



STATE of WASHINGTON SECRETARY of STATE

I, Ralph Munro, Secretary of State of the State of Washington and custodian of its seal, hereby issue this

CERTIFICATE OF INCORPORATION

to

HARBOR RIDGE ESTATES HOMEOWNERS ASSOCIATION

a Washington Non Profit corporation. Articles of Incorporation were
filed for record in this office on the date indicated below.

U. B. I. Number: 601 190 417

Date: July 11, 1989



Given under my hand and the seal of the State
of Washington, at Olympia, the State Capitol.

Ralph Munro, Secretary of State

601 190 417

FILED

JUL 11 1989

ARTICLES OF INCORPORATION

OF

SECRETARY OF STATE
STATE OF WASHINGTON

HARBOR RIDGE ESTATES HOMEOWNERS ASSOCIATION

In compliance with the requirements of Title 24, Revised Code of Washington, the undersigned, all of whom are residents of the State of Washington, and citizens of the United States, and all of whom are over the age of eighteen (18) years, have this day voluntarily associated themselves together for the purpose of forming a non-profit corporation, and do hereby make, subscribed, execute and adopt, in triplicate, the following Articles of Incorporation, and certify as follows:

ARTICLE I

The name of the corporation shall be:

HARBOR RIDGE ESTATES HOMEOWNERS ASSOCIATION

ARTICLE II

The initial registered office of the corporation, and its principal office is located at:

2201 6th Avenue, Suite 1300
Seattle, Washington 98121

The registered agent for the corporation, located at the above address is:

Patrick O. Lennon

ARTICLE III

PURPOSES AND POWERS OF THE CORPORATION

This corporation 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 the common properties within that certain tract of property described in the Plat of Harbor Ridge Estates records of Pierce County, State of Washington, 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 by annexation, as provided in Article VI herein, and for this purpose:

(a) To 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 the Pierce County Auditor and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth at length;

(b) To 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 corporation, including all licenses, taxes, or governmental charges levied or imposed against the property of the Association;

(c) To 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) To borrow money, to mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred; and

(e) To have and to exercise any and all powers, rights and privileges which a corporation organized under the Non-profit Corporation Law of the State of Washington by law may now or hereafter have or exercise.

ARTICLE IV

BOARD OF TRUSTEES

The affairs of this corporation shall be managed by a Board of three (3) Trustees, who need not be members of the Association. The number of Trustees may be changed by amendment of the By-Laws of the Association. The names and addresses of the persons who are to act in the capacity of Trustees until their successors are elected and qualified are:

Name:

Address:

Patrick O. Lennon

2201 6th Avenue, Suite 1300
Seattle, Washington 98121

Walter J. Wojcik

2201 6th Avenue, Suite 1300
Seattle, Washington 98121

Jodie L. Sharp

2201 6th Avenue, Suite 1300
Seattle, Washington 98121

At the first annual meeting, which shall be held not later than six (6) months from the date of incorporation of this Association, the members shall elect one (1) Trustee for a term of one (1) year; one (1) Trustee for a term of two (2) years; and one (1) Trustee for a term of three (3) years; and at each annual meeting thereafter, the members shall elect one (1) Trustee for a term of three (3) years.

ARTICLE V

LIABILITIES

The highest amount of indebtedness or liability, direct or contingent, to which this corporation may be subject at 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 VI

ANNEXATION OF OTHER PROPERTIES

Section 1. The Association may, at any time, annex additional residential properties and common areas to the properties described in Article III, and so add to its membership under the provisions of Article IV; Provided that annexation of additional properties other than properties within the general plan of development provided for in Section 2 hereof, shall require the assent of two-thirds (2/3) of the members of the Association.

Section 2. If, within fifteen (15) years from the date of recording of the Declaration of Covenants, Conditions and Restrictions applicable to the properties described in Article III, the Declarant should develop additional lands within the area described in Appendix "A", attached to said Declaration, such additional lands may be annexed to the existing property with the assent of two-thirds (2/3) of the members of this Association.

ARTICLE VII

AUTHORITY TO MORTGAGE

Any mortgage by the Association of the common properties defined in the Declaration shall have the assent of two-thirds (2/3) of the members of the Association.

