLAWS

The Board of Directors shall have full power to adopt, alter, amend or repeal the Bylaws, or adopt new Bylaws. Nothing herein shall deny the concurrent power of the members to adopt, alter, amend or repeal the Bylaws.

