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FILED  
STATE OF WASHINGTON

AUG 05 1991  
RALPH MUNRO  
SECRETARY OF STATE

ARTICLES OF INCORPORATION  
OF  
VILLAGE OF HIGH CEDARS ASSOCIATION

KNOW ALL MEN BY THESE PRESENTS That I, WALLACE T. STAATZ, a natural person of the age of 18 years or more, for the purpose of forming a non-profit corporation under the Washington Nonprofit Miscellaneous and Mutual Corporations Act (RCW 24.06), do hereby execute and deliver in duplicate to the Secretary of State of the State of Washington the following Articles of Incorporation, to-wit:

ARTICLE I

The name of the corporation shall be VILLAGE OF HIGH CEDARS ASSOCIATION.

ARTICLE II

The duration of this corporation shall be perpetuity.

ARTICLE III

The purposes of the corporation, a non-profit miscellaneous and mutual corporation, are the ownership of private roads, easements, common areas and improvements thereon, within High Cedars, Pierce County, Washington, the maintenance and regulation thereof, the enforcement of covenants within High Cedars, and activities incidental thereto.

## ARTICLE IV

1. Membership shall be determined as follows:

a) Qualification. Each owner of a lot in the project (including Incorporator as developer) shall be a member of the association and shall be entitled to one membership for each lot so owned; provided, that if a lot has been sold on contract, the contract purchaser shall exercise the rights of the owner for purposes of the association, these Articles, the Bylaws, and the covenants, except as hereinafter limited, and shall be the voting representative unless otherwise specified. Ownership of a lot shall be the sole qualification for membership in the association.

b) Transfer of Membership. The association membership of each owner (including Incorporator) shall be appurtenant to the lot giving rise to such membership, and shall not be assigned, transferred, pledged, hypothecated, conveyed or alienated in any way except upon the transfer of title to said lot and then only to the transferee of title to such lot. Any attempt to make a prohibited transfer shall be void. Any transfer of title to a lot shall operate automatically to transfer the membership in the association appurtenant thereto to the new owners thereof.

2. The association shall have two classes of voting membership:

CLASS A. Class A members shall be all owners, with the exception of the Incorporator, and shall be entitled to one vote for each Lot owned.

CLASS B. The Class B member(s) shall be the Incorporator and shall be entitled to three (3) votes for each lot owned. In determining whether any given proposition shall have

been approved by the membership, the total number of Class A and Class B votes shall be combined and the appropriate percentage applied against that combined number.

Except as provided above, the total voting power of all owners shall equal the number of lots at any given time. The total number of votes available to owners of any one lot shall be one vote.

There shall be one (1) voting representative of each lot. Incorporator shall be considered an "owner" as the term is used herein, and shall be the voting representative, with respect to any lot or lots owned by Incorporator. If a person (including Incorporator) owns more than one lot, he shall have the votes for each lot owned. The voting representative shall be designated by the owner or owners of each lot by written notice to the association, and need not be an owner.

#### ARTICLE V

The corporation shall have no capital stock.

#### ARTICLE VI

Any distribution of surplus funds to shareholders shall be by majority vote of the shareholders.

#### ARTICLE VII

Distribution of assets on dissolution of the corporation shall be made to the shareholders equally, share and share alike.

#### ARTICLE VIII

A dissenting shareholder shall be treated equally in all respects to other shareholders.

ARTICLE IX

There are no special provisions regulating the internal affairs of the corporation, except as set forth in the By-Laws to be adopted by a majority of shareholders, and the \*Umbrella Covenants, Conditions and Restrictions of VILLAGE OF HIGH CEDARS dated \_\_\_\_\_, and filed under Pierce County Auditor's No. \_\_\_\_\_.

ARTICLE X

The initial registered agent at the initial registered office of the corporation is as follows:

WALLACE T. STAATZ  
14604 149th St. Ct. East  
P.O. BOX 490  
Orting, WA 98360

ARTICLE XI

The number of directors constituting the initial Board of Directors shall be one (1).  
The name and address of the person who is to serve as the initial Director is as follows:

WALLACE T. STAATZ  
14604 149th St. Ct. East  
P.O. BOX 490  
Orting, WA 98360

ARTICLE XII

The respective name and address of the incorporator is as follows:

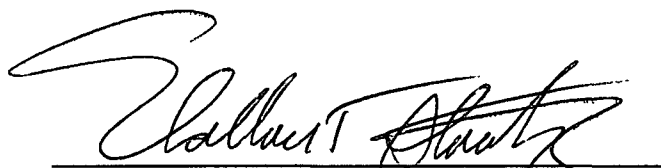
WALLACE T. STAATZ  
14604 149th St. Ct. East  
P.O. BOX 490  
Orting, WA 98360

ARTICLE XIII

No Director shall be liable to the corporation or its members for monetary damages for conduct as a Director, except for acts or omissions that involve intentional misconduct by the Director, or a knowing violation of law by a Director or for any transaction from which the Director will personally receive a benefit in money, property or services to which the Director is not entitled.

IN WITNESS WHEREOF the undersigned incorporator has hereunto set his hand and executed the within Articles of Incorporation in duplicate this 18<sup>th</sup> day of

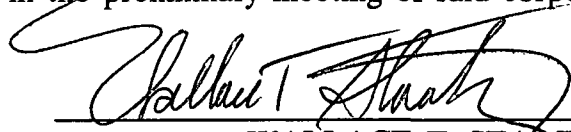
August, 1991.

  
WALLACE T. STAATZ


STATE OF WASHINGTON )  
 ) SS  
County of Pierce )

THE UNDERSIGNED, being first duly sworn on oath, deposes and says:

I am the incorporator of the above-named corporation, I have read the within and foregoing Articles of Incorporation, know the contents thereof and believe the same to be a true copy of the resolutions adopted and approved in the preliminary meeting of said corporation.

  
WALLACE T. STAATZ

SUBSCRIBED AND SWORN to before me this 1 day of August,  
1991.

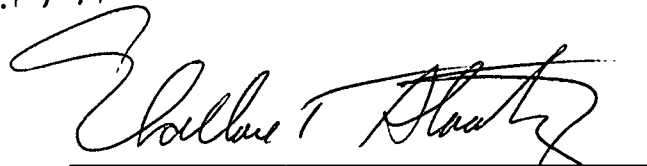
  
NOTARY PUBLIC in and for the State  
of Washington, residing at Poulsbo  
My Commission Expires: 8-1-93

**CONSENT TO SERVE AS REGISTERED AGENT**

I, WALLACE T. STAATZ, hereby consent to serve as Registered Agent in the State of Washington for VILLAGE OF HIGH CEDARS ASSOCIATION.

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.

DATED: 1<sup>st</sup> of August 1991

  
WALLACE T. STAATZ

**REGISTERED ADDRESS:**

14604 149TH St. Ct. East  
Orting, WA 98360

CONSENT TO SERVE  
dh/791.30551-3