

ARTICLES OF INCORPORATION
of
WILDERNESS RIM ASSOCIATION
amended July 13, 1996

The owners of the lots of Wilderness Rim as recorded in the plat records of the King County Auditor, Washington in:

- Volume 82, on pages 48, 49 and 50;
- Volume 84, on pages 95, 96, 97 and 98; and
- Volume 90, on pages 60, 61 and 62;

herein referred to as “Wilderness Rim”, together for the purpose of conducting business as a non-profit corporation, adopt the following Articles of Incorporation, for such corporation pursuant to the Revised Code of Washington 24.03.

1. NAME and DURATION

The name of the corporation shall be WILDERNESS RIM ASSOCIATION, herein referred to as “WRA”. The duration of WRA shall be perpetual.

2.0 PURPOSES and POWERS

WRA shall have the following purposes, powers, duties, rights, and obligations:

2.1 To purchase, lease or otherwise acquire, improve and maintain parks, open spaces, recreational areas and general community facilities, including the water supply and water system, appropriate for the use and benefit of its members.

2.2 To convey, sell, lease, transfer, mortgage or dedicate for public use any of the common community properties.

2.3 To exercise such powers of control, interpretation, construction, consent, decision, determination, modification, amendment, cancellation and/or annulment as may be vested in, delegated to, or assigned to WRA by owners of the lots of Wilderness Rim and such duties with respect thereto as may be assigned to and assumed by WRA.

2.4 To enforce restrictions, reservations, conditions and covenants existing upon and/or created for the benefit of parcels of real property in Wilderness Rim, to which parcels may be subject, and to pay all expenses incidental thereto.

2.5 To fix, establish, levy and collect such charges, liens, assessments, and/or association dues, as may be necessary in the judgment of the Board of Trustees, to carry out any or all of the purposes for which WRA is formed, and to pay all expenses incidental thereto.

2.6 To pay the taxes and assessments which may be levied by any public authority upon WRA property now and hereafter used for, leased for, or dedicated to community use, or for the general benefit and use of the owners of the lots.

2.7 To expend the monies collected by WRA from assessments, association dues, charges and other sums received for the payment and discharge of costs, expenses and obligations incurred by WRA in carrying out any and all of the purposes for which WRA is formed.

2.8 To borrow money and mortgage any or all of the real or personal property of WRA as security for money borrowed or liabilities incurred. To do any and all things that a corporation organized under the laws of the State of Washington may lawfully do when operating for the benefit of its members.

2.9 Generally, to do any and all lawful things which may be advisable, proper, authorized and/or permitted to be done by WRA under or by virtue of any restrictions, conditions, covenants or laws affecting Wilderness Rim, or any portions thereof, including areas now or hereafter 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 owners of Wilderness Rim property, or portions thereof, or residents thereon.

2.10 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 Title 24, Revised Code of Washington, and other laws of the State of Washington relating to non-profit corporations.

2.11 Nothing contained in these Articles of Incorporation shall be construed as authorizing or permitting WRA to own, manage or operate any real or personal property for profit. It is the intention and purpose that the business of WRA shall not be carried on for profit either to itself or for the benefit of its members. Whenever WRA is authorized to collect charges, assessments or association dues, it shall have no power or authority to use said charges, assessments or association dues except as necessary to cover the actual cost or expense of the act, duty, power or transaction performed. Any new capital expenditure shall not be in excess of the maximum fixed in the Bylaws.

2.12 All the foregoing purposes and powers are to be exercised and carried into effect for the purposes of doing, serving and applying the things above set forth for the benefit of all property situated in Wilderness Rim and all other WRA assets.

3.0 INCORPORATOR and ASSOCIATION

3.1 The name and address of the incorporator is as follows:
Michael C. Pantelich, 42321 SE 171st St, North Bend, WA 98045

3.2 WRA shall at all times hereafter be an association of persons owning lots in Wilderness Rim in accordance with the Bylaws of WRA. The property in possession of WRA shall be managed by the Board of Trustees mentioned hereafter and only alienated and disposed of in accordance with the Bylaws of WRA.

3.3 The interest of each member shall be equal to that of any other, and no member can acquire any interest which will entitle the member to any greater voice, vote, authority or interest in WRA than any other member.

4. MEMBERSHIP

The membership of WRA shall be limited to each owner or purchaser of a lot(s) in the Plat of Wilderness Rim. All purchasers shall have one membership regardless of the number of lots so owned or purchased, and the interest of each member shall be equal to that of any other member. No member can acquire any interest which shall entitle the member to any greater voice, vote, or authority in WRA than any other member.

