

D-268582

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 LAZY C CLUB, INC.
a domestic corporation of Brinnon, Washington,
(Amending Articles; eliminating capital; changing registered office to P O Box 119,
Brinnon, WA 98320; designating Eleanor Thornton as registered agent; adopting the
provisions of RCW 24.03 and changing name to LAZY C CLUB)

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

Lyle Tinker

P O Box 127

Brinnon, WA 98320

NON-PROFIT

Filing and recording fee \$

License to June 30, 19 \$

..... Excess pages @ 25¢ \$

Microfilmed, Roll No.

Page

In witness whereof I have signed and have affixed the seal of the State of Washington to this certificate at Olympia, the State Capitol,
June 20, 1977

BRUCE K. CHAPMAN
SECRETARY OF STATE

200320 JUN 22 11
FILED

JUN 20 1977

**SECRETARY OF STATE
STATE OF WASHINGTON**

LAZY C CLUB, INC.

ARTICLES OF AMENDMENT

We, the undersigned, being the President and Secretary, respectively, of Lazy C Club, Inc., a Washington corporation, hereby certify in triplicate that at the annual meeting of shareholders of said corporation held at Brinnon, Jefferson County, Washington on the 6th day of December, 1976, upon the affirmative vote of the holders of in excess of three-quarters of the shares of stock in said corporation entitled to vote, a quorum of the shareholders being present, and upon the enabling resolution of the Board of Directors of said corporation and written notice to the shareholders in the manner required by R.C.W. 23.16.020 and R.C.W. 24.03.165, the following motion regarding the Lazy C Club, Inc. was adopted, to-wit:

MOVED, SECONDED AND CARRIED: That the Board of Directors vigorously pursue the transition of the Lazy C Club, Inc. from a profit making corporation to a non-profit organization and to then exist under the Washington Nonprofit Corporation Act, Chapter 24.03 of the Revised Code of Washington. On March 12, 1977 the Board of Directors met and resolved that the Articles of Incorporation of the Lazy C Club, Inc. be amended to read as follows:

ARTICLE I

NAME AND LOCATION

The name of the corporation shall be Lazy C Club and its principal place of business shall be in Brinnon, County of Jefferson, State of Washington.

L.C.C.

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ARTICLE II

PURPOSE

The purpose of this corporation is to manage the property owned jointly by all the lot owners in the Lazy C Ranch development near Brinnon in Jefferson County, State of Washington. This property includes, but is not restricted to, a water system, a clubhouse, and three open space lots to be used only at the discretion of the Club but not for residential purposes. The Club shall also have the responsibility for collecting dues from the membership at a rate decided by the membership. The Club shall have the power to enforce the covenants existing for all lots in the Lazy C Ranch. In carrying out these objects, this corporation shall have the power to borrow money, to receive, hold, possess, manage, mortgage, pledge, buy, dispose and convey such real and personal property which that this corporation now has or may hereafter acquire; to collect funds in cash, real and personal property, by contributions, donations, dues and otherwise; to do all things necessary, proper, or convenient for the accomplishment of the purposes set forth above, and it shall have all powers authorized by law which are not enumerated herein.

ARTICLE III

EXISTENCE

This corporation shall have and is hereby declared to have perpetual existence.

ARTICLE IV

REGISTERED OFFICE AND AGENT

The location of the registered office of this corporation will be the Lazy C Club and the post office address will be P.O. Box 119, Brinnon, Wash. 98320. The registered agent will be Eleanor Thornton, Secretary, at this address.

ARTICLE V

MEMBERSHIP

There shall be no capital stock or shares in said corporation. Admission to membership shall be limited to lot owners in the Lazy C Ranch, Jefferson County, State of Washington. Membership rights and the extent of each members rights will be expressed in the Bylaws of the corporation. The shares of capital stock of this corporation as previously authorized and issued and outstanding are hereby cancelled and each owner of an outstanding share of such capital stock shall become a member of this corporation if he/she is a lot owner in Lazy C Ranch.

