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FILED  
STATE OF WASHINGTON  
JAN 15 1993  
RALPH MUNRO  
SECRETARY OF STATE

**ARTICLES OF INCORPORATION  
OF  
RAINIER PARK P.R.D. OWNERS' ASSOCIATION  
A Washington Nonprofit Corporation**

In compliance with the requirements of the Washington Nonprofit Corporation Act, Chapter 24.03 of the Revised Code of Washington, the undersigned, all of whom are residents of Washington and all of whom are of full age, have this day voluntarily associated themselves together for the purpose of forming a corporation not for profit and do hereby certify:

**ARTICLE I**

NAME OF CORPORATION

The name of the corporation is Rainier Park P.R.D. Owners' Association, hereafter called the "Association".

**ARTICLE II**

OFFICE/REGISTERED AGENT

The principal office of the Association is located at 1868 State Avenue N.E., Olympia, Washington 98506, which shall also serve as the office of Dennis M. Andrews, who shall act as the Registered Agent.

**ARTICLE III**

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 and architectural control of the residence Lots and Common Area within that certain tract of property described in Attachment "A" and to promote the health, safety and welfare of the residents within the above-described property and any additions thereto as may hereafter be brought within the jurisdiction of this Association for this purpose to:

- (a) Exercise all of the powers and privileges 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 in the Office of the Thurston County Auditor of Thurston County, Washington and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth at length;

(b) 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.

(c) Acquire (by gift, purchase 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 two-thirds (2/3) of each class of 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 two-thirds (2/3) of each class of members, agreeing to such dedication, sale or transfer;

(f) Participate in mergers and consolidations with other non-profit corporations organized for the same purposes, or annex additional residential property and Common Area, provided that any such merger, consolidation, or annexation shall have the assent of two-thirds (2/3) of each class of members, except as provided in the Declaration;

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

(h) Maintenance of open spaces and common improvements.



## ARTICLE IV

### MEMBERSHIP

Every person or entity who is a record owner of a fee or undivided fee interest in a Lot which is subject by covenants of record to assessment by the Association, including the contract purchaser, shall be a member of the Association.

The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any Lot which is subject to assessment by the Association.

## ARTICLE V

### VOTING RIGHTS

The Association shall have two 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 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 may be exercised as they determine, but in no event shall more than one vote be cast with respect to any Lot.

Class B: The Class B member shall be the Declarant (as defined in the By-Laws), and shall be entitled to three (3) votes for each Lot owned. 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:

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

(b) On January 1, 1997.

Annexation of adjacent properties must be recorded prior to the conversion date of Class B membership in order to retain Class B status of previous phases. All phases shall vote as a whole rather than as individual phases.



**ARTICLE VI**

**BOARD OF DIRECTORS**

The affairs of this Association shall be managed by a Board of three (3) Directors until the first annual meeting, at which time five (5) Directors shall be elected who need not be members of the Association. The number of Directors may be changed by amendment of the By-Laws of the Association. The names and addresses of the persons who are to act in the capacity of Directors until the election of their successors are:

NAME	ADDRESS
Dennis M. Andrews	1868 State Avenue N.E., Olympia, WA 98506
Roy C. Rice, Jr.	1868 State Avenue N.E., Olympia, WA 98506
Kimberly A. Andrews	1868 State Avenue N.E., Olympia, WA 98506

Of the directors who are elected, the two (2) directors who received the lowest number of votes shall be elected to serve two (2) year terms and the remaining directors that were elected shall be elected to serve three (3) year terms. Upon the expiration of such terms, all successor directors shall be elected to two (2) year terms.

Election of directors shall be by secret written ballot. All directors shall hold office until their respective successors are elected.

**ARTICLE VII**

**DISSOLUTION**

The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of each class of members and the written permission of the City of Lacey. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust or other organization to be devoted to such similar purposes.



**ARTICLE VIII**

DURATION

The Corporation shall exist perpetually.

**ARTICLE IX**

AMENDMENTS

Amendment of these Articles shall require the assent of seventy-five percent (75%) of the entire membership.

