

D-271542
FILE NUMBER



DOMESTIC

STATE OF WASHINGTON | DEPARTMENT OF STATE

I, **BRUCE K. CHAPMAN**, Secretary of State of the State of Washington and custodian of its seal,
hereby certify that

ARTICLES OF INCORPORATION

of WOOD TRAILS HOMEOWNERS ASSOCIATION
domestic corporation of Edmonds, Washington,

was filed for record in this office on this date, and I further certify that such Articles remain
on file in this office.

Filed at request of
Carl A. Jonson, P.S., Atty. At Law
300 Central Bldg.
Seattle, WA 98104
Attn: Steven A. Gaines
NON-PROFIT

Filing and recording fee \$

License to June 30, 19 \$

Excess pages @ 25¢ \$

Microfilmed, Roll No. **1401**

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In witness whereof I have signed and have
affixed the seal of the State of Washington to
this certificate at Olympia, the State Capitol,
September 12, 1977

BRUCE K. CHAPMAN
SECRETARY OF STATE

FILED

SEP 12 1977

SECRET
STATE OF WASHINGTON

ARTICLES OF INCORPORATION
OF THE
WOOD TRAILS HOMEOWNERS ASSOCIATION

The undersigned person, acting as the incorporator of a corporation under the provisions of the Washington Nonprofit Corporation Act (Revised Code of Washington 24.03), adopts the following articles of incorporation for such corporation:

ARTICLE I

Name

The name of the corporation shall be the Wood Trails Homeowners Association.

ARTICLE II

Duration

The period of duration of the corporation shall be perpetual.

ARTICLE III

Purpose and Powers

This Association 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 the residence Lots and Common Area within that certain tract of property described as:

Plat of Wood Trails #1, Division 1, 2 and 3,
Recorded in Volume 36, of Plats, Page 12
Records of Snohomish County, Washington.

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 for this purpose to:

(a) 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 Snohomish 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;

(b) fix, levy, collect and enforce payment by any lawful means, all 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 Association, including all licenses, taxes or governmental charges levied or imposed against the property of the Association;

(c) 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;

(d) borrow money, and with the assent of two-thirds (2/3) of each class of members mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(e) 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. No such dedication or transfer shall be effective unless an instrument has been signed by two-thirds (2/3) of each class of members, agreeing to such dedication, sale or transfer;

(f) participate in mergers and consolidations with other nonprofit corporations organized for the same purpose or annex additional residential property and Common Area, provided that any such merger, consolidation or annexation shall have the assent of two-thirds (2/3) of each class of members;

(g) 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 IV

Membership

Every person or entity who is a record owner of a fee or undivided fee interest in any Lot which is subject by covenants of record to assessment by the Association, including contract sellers, 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. Membership shall be appurtenant to and may not be separated from ownership of any Lot which is subject to assessment by the Association.

ARTICLE V

Voting Rights

The Association shall have two classes of voting membership:

Class A. Class A members shall all be 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 determine, but in no event shall more than one vote be cast with respect to any Lot.

Class B. The Class B member(s) shall be the Declarant 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 outstanding in the Class B membership, or
- (b) On December 31, 1976.

ARTICLE VI

BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of nine (9) Directors, who need not be members of the Association. The number of directors may be changed by amendment of the By-Laws of the Association. The names and addresses of the persons who are to act in the capacity of directors until the selection of their successors are:

Arne G. Goedecke	4215 - 198th S.W. Lynnwood, WA 98036
Anthony C. Di Pangrazio	17614 - 5th Ave. W. Bothell, WA 98011
Richard C. Burton	502 - 176th S.W. Bothell, WA 98011
Dale Nelson	409 - 176th S.W. Bothell, WA 98011
Larry O. Throndsen	17703 - 4th Place W. Bothell, WA 98011
Roy Magnuson	17509 - 5th Ave. W. Bothell, WA 98011
Yvonne Kolsky	17811 - 7th West Bothell, WA 98011

Richard Hager

17631 - 7th West
Bothell, WA 98011

Joan Dever

17724 - 4th Place W.
Bothell, WA 98011

At the first annual meeting the members shall elect three directors for a term of one year, three directors for a term of two years and three directors for a term of three years; and at each annual meeting thereafter the members shall elect three directors for a term of three years.

ARTICLE VII

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. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any nonprofit corporation, trust or other organization to be devoted to such similar purposes.

ARTICLE VIII

Conflict of Interest: Disclosure

The corporation may enter into contracts and otherwise transact business as vendor, purchaser or otherwise with its

directors, officers and members and with corporations, associations, firms and entities in which they are or may be or become interested as directors, officers, shareholders, members or otherwise, as freely as though such adverse interests did not exist, even though the vote, action or presence of such director, officer or member may be necessary to obligate the corporation upon such contracts or transactions, and in the absence of fraud no such contract or transaction shall be voided and no such director, officer or member shall be held liable to account to the corporation by reason of such interests or by reason of any fiduciary relationship to the corporation arising out of such office or membership for any profit or benefit realized by him through any such contract or transaction; provided, that in the case of directors and officers of the corporation, the nature of the interest of such director or officer be fully disclosed or known to the board of directors of the corporation at the meeting thereof at which such contract or transaction is authorized or confirmed.

