

ARTICLES OF INCORPORATION

OF

MARTIN'S BLUFF HOMEOWNERS' ASSOCIATION, INC.

a Non-Profit Corporation

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, acting as incorporators under the Washington Nonprofit Corporation Act under the provisions of the Revised Code of Washington (RCW 24.03) and pursuant to that certain Declaratory Judgment entered in the Cowlitz County Superior Court under Cause No. 08-2-01650-2 on December 27, 2010, filed for the record under Cowlitz County Auditor under AFN 3429620, hereby associate ourselves together for the purpose of forming such corporation and adopt, execute and acknowledge, the following Articles of Incorporation:

ARTICLE I

Name

The name of the corporation is MARTIN'S BLUFF HOMEOWNERS' ASSOCIATION, INC.

ARTICLE II

Purposes and Powers

1. The corporation does not contemplate pecuniary gain or profit, direct or indirect to its members. The purposes for which it is formed are:

(a) to be and constitute the Association to which reference is made in the Declaration of Covenants, Conditions, and Restrictions for DAVE'S VIEW AT MARTIN'S BLUFF PHASE 1, (Declaration), establishing a plan of development, recorded under Auditor's File No. 3221251 in the Office of the Cowlitz County Auditor;

(b) to perform all obligations and duties of the Association, and to exercise all rights and powers of the Association, as specified therein, in the Bylaws, and as provided by law; and

(c) to provide an entity for the furtherance of the interests of the Owners in the development;

(d) Insofar as permitted by law, to do any other things that, on the opinion of the Board of Directors, will promote the common benefit of the residents of the properties.

2. The incorporators acknowledge that there was an existing entity incorporated on December 12, 2003, known as "Dave's View at Martin's Bluff," which purported to be representative of the lot owners situate in Dave's View at Martin's Bluff Phase 1, as per the plat thereof recorded under Cowlitz County Auditor's File No. 3221250. The Developer of Dave's View at Martin's Bluff is the incorporator of the Dave's View at Martin's Bluff Homeowners' Association. Pursuant to the Declaratory Judgment and Order of the Superior Court of Cowlitz County under Cause No. 08-2-01650-2 recorded under Cowlitz County Auditor under AFN 3429620, the Court determined that the Development Period for Phase 1 ended on January 31, 2006; and the Court further authorized the 35 Lot Owners of Phase 1 to establish their own

Association, pursuant to §26 of the Declaration of Covenants, Conditions & Restrictions recorded under Cowlitz County Auditor's File No. 3221251.

3. In furtherance of its purposes, the Corporation shall have the following powers, which, unless indicated otherwise by the Declaration or Bylaws, may be exercised by the Board of Directors:

(a) all the powers conferred upon nonprofit corporations by common law and the statutes of the State of Washington in effect from time to time;

(b) all the powers necessary or desirable to perform the obligations and duties and to exercise the rights and powers set out in these Articles, the Bylaws, or the Declaration, including, without limitation, the following:

i) Maintain any and all private roads, biofiltration drainage swales, holding ponds, fencing, landscaping, weed control, piping and culverts and storm drains, as more fully set out in §24 of the Declaration;

ii) Fix assessments or charges to be levied against the members of this corporation and against properties within the Neighborhood according to §25 of the Declaration;

iii) To enforce covenants, conditions, or restrictions affecting any property to the extent the Association may be authorized to do so under the Declaration or Bylaws;

iv) Pay taxes as may be necessary;

v) To buy or otherwise acquire, sell, or otherwise dispose of, mortgage, or otherwise encumber, exchange, lease, hold, use, operate, and otherwise deal in and with real, personal, and mixed property of all kinds and any right or interest therein for any purpose or as may be limited in the Bylaws;

vi) To borrow money for any purpose subject to any limitations as may be stated in the Bylaws;

vii) To enter into, make, perform, or enforce contracts of every kind and description, and to do all other acts necessary, appropriate, or advisable in carrying out any purpose of Corporation, with or in association with any other association, corporation, or other entity or agency, public or private;

viii) To adopt, alter, and amend or repeal such Bylaws as may be necessary or desirable for the proper management of the affairs of the Corporation; provided, however, such Bylaws may not be inconsistent with or contrary to any provisions of the Declaration;

ix) The foregoing enumeration of powers shall not limit or restrict in any manner the exercise of other and further rights and powers which may now or hereafter be allowed or permitted by law; and the powers specified in each of the paragraphs of this Article are independent powers, not to be restricted by reference or to inference from the terms of any other paragraph or provision of these Articles.

