

FILED

ARTICLES OF INCORPORATION OF  
SPINNAKER RIDGE  
COMMUNITY ASSOCIATION

DEC 06 1985

SECRETARY OF STATE  
STATE OF WASHINGTON

THE UNDERSIGNED, in order to form a non-profit 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 corporation is SPINNAKER RIDGE COMMUNITY ASSOCIATION.

## ARTICLE II.

DURATION: The duration of the corporation shall be perpetual.

## ARTICLE III.

REGISTERED OFFICE AND REGISTERED AGENT: The initial registered office of the corporation is 32700 Pacific Highway South, Suite 14, Federal Way, Washington 98003 and the initial registered agent at such address is JOHN E. TYNES.

## ARTICLE IV.

## [ PURPOSES, LIMITATIONS AND POWERS: ]

4.1: Purposes: The purpose or purposes for which the corporation is organized are to purchase or otherwise acquire, construct, improve, develop, repair, maintain, operate, care for certain retention detention ponds and related facilities thereby funding, supervising, and insuring that the system of retention detention ponds and drainage facilities thereto and/or other related facilities necessary therefor, will remain at all times in a proper operating condition.

4.2: To purchase or otherwise acquire, construct, improve, develop, repair, maintain, operate, care for and/or dispose of parkways, playgrounds, open space and recreational areas, swimming pools, community buildings, community club-houses and in general community facilities appropriate for the use and benefit of its members and/or for the improvement and development of the property hereinafter referred to.

4.3: To improve and maintain all areas common to the subdivision as set forth in the plat of Spinnaker Ridge as proposed in the preliminary plat approval -- CUP-84-03 -- and to reconstruct, repair, replenish and beautify said common areas.

4.4: To provide maintenance and care for certain portions of the improved and unimproved lots as may herein-after be prescribed by by-laws and/or resolution of the corporation and in so doing to kill, destroy and/or remove from said lots or plots, grass, weeds, rodents, predatory animals and any unsightly or obnoxious things and to take any action with reference to such lot and plots as may be necessary or desirable in the opinion of the Board of Trustees of said corporation, to keep the property clean and in good order.

4.5: So far as it can legally do so, to grant franchise right of ways and easements for public utilities or other purposes upon, over and/or under any of the common areas owned by the corporation.

4.6: To acquire by gift, purchase, lease or otherwise, and to own, hold, enjoy, operate and maintain and to convey, sell, lease, transfer, mortgage or otherwise encumber, dedicate for public use and/or otherwise dispose of real or personal property wheresoever situated.

4.7: To enforce liens, charges, restrictions, conditions and covenants existing upon or created for the benefit of parcels and real property over which said corporation has jurisdiction or to which said parcels may be subject to the same and to pay all expenses incidental thereto.

4.8: To implement and enforce the declaration of restrictive covenants which have been recorded with the Pierce County Auditor and the City of Gig Harbor and specifically to obligate said corporation to a declared maintenance program for the detention ponds and related facilities as heretofore declared a purpose of this non-profit corporation.

4.9: To approve and/or disapprove as provided by restrictions, conditions and covenants affecting said property, plans and specifications for and/or locations of fences, walls, poles, buildings or other structures to be erected or maintained upon said property or any portion thereof; and to approve or disapprove the kind, shape, height, and material for same and/or the plan indicating the location thereof or their respective building sites and such grading plans as may be required and to issue permits for the same, and to pay any and all expenses and charges in connection with the performance of any said powers or the carrying out of any of said purposes.

4.10: To fix, establish, levy and collect monthly and/or quarterly and/or annually as the Trustee's may prescribe, such charges and/or assessments as may be necessary, in the judgment of the Board of Trustees to carry out any and all of the purposes of which this corporation is formed, but

not in excess of the maximum from time to time fixed by the by-laws.

4.11: Generally, to do all lawful things within the general powers granted to corporations by the laws of the State of Washington as existing and as hereinafter amended and specifically but not limited thereto, to borrow money, to mortgage, to pledge, to hypothecate any and all of the real and personal property of said corporation and security for the money borrowed or debts incurred; and to enter into the necessary contractual agreements with the City of Gig Harbor to assure the maintenance of storm detention ponds, drainage ditches thereto and related facilities therefor.

4.12: Nothing contained in the purposes and/or objects of these Articles of Incorporation shall be construed as authorizing or permitting said corporation to own, manage or operate any real property, personal property and/or business for profit.

4.13: The corporation shall comply with Section 501C7 of the Internal Revenue Code as now stated or as may hereinafter be amended.

#### 4.2.1 LIMITATIONS:

4.2.2: The corporation 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 corporation, or any private individual.

4.2.3: No individual, no member, no director, officer or entity shall be entitled to share in the distribution in any of the corporate assets upon dissolution of the corporation or the winding up of its affairs. Upon such dissolution or winding up, the assets then remaining shall be distributed by the Board of Trustees to the City of Gig Harbor.

4.2.4: The corporation shall not conduct or carry on activities not permitted to be conducted or carried on by organizations exempt under Section 501C7 of the Internal Revenue Code as now stated or as may hereinafter be amended.

#### ARTICLE V.

NUMBER OF TRUSTEES: The management of the corporation shall be vested in a Board of Trustees. Until the first annual meeting of the corporation, the Board shall consist of three (3) members. Thereafter, the Board shall have no less than five (5) Trustees nor more than nine (9). The number, qualification, term of office, manner of election, time and place of meeting and powers and duties of the directors shall be such as are prescribed by the by-laws of the corporation subject to the provisions of this Article and the

declarations of restrictive covenants of the plat of Spinnaker Ridge.

