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**STATE of WASHINGTON SECRETARY of STATE**

I, **Ralph Munro**, Secretary of State of the State of Washington and custodian of its seal, hereby issue this

**CERTIFICATE OF AMENDMENT**

to

**CARLYON BEACH HOMEOWNERS ASSOCIATION**

a Washington Non Profit corporation. Articles of Amendment were filed for record in this office on the date indicated below.

Restated Articles

Corporation Number: 2-146279-1

Date: September 13, 1990

Given under my hand and the seal of the State of Washington, at Olympia, the State Capitol.

Ralph Munro, Secretary of State

ORIGINAL

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FILED  
STATE OF WASHINGTON

SEP 13 1990

RALPH MUNRO  
SECRETARY OF STATE

**RESTATED ARTICLES OF INCORPORATION  
OF  
CARLYON BEACH HOMEOWNERS ASSOCIATION**

Pursuant to the provisions of Section 24.03.183 of the Washington Non-Profit Corporation Act, the undersigned corporation, pursuant to resolution duly adopted by its Board of Directors, hereby adopts the following Restated Articles of Incorporation. That the Restated Articles of Incorporation correctly set forth without change the provision of the Articles of Incorporation as amended and supercede the original Articles of Incorporation and all amendments thereto.

**ARTICLE I**

The name of the corporation shall be CARLYON BEACH HOMEOWNERS ASSOCIATION.

The purposes for which this corporation is formed are:

1. To purchase or otherwise acquire, construct, improve, develop, repair, maintain, operate, care for and/or dispose of parkways, playgrounds, open spaces and recreational areas, tennis courts, beaches, boat landings, floats, piers, clubhouses, swimming pools and/or swimming areas, bath houses, places of amusement, community buildings, community clubhouses and in general community facilities appropriate for the use and benefit of its members, and/or for the improvement and development of the property hereinafter referred to.

2. To build, improve and maintain roadways, culverts, bridges and drainage areas and to provide for the improving, cleaning and sprinkling of streets, for the collection and disposal of the street sweepings, garbage, ashes, rubbish and the like; to prevent and suppress fires, to provide police protection, and to make and collect charges to cover the costs and expenses therefore.

3. To improve, light and/or maintain streets, roads, alleys, courts, walls, gateways, fences and ornamental features now existing or hereafter to be erected or created, and shelters, comfort stations and/or buildings and

improvements ordinarily appertinent to any of the foregoing; to improve, plant and maintain grass plots and other areas, trees and plantings within the lines of the streets immediately adjoining or within the property hereinafter described or referred to.

4. To care for any lots and plots in said property, to kill, destroy and/or remove from any said lots and plots, grass, weeds, rodents, predatory animals, and any unsightly or obnoxious things; and to take any action with reference to such lots and plots as may be necessary or desirable in the opinion of the Board of Trustees of said corporation, to keep the property clean and in good order; to make and collect charges therefore.

5. So far as it can legally do so, to grant franchises, rights of way and easements for public utilities and other purposes upon, over and/or under any of said property.

6. To acquire by gift, purchase, lease or otherwise, and to own, hold, enjoy, operate, maintain, and to convey, sell, lease, transfer, mortgage and otherwise encumber, dedicate for public use and/or otherwise dispose of, real and/or personal property wherever situated.

7. To keep records of building permits and/or other approvals or disapprovals made or issued by said corporation, to keep books and records showing all charges, levies, and assessments made; to furnish certified copies of any record which the Board of Trustees may authorize to be furnished; to issue certificates of completion and compliance covering respective parcels of property upon which buildings, structures and/or other improvements have been erected or made, all as provided in the restrictions, conditions and covenants affecting said property or portions thereof; and to make and collect charges covering the cost and expense of such acts.

8. To enforce liens, charges, restrictions, conditions and covenants existing upon and/or created for the benefit of parcels of real property over which

said corporation has jurisdiction and to which said parcels may be subject to the extent that said corporation has the legal right to enforce the same, and to pay all expenses incidental thereto.