ARTICLE III
Membership

1. The Corporation shall be a membership corporation without certificates or shares of stock.

2. Every person, firm or corporation who is an owner of a lot as per the Plat recorded under Cowlitz County Auditor's File No. 3221250, shall be a member of this Association. Membership shall be appurtenant to and may not be separated from the ownership of any lot. In the event of a marital community, the husband and wife constituting such marital community shall have a single membership. Ownership of any lot shall be the sole qualification for membership.

3. The Corporation shall have one class of membership as follows: Members shall be those lot owners as defined in the Declaration, entitled to one (1) vote for each Tract in which they hold the interest required for membership.

ARTICLE IV
Voting

Voting rights shall be as defined in the By-Laws of the Association, which the membership and Board of Directors is authorized to make, alter, amend or repeal, as provided therein.

ARTICLE V
Board of Directors; Selection; Terms of Office

The business and affairs of the corporation shall be managed, conducted and controlled by a Board of Directors consisting of five in number, should a majority of members so decide. The initial Board of Directors shall consist of five persons elected pursuant to their organizational meeting held on the January 30, 2011. Their initial terms shall be staggered as shown successive terms for all directors shall be for a period of three years.

The names and addresses of the initial Directors are as follows:

Position 1:Stacey Allington, President _____, who shall serve for two years.

Position 2:Brian Clayton, Vice President _____, who shall serve for three years.

Position 3:Diana McComas, Secretary _____, who shall serve for three years.

Position 4:JoAnn Springer, Treasurer _____, who shall serve for two years.

Position 5:Sue Lucente, Parliamentarian _____, who shall serve for one year.

ARTICLE VI
Duration

The corporation shall exist perpetually.

ARTICLE VII
Limitations

This corporation shall have no capital stock and no part of the net earnings of this corporation shall inure in whole or in part to the benefit of, or be distributable to, any officer,

director, or other individual having a personal or private interest in the activities of the corporation, or to any person or organization other than an organization which is exempt from federal income taxation under Sections 501(a) and 501(c)(3) of the Code, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered, to make reimbursement for reasonable expenses incurred in its behalf, and to make payments and distributions in furtherance of the purposes stated in Article II hereof.

ARTICLE VIII
Disposition of Assets upon Dissolution

Upon dissolution of the corporation, the assets, both real and personal of the corporation, shall be dedicated to an appropriate public agency to be devoted to the purposes as nearly as practicable the same as those to which they were required to be devoted by the corporation. 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 purposes as nearly as practicable the same as those to which they were required to be devoted by this corporation. No such disposition of association properties shall be effective to divest or diminish any right or title of any member vested in him under the recorded covenants and deeds applicable to the properties unless made in accordance with the provisions of such covenants and deeds. In no event shall any corporation assets be distributed to officers, directors or members of the corporation.

ARTICLE IX
The Incorporators

The name and address of each incorporator is:

<u>Name</u>	<u>Address</u>
Stacey Allington	116 Dalyn Court, Kalama, WA 98625
Brian Clayton	133 Dave's View Drive, Kalama, WA 98625
JoAnn Springer	144 Kalina Court, Kalama, WA 98625
Diana McComas	148 Kalina Court, Kalama, WA 98625
Sue Lucente	138 Dave's View Drive, Kalama, WA 98625

ARTICLE X
Registered Office and Agent

The address of the initial registered office of the corporation is 1561 Eleventh Avenue, Longview, WA 98632, and the name of its initial registered agent at such address is Vincent L. Penta, P.S., Attorney at Law.

ARTICLE XI
Integration

The provisions of the Declaration of Covenants, Conditions and Restrictions of DAVE'S VIEW AT MARTIN'S BLUFF PHASE I, as recorded in the office of the Cowlitz County Auditor under Auditor's File No. 3221251 as amended by Superior Court Order filed with the Cowlitz County Auditor under AFN 3429620, shall be, and are hereby, declared to be binding upon the corporation, and the terms thereof shall be incorporated within the By-Laws of the

corporation.

