

602 168 755

FILED  
SECRETARY OF STATE  
DEC 19 2001  
STATE OF WASHINGTON

ARTICLES OF INCORPORATION  
OF  
ASPEN GROVE ESTATES HOMEOWNERS' ASSOCIATION

The undersigned, in order to form a nonprofit corporation under Chapter 24.03 of the Revised Code of Washington, hereby signs and verifies the following Articles of Incorporation:

ARTICLE I  
NAME

The name of the Association is ASPEN GROVE ESTATES HOMEOWNERS' ASSOCIATION.

ARTICLE II  
DURATION

The duration of the corporation shall perpetual.

ARTICLE III  
REGISTERED AGENT & OFFICE

The Initial Registered office of the Association is Suite 202, 7009 212th S.W., Edmonds, Washington 98026, and the initial registered agent at such address is Randy M. Boyer.

ARTICLE IV  
PURPOSES

The purposes and objects of this Association are as follows:

Section 1. Purposes: To provide an entity pursuant to the Revised Code of Washington, Chapter 64.38 for the operation of the ASPEN GROVE ESTATES HOMEOWNERS' ASSOCIATION, a residential homeowners' association, located upon the lands within the Plat of ASPEN GROVE, together with any property which may be added thereto under the provisions of the Declaration of Covenants, Conditions and Restrictions filed for the plat (hereinafter called "Covenants").

Section 2. Limitations:

COPY

2.1 The Association shall have no capital stock, and no part of its net earnings shall inure to the benefit of any director, officer or member of the Association, or any private individual.

Article V.  
POWERS

The powers of the Association shall include and be governed by the following provisions:

1. The Association shall have all the powers of the common law and statutory powers of a Association not for profit which are not in conflict with the terms of these Articles.

2. The Association shall have all of the powers and duties set forth in the RCW 64.38 except as limited by these Articles and the Covenants, and all the powers and duties reasonably necessary to operate the association as set forth in the Covenants and as they may be amended from time to time, including but not limited to the following:

- (a). Adopt and amend bylaws, rules and regulations;
- (b). Adopt and amend budgets for revenues, expenditures, and reserves, and impose and collect assessments for common expenses from property owners;
- (c). Hire and discharge or contract with managing agents and other employees, agents, and independent contractors;
- (d). Institute, defend, or intervene in litigation or administrative proceedings in its own name on behalf of itself or two or more property owners on matters affecting the association or the common properties;
- (e). Make contracts and incur liabilities;
- (f). Regulate the use, maintenance, repair, replacement, and modification of common properties;
- (g). Cause additional improvements to be made as a part of the common areas;
- (h). Acquire, hold, encumber, and convey in its own name any right, title, or interest to real or personal property;

(i). Grant easements, leases, licenses, and concessions through or over the common areas and petition for or consent to the vacation of streets and alleys;

(j). Impose and collect charges for late payment of assessments pursuant to RCW 64.38 and, after notice and an opportunity to be heard by the board of directors and in accordance with such procedures as provided for in the Covenants or bylaws or rules and regulations adopted by the board of directors. Levy reasonable fines in accordance with a previously established schedule thereof adopted by the board of directors and furnished to the owners for violations of the Covenants, bylaws, and rules and regulations of the association;

(l) Impose and collect reasonable charges for the preparation and recording of amendments to the Covenants, and statements of unpaid assessments;

(m). Provide for the indemnification of its officers and board of directors and maintain directors' and officers' liability insurance;

(n). Assign its right to future income, including the right to receive common expense assessments, but only to the extent the covenants provides; and

(o). Exercise any other powers conferred by the covenants, RCW 64.38 or bylaws.

## ARTICLE VI MEMBERS

1. The members of the Association shall consist of all the record owners of lots located within the Plat of ASPEN GROVE and the owners of lots for any additional property described in the Covenants at the time such lots are created.

2. Change in membership in the Association shall be established by the recording in the public records a deed or other instrument establishing record title to a parcel of property within the property located within the Plat of ASPEN GROVE and the delivery to the Association of a copy of such instrument, the owner designated by such instrument thereby becoming a member of the association. The membership of the prior owner shall be thereby terminated.

3. The share of a member in the funds and assets of the Association cannot be assigned, hypothecated, or transferred in any manner except as an appurtenance to his or her real property.

4. The members of the Association shall each be entitled at least one vote for each parcel of property owned by them. The exact number of votes to be cast by unit owners and the manner of exercising voting rights shall be determined by the Covenants and Bylaws of the Association.