ARTICLE IX

Indemnification of Directors and Officers

Each director or officer now or hereafter serving the corporation and each person who at the request of or on behalf of the corporation is now serving or hereafter serves as a director, officer, trustee, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise, and the respective heirs, executors and administrators

of each of them, shall be indemnified by the corporation against all costs, expenses, judgments and liabilities, including attorneys' fees, reasonably incurred by or imposed upon him in connection with or resulting from any action, suit or proceeding, civil or criminal, in which he is or may be made a party by reason of his being or having been such director, officer or other person above-mentioned, or by reason of any action alleged to have been taken or omitted by him as such director, officer or other person above-mentioned, whether or not he is a director, officer or other person above-mentioned at the time of incurring such costs, expenses, judgments, and liabilities, except in relation to matters as to which he shall be finally adjudged, without right of further appeal in such action, suit or proceeding, to have been liable for willful misconduct in the performance of his duty as such director, officer or other person above-mentioned. Such indemnification shall be made with respect to adjudications other than on the merits and shall extend to settlements and compromises. The foregoing right of indemnification shall not be exclusive of other rights to which such director or officer may be entitled as a matter of law.

ARTICLE X

Registered Office and Agent

The address of the initial registered office of the corporation shall be 23601 Highway 99 South, City of Edmonds, County of Snohomish, Washington. The name of the initial

registered agent of the corporation at such address shall be Anthony C. Di Pangrazio.

ARTICLE XI

Amendment

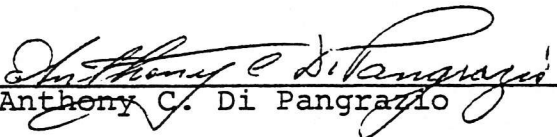
Amendment of these Articles shall require the assent of two-thirds (2/3) of each class of members voting.

ARTICLE XII

Incorporators

The name and address of the incorporator of the corporation is Anthony C. Di Pangrazio, whose address is as listed above.

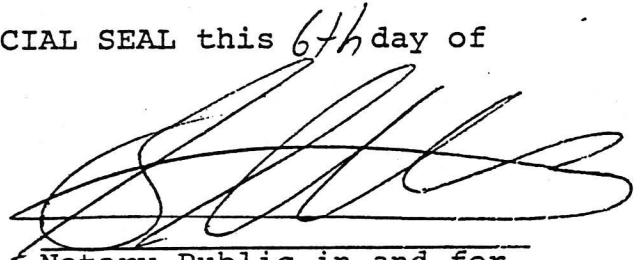
Dated this 6th day of September, 1977.


Anthony C. Di Pangrazio

STATE OF WASHINGTON)
) ss.
COUNTY OF KING)

I, STEVEN A. GAINES, Notary Public in and for the State of Washington, do hereby certify that on the date below written personally appeared before me ANTHONY C. DI PANGRAZIO, to me known to be the individual described in and who executed the within instrument and acknowledged to me that he signed and sealed the same as his free and voluntary act and deed for the uses and purposes herein mentioned.

GIVEN UNDER MY HAND AND OFFICIAL SEAL this 6th day of
September, 1977.



Notary Public in and for
the State of Washington,
residing at

D-271542
FILE NUMBER



DOMESTIC

STATE OF WASHINGTON | DEPARTMENT OF STATE

I, **BRUCE K. CHAPMAN**, Secretary of State of the State of Washington and custodian of its seal,
hereby certify that

AMENDED
ARTICLES OF INCORPORATION

of WOOD TRAILS HOMEOWNERS ASSOCIATION
a domestic corporation of Edmonds, Washington,
(Amending Article III)

was filed for record in this office on this date, and I further certify that such Articles remain
on file in this office.

Filed at request of
Steven A. Gaines, Attorney At Law
The Bank of California Center, Ste. 910
Seattle, WA 98164
NON PROFIT

Filing and recording fee ... \$

License to June 30, 19 \$

Excess pages @ 25¢ \$

Microfilmed, Roll No. 1421

Page 338-340

In witness whereof I have signed and have
affixed the seal of the State of Washington to
this certificate at Olympia, the State Capitol,
March 9, 1978

BRUCE K. CHAPMAN
SECRETARY OF STATE

FILED

MAR 9 1978

SECRETARY OF STATE
STATE OF WASHINGTON

ARTICLES OF AMENDMENT

OF

WOOD TRAILS HOMEOWNERS ASSOCIATION

1. The name of the corporation is WOOD TRAILS HOMEOWNERS ASSOCIATION.
2. The amendment adopted by Resolution of the members is as follows:

RESOLVED: That the Articles of Incorporation shall be amended to set forth or otherwise provide for the incorporation of the legal descriptions of all three divisions by amending the first paragraph of Article III to read in full as follows:

"This Association 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 the residence Lots and Common Area within those certain tracts of property described as:

Wood Trails #1, recorded in Volume 35 of Plats, page 28, records of Snohomish County, Washington;

Wood Trails #2, recorded in Volume 36 of Plats, page 12, records of Snohomish County, Washington;

and such other tracts as may be annexed by the corporation; 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 for this purpose to:"

3. The date of the adoption of the amendment by the members was January 11, 1978, at which a quorum was present.
4. The number of members entitled to vote on the above amendment was 55. There was only one class of member, and each

member was entitled to one vote.

5. 52 members voted for the amendment (which was more than the required 2/3) and no members voted against the amendment.

Wade Nelson (President)
Joan Dever (Secretary)

STATE OF WASHINGTON)
COUNTY OF KING) ss.

JOAN DEVER, being first duly sworn upon oath, deposes and says:

I am the Secretary of WOOD TRAILS HOMEOWNERS ASSOCIATION, I have read the foregoing Articles of Amendment, know the contents thereof and believe the same to be true.

Joan Dever
Joan Dever

SUBSCRIBED AND SWORN to before me this 28 day of February, 1978.

Carol L. Green
NOTARY PUBLIC in and for the State of
Washington, residing at Ken.