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SECRETARY OF STATE

JUN 01 2007

ARTICLES OF INCORPORATION
OF
STATE OF WASHINGTON
MAPLE TERRACE SPOKANE HOMEOWNERS ASSOCIATION
A Washington Nonprofit Corporation

06/01/07 1072168-001
\$50.00 R 823926
RP:1308398

The undersigned, acting as Incorporator of a corporation under the provisions of the Washington Nonprofit Corporation Act (Chapter 24.03 RCW) and the Homeowners' Associations Act (Chapter 64.38 RCW) (collectively referred to herein as the "Acts"), adopts the following Articles of Incorporation:

ARTICLE 1

Name

The name of the Corporation shall be MAPLE TERRACE SPOKANE HOMEOWNERS ASSOCIATION (hereafter referred to as the "Association")

ARTICLE 2

Period of Duration

The period of duration of the Association shall be perpetual

ARTICLE 3

Purposes and Powers

3.1 This Association is organized for the following purposes, under the provisions of the Acts:

3.1.1 To operate as a nonprofit Homeowners' Association under the Acts;

3.1.2 To preserve, protect, and improve the quality and character of the Maple Terrace Spokane property described in and subject to the Declaration of Covenants, Conditions, Restrictions, and Easements, as amended or otherwise supplemented (the "Declaration"); and

3.1.3 To do everything necessary, proper, advisable, and/or convenient for the accomplishment of these purposes.

ARTICLE 4

Powers

4.1 The Association may exercise all the powers granted under the Acts, as amended or recodified, and in the Declaration, including the following powers and authority:

4.1.1 Adopt and amend Bylaws to the extent they are not inconsistent with the Acts or any other Governing Documents;

4.1.2 Adopt and amend Rules and Regulations to the extent they are not inconsistent with the Acts or any other Governing Documents;

4.1.3 Adopt and amend budgets for revenues, expenditures, and reserves, and impose and collect assessments for common expenses from Members as provided in any Governing Documents;

4.1.4 Obtain and maintain in force policies of insurance as provided in any Governing Documents;

4.1.5 Through its Board of Directors, may employ the services of any person or corporation as manager, hire employees to manage, conduct, and perform the business, obligations and duties of the Association, employ professional counsel and obtain advice from such persons or firms or corporations such as, but not limited to, landscape architects, recreational experts, architects, planners, lawyers and accountants, and contract for or otherwise provide for all services necessary or convenient for the management, maintenance, and operation of the Property;

4.1.6 Institute, defend, or intervene in litigation or administrative proceedings in its own name on behalf of itself or two or more Members on matters affecting the Association, but not on behalf of Members involved in disputes that are not the responsibility of the Association;

4.1.7 Make contracts and incur liabilities;

4.1.8 Regulate the use, maintenance, repair, replacement, and modification of Lots and Common Areas including the power to sell or transfer the Common Areas;

4.1.9 Cause additional improvements to be made to the Common Areas;

4.1.10 Acquire, hold, encumber, and convey in its own name any right, title, or interest to real or personal property, which is a part of or adjacent to the Maple Terrace Spokane property;

4.1.11 Grant permits, easements, leases, licenses, and concessions through or over the Common Areas, for utilities, roads and other purposes necessary for the proper operation of the development, if any, and petition for or consent to the vacation of streets and alleys;

4.1.12 Impose and collect any payments, fees, or charges for the use, rental, or operation of the Common Areas as provided in the Declaration and any other Governing Documents;

4.1.13 Create various classes of service and make appropriate assessments or charges therefor to the users of such services without being required to render such services to those Members who do not assent to such charges, subject to such Rules and Regulations as the Board of Directors deem proper, and to discontinue any service upon nonpayment or eliminate services for which there is no demand or adequate funds to maintain;

4.1.14 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 or Rules and Regulations of the Association in accordance with a previously established schedule thereof adopted by the Board of Directors and furnished to the Members for violations of the Bylaws, and Rules and Regulations of the Association adopted by the Board of Directors and furnished to its Members;

4.1.15 Issue and transfer memberships in the Association to Members within Maple Terrace Spokane as may be provided in the Bylaws of the Association;

4.1.16 Exercise any other powers conferred by the Act, the Declaration or the Bylaws, and any other Governing Documents;

4.1.17 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 cited in RCW 24.03.035 as hereinafter amended or recodified; and

4.1.18 Exercise any other powers necessary and proper for the governance and operation of the Association and the enforcement of the Governing Documents.

4.2 The powers and obligations of the Association may from time to time be amended, repealed, enlarged, or restricted by amendment to these Articles of Incorporation made in accordance with the provisions contained in these Articles of Incorporation or the Bylaws to the extent they are consistent with the Acts.

ARTICLE 5 Membership and Voting Rights

5.1 The Association shall have Members consisting of every Owner of one or more Lots located within the Association's jurisdiction. Such membership shall commence, exist, and continue simply by virtue of such ownership, shall expire automatically upon termination of such ownership, and need not be confirmed or evidenced by any certificate or acceptance of membership.

