

**ARTICLES OF INCORPORATION
OF
JENNIE’S MEADOW HOMEOWNER ASSOCIATION (MASTER ASSOCIATION),
a Washington nonprofit corporation**

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 this corporation shall be Jennie’s Meadow Homeowner Association.

**ARTICLE II
DURATION**

The duration of this corporation shall be perpetual.

**ARTICLE III
PURPOSES, POWERS AND LIMITATIONS**

Section 3.1 Purposes. The purposes for which the corporation is organized are to provide an entity pursuant to the Washington Nonprofit Corporation Act (Ch. 24.03 RCW) (the “Washington Nonprofit Corporation Act”) for the ownership and management of certain land located within the Plat of Jennie’s Meadow in Clallam County, Washington.

Section 3.2 Powers. In general, and subject to such limitations and conditions as are or may be prescribed by law, or in the corporation’s Articles of Incorporation or Bylaws, the corporation shall have all powers which now or hereafter are conferred by law upon a corporation organized for the purposes set forth above, or are necessary or incidental to the powers so conferred, or are conducive to the attainment of the corporation’s purposes.

Section 3.3 Limitations.

(a) The corporation shall have no capital stock, and shall not make any disbursement of income to its members, directors or officers, other than as permitted under the Washington Nonprofit Corporation Act with respect to distributions to members on dissolution or liquidation of the corporation.

(b) The powers of this corporation shall be subject to and exercised in accordance with the provisions of the “Master Declaration of Covenants, Conditions, Restrictions, Assessments, Charges, Liens, Reservations, and Easements for the Plat of Jennie’s Meadow” and all amendments thereto (as amended, the “Declaration”), filed with the Auditor of Clallam County, Washington, as it may be amended from time to time.

**ARTICLE IV
DISSOLUTION**

On dissolution or final liquidation of the corporation, all the corporation’s remaining assets shall be distributed among the members of the corporation in accordance with the distributive rights of the members, as set forth in the Declaration, Bylaws or other membership guidelines of the corporation.

**ARTICLE V
MEMBERSHIP**

The corporation shall have one class of members, which shall consist of the owners (the “Owners”) of Single Family Lots and Town Home Lots within the Plat of Jennie’s Meadow, according to the plat thereof recorded in the real property records of Clallam County, Washington, as it may be amended or supplemented from time to time.

**ARTICLE VI
REGISTERED OFFICE AND AGENT**

The address of the initial registered office of this corporation is 19735 Tenth Avenue, Suite S102, Poulsbo, WA 98370, and the name of its initial registered agent at such address is Gregory M. McCarry.

**ARTICLE VII
DIRECTORS**

The number, qualifications, terms of office, manner of election, time and place of meeting, and powers and duties of directors shall be prescribed by the Bylaws of the corporation. The initial Board of Directors shall consist of three (3) directors. The names and addresses of the persons who shall serve as directors until their successors are elected and qualified, are:

Gregory M. McCarry
19735 Tenth Avenue, Suite S102
Poulsbo, WA 98370

**ARTICLE VIII
LIMITATION OF DIRECTORS' LIABILITY**

No director shall have liability to the corporation or its members for monetary damages for conduct as a director, except for acts or omissions that involve intentional misconduct by the director, or a knowing violation of law by the director, or for any transaction from which the director will personally receive a benefit in money, property or services to which the director is not legally entitled. If the Washington Nonprofit Corporation Act is hereafter amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of the directors shall be eliminated or limited to the full extent permitted by the Washington Nonprofit Corporation Act, as so amended. Any repeal or modification of this article shall not adversely affect any right of protection of any director of the corporation existing at the time of such repeal or modification for or with respect to any act or omission of such director occurring prior to such repeal or modification.

**ARTICLE IX
INDEMNIFICATION**

To the full extent permitted by the Washington Nonprofit Corporation Act, each member of the board of directors or any committee thereof, each officer of the corporation, the Declarant who filed the Declaration and its successors and assigns, and the managing agent of this corporation, shall be indemnified by the corporation against all expenses and liabilities, including attorneys' fees, reasonably incurred by or imposed in connection with any proceeding to which he or she may be a party or in which he or she may become involved by reason of holding or having held such position, or any settlement thereof, whether or not he or she holds such position at the time such expenses or liabilities are incurred, except to the extent such expenses and liabilities are covered by insurance and except in such cases wherein such person is adjudged guilty of willful misfeasance in the performance of his duties; provided that, in the event of a settlement, the indemnification shall apply only when the Board of Directors approves such settlement and reimbursement as being for the best interests of the corporation. Nothing herein shall, however, be deemed to obligate the corporation to indemnify any member who is or has been a Board member or officer of the corporation with respect to any duties or obligations assumed or liabilities incurred by him under and by virtue of the Declaration as an Owner of a Unit covered thereby.

**ARTICLE X
AMENDMENT OF BYLAWS**

The authority to alter, amend or repeal the Bylaws of the corporation is vested in the Board of Directors, and may be exercised at any annual, regular or special meeting of the Board of Directors in accordance with the provisions of the Bylaws.

**ARTICLE XI
INCORPORATOR**

The name and address of the incorporator are:

Jeanette M. Lodwig
Davis Wright Tremaine
1501 Fourth Avenue,
2600 Century Square
Seattle, WA 98101-1688

Executed this ____ day of May, 2006.

Jeanette M. Lodwig, Incorporator

CONSENT TO SERVE AS REGISTERED AGENT

Gregory M. McCarry hereby consents to serve as Registered Agent, in the State of Washington, for the following corporation: Jennie's Meadow Homeowner Association (Master Association). Gregory M. McCarry understands that as agent for said corporation, he will be responsible to receive service of process in the name of said corporation; to forward all mail to said corporation; and to immediately notify the office of the Secretary of State in the event of his resignation, or of any changes in the registered office address of Jennie's Meadow Homeowner Association (Master Association).

By _____
Gregory M. McCarry

Date: May ____, 2006

Address:
19735 Tenth Avenue, Suite S102
Poulsbo, WA 98370