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Wilderun II
Articles of
Incorporation

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December 22, 2004

STATE OF WASHINGTON

ARTICLES OF INCORPORATION

OF

WILDERUN II COMMUNITY ASSOCIATION

A Non-Profit Corporation

I, the undersigned, acting as the incorporator of a corporation under the provisions of the Washington Non-Profit Corporation Act (Chapter 24.03 of the Revised Code of Washington), hereby sign and ratify the following Articles of Incorporation for such corporation.

ARTICLE I NAME

The name of this corporation shall be WILDERUN II COMMUNITY ASSOCIATION, hereafter called the "Association".

ARTICLE II DURATION

The Association shall have perpetual existence.

ARTICLE III PRINCIPAL OFFICE

The principal office of the Association is located at 1816 South Lake Stevens Road, Suite 200, Lake Stevens, Washington 98258.

ARTICLE IV REGISTERED AGENT

P. Kevin Stockdale, whose address is 1816 South Lake Stevens Road, Suite 200, Lake Stevens, WA 98258, is hereby appointed the initial registered agent of the Association.

ARTICLE V
PURPOSE AND POWERS OF THE ASSOCIATION

This Association does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed is to provide for maintenance, preservation and architectural control of the residence lots and Common Area within that certain tract of property legally described as:

Lots 1 – 5, inclusive, Plat of WILDERUN II, according to the plat thereof recorded under Snohomish County Auditor's File No. 200304235005, records of Snohomish County, Washington.

Situate in the County of Snohomish, State of Washington.

and for this purpose to:

(a) Exercise all powers and privileges and to perform all of the duties and obligations of the Association as set forth in that certain Declaration of Covenants for the Plat of Wilderun II recorded on April 23, 2003 under Auditor's File Number 200304230531 records of Snohomish County, Washington (hereinafter the "Declaration") applicable to the property and as the same may be amended from time to time as therein provided; said Declaration being incorporated herein as if fully 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 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;

(f) Participate in mergers and consolidations with other non-profit corporations organized for the same purposes or annex additional residential property or Common Area; and

(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 excepting as specifically limited herein.

ARTICLE VI 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 VII VOTING RIGHTS

The Association shall have two classes of voting membership:

Class A: Class A members shall 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 (1) vote be cast with respect to any lot.

Class B: The Class B members shall be the Declarant (as defined in the Declaration), 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 the first of the following events:

(i) When the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership, such Class B membership for purposes of this clause (a) include Declarant owned lots both then within the project as well as those which may be added to the project; or (ii) the date when Declarant's management powers terminate, as provided in Section 4.2 of the Declaration.

ARTICLE VIII BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of Directors of not less than one (1) nor more than three (3) directors. Directors need not be members of the Association. The number of directors may be changed by amendment of the Bylaws of the Association. The names and address of the persons who are to act in the capacity as directors until the selection of their successors are:

Name

Address

Scott J. Morris

1816 S. Lake Stevens Rd., Suite 200
Lake Stevens, WA 98258

P. Kevin Stockdale

1816 S. Lake Stevens Rd., Suite 200
Lake Stevens, WA 98258

At the first annual meeting following conveyance of control by Declarant, the Class A members shall elect one director for a term of one year, one director for a term of two years and one director for a term of three years. Thereafter, the members shall elect directors for a term of three years to fill the terms of office of directors whose terms expire at such annual meeting.

**ARTICLE IX
DISSOLUTION**

The Association may be dissolved with the assent given in writing and signed by not less than two-thirds 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 non-profit corporation, association, trust or other organization to be devoted to such similar purposes.

**ARTICLE X
LAND USE ADVOCACY**

Neither the Association nor any member on behalf of the Association shall advocate or express an opinion, orally or in writing, on any land use issue before any governmental agency without eighty percent (80%) assent of the entire membership.

**ARTICLE XI
AMENDMENTS**

Amendments of these Articles shall require the assent of eighty percent (80%) of the entire membership.

ARTICLE XII INCORPORATOR

The name and address of the incorporator is Scott J. Morris, 1816 South Lake Stevens Road, Suite 200, Lake Stevens, Washington 98258.

IN WITNESS WHEREOF, the incorporator hereinabove named has hereunto set his hand
this 20th day of December, 2004.

Scott
Scott J. Morris

STATE OF WASHINGTON)
) ss.
COUNTY OF SNOHOMISH)

I certify that I know or have satisfactory evidence that Scott J. Morris signed this instrument and acknowledged it to be his free and voluntary act for the uses and purposes mentioned in the instrument.

SUBSCRIBED AND SWORN to before me this 20th day of December, 2004.



Daren B. McKinley
[Please Print]
NOTARY PUBLIC in and for the State
of Washington, residing at Everett
My commission expires: 6/19/05

CONSENT TO SERVE AS REGISTERED AGENT

I, P. Kevin Stockdale, hereby consent to serve as Registered Agent, in the State of Washington, for the following non-profit, non-stock corporation, WILDERUN II COMMUNITY 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: December 17, 2004


P. Kevin Stockdale

Address: 1816 South Lake Stevens Road, Suite 200
Lake Stevens, WA 98258