ARTICLE VII  
DIRECTORS

1. The management of the Association will be vested in a board of no less than three directors. The number, qualifications, terms of office, manner of election, time and place of meeting, and powers and duties of trustees shall be such as are prescribed by the Bylaws of the Association.

2. The names and addresses of the directors who will first manage the affairs of the Association until the first annual meeting of the membership, as provided in the Bylaws, and until their successors are elected and qualified are:

Sharon McKinney  
c/o N.W. Independent Builders, LLC  
19815 44th Ave. W.  
Lynnwood, WA 98036

Teresa May  
c/o N.W. Independent Builders, LLC  
19815 44th Ave. W.  
Lynnwood, WA 98036

Keith Pagnac  
c/o N.W. Independent Builders, LLC  
19815 44th Ave. W.  
Lynnwood, WA 98036

ARTICLE VIII  
BYLAWS

The authority to make, alter, amend or repeal Bylaws is vested in the Board of Directors, and may be exercised in the manner provided in the Bylaws.

ARTICLE IX  
INDEMNIFICATION

Every director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including attorney fees, reasonably incurred by or imposed upon him in connection with any proceeding to which he may be a party, or in which he may become involved, by reason of his being or having been a director or officer of the Association, or any settlement thereof, whether or not he is a director or officer at the time such expenses are incurred, except in such cases wherein the director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided that in the

event of a settlement the indemnification herein shall apply only when the Board of Directors approves such settlement and reimbursement as being for the best interests of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights which a director or officer may be entitled.

#### ARTICLE X AMENDMENT

Amendments to the Articles of Incorporation shall be proposed and adopted in the following manner:

1. Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is considered.
2. A resolution approving a proposed amendment may be proposed by either the Board of Directors or by the members of the Association. Directors and members not present in person or by proxy at the meetings considering the amendment may express their approval in writing, providing such approval is delivered to the Secretary at or prior to the meeting.
3. Approval of an amendment must be by not less than 75% of the entire membership of the Board of Directors and by not less than 75% of the votes of the entire membership of the Association, or by not less than 80% of the entire membership of the Association.
4. No amendment shall make any changes in the qualifications for membership, the voting rights of members, nor the value interest of lot owners in the common area without approval in writing by all members.
5. A copy of each amendment shall be certified by the Secretary of State and recorded in the public records of the county in which the property is situated.

#### ARTICLE XI DISSOLUTION

If the Association is dissolved for any reason, the net assets shall be distributed to the members at the time of dissolution or their heirs, successors, and assigns.

#### ARTICLE XII INCORPORATOR

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

Keith Pagnac  
c/o N.W. Independent Builders, LLC  
19815 44th Ave. W.  
Lynnwood, WA 98036

IN WITNESS WHEREOF, I have hereunto set my hand this 12<sup>th</sup> day of  
December, 2001.

Keith Pagnac

Keith Pagnac  
Incorporator

STATE OF WASHINGTON )  
 ) ss.  
COUNTY OF Snohomish )

Keith Pagnac, being first duly sworn, on oath deposes and says:

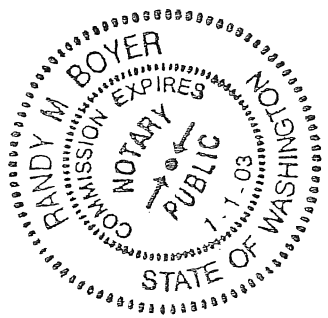
I am the incorporator of the above-named Association; I have read the foregoing Articles of Incorporation of ASPEN GROVE ESTATES Homeowners' Association; know the contents thereof, and believe the same to be true.

Keith Pagnac  
Keith Pagnac  
Incorporator

2001

SUBSCRIBED AND SWORN to before me this 12<sup>th</sup> day of December

Randy M Boyer  
Notary Public for the  
State of Washington,  
residing at Edmond  
My commission expires 1-1-03




## CONSENT TO SERVE AS REGISTERED AGENT

I, Randy M. Boyer, hereby consent to serve as Registered Agent, in the State of Washington, for ASPEN GROVE Homeowners' 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.

The registered office address is 7009 212th S.W., Suite 202, Edmonds, WA 98026. The registered agent's telephone number is (425) 670-6551.

DATED 12/12/01

  
Randy M. Boyer, Registered  
Agent