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ARTICLES OF INCORPORATION

OF

LACAMAS SHORES HOMEOWNERS ASSOCIATION

FILED,

JUL 18 1988

SECRETARY OF STATE  
STATE OF WASHINGTON

THE UNDERSIGNED, acting as incorporators of the Corporation under the provisions of The Washington Non-profit Corporations Act (Revised Code of Washington 24.03) adopt the following Articles of Incorporation for the Corporation.

ARTICLE I

Name

The name of the Corporation is LACAMAS SHORES HOMEOWNERS ASSOCIATION.

ARTICLE II

Period of Duration

The period of duration of the Corporation is perpetual.

ARTICLE III

Purpose

This Corporation is organized for the following purposes:

1. To provide for maintenance, preservation and architectural control of the residence Lots and Common Areas, including but not limited to private roadways and wetlands as such lots and common areas are designated on the recorded plat or plats of Lacamas Shores Development located within that certain tract of property described on Exhibit "A" attached hereto and by this reference made a part hereof, and to promote the health, safety, protection and welfare of the residents within the above-described property.

2. To be operated as a nonprofit corporation under the Washington Nonprofit Corporation Act (RCW 24.03) and the applicable non-profit qualification provisions under Federal law and regulation.

3. To preserve, protect and improve the quality and character of the Lacamas Shores Development, and to do everything necessary, proper, advisable, and/or convenient for the accomplishment of this purpose.

4. The Corporation may engage in any lawful activity for which corporations may be organized under Washington Law and the

Revised Code of Washington. These activities may include but shall not be limited to the following:

- a. To enter into, make and perform contracts of any kind and description.
- b. To borrow or raise monies for any of the purposes of the Corporation and, from time to time, without limit as to amount, to draw, make, accept, endorse, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable or non-negotiable instruments, and evidence of indebtedness, and to secure payment of any thereof, and of the interest thereon by mortgage, deed of trust, or other security device, placed upon the whole or part of the property of the Corporation, and to sell, pledge and otherwise dispose of such bonds or other obligations of the Corporation for its corporate purposes.
- c. To transfer memberships.
- d. To monitor and enforce the Declaration of the Lacamas Shores Development and the terms thereof.
- e. To fix, levy, collect and enforce payment by any lawful means of all charges or assessments pursuant to the terms of the Declaration of Covenants Conditions and Restrictions of Lacamas Shores Development and the By-Laws of the Corporation; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Corporation.
- f. To acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, encumber, pledge, dedicate for public use or otherwise hold or dispose of any real or personal property in connection with the affairs of the Corporation.
- g. To have and exercise all powers suitable, convenient, proper or incidental to the foregoing purposes.

#### ARTICLE IV Membership

1. Membership. The Corporation shall have members. Membership and qualifications and rights of members shall be determined by the Board of Directors. Certificates evidencing membership in the Corporation may be issued by the Corporation to all members.

2. Membership Qualifications. Voting membership in the Corporation shall be open to owners of units in the Lacamas Shores Development as determined by the Board of Directors.

Annual dues shall be in accordance with a schedule or other means established by the Board of Directors.

The method of handling delinquency of dues, resignations and expulsions from the membership shall be provided in the By-Laws of this Corporation.

3. Initial Members. The initial members of the Corporation shall be limited to those persons owning single family residential lots in Lacamas Shores Development. Said persons shall be known as proprietary members as hereinafter defined and with voting privileges as hereinafter stated.

a. Proprietary Members. Each fee title owner of a lot in Lacamas Shores Development shall be a proprietary member of "the Association", subject to the By-Laws. Each proprietary member shall be entitled to one vote per lot owned by such member; Provided, that if two (2) or more proprietary members shall own any residential lot by any form of co-tenancy or joint ownership, such ownership is entitled to one vote, and the co-owners shall designate in writing filed with the secretary of "the Association" the one of their number who shall exercise the voting right for such lot.

The foregoing is not intended to include persons or entities who hold an interest merely as a security for the performance of an obligation.

The rights and privileges of a proprietary membership shall terminate when the holder of any such proprietary membership shall cease to qualify as an owner.

b. Voting Rights. The Association shall have two (2) 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 (1) 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, among themselves, determine and as set forth in subsection 3(a) immediately above, but in no event shall more than one (1) vote be cast with respect to any Lot.

Class B. Class B member(s) shall be the Declarant and shall be entitled to one hundred eighty (180) votes. The Class B membership shall cease and be converted to Class A membership on the happening of either of the following events, whichever occurs earlier:

(1) When the total votes outstanding in the Class A membership equals the total votes outstanding in the Class B membership; or

(2) On January 1, 2000.

