

**Restatement of the
Articles of Incorporation
for
The Village at Union Mills Home Owner's Association
A Washington Non-Profit Home Owner's Association**



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AHO CONSTRUCTION INC

MISC

\$25.00

Thurston Co. Wa.

**Restatement of the
Articles of Incorporation
for
The Village at Union Mills Home Owner's Association
A Washington Non-Profit Home Owner's Association**

The Articles of Incorporation for the Village at Union Mills are hereby "restated" to incorporate all previously recorded Amendments and to ensure that these documents apply solely to the Single Family Dwelling Units of the Village at Union Mills. The intent and purpose of all sections and amendments remain as originally written or formally amended - the sole exception is the exclusion of all references to the Multi-Family Residential and Condominium Conversion as having Membership, Voting Rights, Privileges, or any other Responsibility or Duty previously imposed by the Articles of Incorporation, Declaration, or Bylaws.

**ARTICLE 1
Name**

The name of the corporation shall be The Village at Union Mills Home Owner's Association (The Association").

**ARTICLE 2
Duration**

The period of duration of the Association shall be perpetual.

**ARTICLE 3
Purpose**

This Association is organized for the following purposes:

- 3.1 To preserve, protect and improve the quality and character of the Single Family Dwelling real estate development known as The Village at Union Mills located in Thurston County, Washington.
- 3.2 To provide for the maintenance, preservation and control of the common areas and to promote the health, safety, protection and welfare of the property owned by the members of the Association.

**ARTICLE 4
Powers**

The Association may exercise the following powers:

- 4.1 Adopt and amend Bylaws, rules and regulations;
- 4.2 Adopt and amend budgets for revenues, expenditures, and reserves, and impose and collect assessments from owners for common expenses;
- 4.3 Hire and discharge or contract with managing agents and other employees, agents, and independent contractors:



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- 4.4 Institute, defend, or intervene in litigation or administrative proceedings in its own name on behalf of itself or two or more owners on matters affecting the Association, but not on behalf of owners involved in disputes that are not the responsibility of the Association;
- 4.5 Make contracts and incur liabilities;
- 4.6 Regulate the use, maintenance, repair, replacement, and modification of common areas;
- 4.7 Cause additional improvements to be made as a part of the common areas;
- 4.8 Grant easements, leases, licenses, and concessions through or over the common areas and petition for or consent to the vacation of streets and alleys;
- 4.9 Grant easements, leases, licenses, and concessions through or over the common areas and petition for or consent to the vacation of streets and alleys;
- 4.10 Impose and collect any payments, fees, or charges for the use, rental, or operation of the common areas;
- 4.11 Impose and collect charges for late payments of assessments and, after notice and an opportunity to be heard by the Board of Directors or by the representative designated by the Board of Directors and in accordance with the procedures as provided in the Bylaws or other rules and regulations adopted by the Board of Directors, levy reasonable fines for violation of the Bylaws, rules, and regulations of the Association in accordance with a previously established schedule adopted by the Association's Board of Directors and furnished to the members thereof;
- 4.12 Exercise any other powers conferred by the Bylaws;
- 4.13 Exercise all other powers that may be exercised in the State of Washington by the same type of entity as the Association, including those powers described in RCW 24.03.035 as hereinafter amended or recodified; and
- 4.14 Exercise any other powers necessary and proper for the governance and operation of the Association.

ARTICLE 5
Members

- 5.1 The Association shall have two classes of members, Class A and Class B, which are define below. Both classes are entitled to vote until such time as: (1) 75% of the lots created within the property (or out of any additional real property annexed to the Village at Union Mills Subdivision), shall have been conveyed to an owner or owners other than an owner or owners construction new, previously unoccupied living units and related improvements on such lots for resale or rental purposes, or, (2) the Class B member or its successor(s) elects, by written notice delivered to the Association, to terminate its status as the Class B member, or, (3) December 31, 2014, whichever occurs first.
- 5.12 The membership of the Association at all times shall consist exclusively of all of the owners of single family residences over which the Association has jurisdiction as defined in the Bylaws, whether such property is developed or undeveloped. If there is more than one owner of a lot within the Association's jurisdiction, such owners shall together be considered a single owner with respect to the lot for the purpose of voting pursuant to the Bylaws and Declaration. Each owner shall be a member of the Association and each lot shall be allocated one vote in the Association. The members of the Association shall be each person or entity who is the owner



of residential real property located within the Association's jurisdiction, as described in the Bylaws, and by virtue of membership or ownership of property obligated to pay the real property taxes, insurance premiums, and maintenance cost for the improvement of the real property under the ownership and control of the Association.

- 5.3 Membership shall be afforded without regard to race, religion, national origin, sex, age, mental or physical handicap.

ARTICLE 6 Board of Directors

- 6.1 Directors shall be members of the Association, or if a member of the Association is other than a natural person, a director may be any individual regularly employed by, or real party in interest, in such member entity. The number of directors of this Association, their terms, and the manner in which they shall be appointed or otherwise elected shall be set forth in the Bylaws of the Association.
- 6.2 The number of directors constituting the initial Board of Directors of the Association was two (2) directors. The names and addresses of the persons who served as the initial directors of the Association, each of whom consented to such appointment, were as follows:

Thomas A Sherwood
16325 SW Boone Ferry Road
Suite 203
Lake Oswego, OR 97035

Kevin C Capuzzi
16325 Boone Ferry Road
Suite 203
Lake Oswego, OR 97035

The number of directors constituting the Board of Directors of the Association at the time of this recording, _____ is three (3) directors. The names and addresses of the persons who serve as the directors of the Association, each of whom consented to such appointment, are as follows:

