

603 209 225

CENTRE COURT HOMEOWNERS ASSOCIATION

The undersigned natural person of the age of eighteen (18) years or more, acting as an incorporator of a corporation under the Washington Nonprofit Corporation Act (being RCW 24 03, as amended), adopts the following Articles of Incorporation for the corporation.

ARTICLE 1. Name

The name of the corporation is *Centre Court Homeowners Association*.

ARTICLE 2. Duration

The duration of this corporation is perpetual.

ARTICLE 3. Purposes

This corporation is organized to act as a homeowners' association pursuant to the Washington Homeowners' Associations Act (being RCW 64.38, as amended; the "Act") for the operation of *Centre Court*, a residential planned community located in Spokane County, Washington, and to engage in all such activities as are incidental or conducive to the attainment of the objectives of the corporation and all activities which are permitted to be done by a nonprofit corporation under any laws that may now or hereafter be applicable or available to this corporation. The powers of this corporation shall be subject to and shall be exercised in accordance with the Act and the provisions of the Declaration of Protective Covenants, Conditions and Restrictions for Centre Court, recorded in the Official Records of Spokane County, Washington (as amended from time to time, the "Declaration") and Bylaws of Centre Court Homeowners Association (as amended from time to time, the "Bylaws"). The corporation is intended to be a *Homeowners Association* as that term is used in Section 528 of the Internal Revenue Code of 1986, as amended.

ARTICLE 4. Dissolution

The Association may be dissolved by its members in accordance with the provisions of the Washington Nonprofit Corporation Act; provided, however, that the Association shall not be voluntarily dissolved until the Declaration has been terminated of record in accordance with the terms of the Declaration. Upon voluntary dissolution or final liquidation of the corporation, the assets of the corporation shall be distributed among the members in proportion to the voting rights of the members.

If the corporation is involuntarily dissolved, or if the corporation is voluntarily dissolved but the Declaration remains in effect, the corporation shall automatically be succeeded by an unincorporated association of the same name and having the same purposes. All assets, property, powers, and obligations of the corporation existing prior to such dissolution shall thereupon automatically vest in the successor unincorporated association.

1 - Articles of Incorporation for Centre Court Homeowners Association

PDX\111513\153678\RSB\9321758.2

ARTICLE 5. Members

The corporation will initially have two classes of membership, Class A membership and Class B membership. Class A membership will consist of all Owners of Lots within the subdivision, with the exception of the Declarant and Property Owner (as these terms are defined in the Declaration), and Class B membership will consist of the Declarant and Property Owner. The Class B membership will terminate and become converted to Class A membership on the Conversion Date (as defined in the Declaration), at which time the corporation will have only one class of membership consisting of all Owners of Lots within the subdivision.

Every person or entity that is an Owner of a Lot (as those terms are defined in the Declaration) within the subdivision will be a Class A member of the corporation in accordance with the terms and conditions specified in the Declaration. Membership in the corporation terminates on transfer by a member of fee simple title to its Lot. If a member sells its Lot by land contract or contract of sale, upon recordation thereof, the member's membership in the corporation will terminate and the contract purchaser's membership will commence.

ARTICLE 6. Voting

Each Class A member shall be entitled to one (1) vote for each Lot owned and the Class B member shall be entitled to three (3) votes for each Lot owned. If more than one person holds an interest in a Lot, all such persons are entitled to membership in the corporation, but the vote for such Lot may only be exercised as the persons holding such interest determine between themselves, provided that in no event may more than one (1) vote be cast with respect to any such Lot and no vote may be divided.

ARTICLE 7. Registered Office and Agent

The name of the initial registered agent is SW&W Legal Services, Inc. The address of the initial registered office of the corporation is 700 Washington Street, Suite 701, Vancouver, Washington 98660.

