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FILED
SECRETARY OF STATE
SAM REED
JAN 9, 2006
STATE OF WASHINGTON

ARTICLES OF INCORPORATION

(Non-Profit Corporation)

OF

CLOS CHEVALLE PLANNED DEVELOPMENT HOMEOWNERS ASSOCIATION

The undersigned, acting as an incorporator under the Washington Nonprofit Corporation Act (Revised Code of Washington 24.03), hereby adopts and executes the following Articles of Incorporation.

ARTICLE I

NAME

The name of this Corporation shall be:

Clos CheValle Planned Development Homeowners Association

ARTICLE II

PURPOSES; POWERS

The general purpose for which this Corporation is organized is to manage the Clos CheValle Planned Unit Development as required by the Protective Covenants of that development.

ARTICLE III

TERM OF EXISTENCE

The Corporation shall exist perpetually unless dissolved according to law. Upon voluntary dissolution the net assets shall be distributed to the members pro rata on an equal per lot basis.

ARTICLE IV

INITIAL REGISTERED OFFICE AND AGENT

The initial registered agent and street address of the initial registered office of this Corporation in the state of Washington shall be as follows:

REGISTERED AGENT

Jeffers, Danielson, Sonn & Aylward,
P.S.

REGISTERED OFFICE

2600 Chester Kimm Road
Wenatchee, WA 98801

ARTICLE V

BOARD OF DIRECTORS

Except as provided in the Corporation's Bylaws, the powers of the Corporation shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, a Board of Directors, which shall have three (3) directors initially. The number of directors may be increased or decreased from time to time as provided in the Corporation's Bylaws or Declaration.

ARTICLE VI

DIRECTORS - NAMES AND ADDRESSES

The names and addresses of the initial Directors who shall hold office until their successors have been duly elected or appointed and have qualified are as follows:

<u>Name</u>	<u>Street Address</u>
Shannon Kollmeyer	c/o Lakeland Agency P.O. Box 1418 Chelan, WA 98816
Doug Wilcox	1101 Stan Willcox Road Palouse, WA 99161
Jack R. Glover	206 Greenbriar West Richland, WA 99352

ARTICLE VII

INCORPORATOR

The name and street address of the incorporator signing these Articles of Incorporation are as follows:

<u>Name</u>	<u>Street Address</u>
Shannon Kollmeyer	c/o Lakeland Agency P.O. Box 1418 Chelan, WA 98816

ARTICLE VIII

DISPOSITION OF ASSETS UPON DISSOLUTION

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all liabilities of the Corporation, distribute the remaining assets of the Corporation to the Corporation's members, pro rata on an equal per lot basis, as tenants in common.

ARTICLE IX

MEMBERS: VOTING RIGHTS:
CUMULATIVE VOTING NOT ALLOWED

The owners of residential lots, identified as Lots 1 through 66 of the Clos Chevalle Planned Unit Development, shall be members of the Corporation. Natural persons, partnerships, corporations, trusts, or other lawful business entities may own or have ownership interest in such property.

The voting rights of members shall be in accordance with the allocations set forth in the Protective Covenants. Each member entitled to vote at

any election for directors shall have the right to vote his or her interest, in person or by proxy.

Except as otherwise provided in these Articles, the conditions and regulations of membership and the rights and other privileges of membership shall be determined and fixed by the Corporation's Bylaws and the Protective Covenants.

ARTICLE X

COMPENSATION

The Board of Directors, by the affirmative vote of a majority of the directors then in office, and irrespective of any personal interest of any of its members, shall have authority to establish reasonable compensation of all directors for services to the Corporation as directors, officers or otherwise.

ARTICLE XI

DIRECTOR LIABILITY

A director of the corporation shall not be personally liable to the Corporation 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, (ii) for conduct violating Section 24.03.127 of the Washington Nonprofit Corporation Act, or (iii) 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 Washington Nonprofit Corporation Act authorizes or is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated

or limited to the fullest extent permitted by the Washington Nonprofit Corporation Act, as so amended.

ARTICLE XII

INDEMNIFICATION

The Corporation has the power to indemnify, and to purchase and maintain insurance for, its directors, officers, trustees, employees, and other persons and agents, and (without limiting the generality of the foregoing) shall indemnify its directors against all liability, damage, and expenses arising from or in connection with service for, employment by, or other affiliation with this Corporation or other firms or entities to the maximum extent and under all circumstances permitted by law.

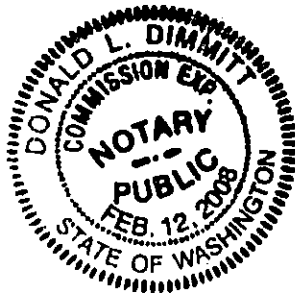
DATED the 4th day of January, 2006.

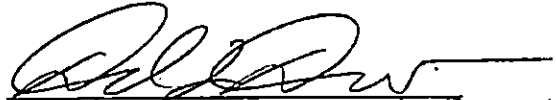

Shannon Kollmeyer, Incorporator

STATE OF WASHINGTON)
COUNTY OF Chelan) ss.

I CERTIFY that I know or have satisfactory evidence that Shannon Kollmeyer signed this instrument and acknowledged it to be his free and voluntary act for the uses and purposes mentioned in the instrument.

DATED this 4th day of Jan., 2006.




Typed/Printed Name: Donald L. Dimmitt
NOTARY PUBLIC for the State of Washington.
My Commission Expires 2/12/08