A purchaser under a contract of purchase shall be deemed to be an owner for membership purposes. If any lot(s) are held by two or more persons, the several owners of such interest shall be entitled collectively to cast one vote and shall determine among themselves the vote for said lot(s).

5.0 TRUSTEES

5.1 The number of trustees of WRA shall be nine or as provided in the Bylaws.

5.2 The initial trustees of WRA are:

Michael C. Pantelich, 42321 SE 171st St., North Bend, WA 98045;
Joyce M. Jansen, P.O. Box 119, North Bend, WA 98045;
Scott Dwyer, 16854 427th Pl. SE, North Bend, WA 98045;
Mitch Lucas, 16608 423rd Ave. SE, North Bend, WA 98045;
Rock Miller, 17026 431st Ave. SE, North Bend, WA 98045
Pat Olszewski, 43414 173rd Pl. SE, North Bend, WA 98045
Randy Sturgis, 16624 423rd Pl. SE, North Bend, WA 98045
Barbara Weedon, 17301 426th Ave. SE, North Bend, WA 98045
David Yarnchak, 42221 SE 168th St., North Bend, WA 98045

5.3 To the fullest extent permitted by its Bylaws and Washington law, this Corporation is authorized to indemnify any of its trustees. The Board of Trustees shall be entitled to determine the terms of indemnification, including advance of expenses, and to give effect thereto through the adoption of Bylaws, approval of agreements, or by any other manner approved by the Board of Trustees. Any amendment to or repeal of this Article shall not adversely affect any right of an individual with respect to any right to indemnification arising prior to such amendment or repeal.

5.4 No loans shall be made by WRA to its Trustees or officers. Should Trustees of WRA, in violation of this section, vote for or assent to the making of a loan to any Trustee or officer of WRA, then such Trustees shall be jointly and severally liable to WRA for the amount of such loan until the repayment thereof.

5.5 To the fullest extent permitted by Washington law and subject to the Bylaws of this Corporation, a trustee of this Corporation shall not be liable to the Corporation or its members for monetary damages for his or her conduct as a trustee. Any amendment to or repeal of this Article shall not adversely affect the right of a trustee of this Corporation hereunder with respect to any acts or omissions of the trustee occurring prior to amendment or repeal.

6.0 AGENT and ADDRESS

6.1 The name of the registered agent of WRA is Scott M. Ellerby, the current attorney for WRA.

6.2 The street address of the registered office of WRA is 16913 - 424th Avenue S.E., North Bend, Washington 98045.

6.3 The mailing address of WRA is P.O. Box 315, North Bend, Washington 98045 - 0315.

7.0 AMENDMENTS

These Articles of Incorporation or the Bylaws of WRA may be amended at any meeting of the membership of WRA by a vote of two-thirds of the members present at the meeting or represented by absentee ballot or by written proxy. Written notice of the meeting shall be given not less than ten days nor more than fifty days prior to the date on which the meeting is to be held and shall include the full text or a summary of the proposed amendment(s).

8.0 DISSOLUTION

The dissolution of WRA must be approved at a meeting of the membership of WRA by a vote of two-thirds of the members present at the meeting or represented by absentee ballot or by written proxy. Written notice of the meeting shall be given not less than ten days nor more than fifty days prior to the date on which the meeting is to be held and shall include the proposal to dissolve WRA.

Upon dissolution of the water system or of WRA in its entirety, the assets of WRA, after payment of debts, shall be distributed as follows:

- funds held, including but not limited to reserves, and/or any proceeds from the transfer of the WRA water system, shall be distributed proportionally to members according to the number of active water connections on a date 180 days before the date of dissolution;

- funds held, including but not limited to reserves, and/or any proceeds from the transfer of WRA property, such as Cascade Park, the Chalet and/or greenbelts, shall be distributed proportionally to members according to the number of lots that such member owns on a date 180 days before the date of dissolution.

IN WITNESS WHEREOF the incorporator has affixed his signature on this 10th day of June, 1993.

Michael C. Pantelich

I, Scott M. Ellerby, hereby consent to serve as Registered Agent in the State of Washington for the Wilderness Rim Association. I understand that as registered agent for the corporation, it will be my responsibility to accept Service of Process in the name of the Corporation; to forward mail to the corporation; and to immediately notify the Office of the Secretary of State in the event of my resignation or of any change in the Registered Office address of the corporation for which I am agent.

_____ (Date) _____