

HARSTINE ISLAND ESTATES ASSOCIATION

ARTICLES OF INCORPORATION

We, the undersigned persons, acting as the incorporators under the provisions of the Washington Non-profit Corporation Act (revised Code of Washington 24.03), each being over the age of twenty-one years, do hereby make, subscribe, execute and adopt, the following Articles of Incorporation for such corporation:

ARTICLE ONE

That name of this corporation shall be HARSTINE ISLAND ESTATES ASSOCIATION.

ARTICLE TWO

The period of duration of this corporation shall be perpetual.

ARTICLE THREE

The purposes for which this corporation is organized are:

1. To appropriate, purchase, divert, acquire and store water from streams, water course, walls or any other source, and to distribute the water so appropriated and acquired to its members for use upon the lands of said members and for domestic purposes; to acquire, own, construct, hold, possess, use and maintain such pumping plants, tanks, pipe lines, reservoirs, ditches, building, roads, trails and appliances, and such other property, including water rights and shares of stock in other corporations as said corporation may from time to time desire to acquire or purchase for furnishing and supplying water to its members; provided that this corporation shall not use or dispose of such water as a public utility, but solely for the use and benefit of its members and for the irrigation of land and domestic and other useful and beneficial purposes.
2. To determine, regulate direct or control the manner of use of and to maintain and improve the community area on the waterfront, the dock and float and the easement for the dock on the real property at such time as such is established and as may be determined by the Board of Trustees.
3. To fix, and establish, levy and collect monthly, such charges and/or assessments as may be necessary to operate, maintain and repair a water system (and distribute water to the real property members of this association and to any of the real property designated in the By-Laws or in any amendment thereof,) but not in the excess of the maximum from time to time fixed by the By-Laws.
4. To fix, establish, levy and collect annually such charges and/or assessments as may be necessary to operate and maintain the community pool (and area on the waterfront, the dock, the float and easement for the dock) on the real property designated herein (and on such real property as may be established and as may be determined by the Board of Trustees).

5. To expend the monies collected by said corporation from assessments and other sums received for the payment and discharge of costs, expenses and obligations incurred by said corporation in carrying out any or all of the purposes for which said corporation is formed.
6. Generally, to do any and all lawful things which may be advisable, proper, authorized and/or permitted to be done by said corporation under or by virtue of any restrictions, conditions, and/or covenants or laws effecting said property, or portion thereof (including areas now or herein after dedicated to public use); and to do and perform any and all acts which may be either necessary for, or incidental to, the exercise of any of the foregoing powers or for the peace, health, comfort, safety and/or general welfare of the owners of said property, or portions thereof, or residents thereon.
7. To borrow money or mortgage or pledge any or all of the real or personal property of said corporation and the security for money borrowed or debts incurred; and to do any and all things that a corporation organized under said laws of the State of Washington may lawfully do when operating for the benefit of its members or the property of its members, and without profit to said corporation.
8. Generally, to do and perform any and all acts which may be either necessary or proper for or incidental to the exercise of any of the foregoing powers and such powers granted by the provisions of the Revised Code of Washington 24.03 and other laws of the State of Washington relating to non-profit organizations.
9. Nothing contained in these Articles of Incorporation shall be construed as authorizing or permitting said corporation to own, manage or operate any real or personal property for profit. It is the intention and purpose that the business of said corporation shall not be carried on for profit either to itself or for the benefit of its members, and whether it is authorized to collect charges or assessments it shall have no power or authority to use said charges or assessments except as necessary to cover the actual costs or expenses of the act, duty, power or transaction performed.
10. All of the foregoing purposes and powers are to be exercised in carrying defect for the purpose of doing, serving and applying the things above set forth for the benefit of all property, including, but without in any way limiting the foregoing, the area situated in Mason County, Washington, as described as follows:

Division 1 and 2 of Harstine Island Estates located in Section 31, Township 20 North, Range 1 West W.M.; Section 6, Township 19 North, Range 1 West W.M.; and Section 1, Township 19 North, Range 2 West W.M. as recorded in Mason County.

which is or shall become so subject to the jurisdiction of said corporation.