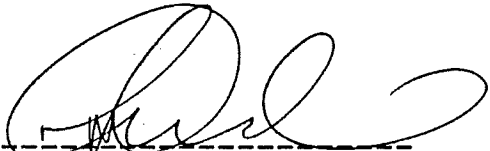
**ARTICLE X**


FHA/VA APPROVAL

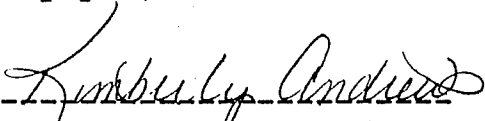
As long as there is a Class B membership, the following actions will require the prior approval of the Federal Housing Administration or the Veterans Administration: annexation of additional properties, mergers and consolidations, mortgaging of Common Area, dedication of Common Area, dissolution and amendment of these Articles.



IN WITNESS WHEREOF, for the purposes of forming this corporation under the laws of the State of Washington, we, the undersigned, constituting the incorporators of this Association, have executed these Articles of Incorporation this 15<sup>TH</sup> day of JANUARY, 1993.

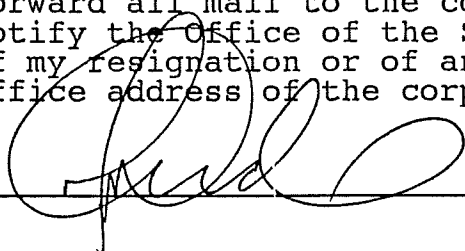
  
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CONSENT TO APPOINTMENT AS REGISTERED AGENT

I, Dennis M. Andrews, hereby consent to serve as Registered Agent, in the State of Washington, for the corporation herein named. I understand that as agent for the corporation, it will be my responsibility to receive Service of Process in the name of the corporation; to forward all 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.

  
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1-15-93



JAMES A. PANTIER & ASSOCIATES, INC.

*Land Surveyors - A Professional Services Corporation*

6326 MARTIN WAY, SUITE G  
LACEY, WASHINGTON 98516

(206) 491-9744

FAX (206) 491-9796

EXHIBIT "A"

October 13, 1992

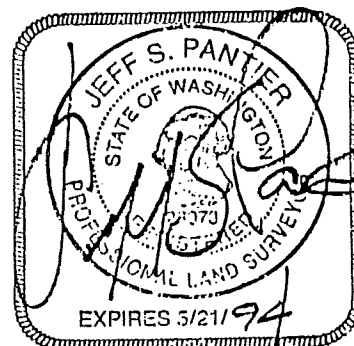
DESCRIPTION PREPARED FOR GEMINI DEVELOPMENT CORPORATION

RAINIER PARK P.R.D.  
PHASE ONE

That portion of Lot 4 of Amended Short Subdivision No. 6199 as recorded July 21, 1992 under Auditor's File No. 9207210153, records of Thurston County, Washington, lying Easterly of the following described line:

Commencing at the Southwest corner of said Lot 4; thence South  $87^{\circ} 36' 53''$  East along the South line of said Lot 4, a distance of 66.38 feet to the True Point of Beginning of this described line; thence North  $02^{\circ} 23' 07''$  East; 173.00 feet; thence South  $87^{\circ} 36' 53''$  East, 73.00 feet; thence North  $23^{\circ} 34' 36''$  East, 30.03 feet to a point of curvature to the left, the radius point of which bears North  $02^{\circ} 23' 07''$  East, 25.00 feet; thence Northeasterly along said curve through a central angle of  $90^{\circ} 00' 00''$  an arc length of 39.27 feet; thence North  $02^{\circ} 23' 07''$  East, 13.72 feet; thence South  $87^{\circ} 36' 53''$  East, 118.00 feet; thence North  $02^{\circ} 23' 07''$  East, 319.00 feet to a point on the North line of said Lot 4 South  $87^{\circ} 59' 23''$  East, 293.24 feet from the Northwest corner thereof and the terminus of this described line.

Containing 9.79 acres.



