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SECRETARY OF STATE

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STATE OF WASHINGTON

602-115-817

ARTICLES OF INCORPORATION

OF

Estate

MADERA HOMEOWNER'S ASSOCIATION

THE UNDERSIGNED, acting as the incorporator of the non-profit corporation under the provisions of the Washington Nonprofit Corporation Act (Revised Code of Washington Section 24.03 et. seq.), hereby adopts the following Articles of incorporation:

ARTICLE I. NAME AND DURATION

The name of this nonprofit corporation shall be *Estate* Madera Homeowner's Association (the "Association") and its duration shall be perpetual.

ARTICLE II. NON-INUREMENT OF BENEFIT

The Association is formed exclusively for purposes for which a corporation may be formed under the nonprofit corporation laws of the State of Washington and is not formed for pecuniary profit or financial gain. No part of the assets, income or profit of the Association shall be distributed to or shall inure to the benefit of its individual members, officers or directors, except to the extent permitted under the nonprofit corporations laws.

ARTICLE III. PURPOSES

1. To provide for the administration, management, maintenance, preservation and care of the real property described in Madera *Estate* Declaration of Covenants and Conditions (hereinafter the "Declaration") and any additions thereto which may be hereinafter brought within the jurisdiction of the Association; and
2. To have and to exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in the Declaration as it now exists or as the same may be amended from time to time hereafter as therein provided; and
3. To do everything necessary, proper, convenient or incidental to the accomplishment of the purposes and objects of the Association to the extent consistent with the Declaration; and

4. To have and to exercise any and all powers, rights and privileges which a corporation organized and existing under the Washington Nonprofit Corporation Act (Ch. 24.03 RCW) by law may now or hereafter have or exercise to the extent consistent with the provisions of the Declaration.

ARTICLE IV. SCOPE OF ACTIVITY

The Association shall have the power, either directly or indirectly, either along or in conjunction or cooperation with others, to do any and all lawful acts and things and to engage in any and all lawful activities which may be necessary, useful, suitable, desirable or proper for the furtherance, accomplishment or attainment of any or all of the purposes for which the Association is organized. Notwithstanding any provision herein to the contrary, however, the Association shall exercise only such powers which are consistent with the exempt purposes of organizations set forth in Section 528 of the Internal Revenue Code of 1986 ("IRC"), and the regulations thereunder as the same now exist or as they may hereafter be amended from time to time.

ARTICLE V. POWERS

The Association shall carry on any activity permitted to be carried on by a corporation exempt from federal income tax under IRC § 528 (or the corresponding provision of any future United States Internal Revenue law). Subject to Article IV and to the restrictions and limitations imposed on nonprofit corporations by the laws of the State of Washington dealing with exempt organizations, the Association shall have the powers specified in Chapter 24.03 RCW.

ARTICLE VI. DISTRIBUTION ON DISSOLUTION OR LIQUIDATION

The Association may be dissolved in a manner not inconsistent with the Declaration or RCW Ch. 24.03 as they are now written or as they may hereafter be amended from time to time. Any such dissolution shall require the majority vote of the members entitled to vote. Upon the dissolution of the Association, the assets of the Association shall be applied and distributed in accordance with RCW 24.03.223 and a plan of distribution adopted pursuant to RCW 24.03.230. The assets will be distributed to another like non-profit corporation or organization.

ARTICLE VII. PLACE OF OPERATION

The operations of the Association are to be conducted principally within the Plat of Madera, Thurston County, State of Washington.

ARTICLE VIII. REGISTERED OFFICE AND REGISTERED AGENT

The registered office of the Association shall be 2205 116th Street South, Suite 200, Tacoma, WA 98444 and the initial registered agent shall be Kirk Harr

ARTICLE IX. MEMBERS

The membership of the Association shall be limited to lot owners of the property subject to the Madera Declaration of Covenants, Conditions, Restrictions, and Reservations.

ARTICLE X. DIRECTORS

The functions of this Association shall be administered by a Board of Directors. The initial number of Directors of the Association shall be one who is Kirk Harr. The qualifications, terms of office and manner of selection of which, together with a time and place of their meeting, shall be prescribed by the Bylaws of the Association and the Declaration.

