

FILED  
SECRETARY OF STATE  
SAM REED

June 22, 2006

STATE OF WASHINGTON

**ARTICLES OF INCORPORATION**  
**For**  
**SUMMIT OAKS**  
**HOMEOWNER ASSOCIATION**

The undersigned, acting as Incorporator of a corporation under the provisions of the Washington Nonprofit Corporations Act (as codified in Revised Code of Washington Chapter 24.03) and Chapter 283, Laws of 1995 (as codified in Revised Code of Washington Chapter 64.38), collectively referred to as the Acts, adopt the following Articles of Incorporation.

**Article 1**

***Name***

The name of the corporation shall be SUMMIT OAKS HOMEOWNER ASSOCIATION, a Washington non-profit corporation (hereinafter referred to as the "Association" and/or "Corporation"). The address of the office of the corporation is: 2610 Kauffman Ave., Vancouver, Washington 98660. The registered office of the corporation may be changed, from time-to-time, by filing such forms or statements as may be designated by the Secretary of State for the State of Washington, and without an amendment of the Articles of Incorporation.

**Article 2**

***Period of Duration***

The period of duration of the Association shall be perpetual.

**Article 3**

***Purposes***

- 3.1. This Association is organized for the following purposes:
- 3.1.1 To operate as a nonprofit homeowners association under the Acts first above referenced;
  - 3.1.2 To preserve, protect and improve the quality and character of Summit Oaks Homeowner Association; and
  - 3.1.3 To do everything necessary, proper, advisable, and/or convenient for the accomplishment of this purpose.

**Article 4**  
***Powers***

- 4.1 The Association may exercise the following powers:
- 4.1.1 Adopt and amend Bylaws, rules and regulations;
  - 4.1.2 Adopt and amend budgets for revenues, expenditures, and reserves, and impose and collect assessments for common expenses from owners;
  - 4.1.3 Hire and discharge or contract with managing agents and other employees, agents, and independent contractors;
  - 4.1.4 Institute, defend, or intervene in litigation or administrative proceedings in its own name on behalf of itself or two or more owners on matters affecting the Association, but not on behalf of owners involved in disputes that are not the responsibility of the Association;
  - 4.1.5 Make contracts and incur liabilities;
  - 4.1.6 Regulate the use, maintenance, repair, replacement, and modification of common areas, if any;
  - 4.1.7 Cause additional improvements to be made as a part of the common areas, if any;
  - 4.1.8 Acquire, hold, encumber, and convey in its own name any right, title, or interest to real or personal property;
  - 4.1.9 Grant easements, leases, licenses, and concessions through or over the common areas, if any and petition for or consent to the vacation of streets and alleys;
  - 4.1.10 Impose and collect any payments, fees or charges for the use, rental, or operation of the common areas, if any;
  - 4.1.11 Impose and collect charges for late payments of assessments and, after notice and an opportunity to be heard by the Board of Directors or by the representative designated by the Board of Directors and in accordance with the procedures as provided in the Bylaws or other rules and regulations adopted by the Board of Directors, levy reasonable fines for violation of the Bylaws, rules, and regulations of the Association in accordance with a previously established schedule adopted by the Association's Board of Directors and furnished to the members thereof;
  - 4.1.12 Issue and transfer memberships in the Association to lot owners within Summit Oaks Homeowner Association, as may be provided in the Bylaws of the Corporation.
  - 4.1.13 Exercise any other powers conferred by the Bylaws;

- 4.1.14 Exercise all other powers that may be exercised in the State of Washington by the same type of entity as the Association, including those powers cited in §24.03.035 RCW as hereinafter amended or recodified; and
- 4.1.15 Exercise any other powers necessary and proper for the governance and operation of the Association.

**Article 5**  
***Membership and Voting Rights***

- 5.1 The Association shall have members consisting of each and every owner of residential real property located within the Association's jurisdiction, as described in the Summit Oaks Homeowner Association Declaration of Covenants and Restrictions as amended and/or the Association's Bylaws.
  - 5.1.1 Voting. There shall be one vote per lot, i.e. a member which owns two lots will be entitled to two votes. When more than one person or an entity owns an interest in a lot, all such persons or entities shall be members. The vote for each lot shall be exercised as the owners determine, but in no event shall more than one (1) vote be cast with respect to each lot.
  - 5.1.2 Membership shall be afforded without regard to race, religion, national origin, sex, age, and mental or physical handicap.