10/13/92



THURSTON COUNTY  
OLYMPIA, WA  
01/29/93 2:28 PM  
REQUEST OF: /GCL  
Sam S. Reed, AUDITOR  
BY: MIKE, DEPUTY  
\$13.00 ARTINC

**ARTICLES OF INCORPORATION  
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File No: 9301290140

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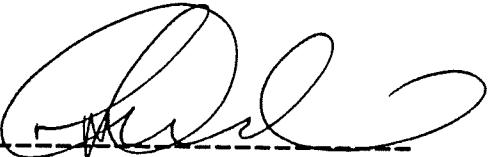
**ARTICLE X**


FHA/VA APPROVAL

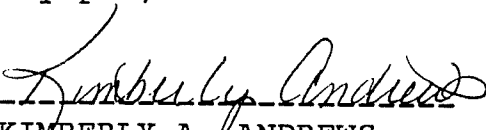
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Vol: 2048 Page: 539  
File No: 9301290140

IN WITNESS WHEREOF, for the purposes of forming this corporation under the laws of the State of Washington, we, the undersigned, constituting the incorporators of this Association, have executed these Articles of Incorporation this 15<sup>TH</sup> day of JANUARY, 1993.

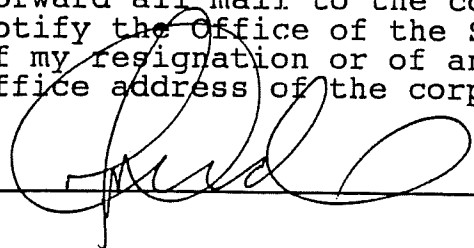
  
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CONSENT TO APPOINTMENT AS REGISTERED AGENT

I, Dennis M. Andrews, hereby consent to serve as Registered Agent, in the State of Washington, for the corporation herein named. I understand that as agent for the corporation, it will be my responsibility to receive Service of Process in the name of the corporation; to forward all 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.

  
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EXHIBIT "A"

October 13, 1992

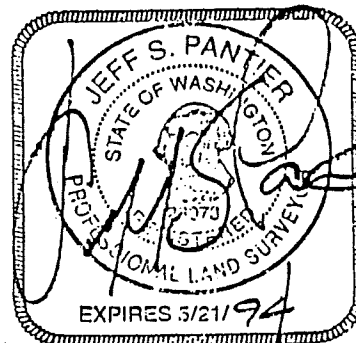
DESCRIPTION PREPARED FOR GEMINI DEVELOPMENT CORPORATION

RAINIER PARK P.R.D.  
PHASE ONE

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Containing 9.79 acres.



10/13/92



**AMENDMENT TO THE  
ARTICLES OF INCORPORATION  
OF  
RAINIER PARK P.R.D. OWNERS' ASSOCIATION**

FILED  
STATE OF WASHINGTON  
**FEB 09 1996**  
RALPH MUNRO  
SECRETARY OF STATE

This Amendment to the Articles of Incorporation of Rainier Park P.R.D. Owners' Association is made this 29th day of March, 1994 by the Board of Directors thereof.

A Resolution by at least 75% of the voting membership authorizing amendment to the Articles of Incorporation, retroactive to January 1, 1994 as follows:

Change Paragraph Two of Article VI Board of directors to read as follows:

Of the directors who are elected, the two (2) directors who received the lowest number of votes shall be elected to serve one (1) year terms and the remaining directors that were elected shall be elected to serve two (2) year terms. Upon the expiration of such terms, all successor directors shall be elected to two (2) year terms.

(Amendment changes Directors terms from 2 and 3 year to 1 and 2 year terms).

IN WITNESS WHEREOF, this instrument is executed as of the day and year first written above.

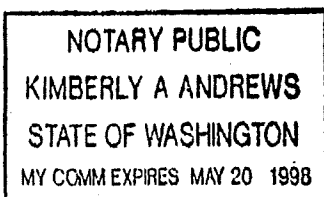
BOARD OF DIRECTORS

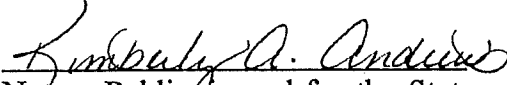
By:   
D.M. Andrews, President

State of Washington )  
                                  )ss.  
County of Thurston )

On this 29th day of March, 1994, before me personally appeared Dennis M. Andrews, to me known to be the President of the corporation that executed the within and foregoing instrument and acknowledged that the said instrument to be the free and voluntary act and deed of said corporation, for the uses and purposes therein mentioned, and on oath stated that he was authorized to execute said instrument and that the seal affixed thereto (if any) is the corporate seal of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my Official Seal the day and year first above written.



  
Notary Public in and for the State  
of Washington, residing in Tacoma.  
My commission expires 5/20/98.