ARTICLE XI. BYLAWS

The Board of Directors of the Association (hereinafter the "Board") shall adopt Bylaws for the Association to provide for the administration, regulation and management of the Association in a manner consistent with these Articles, the Declaration and IRC § 528, as now enacted or as the same may be hereafter amended from time to time. The Board shall at all times manage the affairs of the Association so as to qualify as an exempt association under IRC § 528. The Board may, from time to time, by vote of a majority of its members, alter, amend or repeal the Bylaws of the Association to the extent provided for, by and consistent with the Declaration.

ARTICLE XII. INDEMNIFICATION

Any present or future director, officer or employee, or the executor, administrator or other legal representative of any such director, officer or employee, shall be indemnified by the Association against reasonable costs, expenses, counsel fees, judgments, fines and amounts paid in settlement, paid or incurred in connection with any action, suit or proceeding (whether civil, criminal, administrative or otherwise) to which any such director, officer or employee or his executor, administrator or other legal representative may hereafter be made a party by reason of his being or having been such director, officer or employee of the Association, or at the request of the Association, the holder of an equivalent position in or a member of another enterprise. The foregoing indemnification shall be subject to the following conditions: (1) that said action, suit or proceeding shall be prosecuted against such director, officer or employee, or his executor, administrator or other legal representative to final determination, and it shall not be finally adjudged in said action, suit or proceeding that he or she had been derelict in the performance of his duties as such director, officer or employee, or (2) that said action, suit or proceeding shall be settled or

otherwise terminated as against such director, officer or employee, or his executor, administrator or other legal representative without a final determination on the merits, and it shall be determined that such director, officer or employee had not been derelict in the performance of his duties in matters related to such action, suit or proceeding, such determination to be made by a majority of the directors, if disinterested. If a majority of the directors is not disinterested, then such determination shall be made by any one or more disinterested persons selected by the disinterested directors, or the membership, at any annual or specific meeting.

The foregoing right of indemnification shall be exclusive of any other rights to which any director, officer or employee may be entitled as a matter of law or which may be lawfully granted to him or her; and the indemnification hereby granted by the Association shall be in addition to and not in restriction or limitation of any other privilege or power which the Association may lawfully exercise with respect to the indemnification or reimbursement of directors, officers or employees.

ARTICLE XIII. AMENDMENT ARTICLES

The Association may amend these Articles of Incorporation from time to time in any and as many respects as may be desired so long as said Articles of Incorporation, as amended, contain only such provisions as are consistent with the Declaration and as are lawful under RCW Ch. 24.03, as now enacted or as hereafter amended.

Where there are members having voting rights, the Board shall adopt a resolution setting forth the proposed amendment and directing that it be submitted to a vote at a meeting of members having voting rights, which may be either an annual or special meeting. Written or printed notice setting forth the proposed amendment and a summary of the changes to be effected thereby shall be given to each member entitled to vote at such meeting within the time and in the manner provided in the Declaration for the giving of notice of a meeting of members.

Amendment to these Articles of Incorporation shall require the assent of a majority of the Association members then entitled to vote.

Where there are no members of the Association, or no members having voting rights, an amendment shall be adopted at a meeting of the Board upon receiving the vote of a majority of the Directors in office.

Any number of amendments may be voted on at any one meeting.

ARTICLE XIV. NAME OF INITIAL DIRECTOR

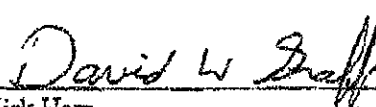
The initial directors of the Association shall be:

Kirk Harr
2205 116th Street South, Suite 200
Tacoma, WA 98444

ARTICLE XV. NAME OF INCORPORATOR

The name and address of the incorporator of the Association is: Kirk Harr, 2205 116th Street South, Suite 200, Tacoma, WA 98444.

IN WITNESS WHEREOF, for purposes of forming this Association under the laws of the State of Washington, the undersigned, constituting the sole incorporator of this Association, has executed these Articles of Incorporation this _____ day of December, 2000.



Kirk Harr
Incorporator

CONSENT TO SERVE AS REGISTERED AGENT

I, Kirk Harr, hereby consent to serve as Registered Agent in the State of Washington, for the following corporation: ^{Estates} MADERA HOMEOWNER'S 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 changes in the registered office address of the corporation for which I am agent.

Date: 4/4/01

David W. Huff
Kirk Harr
Registered Agent

Registered Office Address: Kirk Harr, 2205 116th St. South, #200
Tacoma, WA 98444-1419