5.2 INITIAL TRUSTEES: The name and addresses of the Trustees who will first manage the affairs of the corporation until the first annual meeting of the membership as provided in the by-laws and until their successors are elected and qualified are:

John E. Tynes  
5415 Reid Drive N.W.  
Gig Harbor, Washington 98335

Floyd Hoffman  
19045 102nd S.E.  
Renton, Washington 98055

George Fiori, Jr.  
3204 Auburn Way North  
Auburn, Washington 98002

[See  
Declaration]

5.3 Trustees need not be members of the corporation. At the first annual meeting of the association members shall elect three directors for a term of three (3) years. Thereafter, and prior to the expiration of the three year term of the trustees so elected, the members may elect such additional trustees as they are entitled to elect for a term of three years and/or to fill the terms of the office of trustees whose term expired at such annual meeting.

5.4 Trustees elected may be removed from office for cause, by a majority vote or without cause by a two-thirds vote of the membership.

#### ARTICLE VI.

MEMBERSHIP: Members of the corporation shall be every lot owner. A lot owner is defined as any one or more persons or entities, specifically including the developer, who or which hold the record fee interest in any lot; a real estate contract purchaser -- vendee purchaser -- shall be regarded as the lot owner but one holding an interest by virtue of an earnest money receipt of option agreement and/or lease or the like shall not be considered a lot owner. Membership shall terminate on transfer of the fee simple title by an owner or a deed and an assignment by a contract purchaser -- vendee purchaser -- who qualifies as a member as heretofore defined. Membership shall terminate and/or commence upon the recording date of the instruments of conveyance -- deed, contract of sale, purchasers assignment and deed --; PROVIDED, the corporation shall have the right at its option, to presume membership as it appears on its records until it receives notification and verification of change of ownership of said lot as heretofore defined.

If more than one person and/or entity holds the record fee interest in any lot, the mulit-owners shall designate the person and/or entity with whom the membership shall rest and that designated person shall be the member entitled to vote as hereinafter provided.

#### ARTICLE VII.

VOTING RIGHTS: There shall be two classes of voting membership.

7.1: Class "A" Member: Class "A" members shall be all those members other than the developer. Class "A" members shall be entitled to one vote for each lot in which they hold the interest required for membership by Article VI.

7.2: Class "B" Members: Class "B" members shall be the developer. The Class "B" members shall be entitled to elect two-thirds of the members of the board of trustees of the association. Class "B" membership shall be converted to Class "A" membership at the option of the Class "B" member evidenced by written notice to the Secretary of the association and then shall be converted to Class "A" membership without further act or deed on December 31, 1990.

7.3: Voting at Membership Meetings: Except as pertains to the elections of the Board of Trustees, the Class "B" member shall have two votes for every lot held owned by it; provided, at such time as two-thirds of the lot are owned by Class "A" members, then at that time Class "B" member shall have only one vote for each lot then owned by it; except that this provision shall not apply to the election of Trustees as heretofore provided.

#### ARTICLE VIII.

AUTHORITY TO DEDICATE-SELL-TRANSFER OR EXCHANGE: A dedication or transfer shall be effective by a majority vote of the Board of Directors; it not being necessary to present same for the approval of or the vote by membership of the association.

#### ARTICLE IX.

AMENDMENTS: A. Subject to the provisions of the Declaration of Restrictrive Covenants and specifically to the contractual obligation to maintain the detention ponds and related facilities, and Article XI, "Dissolutions", these Articles may be amended by a two-thirds vote of the membership at a meeting for which notice of the intent to amend is given and the proposed amendment declared.

of the intent to amend is given and the proposed amendment declared.

ARTICLE X.

BY-LAWS: The authority to make, alter, amend or repeal by-laws is vested in the Board of Trustees and may be exercised at any regular or special meeting of the Board.

ARTICLE XI.

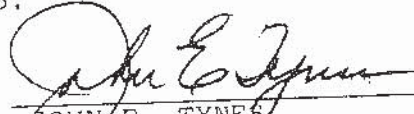
DISSOLUTION: Dissolution must be approved by two-thirds vote of each class of membership at a meeting specifically called for such purpose and notice of said meeting having been duly provided to the membership.

10.1: Upon dissolution of the corporation, the assets, both real, personal and/or intangible, shall be dedicated to the City of Gig Harbor.

ARTICLE XII.

INCORPORATOR: The name and address of the incorporator is John E. Tynes whose address is 32700 Pacific Highway South, Suite 14, Federal Way, Washington 98003.

IN WITNESS WHEREOF, the incorporator has set his hand this 5 day of December, 1985.

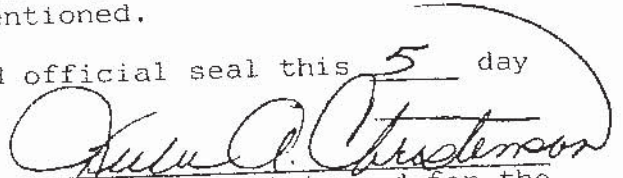
  
JOHN E. TYNES

STATE OF WASHINGTON

COUNTY OF KING

On this day personally appeared before me JOHN E. TYNES, to me known to be the individual described in as the incorporator herein, who acknowledged to me that he signed the same as his free and voluntary act and deed for the uses and purposes therein mentioned.

GIVEN under my hand and official seal this 5 day of December, 1985.

  
NOTARY PUBLIC in and for the  
State of Washington, residing  
at Auburn.

CONSENT TO SERVE AS REGISTERED AGENT

I, JOHN E. TYNES, hereby consent to serve as registered agent in the State of Washington for the following corporation:

SPINNAKER RIDGE 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. Said address of the registered office being 32700 Pacific Highway South, Suite 14, Federal Way, Washington 98003.

DATED this 5th day of December, 1985.

  
John E. Tynes