**ARTICLE XII
AMENDMENTS**

This corporation reserves the right to amend, alter, change, or repeal any provision contained in these Articles of Incorporation by the affirmative vote of a majority of the directors present at a meeting of the Board of Directors.

DATED this 25th day of January, 2011.

By: /s/ Stacey Allington
STACEY ALLINGTON, President

By: /s/ Diane McComas
DIANA MCCOMAS, Secretary

By: /s/ Brian Clayton
BRIAN CLAYTON, President

By: /s/ Susan Lucente
SUE LUCENTE, Parliamentarian

By: /s/ Joann Springer
JOANN SPRINGER, Treasurer

STATE OF WASHINGTON)
 : ss.
County of Cowlitz)

STATE OF WASHINGTON)
 : ss.
County of Cowlitz)

On this day personally appeared before me **STACEY ALLINGTON**, to me known to be the individual described in and who executed the above and foregoing instrument, and acknowledged to me that she signed the same as her free and voluntary act and deed for the uses and purposes therein mentioned. GIVEN under my hand and official seal this 20th day of April, 2011.

On this day personally appeared before me **BRIAN CLAYTON**, to me known to be the individual described in and who executed the above and foregoing instrument, and 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 22nd day of April, 2011.

Signature: /s/Rachel L Paquette
Notary Public in and for the State of Washington
Residing at Cathlamet

Signature: /s/Rachel L Paquette
Notary Public in and for the State of Washington
Residing at Cathlamet

PRINT NAME: Rachel L Paquette
Commission expires: 04/09/2013

PRINT NAME: Rachel L Paquette
Commission expires: 04/09/2013

S E A L

S E A L

STATE OF WASHINGTON)
 : ss.
County of Cowlitz)

On this day personally appeared before me **JOANN SPRINGER**, to me known to be the individual described in and who executed the above and foregoing instrument, and acknowledged to me that she signed the same as her free and voluntary act and deed for the uses and purposes therein mentioned. GIVEN under my hand and official seal this 25th day of April, 2011.

Signature: /s/Rachel L Paquette
Notary Public in and for the State of Washington
Residing at Cathlamet

PRINT NAME: Rachel L Paquette
Commission expires: 04/09/2013

SEAL

STATE OF WASHINGTON)
 : ss.
County of Cowlitz)

On this day personally appeared before me **SUE LUCENTE**, to me known to be the individual described in and who executed the above and foregoing instrument, and acknowledged to me that she signed the same as her free and voluntary act and deed for the uses and purposes therein mentioned. GIVEN under my hand and official seal this 22nd day of April, 2011.

Signature: /s/Rachel L Paquette
Notary Public in and for the State of Washington
Residing at Cathlamet

PRINT NAME: Rachel L Paquette
Commission expires: 04/09/2013

SEAL

STATE OF WASHINGTON)
 : ss.
County of Cowlitz)

On this day personally appeared before me **DIANA MCCOMAS**, to me known to be the individual described in and who executed the above and foregoing instrument, and acknowledged to me that she signed the same as her free and voluntary act and deed for the uses and purposes therein mentioned. GIVEN under my hand and official seal this 21st day of April, 2011.

Signature: /s/Rachel L Paquette
Notary Public in and for the State of Washington
Residing at Cathlamet

PRINT NAME: Rachel L Paquette
Commission expires: 04/09/2013

SEAL

CONSENT TO APPOINTMENT OF REGISTERED AGENT

I, Vincent L. Penta, P.S., hereby consent to serve as registered agent, in the State of Washington, for the MARTIN'S BLUFF HOMEOWNERS' ASSOCIATION PHASE I. I understand that as agent for the corporation, it will be my responsibility to accept service of process in the name of the corporation; to forward all mail and license renewals to the appropriate officer of the corporation; and to immediately notify the Office of the Secretary of State of my resignation or of any changes in the address of the registered office of the corporation for which I am agent.

Dated this 16th of April, 2011.

 /s/ Vincent L Penta PS
Vincent L. Penta, P.S., Registered Agent