5.2 As provided in the Declaration, the Association shall have two classes of voting membership.

5.3 Voting rights of Members shall also be set forth in the Association's Bylaws.

5.4 Membership is afforded without regard to race, religion, national origin, sex, age, or mental or physical handicap.

5.5 Persons or entities who hold an interest merely as security for the performance of an obligation owed to them shall not be a member of the Association unless they acquire title to property within Maple Terrace Spokane.

ARTICLE 6 Board of Directors

6.1 Except for the initial Board of Directors appointed by the Declarant, Board of Directors shall be Members of the Association. The number of Board 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.

6.2 The names and addresses of the persons who are to serve as the initial Board of Directors of the Association, each of whom has consented to such appointment, are:

<u>Name</u>	<u>Address</u>
Melvin S. Aho	5512 NE 109 th Ct., Suite 101 Vancouver, WA 98662
Justin West	5512 NE 109 th Ct., Suite 101 Vancouver, WA 98662
Rachel Rivers	5512 NE 109 th Ct., Suite 101 Vancouver, WA 98662

ARTICLE 7
Bylaws

7.1 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 that are consistent with these Articles of Incorporation, the Declaration, and the Acts, and shall at a minimum set forth the following:

7.1.1 The quorum and voting rights of Members;

7.1.2 The number, qualifications, powers and duties, terms of office, and manner of electing and removing the Board of Directors and officers and filling vacancies;

7.1.3 Appointment by the Board of Directors of the officers of the Association;

7.1.4 Which, if any, of its powers the Board of Directors or officers may delegate to other persons or to a managing agent;

7.1.5 Which of its officers may prepare, execute, certify, and record amendments to the Governing Documents on behalf of the Association;

7.1.6 Subject to the provisions of the Association's Governing Documents, any other matters the Association deems necessary and appropriate.

7.2 The initial Bylaws of the Association shall be adopted by the Association's initial Board of Directors, which Bylaws may be amended as provided in Article 8 of these Articles of Incorporation.

ARTICLE 8
Amendments

8.1 The power to amend, alter, change, restate, or repeal any provisions contained in these Articles of Incorporation shall be reserved to the Members of the Association. Such power may be exercised at an annual meeting, or at a special meeting of the Members called for such purpose at which a quorum is present. The proposed amendments to these Articles of Incorporation shall be adopted upon

receiving at least two-thirds of the votes of all Members represented at the meeting, whether present in person or by proxy, or received by mail as a ballot.

8.2 The power to alter, amend, restate 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 Bylaws, or any amendments thereto, shall be adopted upon receiving at least a majority of the votes of all Members represented at the meeting, whether present in person or by proxy, or received by mail as a ballot.

ARTICLE 9 Funds and Assets

9.1 This Association shall use its funds only to accomplish the purposes stated in these Articles and those which are consistent with Washington law and, if applicable, Section 501(c) of the Internal Revenue Code. The Association is not formed for pecuniary or financial gain, and no part of the funds of this Association shall inure to the benefit of or be distributed to the Board of Directors or officers of the Association, except to the extent permitted under the Acts, these Articles of Incorporation, or the Association's Bylaws.

9.2 The Association shall not:

- (i) have or issue shares of stock;
- (ii) make any disbursement of income to its Members, Board of Directors, or officers in such capacity; nor
- (iii) loan money or credit to its Members, officers, or Board of Directors.

9.3 The Association may, however, pay compensation in a reasonable amount to its Members, Board of Directors, or officers for services rendered and may confer benefits upon its Members in conformity with its purposes.

9.4 In the event this Association dissolves, any assets of the Association after all the debts have been satisfied then remaining in the hands of the Board of Directors shall be distributed to a public body or conveyed to a nonprofit organization with similar purposes.

ARTICLE 10 Limitation on 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 (i) for acts or omissions that involve intentional misconduct by the director or a knowing violation of law by the director, or (ii) for 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 Board 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 Board of 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 Board of 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 fullest extent provided in RCW 23B.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

The address of the initial registered office of the Association and the name of the initial registered agent of the Association at such street address shall be:

MN Service Corporation WA
500 E. Broadway, Suite 400
Post Office Box 694
Vancouver, Washington 98666-0694

ARTICLE 13
Articles of Incorporation

These Articles of Incorporation represent the full and complete Articles of Incorporation of Maple Terrace Spokane Homeowners Association notwithstanding any other document that may have been previously recorded with the Spokane County Auditor that purports to be the same.

ARTICLE 14
Construction

Unless otherwise defined in these Articles, capitalized terms shall have the meaning given them in the Declaration.

ARTICLE 15
Incorporator

The name and street address of the Incorporator of the Association is as follows:

MN Service Corporation WA
500 E. Broadway, Suite 400
Post Office Box 694
Vancouver, Washington 98666-0694

IN WITNESS THEREOF, I have hereunto subscribed my name and hereby state that I have obtained the consent of each of the initial Board of Directors named to serve.

