

**ARTICLES OF INCORPORATION  
OF  
WOODFIELD ESTATES HOMEOWNERS  
ASSOCIATION**

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 Woodfield Estates Homeowners Association, hereafter called the "Association".

**ARTICLE II**

The principal office of the Association is located at 2222 E State St., Suite A, Olympia, Washington.

**ARTICLE III**

Patricia Ingersoll, whose address is 2222 E. State St., Suite A, Olympia, Washington is hereby appointed the initial registered agent of this Association.

**ARTICLE IV**

**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 as:

Government Lot Two, Section 19, Township 18 North, Range 1 West, W.M.,  
except the south 5 acres thereof and except roads.

Together with Second Class Shorelands, as conveyed by the State of Washington, situate in front of, adjacent to, or abutting thereon.

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:

(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 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 and 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 all of the votes of the memberships, mortgage, pledge, deed in trust, or hypothecate any of 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 Association. No such dedication or transfer shall be effective unless an instrument has been approved by two-thirds (2/3) of all of the votes of the memberships agreeing to such dedication, sale or transfer, and signed by the officers of the Association.

(f) participate in mergers and consolidations with other nonprofit 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 all of the votes of the memberships;

(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.

## 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 these Bylaws and who shall be owners or purchases of a lot or lots in the Plat of Woodfield Estates.*

Membership shall be automatic and mandatory upon purchase of property within Woodfield Estates. There shall be two classes of memberships, namely class A memberships, and a class B membership. Class A memberships as set out in the Declaration shall be issued to the owner or purchaser of one lot. The class B membership as set out in the Declaration is issued to the owners-developers, their successors or assigns.

The holders of the class A memberships and the holders of the class B membership shall have the right to vote on every decision required by the membership. The holders of the class B membership shall be entitled to vote on every such decision all of the votes granted in the Declaration to the class B membership. One of the class B membership votes shall equal one of the class A membership votes. In counting the votes on any decision, it will be deemed approved if after adding together all of the class A votes and all of the class B votes the required majority is obtained. While the class B membership exists, the class A membership has no right to claim that the class A membership alone must approve a decision by the required majority. In effect, the holder of the class B membership shall control this corporation until the class B membership terminates according to the Declaration.

*Membership and certificates evidencing the same shall be inseparably appurtenant to lots owned by the members, and upon transfer of ownership or contract for 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 or certificate of membership of such deceased members shall be and become the property of the legal successors or assigns of such deceased member and such successors or assigns shall have all the rights, privileges, and liabilities of such member until title shall be transferred or contracted to be transferred.*

*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 is 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 CONFLICTS OF INTEREST

No contract or other transaction between this corporation and one or more of its directors or any other corporations, firm, association or entity in which one or more of its directors are directors or officers or are financially interested, shall be either void or voidable because of such relationship or interest, or because such director or directors are present at the meeting of the Board of Directors, or a committee thereof, which authorizes, approves or ratifies such contract or transaction, or because his or their votes are counted for such purpose.

Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or committee thereof which authorizes, approves or ratifies such contract or transaction.

ARTICLE VII  
DISSOLUTION

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

ARTICLE VIII  
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 one, unless another number is selected by a vote of two-thirds (2/3) of the all of the votes of the memberships.*

*Directors shall be elected to serve for three years or until their successors are elected and duly qualified.*

The Initial Director Is: Patricia Ingersoll  
2222 E. State St., Suite A  
Olympia, Washington 98506

ARTICLE IX  
DURATION

The corporation shall exist perpetually.

ARTICLE X

The name and address of the Incorporators is as follows:

Patricia Ingersoll and Donald Ingersoll  
2222 E. State St., Suite A  
Olympia, Washington 98506

ARTICLE XI  
AMENDMENTS

Amendments of these Articles shall require the assent of two-thirds (2/3) of all of the votes of the memberships.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Washington, we, the undersigned, the incorporators of this Association, have executed the Association , have executed the Articles of Incorporation this 13<sup>th</sup> day of June, 1991.

Donald Ingersoll

Patricia Ingersoll