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**STATE of WASHINGTON    SECRETARY of STATE**

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I, **Ralph Munro**, Secretary of State of the State of Washington and custodian of its seal, hereby issue this

***CERTIFICATE OF INCORPORATION***

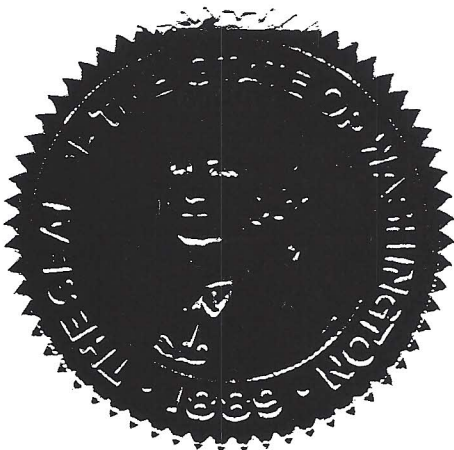
to

EAGLE RIDGE HOMEOWNERS' ASSOCIATION

a Washington    Non-Profit    corporation. Articles of Incorporation were  
filed for record in this office on the date indicated below.

Corporation Number:    2-346807-7

Date:    July 27, 1984



Given under my hand and the seal of the State  
of Washington, at Olympia, the State Capitol.

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Ralph Munro, Secretary of State

JUL 27 1984

**ARTICLES OF INCORPORATION  
OF EAGLE RIDGE HOMEOWNERS' ASSOCIATION**

SECRETARY OF STATE  
STATE OF WASHINGTON

THE UNDERSIGNED, acting as incorporators of a corporation under the provisions of the Washington Non-Profit Corporation Act (Revised Code of Washington 24.03), hereby adopt the following Articles of Incorporation for such a corporation:

**ARTICLE I - NAME**

The name of the corporation shall be EAGLE RIDGE HOMEOWNERS' ASSOCIATION.

**ARTICLE II - DURATION**

The period of duration of the corporation shall be perpetual.

**ARTICLE III - PURPOSES 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 residential lots and common areas within the Large Tract Segregation known as Eagle Ridge, situated in Snohomish County, Washington, the legal description of which is attached hereto as Exhibit A and incorporated herein by this reference.

The powers of the Association shall include the following:

a. To 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 subject property and recorded in the Office of the Snohomish County Auditor under Auditor's File No. 8308290294, as amended under File No. 8309200205, as amended under No. 8309290301, and as it may be hereafter amended from time to time, said Declaration being incorporated herein as if set forth in full;

b. To pay all expenses incident to the conduct of the business of the Association, including all licenses, taxes, and governmental charges levied or imposed against property of the Association;

c. To provide for the establishment and functioning of an architectural control committee pursuant to the terms of the Declaration;

d. To fix, levy, collect and enforce payment by any lawful means of all charges and assessments pursuant to the terms of the Declaration;

e. To acquire, 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;

f. To promote the recreation, health, safety and welfare of the owners and residents of Eagle Ridge, and adopt such rules and regulations as may be necessary to accomplish the same;

g. To have and to exercise any and all powers, rights and privileges which a corporation organized under Chapter 24.03 of the Revised Code may now or hereinafter 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 within Eagle Ridge, or a contract purchaser in possession of a lot, but excluding contract sellers or other parties having an interest in a lot merely as security for the performance of an obligation, shall be members of the Association. The Declarant, as defined in the Declaration, shall also be a member. Membership shall be appurtenant to and may not be separated from ownership of any lot.

#### ARTICLE V - VOTING RIGHTS

The Association shall have two classes of voting membership:

Class A: Class A members shall be all owners, with the exception of the Declarant, and shall be entitled to one vote for each lot owned, whether improved or not. When more than one person holds an interest in any lot, all such persons shall be members. The vote for each lot shall be exercised as the joint owners among themselves determine, but in no event shall more than one 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 votes for each lot owned. The Class B membership shall cease and be converted to a Class A membership on the happening of either of the following events, whichever occurs first:

(a) When the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership; or

(b) Five years after the first lot is conveyed by the Declarant to an owner.

Provided, that at Declarant's option, no votes may be assigned to lots in Phase II if development of said phase, as a whole, is deferred or abandoned.

#### ARTICLE VI - BOARD OF DIRECTORS

The affairs of this Association shall be managed by a board of five directors, who need not be members of the Association. The number of directors may be changed by amendments 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:

| <u>Names</u>    | <u>Addresses</u>                               |
|-----------------|--|
| HENRY J. BLOCK  | 464 West 13th Avenue<br>Vancouver, B.C. V5Y1W5 |
| JOHN A. BLOCK   | 464 West 13th Avenue<br>Vancouver, B.C. V5Y1W5 |
| LARRY JOHNSON   | 1429 Broadway<br>Everett, Washington 98201     |
| HENRY ROBINETTE | 1429 Broadway<br>Everett, Washington 98201     |
| ROBERT BOYDEN   | 1429 Broadway<br>Everett, Washington 98201     |



At the first annual meeting the members shall elect three directors for a term of one year and two directors for a term of two years. At each annual meeting thereafter, the members shall elect directors for a term of two years to fill all then-vacant positions on the board.

#### ARTICLE VII - DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by not less than two-thirds of all members of the Association. 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 the 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 VIII - REGISTERED OFFICE AND AGENT

The address of the initial registered office of the corporation shall be 21 Avenue A, Snohomish, Washington 98290. The name of the initial registered agent of the corporation at such address shall be JAMES H. ALLENDOERFER.

#### ARTICLE IX - INCORPORATOR

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

| <u>Name</u>   | <u>Address</u>                                 |
|---------------|--|
| JOHN A. BLOCK | 464 West 13th Avenue<br>Vancouver, B.C. V5Y1W5 |

The undersigned, being the incorporator hereinbefore named, for the purposes of forming a corporation pursuant to the Non-Profit Corporation Act of the State of Washington, does make these Articles of Incorporation and hereby declares and verifies that the facts herein stated are true and accordingly have hereunto set my hand and seal this 19 day of July, 1984.

  
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JOHN A. BLOCK