Date signed: May 31, 2007

MN SERVICE CORPORATION (WA)

By:


LeAnne M. Brenner, Vice President

CONSENT TO APPOINTMENT AS REGISTERED AGENT

The undersigned hereby consents to serve as Registered Agent in the State of Washington for
MAPLE TERRACE SPOKANE HOMEOWNERS ASSOCIATION.

The responsibilities of the registered agent for the Association will be (a) to receive service of process in the name of the Association; (b) to forward all mail to the Association; (c) and to immediately notify the office of the Secretary of State in the event of resignation or of any changes in the registered office address of the Association.

Date signed: May 31, 2007

MN SERVICE CORPORATION (WA)

By


LeAnne M. Bremer, Vice President

Address of Registered Agent:

MN Service Corporation (WA)
500 E. Broadway, Suite 400
Post Office Box 694
Vancouver, Washington 98666-0694

**RESOLUTION OF THE BOARD OF DIRECTORS
OF
MAPLE TERRACE SPOKANE HOMEOWNERS ASSOCIATION
AT ITS ORGANIZATIONAL MEETING**

The directors of the Maple Terrace Spokane Homeowners Association, a Washington nonprofit corporation (Association), adopt the following resolutions:

ARTICLES OF INCORPORATION:

RESOLVED: That the Articles of Incorporation filed with the Secretary of State of the State of Washington on June 1, 2007, under the Uniform Business Identifier (UBI) number 602 731 463 are ratified and confirmed.

BE IT FURTHER RESOLVED: That the actions taken by MN Service Corporation (WA) in preparing and filing said Articles of Incorporation are confirmed and ratified, and the Association will hold the Incorporator harmless from any liability that may arise from serving in that capacity.

DESIGNATION OF DIRECTORS:

RESOLVED: That the following are designated in the Articles as the initial Board of Directors, to serve until their successors are elected by the Association's Members pursuant to the Bylaws adopted by the Association:

<u>Name</u>	<u>Address</u>
Melvin S. Aho	5512 N.E. 109 th Court, Suite 101 Vancouver, Washington 98662
Justin West	5512 N.E. 109 th Court, Suite 101 Vancouver, Washington 98662
Rachel Rivers	5512 N.E. 109 th Court, Suite 101 Vancouver, Washington 98662

DESIGNATION OF OFFICERS:

RESOLVED: That the initial Board of Directors designates the following people as officers of the Association until their successors are elected or appointed as provided for in the Bylaws to be adopted by the Association:

President: Melvin S. Aho
Vice President: Justin West
Secretary/Treasurer:: Rachel Rivers

**COMPENSATION OF DIRECTORS:
REIMBURSEMENT OF EXPENSES:**

RESOLVED: That the Association will pay the out-of-pocket expenses incurred by directors and officers in fulfilling their fiduciary responsibilities to the Association.

BE IT FURTHER RESOLVED: That no additional compensation will be paid to the directors or officers.

PRINCIPAL PLACE OF BUSINESS:

RESOLVED: That, until further designation by the Board of Directors, the principal place of business for the transaction of business of this Association will be that of the Association's President at:

5512 N.E. 109th Court, Suite 101, Vancouver, Washington 98662

LICENSES AND PERMITS:

RESOLVED: That the Board of Directors may authorize the Association's officers to take all steps and execute all documents necessary for the Association to apply for licenses or permits as may be required for the Association to fulfill its duties and obligations under the Bylaws, including but not limited to, applying to the IRS for a taxpayer identification number for the purpose of opening a bank account and applying to the IRS for tax exemption status as a 501(c)(3) nonprofit corporation.

BANK AUTHORIZATION:

RESOLVED: That the establishment of a bank account for the Association at _____ and the designation of the officers as signers on the account, are confirmed and ratified.

BE IT FURTHER RESOLVED: That all checks drawn upon the bank accounts must bear the signature of the President and Treasurer.

BE IT FURTHER RESOLVED: That if any bank or other financial institution requires a banking resolution in any form different from but generally consistent with the foregoing, the other resolution will be deemed to have been duly approved and adopted.

BE IT FURTHER RESOLVED: That any alternate form of resolution as may be required by a bank or financial institution will be attached to this resolution.

ADOPTION OF BUDGET:

RESOLVED: That the Association's budget applicable to the operations and maintenance, and including replacement costs, for the stormwater facilities is attached and adopted with this resolution.

ADOPTION OF FISCAL YEAR END:

RESOLVED: That the fiscal year end of the Association ends on December 31.


FURTHER AUTHORIZATION FOR ORGANIZATION:

RESOLVED: That the appropriate officers of the Association, or any of them, are authorized, empowered, and directed to take all necessary or appropriate action, including the expenditure of funds, in order to fully and expeditiously complete the organization of the Association as contemplated in the Articles and Bylaws of the Association.

RATIFICATION OF CORPORATE ACTION:

RESOLVED: That all prior actions taken by the initial directors and officers for and on behalf of Association, including but not limited to, the formation and organization of the Association, are confirmed and ratified.

Date: October 24, 2007



Melvin S. Aho

Date: October 24, 2007



Justin West

Date: October 24, 2007



Rachel Rivers