

FILED

OCT 07 1997

SECRETARY OF STATE
STATE OF WASHINGTON

UBI # 601 823 395

**ARTICLES OF INCORPORATION OF
GREENFIELD HOMEOWNERS ASSOCIATION OF OLYMPIA**

In compliance with the requirements of Chapter 24.03 of the Revised Code of Washington, the undersigned, is a resident of Olympia, Washington and is of full age, has this day voluntarily executed these articles for the purpose of forming a corporation not for profit and does hereby certify:

ARTICLE I

The name of the Corporation is Greenfield Homeowners Association of Olympia, hereinafter called the "Association".

ARTICLE II

The principal office of the Association is located at 2606 South Fir, Olympia, Washington, 98501.

ARTICLE III

Robert Hilden, whose address is 2606 South Fir, Olympia, Washington 98501, is hereby appointed the initial registered agent of this Association.

ARTICLE IV

PURPOSE AND POWERS OF THE ASSOCIATION

The Association does not contemplate pecuniary gain or profit to the members hereof, 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 as: Greenfield Subdivision # LP0394

The plat of Greenfield as recorded in Thurston County Auditor's File Number 3087309 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 the Association for this purpose to:

- (1) exercise all of the powers and privileges and to perform all of the duties and obligation 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 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;
- (2) 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

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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;

- (3) 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 in connection with the affairs of the Associations;
- (4) 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;
- (5) 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;
- (6) 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;
- (7) 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.

ARTICLE V MEMBERSHIP AND VOTING RIGHTS

The corporation shall at all time hereafter be a joint and mutual association of the incorporator and such other persons as may thereafter be admitted to membership in this Association with the Bylaws and who shall be owners or purchasers of a lot or lots in the Plat of Greenfield.

Membership shall be automatic and mandatory upon purchase of property with Greenfield. There shall be two classes of memberships. A single membership shall be issued to the owner or purchaser of one lot. A multiple membership shall be issued to the owner or purchaser of two or more lots. Fractional lots owned or purchased shall be computed to determine qualifications of a multiple membership, but only if the fractions total one lot. All questions involving fractional lots shall be determined by the Board of Directors.

Membership and certificates evidencing the same shall be inseparably appurtenant to lots owned by the members, and upon transfer of ownership or contract of sale of any such lot or lots, membership and certificates 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 of the personal representative of such deceased member upon

appointment and qualification as such by a judicial proceeding and such personal representative shall have all the rights, privileges, and liabilities of such member until title shall be transferred or contracted to be transferred.

The interest of each membership in the corporation shall be determined according to the number of lots owned by such member.

The voting rights of each member shall be dependent upon the number of lots owned by such members. On all corporate matters coming before the membership, a single membership shall be entitled to one vote, and multiple memberships shall be entitled to the same number of votes the number of lots owned by the multiple membership; provided, however, that no member shall be entitled to vote for an ownership of any fractional part of a lot unless the fractional parts owned by a member would total one lot. If any lot is held by two or more persons, the several owners shall be considered and treated as one owner for voting purposes.

No membership shall be forfeited nor shall any member be expelled except upon foreclosure for nonpayment of assessments, and no member may withdraw except upon transfer of title to the real property to which his membership appurtenant, as elsewhere herein provided. No compensation shall be paid by the corporation upon any transfer of membership and no member whose membership is transferred shall be entitled to share or participate in any of the property or assets of the corporation when and if it should be dissolved.

ARTICLE VI DISSOLUTION

In the event of the dissolution of the corporation, each person who is then a member shall receive his pro-rata proportion of the property and assets after all of its debts have been paid.

ARTICLE VII DIRECTORS AND OFFICERS

Corporate powers of the corporation shall be vested in a Board of Directors. The number of directors who shall manage the affairs of the corporation shall be three (3).

Directors shall be elected to serve for three (3) years or until their successors are elected and duly qualified. The initial directors are:

Robert D. Hilden
Director and Register
2606 S. Fir Street
Olympia, WA 98501

Ardith M. Hilden
Director
2606 S. Fir Street
Olympia, WA 98501

Donald R. Hilden
Agent Director
2124 Division N.W.
Olympia, WA 98502

ARTICLE VIII
DURATION

The corporation shall exist perpetually.

ARTICLE IX

The name and address of the incorporator is as follows:

Robert D. Hilden
2606 South Fir
Olympia, Washington 98501

ARTICLE X
AMENDMENTS

Amendment of these Articles shall require the assent of two-thirds (2/3) of the entire membership.

IN WITNESS WHEREOF, for purposes of forming this corporation under the laws of the State of Washington, I, the undersigned, the incorporator of this Association, have executed the Articles of Incorporation this 16th day of April, 1997.

DIRECTORS:

Robert D. Hilden
Ardith M. Hilden
2606 South Fir
Olympia, Washington 98501

Robert D. Hilden
(Incorporator)

Ardith M. Hilden

Donald R. Hilden

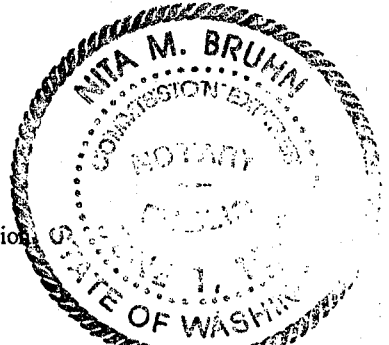
Donald R. Hilden
2124 Division N.W.
Olympia, Washington 98502

STATE OF WASHINGTON)
) S.S.
County of Thurston)

On this 16th day of April, 1997, before me personally appeared ^{Robert D. Hilden} Ardith M. Hilden & Donald R. Hilde known to be the individual(s) described herein and who executed the within and foregoing instrument and acknowledged that ~~they~~ signed and sealed the same as their free and voluntary act and deed, for the uses and purposes therein mentioned.

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

Mita M. Bruhn
Notary Public in and for the State of Washington
Residing in Thurston Co
My appointment expires June 1, 1999





CONSENT TO SERVE AS REGISTERED AGENT

ROBERT D. HILDEN

I, ✓ hereby consent to serve as Registered Agent in the state of Washington. for to following:

(enter the name of the corporation or limited partnership)

GREENFIELD HOMEOWNERS ASSOCIATION of olympia

I understand that as agent it will be my responsibility to receive service of process: to forward all mail, and to immediately notify the Office of the Secretary of State In the event of my resignation. or of any changes in the Registered Office address.

10-7-97

(Date)

Robert D. Hilden

(Signature of Agent)