9. To pay the taxes and assessments which may be levied by any public authority upon any of the said property now or hereafter used or set apart for parks, parkways, playgrounds, open areas, tennis courts, beaches, boat landings, community clubhouses, community club buildings, places of amusement and/or recreation areas, or upon such other recreation spaces wherever situated as may be maintained for the general benefit and use of the owners of lots in said property; to pay taxes and assessments levied by any public authority upon improvement upon any of said property or areas so used or set apart or maintained, and whether taxed or assessed as a part of said property or area or separately; and to pay taxes and assessments levied by any public authority upon any property which may be held in trust for said corporation.

10. To exercise such powers of control, interpretation, construction, consent, decision, determination, modification, amendment, cancellation, anulment, and/or enforcement of covenants, reservations, restrictions, liens and charges imposed upon said property, and as may be vested in, delegated to, or assigned to said corporation and such duties with respect thereto as may be assigned to and assumed by said corporation.

11. To approve and/or disapprove, as provided by restrictions, conditions and covenants affecting said property, plans and specifications for and/or locations of fences, walls, poles, buildings and/or structures to be erected or maintained upon said property or any portion thereof; to approve or disapprove the kind, shape, heighth, and material for same and/or the plan indicating the location thereof or their respective building sites and such grading plans as may be required, and to issue permits for the same; to pay any and all expenses and charges in connection with the performance of any of said powers or the carrying out of any said purposes;

to supervise construction of any building or structures to the extent deemed necessary by the Board of Trustees, and to establish rules therefore.

12. To regulate and/or prohibit the erection, posting, pasting or displaying upon any of said property billboards and/or signs of any kind and character; and to remove and/or destroy any such billboards or signs erected or maintained upon such property without the authority of said corporation as provided in such restrictions, conditions and covenants, as may affect said property or any portion thereof.

13. To appropriate, purchase, divert, acquire and store water from streams, water courses, wells or any other source, and to distribute the water so appropriated and acquired to its members for use upon the land of said members and for domestic purposes; to acquire, own, construct, hold, possess, and use and maintain such pumping plants, tanks, pipelines, reservoirs, ditches, buildings, roads, trails, and appliances, and such other property, including water rights and shares of stock in other corporations as such 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 for the irrigation of land and domestic and other useful and beneficial purposes.

14. To fix, establish, levy and collect annually such charges and/or assessments as may be necessary, in the judgment of the Board of Trustees to carry out any or all of the purposes for which this corporation is formed, but not in excess of the maximum from time to time fixed by the Bylaws.

15. To expend the monies collected by said corporation from assessments and charges 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 this corporation is formed.

16. 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 affecting said property, or any portion 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 said property, or portions thereof, or residence thereon.

17. To borrow money and mortgage, pledge or hypothecate any or all of the real or personal property of said corporation as security for monies 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.

18. 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 provision of Title 24, Revised Code of Washington.

19. Nothing contained in these Restated 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 a profit either to itself or for the benefit of its members, and wherever 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 cost or expense of the act, duty, power or transaction performed.

20. To have one or more offices at such place or places, either within or without the State of Washington as the Board of Trustees may from time to time determine or the business of the corporation require.

## **ARTICLE II**

All of the foregoing purposes and powers are to be exercised and carried into effect 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, any portion or portions of certain real property situated in Thurston County, Washington which is, or shall become, so subject to the jurisdiction of said corporation and which is situated in:

That part of Lot Three (3) Four (4) and Five (5) lying easterly of County Road known as Steamboat Island Road and all of Lot Two (2) and west half of the southeast quarter of the southeast quarter of said southeast quarter of Section Thirty-Three (33), Township Twenty (20) north, Range Two (2) west, W.M.; together with all tidelands as conveyed by the State of Washington lying in front of; adjacent to, and abutting on, said portion of Lot Two (2) and Three (3), the westerly boundary thereof being said road.

### ARTICLE III

This corporation shall at all times hereafter be adjoined and mutual association of the above named incorporators, and such other persons as may hereafter be admitted to membership in accordance with the Bylaws, of the corporation. Membership and certificates evidencing the same shall be inseparably appertinent to tract owned by the members, and upon transfer of ownership or contracts for sale of such tract, membership and certificate of membership shall ipso facto be deemed to be transferred to the grantee or contract purchaser. No membership or certificate of 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 qualification of 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. The property in possession of this corporation shall be managed by the Board of Trustees hereinafter mentioned and only alienated and disposed of in accordance with the Bylaws of the corporation. The interests of each incorporator or member shall be equal to that of any other and no incorporator or member shall acquire any interest

which will entitle him to any greater voice, vote, authority or interest in the corporation than the other member.

