

ARTICLES OF INCORPORATION

OF

FILED

HARNEY VIEW PARK AND ROAD ASSOCIATION

NOV 07 1986

SECRETARY OF STATE
STATE OF WASHINGTON

The undersigned, acting as the incorporator of a nonprofit corporation under the provisions of the Washington Nonprofit Corporation Act (RCW 24.03) adopts the following Articles of Incorporation for such corporation:

ARTICLE I

The name of this corporation is Harney View Park and Road Association.

ARTICLE II

The period of its duration is perpetual.

ARTICLE III

The purposes for which the corporation is organized are to provide for maintenance, preservation and enforcement of the conditions, covenants, and restrictions of Harney View Park, and to prompt the health, safety and welfare of the residents within the above-described property and any additional property as may be brought within the jurisdiction of this Association.

ARTICLE IV

The corporation shall have all powers granted by law necessary and proper to carry out its above stated purposes, and shall have such other powers necessary 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 in the Office of the San Juan 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 in its entirety;

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

ARTICLE V

Provisions for the regulation of the internal affairs of the corporation shall be set forth in the bylaws of the corporation.

ARTICLE VI

The Association may be dissolved with the assent of two-thirds (2/3) of the 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 nonprofit corporation, association or trust or other organization to be devoted to such similar purposes.

ARTICLE VII

Every person or entity who is a record owner of a fee or undivided interest in, any Lot which, pursuant to the Declaration, is subject to assessment by the Association, shall be a Member of the Association. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any Lot which is subject to the Declaration.

ARTICLE VIII

The Association shall have only one class of Member. Each Member shall have one vote. When more than one person holds an interest in any Lot, only the joint owner designated as the Member shall be entitled to vote.

ARTICLE IX

Amendment to these Articles shall require the assent of two-thirds (2/3) of the Members during the first twenty (20) year period that the Declaration shall be in effect and thereafter may be amended by the assent of not less than sixty percent (60%) of the Members.

ARTICLE X

The address of the initial registered office of the corporation is 3927 Lake Washington Blvd. N.E., Kirkland, Washington and the name of its initial registered agent at such address is John M. Woodley.

ARTICLE XI

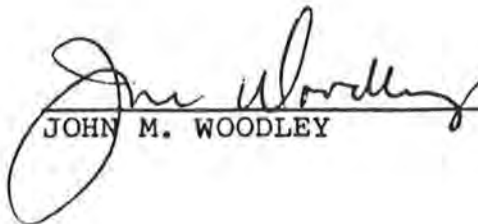
The number of directors constituting the initial Board of Directors of the corporation is five (5) and the names and addresses of the persons who are to serve as the initial directors are:

<u>Name</u>	<u>Address</u>
Brian Wertheimer	811 East Howe Seattle, WA 98102
Jill Schropp	P.O. Box 478 Eastsound, WA 98245
Polly Pratt	1214 E. Hamlin Seattle, WA 98102
Jim Graham	P.O. Box 171 Orcas Island, WA 98280
Stewart Andrew	P.O. Box 165 Orcas, WA 98280

ARTICLE XII

The incorporator is John M. Woodley and his address is 3927 Lake Washington Blvd. N.E., Kirkland, Washington 98033.

DATED this 5 th day of November, 1986.



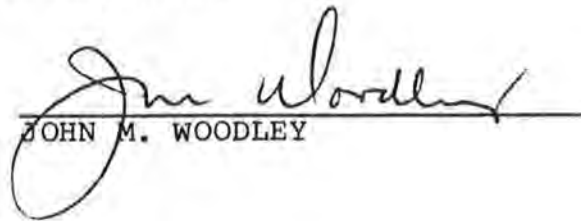
JOHN M. WOODLEY

CONSENT TO SERVE AS REGISTERED AGENT

I, JOHN M. WOODLEY, hereby consent to serve as registered agent for Harney View Park and Road 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.

DATED this 5 day of November, 1986.



JOHN M. WOODLEY



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 AMENDMENT

to

HARNEY VIEW PARK AND ROAD ASSOCIATION

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

Adding Article XIII

Corporation Number: 2-379698-0

Date: November 14, 1988

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

Ralph Munro, Secretary of State

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SECRETARY OF STATE
STATE OF WASHINGTON

ARTICLES OF AMENDMENT

HARNEY VIEW PARK AND ROAD ASSOCIATION

TO: The Secretary of State of the State of Washington:

Articles of amendment of the Articles of Incorporation of HARNEY VIEW PARK AND ROAD ASSOCIATION, a Washington non-profit corporation, are herein executed in duplicate by said corporation, as follows:

1. The name of the corporation is HARNEY VIEW PARK AND ROAD ASSOCIATION.

2. The amendment to the Articles of Incorporation adopted by said corporation is as follows:

"ARTICLE XIII - PERSONAL LIABILITY AND INDEMNITY

(a) To the full extent permitted by law, no Director shall be personally liable to this corporation, or any member of this corporation, for monetary damages resulting from his or her conduct as a Director. This provision shall not apply if the liability of the Director is determined to be the result of intentional misconduct, the knowing violation of a law or a transaction from which the Director will receive or has received a personal benefit to which the Director was not legally entitled.

(b) To the full extent permitted by law, any Director shall be indemnified against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding, if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interest of the corporation and with respect to any criminal action or proceeding had no reason to believe his or her conduct was unlawful. In any action or suit by or in the right of this corporation to procure a judgment against such person, no indemnification shall be made in respect of any claim, issue, or matter as to which he or she shall have been adjudged to be liable for any of the misconduct, described in the preceding paragraph. On request of such person who is made or is threatened to be made a party to any such suit, this corporation shall enter into an agreement confirming the foregoing indemnity subject to limitations as provided by law in such instances. The indemnification herein provided for shall continue as to a person who has ceased to be a director or officer of this corporation, shall inure to the benefit of his or her heirs, executors and administrators, and shall be in addition to any other rights of indemnification provided by law."

Articles of Amendment

3. A meeting of the members of said corporation having voting rights at which said amendment was adopted was held on August 23, 1988; a quorum was present at said meeting, and said amendment received two-thirds (2/3) of the votes which members present at said meeting or represented by proxy were entitled to cast.

HARNEY VIEW PARK AND
ROAD ASSOCIATION

By: Stewart R. Andrew
Stewart R. Andrew, President

STATE OF WASHINGTON)
) ss.
COUNTY OF ~~SAN JUAN~~ KING)

Polly Pratt, being first duly sworn, says:

I am the Secretary of Harney View Park and Road Association. I have read the foregoing Articles of Amendment, know its contents, believe the same to be true, and verify that Stewart R. Andrew signed said document on behalf of the association as its President.

Polly Pratt
Secretary

SUBSCRIBED AND SWORN to before me on Nov-8, 1988.



[Signature]
Notary Public in and for the State of
Washington, residing at:
My commission expires: 7/15/92