ARTICLE FOUR

This corporation shall at all times hereafter be a joint and mutual association of the above named incorporators, and such other persons as may hereafter be admitted to membership in accordance with the By-Laws of the corporation. Membership and certificates evidencing the same shall be inseparably appurtenant to tracks owned by the members, and upon transfer of ownership contract for sale of any such track, membership and certificate of membership shall ipso facto be deemed to be transferred to the grantee or contract purchaser. No membership may be transferred, assigned, or conveyed in any manner other than in the manner herein set forth. In the event of the death of a member, the membership or certificate of membership of such deceased member shall be and become the property of the personal representative of such deceased member upon appointment and qualifications as such in a judicial proceeding and such personal representative shall have all of the rights, privileges and liabilities of such member until title shall be transferred or contracted to be transferred. Property in possession of this corporation shall be managed by the Board of Trustees hereinafter named and alienated and disposal of in accordance with the By-Laws of the corporation. The interest of each incorporator or member shall be equal to that of any other and no incorporator or member can acquire any interest which shall entitle him to any greater voice, vote, authority or interest in the corporation than any other member.

ARTICLE FIVE

The number of Trustees that constitute the initial Board of Directors of the corporation shall be seven directors. The names and addresses of the persons who are to serve as the initial directors until the Trustees are elected by the members are:

JOHN LAUBACH	Rt. 4, Box 244, Shelton, Washington 98584
WAYNE SWIMME	8403 Leona Way SW, Tacoma, Washington 98499
TOM WALKER	Rt. 16, Box 131, Olympia, Washington 98506
GERALD BURNETT	8809 106 th Ct. SW, #C, Tacoma, Washington 98498
TOM REID	4010 Aikins Avenue SW, Seattle, Washington 98116
HAROLD SHEW	515 N. 47 th , Seattle, Washington 98103
HOBART ZABEL	Rm. 214, Capitol Theatre Bldg, Olympia, Washington 98501

ARTICLE SIX

The corporation shall have three classes of members, designated as follows:

1. General members shall consist of those members who pay an initial initiation fee of \$10.00 and thereafter beginning on May 1, 1973 pay the yearly assessment as may be fixed by the Board of Trustees.
2. Water system division members shall consist of those general members who have, at their own election, paid to Camlove, Inc., the initial installation costs of their water system hook-up and thereafter pay an additional monthly assessment as to be determined by the Board of Trustees. The commencement of monthly assessment to be upon the completion of the water system and to continue until such time as the accumulation of said funds reaches the sum of \$3,000.00 at which time such monthly assessments shall terminate until such time as it is determined by the Board of Trustees to reinstitute said assessment. The funds accumulated hereunder shall be utilized

by the Board of Trustees for the expenditures necessary for the maintenance and operation of said water system.

3. Pool division members shall consist of those general members who have paid at their own election, an additional initiation fee of \$75.00 and who pay an additional monthly assessment beginning May 1, 1973 in an amount to be determined by the Board of Trustees, said assessments to accumulate in a fund not to exceed \$3,000. Upon said fund reaching \$3,000.00 the monthly assessments shall terminate until such time as the Board of Trustees determines to again begin said assessments. Pool division members shall be governed by and subject to the pool rules and regulations determined necessary and as adopted by the Board of Trustees.

Any member of one or more of the above classes of membership shall be deemed a charter member provided he qualifies for said membership or memberships prior to the first meeting of the members called by the Board of Trustees. Initiation fees for charter members of the pool division shall be \$50.00.

ARTICLE SEVEN

The address of the initial registered office of the corporation shall be Rt. 4, Box 245, City of Shelton, County of Mason, Washington. The name of the initial registered agent of the corporation at such address shall be JOHN H. LAUBACH.

ARTICLE EIGHT

In the event of the dissolution of the corporation's divisions any remaining assets, after discharging all liabilities and obligations of each division; shall be returned by the last Board of Trustee to hold office to the respective division members.

IN WITNESS WHEREOF, we, the undersigned, the incorporators of this corporation, have this 14th day of April, 1973, hereunto set our hands and seals.