#### ARTICLE IV

The number of Trustees of this corporation shall not be less than three (3) nor more than nine (9). The names of the Trustees who shall manage the affairs of the corporation for not more than six (6) months until the Trustees are elected by the members are:

<u>Name</u>	<u>Residence</u>
Carl G. Hocker	4506 West Bertona Seattle, WA
Arthur R. Anderson	11037 Roosevelt Way Seattle, WA
Wm. P. Joslin	Route 1, Box 137 Berton, WA
Clarence Wiederhold	5005 35th Ave., S.W. Seattle, WA
John C. Brady	Carlyon Beach, Route 1 Olympia, WA

#### ARTICLE V

The time of existence of this corporation shall be perpetual.

#### ARTICLE VI

The registered office and post office address of this corporation shall be Carlyon Beach, Route 1, Olympia, Washington.

#### ARTICLE VII

The qualification of the members of said corporation, the property, voting and other rights and privileges, and the liabilities to charges and assessments of the members, shall be set forth in the Bylaws of the corporation.

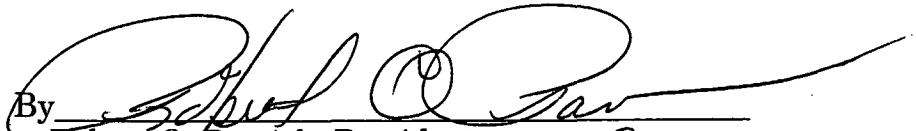
#### ARTICLE VIII

Pursuant to RCW 23A.12.020(d) no director shall be personally liable to the corporation or its shareholders for monetary damages for conduct as a director.

Notwithstanding the foregoing, this Article shall not be effective to limit damages for conduct as a director for acts or admissions that involve intentional misconduct or a knowing violation of law or for any transaction for which the director will personally receive a benefit in money, property or services to which the director is not legally entitled.

DATED this 12th day of September, 1990.

CARLYON BEACH HOMEOWNERS  
ASSOCIATION

By   
Robert O. Parrish, President  
PARIS R.O.P.



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**STATE of WASHINGTON SECRETARY of STATE**

I, **Ralph Munro**, Secretary of State of the State of Washington and custodian of its seal, hereby issue this

**CERTIFICATE OF AMENDMENT**

to

**CARLYON BEACH COUNTRY CLUB INC.**

a Washington Non Profit corporation. Articles of Amendment were filed for record in this office on the date indicated below.

Changing name to **CARLYON BEACH HOMEOWNERS ASSOCIATION**

Corporation Number: 2-146279-1

Date: September 13, 1990

Given under my hand and the seal of the State of Washington, at Olympia, the State Capitol.

Ralph Munro, Secretary of State

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RALPH MUNRO  
SECRETARY OF STATE

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**ARTICLES OF AMENDMENT  
OF  
CARLYON BEACH COUNTRY CLUB, INC.**

Pursuant to the provisions of RCW 24.03.170 of the Washington Non-Profit Corporation Act, the undersigned adopts the following Articles of Amendment to the Articles of Incorporation:

**I.**

The name of record of the corporation is: CARLYON BEACH COUNTRY CLUB INC.

**II.**

Article I of the Articles of Incorporation is amended by deleting the name CARLYON BEACH COUNTRY CLUB INC., and replacing it with the name CARLYON BEACH HOMEOWNERS ASSOCIATION.

**III.**

The amendment to the Articles of Incorporation was adopted on June 9, 1990 at the annual meeting of the members having voting rights. That a quorum was present at said meeting, and this amendment received at least two-thirds of the votes.

IN WITNESS WHEREOF, I have set my hand this 12th day of September, 1990.

  
ROBERT O. PARRIS, President  
CARLYON BEACH COUNTRY CLUB, INC.

