

OCT 07 1993

RALPH MUNRO
SECRETARY OF STATE

601 497 324

ARTICLES OF INCORPORATION
FOR
WOOD RIVER COMMUNITY ORGANIZATION
A Washington Nonprofit Corporation

The undersigned incorporator in order to incorporate Wood River Community Organization as a nonprofit corporation in accordance with Chapter 24.03 of the Revised Code of Washington hereby signs in duplicate these Articles of Incorporation.

ARTICLE I

Name

The name of this corporation is WOOD RIVER COMMUNITY ORGANIZATION.

ARTICLE II

Duration

The period of duration of this corporation shall be perpetual.

ARTICLE III

Purpose

The purposes for which this corporation is organized are to promote the welfare and interests of the residents of the Wood River Development as defined by the Declaration of Protective Covenants for Wood River as recorded in King County, Washington by administering and enforcing the protective covenants governing the use of the property in the development, approving plans for improvements of lots in the development in accordance with the protective covenants, engaging in civic improvements and development activities, acquiring, owning, improving, managing, repairing, maintaining and operating real and personal property for the benefit of its members, and to do such things as may be necessary and convenient to accomplish all such purposes.

ARTICLE IV

Internal Regulations

Section 1. Lots. As used in these Articles, Lot or Lots shall refer to Lots which are described in the Declaration of Protective Covenants for Wood River as recorded in King County, Washington.

Section 2. Memberships. There shall be a maximum of one membership in this corporation for each Lot and no more memberships. Membership in this corporation shall be appurtenant to and not severable from such fee ownership or vendee's interest and shall transfer and terminate with transfers and termination of such interests without further action on the part of this corporation or its sever members. Membership shall stand in the name or names of the persons who from time to time are record fee title owners of lots which are not subject to a recorded contract for purchase and sale and who from time to time are the holders of the vendee's interest under a recorded contract for purchase and sale of Lots. The holders of the memberships shall be members of this corporation.

Section 3. Assessments. Each membership shall be subject to assessment in an amount determined by the directors for administrative costs of the corporation and for maintaining, repairing, improving, reconstructing, replacing, and regulating any property which the corporation may acquire. The assessments shall be equally applied against each membership. The members who hold the membership shall be jointly and severally liable for assessments against the membership.

Section 4. Voting. Each membership shall be entitled to exercise one vote on each matter presented to the membership for consideration. There shall be no cumulative voting. A party which holds more than one membership shall have one vote for each membership it holds. The manner of exercising the vote shall be as set forth in the bylaws.

Section 5. Term of Initial Board. The members of the initial board of directors shall serve for an initial term until 75% of the lots defined in Article IV have had single family residences constructed thereon and are or have been occupied as residences, or until December 31, 1998 whichever first occurs. Any vacancy occurring in the initial board of directors, regardless of the cause therefore, shall be filled by the action of the remaining directors on the board.

Section 6. Election of Directors. Upon the expiration of the initial term of the initial board of directors, three directors shall be elected by the membership. One director shall be elected for a term of two years and two directors shall be elected for a term of one year. The term of such directors shall end on the day of the month on which the annual meeting of members is held; provided that in any event each of such directors shall serve a term of at least one full year. Thereafter, at the expiration of the term of each of such directors, a director shall be elected for a term of two years to fill the vacancy. In any event, each director shall serve until a successor is elected and qualified and shall be elected at an annual meeting of members.

Section 7. Qualifications of Directors. After the initial term of directors ends, no person shall be qualified to be elected as director of this corporation or to continue to hold office as director of this corporation unless such person is a member of this corporation, except that the employee of a corporation which is a member or is a partner of a partnership which is a member and the employee of a partnership which is a member shall be qualified to serve as director of this corporation.

Section 8. Reserves. As determined by its directors, from time to time this corporation may establish and maintain reasonable reserves for maintenance and replacement of its property.

Section 9. Amendment. This Article IV shall not be amended without the unanimous consent of all memberships entitled to vote, except after the initial term of the initial board of directors expires, the number of directors and their terms of office may be amended by a majority vote of the membership.

ARTICLE V Initial Registered Agent

The address of the initial registered office of the corporation is 846 - 108th Avenue NE, suite 200, Bellevue, Washington 98004, and the name of the initial registered agent of this corporation at such address is Conner Development Company ~~LLC~~, A Washington corporation.

ARTICLE VI
Initial Board of Directors

The initial board of directors shall be constituted of three directors. The names and addresses of the persons who are to serve as the initial directors are:

Charles F. Conner	846 108th Ave N.E., Bellevue, WA. 98004
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Bob Olson	846 108th Ave N.E., Bellevue, WA. 98004
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Bob Beeson	846 108th Ave N.E. Bellevue, WA 98004
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ARTICLE VII
Incorporator

The name and address of the incorporator is Conner Development, ^{Company} Inc., 846 - 108th Avenue N.E., Bellevue, Washington 98004.

ARTICLE VIII
Distribution of Dissolution

In the event of dissolution of the corporation, the net assets of the corporation shall be distributed among persons and parties holding its memberships in proportion to the number of votes held by the respective memberships.

ARTICLE IX
Indemnification

To the full extent permitted by law each officer and director of this corporation shall be indemnified by the corporation from and on account of any liability for acts or omissions occurring during the course of business or activities undertaken on behalf of the corporation. This indemnification shall include indemnification against all costs and expenses, including attorneys' fees, litigation costs, civil penalties, fines and other charges incurred incident thereto. However, this indemnification shall not apply in any action by or on behalf of the corporation against a director in which action the director has been adjudged guilty of any breach of duty toward the corporation. To the extent that it is necessary for the directors to implement this indemnification, at the request of an officer or director, the directors shall take such action as is appropriate and allowable to implement this indemnification. In addition, no director shall be personally liable to the corporation or any of its members for monetary damages for conduct as a director; provided that this provision shall not eliminate or limit the liability of a director for

acts or omissions that involve intentional misconduct by the 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 legally entitled.

DATED: DEC 7, 1993.

CONNER DEVELOPMENT, INC. Company
a Washington Corporation

by 
Officers name

CONSENT TO SERVE AS REGISTERED AGENT

CONNER DEVELOPMENT ^{Company} ~~CONNER~~, A Washington corporation, hereby consents to serve as Registered Agent, in the State of Washington, for WOOD RIVER COMMUNITY ORGANIZATION, a Washington nonprofit corporation. We understand that as agent for the corporation, it will be our responsibility to receive service of process of the name of the corporation, to forward all mail to the corporation; and to immediately notify the office of the Secretary for State in the event of our resignation, or of any changes in the registered office address of the corporation for which we are agent.

DATED: 05 7 , 1993

CONNER DEVELOPMENT COMPANY ~~CONNER~~
a Washington Corporation



William M. Conner
846 - 108th Avenue N.E.
Bellevue, WA. 98004