Nothing contained in these Articles shall derogate from the right of the Declarant in the Articles to veto homeowner assessments as set forth in section 4.1 of the Declaration of Covenants, Conditions and Restrictions of Lacamas Shores Development. Nor shall anything contained in these Articles derogate from the right of the Developer contained within the By-Laws.

Benefit to Members. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its directors, trustees, officers, or members, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in these Articles of Incorporation.

Notwithstanding any other provision of these Articles, the Corporation shall carry out activities and use its funds only to accomplish the purposes stated in these Articles and those which are consistent with Title 24.03 of the Revised Code of Washington and the appropriate subsections of 501(c) of the Internal Revenue Code under which the corporation qualified for its nonprofit status.

#### ARTICLE V Powers of the Association

1. The Association is vested with the power and authority to, and shall, assesses and collect, from time to time, monies from its proprietary members, making such assessment a lien upon the residential lot owned: (a) annual assessment or charges, or (b) special assessments, for capital improvements, maintenance and operating costs, including payment of taxes and assessments, as the case may be; the method, manner and means of making such assessment and collection to be set forth in the By-Laws of the Corporation.

2. The Association may exercise all of the powers and privileges and 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 County Auditor, Clark County, Washington, and as the same may be amended from time to time as therein provided, said Declaration and any subsequent amendments thereto being incorporated herein by reference as if set forth in full.

3. The Association may 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.

4. The Association may borrow money, and with the assent of sixty percent (60%) of the 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.

5. The Association may 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 sixty percent (60%) of the members, agreeing to such dedication, sale or transfer.

6. The Association may participate in mergers and consolidations with other nonprofit corporations organized for the same purpose or annex additional residential property and Common Areas, provided that any such merger, consolidation or annexation shall have the assent of sixty percent (60%) of the members.

7. The Association may have and may exercise any and all powers, rights and privileges which a corporation organized under the Non-profit Corporation of the State of Washington by law may now or hereafter have or exercise.

#### ARTICLE VI

##### Internal Affairs of the Corporation

The internal affairs of the Corporation shall be regulated and controlled by a Board of Directors in accordance with these Articles and the By-Laws of the Corporation and the laws of the State of Washington. The authority to adopt, alter or repeal the By-Laws of the Corporation shall be vested in the Board of Directors. The Articles of Incorporation may be amended in the manner prescribed by law at the time of the amendment.

#### ARTICLE VII

##### Distribution of Assets of Dissolution

Upon the dissolution of the Corporation, no member or private person, corporate or individual, or other private interest, shall be entitled to any distribution or division of its remaining funds and any other property and rights and interest in property, and the balance thereof, after the payment

of all debts and liabilities of the Corporation of whatsoever kind and nature, (including the payment of loans and contributions, the repayment of which has been authorized in its Certificate of Incorporation or Reincorporation) shall be equally distributed to such organizations that shall qualify under Section 501(c) of the Internal Revenue Code of 1954, as amended, and as provided by the Corporation.

ARTICLE VIII  
Registered Office and Agent

The address of the initial registered office of this Corporation shall be

12000 East Mill Plain Boulevard  
Vancouver, Washington 98684

The name of the initial registered agent of this Corporation at said address shall be and is:

THOMAS SHIPLER

ARTICLE IX  
Board of Directors

The number of directors constituting the initial board of directors of the corporation shall be One (1) directors. The names and addresses of the persons who are to serve as the initial directors of the corporation are as follows:

<u>Name</u>	<u>Address</u>
THOMAS SHIPLER	3882 Hidden Valley Drive, NW, Salem, OR 97304
_____	_____
_____	_____
_____	_____
_____	_____

The number of directors of this Corporation shall be set forth in the By-Laws of the Corporation. The directors need be members of the Corporation. The manner in which directors shall be elected or appointed shall be provided in the By-Laws.

ARTICLE X  
Indemnification

The Corporation shall have the power to fully indemnify, protect, defend and hold harmless any existing or former member,

director, officer, employee, or agent of the Corporation for :  
action he takes or liability to which he is exposed by reason  
his relationship or connection with the Corporation. This pot  
shall be full and complete as allowed by applicable Washingt  
and federal law and may be further defined in the By-Laws.

ARTICLE XI  
Incorporators

The names and addresses of the incorporators of the Corpo  
ation are:

Name

Post Office Address

THOMAS SHIPLER

3882 Hidden Valley Drive, NW

*[Handwritten Signature]*

Salem, OR 97304

ADOLPH WERTRICH

PO Box 97

Boring, OR 97009

IN WITNESS THEREOF, the incorporators hereinabove named hav  
hereunto set their names this 6 day of July, 1988.

*[Handwritten Signature]*  
THOMAS SHIPLER  
Incorporator

*[Handwritten Signature]*  
ADOLPH WERTRICH  
Incorporator

\_\_\_\_\_  
Incorporator

