



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

WESTWAY 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: 601 276 264

Date: October 1, 1990

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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STATE OF WASHINGTON

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RALPH MUNRO
SECRETARY OF STATE

ARTICLES OF INCORPORATION
OF
WESTWAY 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 twenty-one (21) years, have this day voluntarily associated themselves together for the purpose of forming a non-profit corporation and do hereby make, subscribe, execute and adopt, in triplicate, the following Articles of Incorporation, and certify as follows:

ARTICLE I

The name of the corporation shall be WESTWAY HOMEOWNERS' ASSOCIATION.

ARTICLE II

The principal office of the corporation is located at 1911 S.W. Campus Drive #377, Federal Way, WA 98023. The registered agent for the corporation is Kenyon E. Luce, 5308 - 12th Street East, Tacoma, Washington 98424.

ARTICLE III

PURPOSE 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 certain residence lots and the common properties within that certain tract of property described as WESTWAY, as recorded in volume 90 of Plats, pages 13, 14, and 15, records of King County, 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 VIII 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 King 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

MEMBERSHIP

Every person or entity who is the record owner of a fee interest in any lot which is subject by covenants of record to assessment by the Developer named in the Declaration of Covenants, Conditions and Restrictions or by the Association, shall be a member of the Association: Provided, however, that if any lot is held jointly by two (2) or more persons, the several owners of such interest shall designate one of their number as the "member entitled to vote." Although all such owners shall possess

membership rights, the foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. No owner shall have more than one membership. Membership shall be appurtenant to and may not be separated from ownership of any lot which is subject to assessment by said Developer or by the Association, except that the incorporators shall be eligible for membership without regard to ownership of any interest in the properties. Incorporators who are not owners of any lot subject to assessment shall cease to be members of the Association at the expiration of two (2) weeks from the date of incorporation of the Association. Upon transfer of the fee interest to any lot, the membership and certificate of membership in the Association shall ipso facto be deemed to be transferred to the grantee. Ownership of any such lot shall be the sole qualification for membership.

ARTICLE V.

VOTING RIGHTS

No person shall have more than one (1) membership regardless of the number of lots owned or being purchased, and the interest of each member shall be equal to that of any other member, and no member shall be equal to that of any other member, and no member may acquire any interest which shall entitle him to any greater voice, vote or authority in the Association than any other member. In the case of lots owned jointly by two (2) or more persons, only the joint owner designated as the "member entitled to vote"

pursuant to Article IV hereof shall be entitled to vote.

In the event that the Non-Profit Corporation Law of the State of Washington as set forth in Title 24, Revised Code of Washington is changed to permit one member of a non-profit corporation to exercise greater voting rights than another member, voting shall thereafter be according to the number of lots owned, that is, members shall be entitled to one vote for each lot in which they hold the interest required for membership by Article IV. When more than one person holds such interest in any lot, the vote for such lot shall be exercised as they among themselves determine, but in no event shall more than one vote be cast with respect to any lot.

ARTICLE VI

BOARD OF DIRECTORS & INCORPORATORS

The affairs of this corporation shall be managed by a Board of not less than three (3) or more than nine (9) directors, who need not be members of the Association. The names and addresses of the persons who are to act in the capacity of Director for not more than six (6) months or until the election of their successors are:

	<u>Name</u>	<u>Address</u>
1.	Ron Chick	17827 2nd Ave. South Seattle, WA 98148
2.	Larry Nelson	15503 74th Ave. East Puyallup, WA 98373
3.	Jim McMillan	725 Woodmont Beach Rd. S. Kent, WA 98032

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

ARTICLE VII

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 150 per cent 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 VIII

ANNEXATION OF ADDITIONAL PROPERTIES

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 shall require the assent of two-thirds (2/3) of the members of the Association. During such time as the common properties are held by the Trustee named in the Declaration of Covenants, Conditions and Restrictions, annexation of additional properties under this Article VIII shall also require the prior written approval of the Developer.

ARTICLE IX

AUTHORITY TO MORTGAGE

Any mortgage by the Association of the Common Properties defined in the Declaration shall have the assent of two-thirds of the members of the Association.

ARTICLE X

AUTHORITY TO DEDICATE

The Association shall have power to dedicate, or transfer all or any part of the Common Property 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 pay 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 XI

DISSOLUTION

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

ARTICLE XII

DURATION

The corporation shall exist perpetually.

ARTICLE XIII

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 30 days nor more than 60 days in advance of the meeting. The presence of members or of 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 may be called, subject to the notice requirement set forth above, and the required quorum at such subsequent meeting shall be one-half of the required quorum of the proceeding meeting. No such subsequent meeting shall be held more than 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 thereafter.

ARTICLE XIV

AMENDMENTS

Amendment of these Articles by the Association so as to change its name, its purposes, the place where its principal 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.


ARTICLES XV

FHA APPROVAL

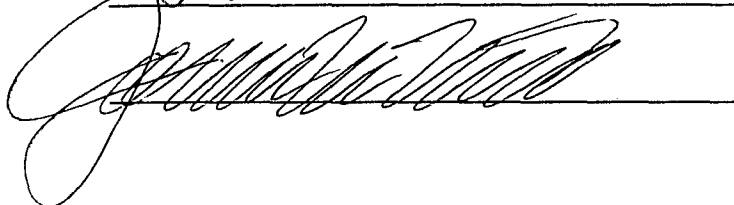
As long as title to the common properties is held by the Developer, as provided in the Declaration, the following actions will require the prior approval of the Federal Housing Administration: Annexation of additional properties, mortgaging of Common Properties, dedication of Common Properties, dissolution and amendment to these Articles.

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 ____ day of
October, 1990.



Ron Chiel



KEL:tms/10.1.90/2
CORPORATE\westwart.inc

STATE OF WASHINGTON)
) ss.
County of King)

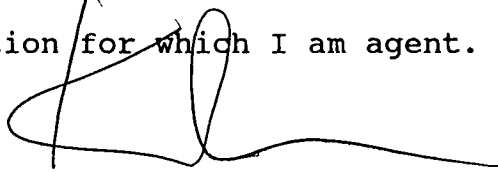
SUBSCRIBED AND SWORN TO before me this 1st date of October, 1990.

Notary Public in and for the State of
Washington, residing at Federal Way
My Commission expires 11/6/91

CONSENT TO APPOINTMENT AS REGISTERED AGENT

I, Kenyon E. Luce, 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.

10/1/90
(date)


(Signature of agent designated in Article II)