

FILED

MAR 30 1981

SECRETARY OF STATE
STATE OF WASHINGTON

ARTICLES OF INCORPORATION
OF
TANGLEWILDE EAST DIVISION IIIA AND IIIB
HOMEOWNERS ASSOCIATION

In compliance with the requirements of Title 24 of the Revised Code of Washington, the undersigned, a resident of the State of Washington, being of full age, has this day voluntarily associated for the purpose of forming a corporation not for profit and does hereby certify:

ARTICLE I

The name of the corporation is TANGLEWILDE EAST DIVISION IIIA AND IIIB HOMEOWNERS ASSOCIATION, hereinafter called the "Association".

ARTICLE II

The principal office of the Association is located at 204 Ranger Drive S.E., Olympia, Washington 98503.

ARTICLE III

Rolland D. Thompson, whose address is 204 Ranger Drive S.E., Olympia, Washington, is hereby appointed the initial registered agent of this Association.

ARTICLE IV

PURPOSE AND POWERS OF THE ASSOCIATION

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

See attachment "Exhibit A" and to promote the health, safety and welfare of the residents within the above described property and any additions hereto as may hereafter be brought within the jurisdiction of this Association for this purpose to:

(a) 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 property and recorded or to be recorded in the office of the Thurston County Auditor, and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if 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 (2/3) 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. No such dedication or transfer shall be effective unless an instrument has been signed by two-thirds (2/3) of each class of members, agreeing to such dedication, sale or transfer;

(f) participate in mergers and consolidations with other nonprofit corporations organized for the same purposes or annex additional residential property and Common Area, provided that any such merger, consolidation or annexation shall have the assent of two-thirds (2/3) of each class of members;

(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.

ARTICLE V

MEMBERSHIP

Every person or entity who is a record owner of a fee or undivided 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 VI

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. 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 vote be cast with respect to any Lot.

Class B. The Class B member(s) 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 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) on January 1, 1983.

ARTICLE VII

BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of three directors, who need not be members of the Association. The directors shall serve a term of one year or until selection of their successors. The number of directors may be changed by amendment of the Bylaws 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:

Rolland D. Thompson	204 Ranger Drive S.E. Olympia, Washington 98503
Alvin H. Thompson	7631 Titan Drive S.E. Olympia, Washington 98503
LaDeen Thompson	204 Ranger Drive S.E. Olympia, Washington 98503

At the first annual meeting the 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; and at each annual meeting the members shall elect one director for a term of three years.

ARTICLE VIII

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 nonprofit corporation, association, trust or other organization to be devoted to such similar purposes.

ARTICLE IX

DURATION

The corporation shall exist perpetually.

ARTICLE X

AMENDMENTS


Amendment of these Articles shall require the assent of seventy-five percent (75%) of the entire membership.

ARTICLE XI

FHA/VA APPROVAL

As long as there is a Class B membership, the following actions will require the prior approval of the Federal Housing Administration or the Veteran's Administration: annexation of additional property, mergers and consolidations, mortgaging of Common Area, dedication of Common Area, dissolution and amendment of these Articles.

IN WITNESS WHEREOF, for the purposes of forming this corporation under the laws of the State of Washington, I, the undersigned, constituting the incorporate of this Association, have executed these Articles of Incorporation this 25 day of October, 1979.


Incorporator
PEBBLES, SWANSON & LINDSKOG
Attorneys at Law
202-212 Security Building
Olympia, Washington 98501

STATE OF WASHINGTON)

County of Thurston

On this day personally appeared before me ROLLAND

GIVEN under my hand and official seal this 25

day of October, 1979.

Susan Pittman

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

"EXHIBIT A"

Legal Description of Tanglewilde East Division III

That part of Section 12, Township 18 North, Range 1 West, Willamette Meridian, lying Southerly of Primary State Highway 1, Westerly of county road known as Meridian Road, Easterly of Tanglewilde East, Division Two, and Northerly of the following described line:

Beginning at the Southwest corner of the Southwest one-quarter of the Northeast one-quarter of said Section 12, running thence Easterly to a point on the Westerly margin of said Meridian Road 400 feet Northerly of its intersection with the Northerly margin of Martin Way, as recorded in Volume 21 of Plats, pages 63 and 64 through 68, records of Thurston County, Washington.

SUBJECT TO covenants and restrictions of record.