ARTICLE 8. Directors

The initial board of directors shall consist of two (2) directors until the Turnover Meeting (as this term is defined in the Declaration), and thereafter between three (3) and five (5) directors, as determined from time to time by the members in accordance with the terms of the Declaration. After their election, the directors will hold office until the next annual meeting and until their successors have been elected and qualified. The names and addresses of the people who will serve as the directors of the corporation until the Turnover Meeting (as defined in the Declaration), or until their successors are elected and take office, are as follows (each person has consented to serve to serve as a director of the corporation):

| <u>Name</u> | <u>Address</u> |
|----------------|---|
| Deborah Flagen | 2464 SW Glacier Place, Suite 110 Redmond, Oregon 97756 |
| Amy Sandoval | 2464 SW Glacier Place, Suite 110 Redmond, Oregon 97756 |

ARTICLE 9. Limitation of Liability

A director of the corporation shall not be personally liable to the corporation or its members for monetary damages for conduct as a director, except for liability of the director (i) for acts or omissions which involve intentional misconduct by the director or a knowing violation of law by the director, or (ii) for any transaction from which the director will personally receive a benefit in money, property, or services to which the director is not legally entitled, or (iii) for conduct violating RCW 23B.08.310 of the Washington Business Corporation Act. Any repeal or modification of this Article by the directors or members of the corporation shall not adversely affect any right or protection of any individual who is or was a director of the corporation existing at the time of repeal or modification.

ARTICLE 10. Indemnification

To the full extent permitted by law, the corporation shall indemnify any individual made a party to a proceeding because that individual is or was a director or officer of the corporation and shall advance or reimburse the reasonable expenses incurred by such individual in advance of final disposition of the proceeding, without regard to the limitations in RCW 23B.08.510 through RCW 23B.08.550 of the Washington Business Corporation Act, or any other limitation which may hereafter be enacted to the extent such limitation may be disregarded if authorized by the Articles of Incorporation, to the full extent and under all circumstances permitted by applicable law. Any indemnification provided under this Article shall, unless limited by the terms of the undertaking to indemnify, continue as to a person who has ceased to be a director or officer and shall inure to the benefit of his or her heirs, executors and administrators. Any repeal or modification of this Article by the directors or members of the corporation shall not adversely affect any right or protection of any individual who is or was a director or officer of the corporation existing at the time of repeal or modification.

ARTICLE 11. Amendments

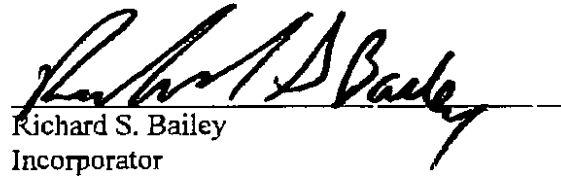
Any amendment to these Articles of Incorporation shall require the vote or written consent of members holding seventy-five percent (75%) or more of the votes in the corporation and such other approvals as may be required in the Declaration.

ARTICLE 12. Incorporator

The name and address of the incorporator is:

Richard S. Bailey
Schwabe, Williamson & Wyatt, P.C.
1211 SW Fifth Avenue, Suite 1900
Portland, Oregon 97204

Executed in duplicate this 18th day of May, 2012.


Richard S. Bailey
Incorporator

CONSENT TO APPOINTMENT OF REGISTERED AGENT

SW&W Legal Services, Inc., a Washington corporation ("SW&W"), hereby consents to serve as registered agent, in the State of Washington, for Centre Court Homeowners Association. SW&W understands that as agent for the corporation, it will be its responsibility to receive service of process in the name of the corporation; to forward all mail and license renewals to the corporation; and to immediately notify the office of the Secretary of State in the event of its resignation, or of any changes in the registered office address of the corporation for which it is agent.

DATED: 5/21, 2012.

SW&W LEGAL SERVICES, INC.,
Registered Agent

By Martha McKinley
Name: Martha McKinley
Title: Assistant Secretary

NAME OF REGISTERED AGENT:

SW&W Legal Services, Inc.
(Attn: Richard S. Bailey)

ADDRESS OF REGISTERED AGENT:

700 Washington Street, Suite 701
Vancouver, Washington 98660