ARTICLE VI

OFFICERS

The board of the corporation shall consist of eleven members and shall be elected at the annual meeting of the membership. The Board of Directors will elect from the members of the Board of Directors a President, Vice President, Secretary-Treasurer and two executive board members. The three officers plus the two executive board members shall constitute an Executive Board which will handle emergency matters for the Board of Directors. Any action by the Executive Board is subject to final approval by the Board of Directors. The corporate powers, business and property of this corporation shall be exercised, controlled, and conducted by said Board of Directors. The members of the Board of Directors can be removed and replaced as provided by the corporation Bylaws. The names and addresses of the Board of Directors now holding office and who will manage the affairs of this corporation until their successors have been elected and qualified are as follow, to-wit:

Lyle M. Tinker - President
P.O. Box 127
Brinnon, Wash. 98320

Dave Swift
7115 Martin Way
Olympia, Wash. 98506

Eleanor Thornton - Sec. Tres.
P.O. Box 37
Brinnon, Wash. 98320

Marvin Morrow
1309 S.W. 144th Pl.
Seattle, Wash. 98166

Homer McCann
Box 167
Brinnon, Wash. 98320

Bill Clayton
7741 Atkinson Dr.
Olympia, Wash. 98503

John Trowbridge
Rt. 2 Lot 129 Appaloosa
Brinnon, Wash. 98320

Richard Nervik
Rt. 2 Box 159 Palamino Lane
Brinnon, Wash. 98320

Louie VanHoy
12547 Densmore No.
Seattle, Wash. 98133

Oray Snider
P.O. Box 368
Sumner, Wash. 98390

Dick Martz
2110 S. Adams
Tacoma, Wash. 98405

L.C.C.

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ARTICLE VII

NONPROFIT

This corporation shall not carry on any activity whatsoever for profit and shall not afford pecuniary gain, incidental or otherwise, to its members, other than by way of compensation to be received as an officer or employee of the corporation for services rendered.

ARTICLE VIII

DISSOLUTION

In the event of dissolution of the corporation for any cause whatsoever, all assets including real, personal or mixed property remaining after payment of all debts and liabilities, shall be assigned to the successor governmental or nonprofit organization.

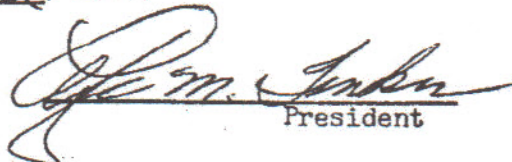
ARTICLE IX

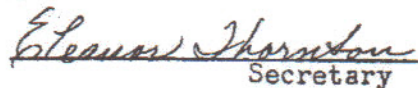
BYLAWS

The initial Bylaws of this corporation shall be adopted by the Board of Directors and submitted to the membership at the annual meeting. Henceforth any change or repeal of same shall be accomplished by a vote of the membership.

At the date of decision to amend the Articles of Incorporation the capital stock of this corporation consisted of 50,000 shares of common stock, each of the par value of \$1.00 of which 1267 were issued, outstanding and entitled to vote thereon, and of the shares present in person or by proxy and voted at the annual meeting of shareholders as aforesaid 1058 shares voted for and no shares voted against the said motion. The Superior Court of Jefferson County has stipulated and ordered on January 21, 1977 that all assets of the Lazy C Club, Inc. be transferred to the successor nonprofit corporation. By virtue of this amendment there shall be no stockholders or stated capital.

IN WITNESS WHEREOF, we have hereunto set our hands in triplicate this 13th day of June, 1977.


President


Secretary

STATE OF WASHINGTON)
COUNTY OF JEFFERSON)

ss

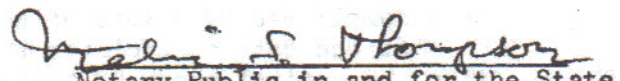
LYLE M. TINKER and ELEANOR THORNTON, being first duly sworn on oath, depose and say:

That they are the President and the Secretary of Lazy C Club, Inc., a Washington corporation, and make this affidavit in its behalf; that they have executed the within and foregoing Article of Amendment, know the contents thereof and state that the statements therein contained are true.


Kyle M. Tinker


Eleanor Thornton

SUBSCRIBED AND SWORN to before me this 13th day of June, 1977.


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