**Article 6**  
***Board of Directors***

- 6.1 Directors shall be members of the Association. The number of directors of this Association, their terms, and the manner in which they shall be appointed or otherwise elected shall be set forth in the Bylaws of the Association.
- 6.2 The names and addresses of the persons who are to serve as the initial directors of the Association, each of whom has consented to such appointment, are as follows:

~~Oliver Hidden, Donna Hidden, Joe Cotrell, 2610 Kauffman Ave., Vancouver, WA  
98660~~

ALAN IDOV	PRES
VACANT	V.P.
CHRIS BELL	TRES
KEVIN KING	SEC
Leonard Tripp	Ait.

**Article 7**  
**Bylaws**

- 7.1 The Bylaws of the Association shall regulate the internal affairs of the Association and may contain any provisions for the regulation and management of the affairs of the Association not inconsistent with these Articles, the Declaration, the Washington Nonprofit Corporations Act and Chapter 64.38 RCW and shall at a minimum set forth the following:
- 7.1.1 The number, qualifications, powers and duties, terms of office, and manner of electing and removing the Board of Directors and officers and filling vacancies;
  - 7.1.2 Election by the Board of Directors of the officers of the Association;
  - 7.1.3 Which, if any, of its powers the Board of Directors or officers may delegate to other persons or to a managing agent;
  - 7.1.4 Which of its officers may prepare, execute, certify, and record amendments to the governing documents on behalf of the Association;
  - 7.1.5 Subject to the provisions of the Association's governing documents, any other matters the Association deems necessary and appropriate.
- 7.2 The initial Bylaws of the Association shall be adopted by the Association's initial Board of Directors, which Bylaws may be amended as provided herein.

**Article 8**  
**Amendments**

- 8.1 The power to amend, alter, change, restate or repeal any provisions contained in these Articles of Incorporation shall be reserved to the members of the Association. Such power may be exercised at an annual meeting, or at a special meeting of the members called for such purpose, at which a quorum is present. The proposed amendment(s) to the Articles shall be adopted upon receiving at least two-thirds (2/3) of the votes of all lot owners present in person or by proxy or received by mail as a ballot.
- 8.2 The power to alter, amend, restate or repeal the Bylaws, or to adopt a new set of Bylaws, shall be reserved to the members at an annual meeting, or at a special meeting called for that purpose, at which a quorum is present. The Bylaws, or amendment(s) thereto, shall be adopted upon receiving at least a majority of the votes which members present at such meeting or represented by proxy are entitled to cast or represented by a mail-in ballot.

**Article 9**  
***Funds and Assets***

- 9.1 This Association shall use its funds only to accomplish the purposes stated in these Articles and those which are consistent with Washington law and, if applicable, Section 501(c) of the Internal Revenue Code. The Association is not formed for pecuniary or financial gain, and on part of the funds of this Association shall inure to the benefit of or be distributed to the directors or officers of the Association, except to the extent permitted under the Nonprofit Corporation Act of the State of Washington, Chapter 64.38 RCW, these Articles of Incorporation and/or the Association's Bylaws.
- 9.2 The Association shall not:
- (i) have or issue shares of stock;
  - (ii) Make any disbursement of income to its members, directors or officers in such capacity; nor
  - (iii) Loan money or credit to its officers or directors.
- 9.3 The Association may, however, pay compensation in a reasonable amount to its members, directors or officers for services rendered and may confer benefits upon its members in conformity with its purposes.
- 9.4 In the event this Association dissolves, any assets of the corporation, after all the debts have been satisfied, then remaining in the hands of the Board of Directors shall be distributed to a public body or conveyed to a nonprofit organization with similar purposes.

**Article 10**  
***Limitation on Director Liability***

- 10.1 A director of the Association shall not be personally liable to the Association or its members for monetary damages for conduct as a director, except for liability of the director (i) for acts or omissions which involve intentional misconduct by the director or a knowing violation of law by the director, or (ii) for any transaction from which the director will personally receive a benefit in money, property or services to which the director is not legally entitled. If the law is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then, the liability of a director of the Association shall be eliminated or limited to the fullest extent permitted by the law, as so amended.
- 10.2 Any repeal or modification of the foregoing paragraph by the directors or members of the Association shall not adversely affect any right or protection of a director of the Association existing at the time of such repeal or modification.