

**ARTICLES OF INCORPORATION**  
**OF**  
**THE FAIRWOOD FIRS HOMEOWNERS ASSOCIATION**

In compliance with the requirements of Title 24, RCW, relating to non-profit corporations, the undersigned, who is a resident of King County, State of Washington, and is of full age, has this day formed a corporation, non-for-profit, and does hereby make, subscribe, execute and adopt, in duplicate, the following Articles of Incorporation and does hereby certify:

ARTICLE I

NAME

The name of the corporation is THE FAIRWOOD FIRS HOMEOWNERS ASSOCIATION, hereafter called the "Association".

ARTICLE II

INITIAL REGISTERED OFFICE

The initial registered office of the Association is located at 14410 Bel-Red Road, Bellevue, Washington, 98007.

ARTICLE III

INITIAL REGISTERED AGENT

Stanly W. Donogh III, whose address is 14410 Bel-Red Road, Bellevue, Washington, 98007, 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 for which it is formed are to provide for maintenance, preservation, operation and architectural control of the lots and common area within that certain tract of real property legally described in Exhibit A, attached hereto and be this reference made a part hereof, and to promote the health, safety and welfare of the residents within the above-described real property, and any additions thereto as may hereafter be brought within the jurisdiction of the Association, and for these purposes to:

(a) Exercise all of the powers and privilege 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 with the King County Auditor and as may be amended from time to time as therein provided;

(b) Fix, levy, collect and enforce payment by any lawful means, all charges and 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, pledge 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 seventy-five percent (75%) 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;

(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 seventy-five percent (75%) of the Members, agreeing to such dedication, sale or transfer;

(f) Participate in mergers and consolidations with other non-profit corporations organized for the same purposes, provided that any such merger or consolidation shall have the assent of seventy-five percent (75%) of all Members;

(g) Have and exercise any and all powers, rights and privileges which a corporation organized under the Non-Profit Corporation Law of the State of Washington may now or hereafter have or exercise; and

(h) Enter into management contracts as specified in the Declaration.

## ARTICLE V

### MEMBERSHIP

Every person or entity who is an owner, as defined in the Declaration, of any Lot shall be a member of the Association. Membership shall be appurtenant to and may not be separated from ownership of any Lot. All members shall have rights and duties as specified in the Declaration, these Articles and the Bylaws of the Association and rules and regulations which may be adopted from time to time by the Board of Directors. Ownership of a Lot shall be the sole qualification for membership.

## ARTICLE VI

### VOTING

There shall be two classes of voting memberships:

Class A – Class A membership shall be all members but Country Craft, Inc. Class A members shall be entitled to one (1) vote for each Lot owned. When more than one (1) person or entity owns an interest in any one (1) Lot, the vote for such Lot shall be exercised as they among themselves determine pursuant to Article II of the Declaration, but in no event shall more than one (1) vote be cast with respect to any Lot. The voting rights of any member may be suspended as provided in the Declaration, or the Articles or Bylaws of the Association.

Class B – Class B membership shall be Country Craft, Inc. Class B members shall be entitled to three (3) votes for each Lot owned. Class B membership shall cease and be converted to Class A membership when the total votes outstanding in Class A membership equal the total votes outstanding in Class B membership or on December 31, 1988, whichever first occurs.

Unless otherwise specifically stated in the Articles or Bylaws, voting may be in person or by proxy executed in writing by the member or by his duly authorized attorney-in-fact. No proxy shall be valid after eleven (11) months from the date of its execution unless otherwise provided in the proxy. Unless otherwise specifically provided, cumulative voting shall not be allowed.

## ARTICLE VII

### DEVELOPER' S RIGHTS

All of the rights, powers and functions of the Association, or the Board of Directors thereof, may, at the developer's option, be exercised and/or performed by the developer until the initial Board of Directors is appointed by the developer as provided in Article IV of the Declaration.

## ARTICLE VIII

### BOARD OF DIRECTORS

The affairs of this Association shall first be managed by a board of three (3) directors, who need not be members of the Association. The number of directors may be changed by amendment of the Bylaws of the Association; provided, however, there shall not be less than three (3) directors. The names and addresses of the persons who are to act in the capacity of directors until they are removed, resign or until the selection of their successors are:

Stanly W. Donogh III  
14410 Bel - Red Road  
Bellevue, Washington 98007

Peter A. deLeuw  
14410 Bel - Red Road  
Bellevue, Washington 98007

Donald F. Kline  
14410 Bel - Red Road  
Bellevue, Washington 98007

At the first annual meeting, the Members shall elect one (1) director for a term of one (1) year, one (1) director for a term of two (2) years, and one (1) director for a term of three (3) years; and at each annual meeting thereafter the Members shall elect one (1) director for a term of three (3) years.

#### ARTICLE IX

##### INCORPORATOR

The name and address of the incorporator of this Association is:

Stanly W. Donogh III  
14410 Bel - Red Road  
Bellevue, Washington 98007

#### ARTICLE X

##### LOANS TO DIRECTORS AND OFFICERS PROHIBITED

No loans shall be made by the Association to its directors or officers. The directors of the Association who vote for or assent to the making of a loan to a director or officer of the Association and any officer or officers participating in the making of such loan shall be jointly and severally liable to the Association for the amount of such loan until the repayment thereof.

#### ARTICLE XI

##### DURATION

The Association shall exist perpetually, or until dissolved in accordance with Article XIII herein.

## ARTICLE XII

### AMENDMENTS

Amendment of these Articles shall require the approval of Members having no less than seventy-five percent (75%) of the total votes; provided, however, no material amendment to the Articles of Incorporation shall be made unless thirty (30) days' written notice of said proposed material amendment is given by the Association to institutional holders of first mortgage liens or equivalent liens who have requested notice thereof in writing.

## ARTICLE XIII

### DISSOLUTION

The Association may be dissolved with the approval given in writing and signed by Members not having less than seventy-five percent (75%) of the total votes. Upon dissolution of the Association, the assets, both real and personal of the Association, shall be granted, conveyed and assigned to any public body politic or to any non-profit corporation, association, trust or other organization to be devoted to purposes and uses that would most nearly reflect the purposed and uses to which they were required to be devoted by the Association.

## ARTICLE XIV

### DEFINITIONS AND INTERPRETATIONS

The terms used in these Articles of Incorporation shall have the same meaning as in the Declaration unless specifically indicated to the contrary. In the case of any conflict between the Articles of Incorporation and the Bylaws, the Articles of Incorporation shall control. In the case of any conflict between the Articles of Incorporation and the Declaration, the Declaration shall control.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the Laws of the State of Washington, I, the undersigned, constituting the incorporator of this corporation, have executed these Articles of Incorporation this 9th day of October, 1986.

(Original signed by:)

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STANLY W. DONOGH III

STATE OF Washington )  
 ) ss.  
County of King )

On this 9th day of October, A. D. 1986, before me, the undersigned, a Notary Public in and for the State of Washington, duly commissioned and sworn, personally appeared STANLY W. DONOGH III, to me known to be the individual described in and who executed the within foregoing instrument, and acknowledged he signed the same as his free and voluntary act and deed, for the uses and purposes therein mentioned.

WITNESS my hand and official seal hereto affixed the day and year first above written.

(Original signed by:)

Dorothy M. Worth

Notary Public in and for the State of  
Washington, residing at Alderwood Manor