

The following is a non-certified retyped copy of the original, dated May 3, 1973.

Articles of Incorporation Of Lake Forest Home 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 LAKE FOREST HOME ASSOCIATION, hereafter called the "Association."

ARTICLE II

The principal office of the corporation is located at #4 South Sound Center, Lacey, Washington.

ARTICLE III

Robert L. Blume, whose address is 6409 Shady Lane, Lacey, Washington is hereby appointed the initial registered agent of this association.

ARTICLE IV

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 of the residence lots and the common properties within that certain tract of property described as Lake Forest, Division I as recorded in Volume 18 of Plats, page 4, records of Thurston County, Washington, and allowable additions thereto specifically referred to in Article VI declaration of covenants., conditions and restrictions, 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 this Article herein, and for this purpose.

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 Thurston 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;

To fix, levy, collect and enforce payment by any lawful means, an 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;

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;

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;

Dedicate, sell or transfer all or any part of the common area to any public agency, authority or utility for such purposes and subject to such conditions as may be agreed to by the members;

Participate in mergers and consolidations with other non-profit corporations organized for the same purposes or annex additional residential property and common area;

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 V

MEMBERSHIP

Every person or entity who is a record owner of a fee or individual fee interest in any lot which is subject by covenants of record to assessment by the Association, including contract purchasers, 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. Member- ship shall be appurtenant to and may not be separated from ownership of any lot which is subject to assessment by the Association.

ARTICLE VI

VOTING RIGHTS

The association shall have two classes of voting membership:

Class A. Class A members shall be all owners with the exception of the Declarant and shall be entitled to one vote for each lot owned. When more than one person holds an interest in any lot, all such persons shall be members. 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.

Class B. Class B members shall be the Declarant (as defined in the Declaration), and shall be entitled to three (3) votes for each lot owned. The Class B membership shall cease and be converted to Class A membership on the happening of either of the following events, whichever occurs earlier:

- (a) When the total votes outstanding in the Class A membership equal the total votes in the Class B membership; or
- (b) On January 1, 1996

ARTICLE VII

BOARD OF DIRECTORS

The affairs of this corporation shall be managed by a Board of not less than five (5) nor more than seven (7) Directors who need not be members of the Association. The names and addresses of the persons who are to act in the capacity of Directors for not less than two (2) months and not more than six (6) months and until the election of their successors are:

NAME	ADDRESS
Robert L. Blume	6409 Shady Lane
Gary A. Blume	Route 7
John Donaldson	Route 7, Box 492A
Frank Schmidt	2219 Yelm Road
J. M. Jorgenson	301 West Lee

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 two Directors for a term of three (3) years; two Directors for a term of two (2) years, and one Director for a term of one (1) year; and at each annual meeting thereafter members shall fill expired Director terms for a term of three years.

ARTICLE VIII

AUTHORITY TO MORTGAGE

Any mortgage by the Association of the Common Properties, defined of the Declaration shall have the assent of two-thirds (2/3) of the members of the Association.

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 each class of 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, 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 X

DURATION

This corporation shall exist perpetually.

ARTICLE XI

MEETINGS FOR ACTIONS GOVERNED BY ARTICLES VIII &, IX

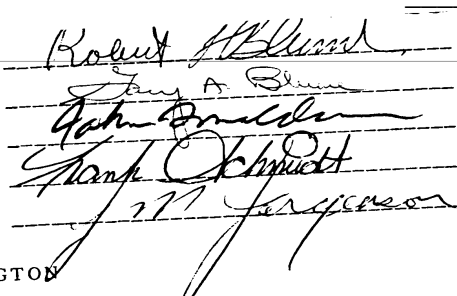
In order to take action under Articles VIII and IX, there must be a duly held meeting. Written notice, setting forth the purpose of the meeting shall be given to all members not less than 30 days nor more than 60 days in advance of the meeting. The presence of members or of proxies entitled to cast sixty 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 preceding meeting. No such subsequent meeting shall be held more than 60 days following the preceding meeting. In the event that sixty percent (60%) 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 its name, its purposes, the place where its principal place of business will be, 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 provisions of these Articles shall require the affirmative vote of seventy-five percent (75%) of the membership.

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 Association, have executed these Articles of Incorporation this 3rd day of May, 1973.

	
---	--

WASHINGTON

STATE OF WASHINGTON

County of Thurston

On this day personally appeared before me Robert L. Blume, Gary a. Blume, John Donaldson, Frank Schmidt and J. M. Jorgenson, to me known to be the individuals described in and who executed the within and foregoing instrument, and acknowledged that they signed the same as their free and voluntary act and deed, for the uses and purposes therein mentioned.

voluntary act and deed, and

GIVEN under my hand and official seal this 3rd day of May, 1973.

Susan B Schmidt
Notary Public in and for the State of Washington,
residing at Olympia.

I, Ralph Munro, Secretary of State of the State of Washington,
DO HEREBY CERTIFY that this is a true and correct

copy of
as filed in this office.

Articles of Incorporation



Ralph Munro

Ralph Munro, Secretary State

By: *Loren R. Schenk*
Dated: *July 12, 1985*