Melvin S. Aho
5512 NE 109th Ct Suit 101
Vancouver, WA 98562

Thomas Arrowsmith
5512 NE 109th Ct Suite 101
Vancouver, WA 98562

Nancy J. Maxson
9602 180th Way SW
Rochester, WA 98579

ARTICLE 7 Bylaws

The Bylaws of the Association shall regulate the internal affairs of the Association and may contain any provisions for the regulation and management of the affairs of the Association not inconsistent with these Articles, The Washington Nonprofit Corporations Act, and Chapter 243 Laws of 1995, and shall at a minimum set forth the following:

- 7.1 The number, qualifications, powers, duties, terms of office, and manner of electing or removing the Board of Directors and officers, and filling vacancies;
- 7.2 Election of the officers of the Association by the Board of Directors;
- 7.3 Which powers the Board of Directors or officers may delegate to other persons or to a managing agent,



- 7.4 Which of its officers may prepare, execute, certify, and record amendments to the governing documents on behalf of the Association;
- 7.5 Subject to the provisions of the Association's governing documents, any other matters the Association deems necessary and appropriate.

ARTICLE 8 Amendments

- 8.1 The Association reserves the right to alter, change or repeal any provisions contained in these Articles of Incorporation at an annual meeting, or at a special meeting of the members called for such purposes at which a quorum is present. The proposed amendment(s) shall be adopted upon receipt of at least two-thirds of the votes which members present at such meeting or represented by proxy are entitled to cast.
- 8.2 The power to alter, amend or repeal the Bylaws, or to adopt a new set of Bylaws, shall be reserved to the members at an annual meeting, or at a special meeting called for that purpose at which a quorum is present. The proposed amendment(s) shall be adopted upon receiving at least a majority of the votes which members present as such meeting or represented by proxy are entitled to cast.

ARTICLE 9 Funds and Assets

- 9.1 This corporation shall use its funds only to accomplish the purposes stated in these Articles and those purposes which are consistent with Washington Law and, if applicable, Section 501(C)(3) of the Internal Revenue Code. The Association is not formed for pecuniary or financial gain, and no part of the funds of this corporation shall inure to the benefit of or be distributed to the directors or officers of the corporation, except to the extent permitted under the Non-profit Corporation Act of the State of Washington, Chapter 283, Laws of 1995, these articles of Incorporation and the Association's Bylaws.
- 9.2 The Association shall not:
- (1) Have or issue shares of stock;
 - (2) Make any disbursement of income to its members, directors, or officers; nor
 - (3) Loan money or credit to its officers or directors.

The Association may, however, pay compensation in a reasonable amount to its members, directors, or officers for services rendered and may confer benefits upon its members in conformity with its purposes.

- 9.3 In the event this corporation dissolves, any assets of the corporation, after all the debts have been satisfied, then remaining in control of the Board of Directors shall be distributed in accordance with the provisions of these Articles of Incorporation or the Bylaws to the extent that the Articles of Incorporation or bylaws determine the distributive rights of members, or any class or classes of members, or provide for distribution to others.



ARTICLE 10
Limitation on Director Liability

- 10.1 A director of the Association shall not be personally liable to the Association or its members for monetary damages for conduct as a director, except for liability of the director for: (1) acts or omissions which involve intentional misconduct or a knowing violation of law by the director; or, (2) any transaction from which the director will personally receive a benefit in money, property, or services to which the director is not legally entitled. If the law is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then, the liability of a director of the Association shall be eliminated or limited to the fullest extent permitted by the law, as so amended.
- 10.2 Any repeal or modification of the foregoing paragraph by the Directors or members of the Association shall not adversely affect any right or protection of a director of the Association existing at the time of such repeal or modification.

ARTICLE 11
Indemnification

The Association shall have the power and authority but not the obligation to indemnify the directors and officers of the Association, either existing or former, who may be party to any proceeding by reason of being or having served in such capacity on behalf of the Association, against any judgment, penalties, fines, settlements and reasonable expenses including legal fees actually incurred by such director or officer in connection with such proceeding, to the full extent provided in RCW 23(B).08.500, et seq., and RCW 24.03.043, or any amendments or restatements thereof. The Association shall also have the power and authority but not the obligation to provide indemnification to any employee or agent of the Association to the full extent allowed by law.

ARTICLE 12
Registered Agent and Registered Office

- 12.1 The address of the initial registered office of the Association was Suite 3210, 999 Third Avenue, Seattle, WA 98102. The name of the initial registered agent of the Association at such street address was Ronald A. Franz.
- 12.2 The address of the registered office of the Association as of the date of filing of these Restated Articles of Incorporation is: 8223 Sweetbrier LP SE, Olympia, WA 98513. The name of the registered agent of the Association at such time is Nancy J. Maxson.

ARTICLE 13
Incorporator

- 13.1 The name and address of the original incorporator of the Association, who was a resident of Washington and 18 years or older was:

Randy S. Clarno
3118 NE 105th Circle
Vancouver, WA 98686



13.2 The name and work address of the agent preparing this restatement of the Articles is:

Nancy J. Maxson
8223 Sweetbrier LP SE
Olympia, WA 98513
360-491-6632

She is a Washington State resident and over the age of 18 years.

IN WITNESS THEREOF, I subscribe my name this 20th day of October, 2003, and hereby state that I have obtained the consent and agreement of each of the current Board of Directors to file this Restatement of the Articles of Incorporation.



Nancy J. Maxson, Managing Agent



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