ARTICLE VIII

AUTHORITY TO DEDICATE

The Association shall have the power to dedicate, or transfer all or any part of the common properties owned by it to any governmental unit or public agency or authority or public 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 signed by two-thirds (2/3) of the members of the Association entitled to vote has been recorded, agreeing to such dedication or transfer.

ARTICLE IX

DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of the members of the Association. Upon dissolution of the Association, the assets, both real and personal of the Association, shall be dedicated to an appropriate public agency to be devoted to purposes as nearly as practicable, the same as those to which they were required to be devoted by the Association. 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 purposes and uses that would most nearly reflect the purpose and uses to which they were required to be devoted by the Association.

ARTICLE X

DURATION

The corporation shall exist perpetually.

ARTICLE XI

MEETING FOR ACTIONS GOVERNED BY ARTICLES VII THROUGH XI

In order to take action under Articles VII through XI, there must be a duly held meeting. Written notice, setting forth the purpose of the meeting shall be given to all members not less than thirty (30) days nor more than sixty (60) days in advance of the meeting. The presence of members appearing in person or by proxies entitled to cast sixty percent (60%) of the votes shall constitute a quorum. If the required quorum is not forthcoming at any meeting, another meeting must be called, subject to the notice requirement set forth above, and the required quorum at such subsequent meeting shall be one-half (1/2) of the required quorum of the preceding meeting. No subsequent meeting shall be

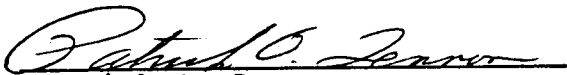
held more than sixty (60) days following the preceding meeting. In the event that two-thirds (2/3) of the members are not present in person or by proxy, members not present may give their written assent to the action taken thereat.

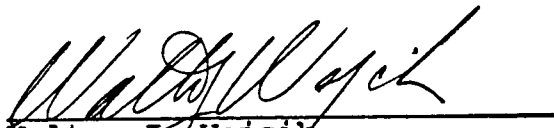
ARTICLE XII

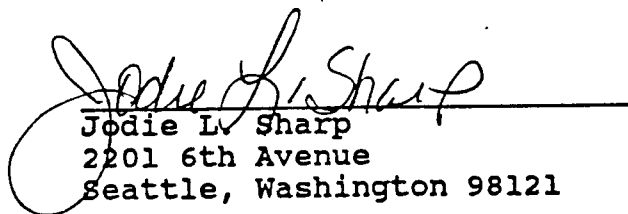
AMENDMENTS

Amendment of these Articles by the Association so as to change the name, its purpose, the location of its principal place of business, the number of its Trustees, or the duration of its existence, 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.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Washington, we, the undersigned, constituting the incorporators of this corporation, have executed these Articles of Incorporation this 7th day of July, 1989.


Patrick O. Lennon
2201 6th Avenue
Seattle, Washington 98121


Walter J. Wojcik
2201 6th Avenue
Seattle, Washington 98121

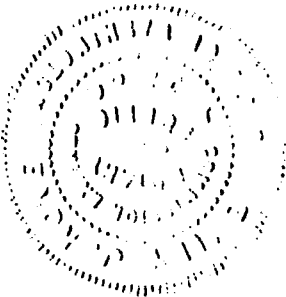

Jodie L. Sharp
2201 6th Avenue
Seattle, Washington 98121

STATE OF WASHINGTON)
) SS
COUNTY OF KING)

On this day, personally appeared before me
Patrick O. Lennon , Walter J. Wojcik , and
Jodie L. Sharp , to me known to be the individuals
described in and who executed the within and foregoing Articles
of Incorporation, and acknowledged that they signed the same as
their free and voluntary act and deed, for the uses and purposes
therein mentioned.

GIVEN UNDER MY HAND AND OFFICIAL SEAL THIS 7th day of
July, 1989.

Emily J. Kade
Notary Public in and for the State of
Washington, residing at *Seattle*



CONSENT TO SERVE AS REGISTERED AGENT

I, PATRICK O. LENNON, hereby consent to serve as Registered Agent, in the State of Washington, for the following Corporation, HARBOR RIDGE ESTATES HOMEOWNERS ASSOCIATION. 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 changes in the registered office address of the Corporation for which I am agent.

Date: 7-7-89


PATRICK O. LENNON

2201 6th Avenue, Suite 1300
Seattle, Washington 98121