

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

PINEHURST AT WALDENWOOD HOMEOWNERS' ASSOCIATION

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

UBI Number: 601 925 251

Date: January 13, 1999



Given under my hand and the Seal of the State of Washington at Olympia, the State Capital

Ralph Munro, Secretary of State
2-599348-6

FILED
STATE OF WASHINGTON

JAN 13 1999

RALPH MUNRO
SECRETARY OF STATE

WV 925 251

**ARTICLES OF INCORPORATION
OF
PINEHURST AT WALDENWOOD HOMEOWNERS' ASSOCIATION**

The undersigned, for the purpose of forming a corporation under the nonprofit laws of the State of Washington, RCW 24.03, and a homeowners association under RCW 64.38 and Section 528 of the Internal Revenue Code, hereby adopts the following Articles of Incorporation:

ARTICLE I

Name

The name of this Corporation shall be "Pinehurst at Waldenwood Homeowners' Association."

ARTICLE II

Purpose

The Corporation is organized for the purpose of promoting the welfare and interests of the owners of property defined by the Declaration of Covenants, Conditions and Restrictions of Waldenwood East (the "Declaration"), by administering and enforcing the protective covenants governing the use of such property, engaging in civic improvement and development activities, acquiring, owning, constructing, improving, managing, maintaining, and caring for the real and personal property of the association of homeowners of the plat of Waldenwood East, and to do such other things as may be necessary and convenient to accomplish all such purposes.

ARTICLE III

Term

The term of existence of the Corporation shall be perpetual.

ARTICLE IV
Registered Agent

The registered agent of this Corporation and the street address of the registered office of this Corporation are as follows:

Registered Agent

SC&B Services, Inc.

Registered Office Street
and Mailing Address

999 Third Avenue, Suite 3000
Seattle, WA 98104-4088

ARTICLE V
Members

5.1 The owner of each lot of the Property as described in the Declaration.

5.2 The owner of each lot shall be entitled to one vote, as prescribed in the Declaration and bylaws. A party that owns more than one lot shall have one vote for each lot it owns.

ARTICLE VI
Directors

The number of directors of this Corporation and the manner in which such directors are to be elected shall be as set forth in the bylaws. The names and addresses of the initial directors are as follows:

<u>Name</u>	<u>Address</u>
Jeffrey E. Hamilton	7947-159th Place N.E., Suite 100 Redmond, WA 98052
Kevin C. Taylor	7947-159th Place N.E., Suite 100 Redmond, WA 98052
Suzanne Barnes	7947-159th Place N.E., Suite 100 Redmond, WA 98052

The initial directors shall serve initial terms as prescribed in the Declaration and as set forth in the bylaws.

ARTICLE VII
Dissolution

In the event of dissolution of the Corporation, the net assets are to be distributed to the then current members.

ARTICLE VIII
Indemnification

Every director and officer shall be indemnified by the Corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him or her in connection with any proceeding to which he or she may be a party, or in which he or she may become involved, by reason of his or her being or having been a director or officer of the Corporation, or any settlement thereof, whether or not he or she is a director or officer at the time such expenses are incurred, except in such cases where the director or officer is adjudged guilty of willful misconduct or gross negligence or a knowing violation of law in the performance of his or her duties, and except in such cases where such person has participated in a transaction from which said person will personally receive a benefit in money, property or services to which said person is not legally entitled; provided that in the event of a settlement, the indemnification provided herein shall apply only when the Board of Directors approves such settlement and reimbursement as being in the best interests of the Corporation. The foregoing rights of indemnification shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled.

ARTICLE IX
Incorporator

The name and address of the incorporator is John D. Sullivan, Short Cressman & Burgess P.L.L.C., 999 Third Avenue, Suite 3000, Seattle, WA 98104-4088.

IN WITNESS WHEREOF, the incorporator hereinabove named has executed these Articles of Incorporation this 13th day of January, 1999.



John D. Sullivan, Incorporator

CONSENT TO SERVE AS REGISTERED AGENT

SC&B Services, Inc. hereby consents to serve as registered agent, in the State of Washington, for Pinehurst at Waldenwood Homeowners' Association. As agent for the Corporation, SC&B Services, Inc. will be responsible 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 its resignation, or of any changes in the registered office address of the Corporation.

SC&B SERVICES, INC.,
a Washington corporation

1/13/99
Date

By: Virginia Pinkney
Virginia Pinkney, Assistant Secretary

999 Third Avenue, Suite 3000
Seattle, WA 98104-4088