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ARTICLES OF INCORPORATION

OF

FILED  
SECRETARY OF STATE

RIVERPOINTE HOMEOWNERS ASSOCIATION

AUG 09 2005

STATE OF WASHINGTON

The undersigned, acting as incorporator of a corporation under the Washington Nonprofit Corporation Act (Ch. 24.03 RCW), adopts the following Articles of Incorporation for the corporation.

ARTICLE 1. Name

The name of this corporation is Riverpointe Homeowners Association.

ARTICLE 2. Duration

The duration of this corporation is perpetual.

ARTICLE 3. Purposes

The purpose for which this corporation is organized to provide an owners association pursuant to the Declaration of Covenants, Conditions, Restrictions, and Reservations for Riverpointe (the "Declaration") for property located within the plat of Riverpointe, a subdivision located within the City of Auburn, King County, Washington, and to engage in all such activities as are incidental or conducive to the attainment of the objectives of the corporation and all activities which are permitted to be done by a nonprofit corporation under any laws that may now or hereafter be applicable or available to this corporation. The powers of this corporation shall be subject to and shall be exercised in accordance with the provisions of the Declaration, as it may from time to time be amended, which is incorporated herein as if fully set forth.

ARTICLE 4. Dissolution

This corporation may be dissolved with the assent given in writing and signed by not less than two-thirds of each class of members. Upon dissolution of the corporation, the assets of the corporation shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this corporation was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization to be devoted to such similar purposes.

ARTICLE 5.           Members

The corporation shall have two classes of members, as follows:

Class A Members. Class A members shall be all owners, except the Declarant as defined in the Declaration. Each Class A member shall be entitled to one vote for each lot owned. When more than one person owns a lot, all such persons shall be members, and the vote for such lot shall be exercised as they determine, but in no event shall more than one vote be cast with respect to any lot.

Class B Member. The Class B member shall be the Declarant which shall be entitled to three votes for each lot owned. The Class B membership shall cease and be converted to Class A membership upon the occurrence of the earlier of the following events: (i) the votes of the Class A members equal the votes of the Class B member; or (ii) the seventh anniversary of the date of recording the Declaration.

ARTICLE 6.           Registered Office and Agent

The name of the initial registered agent of the corporation is CamWest Development, Inc. The address of the initial registered office of the corporation is P.O. Box 308, 9720 NE 120<sup>th</sup> Place, Suite 100, Kirkland, Washington 98034.

ARTICLE 7.           Directors

The number of directors of this corporation shall be fixed by the Bylaws and may be increased or decreased from time to time in the manner specified therein. The initial Board of Directors shall consist of one director. The name and address of the person who shall serve as the director until the first meeting of the members and until his successors are elected and qualify unless he resigns or is removed is:

Eric H. Campbell  
9720 NE 120<sup>th</sup> Place, Suite 100  
Kirkland, Washington 98034

ARTICLE 8.           Limitation of Liability

A director of the corporation shall not be personally liable to the corporation or its members for monetary damages for conduct as a director, except for liability of the director for acts or omissions which involve intentional misconduct by the director or a knowing violation of law by the director or 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.

Any repeal or modification of this Article by the directors or members of the corporation shall not adversely affect any right or protection of any individual who is or was a director of the corporation which existed at the time of such repeal or modification.

ARTICLE 9. Indemnification

The corporation shall indemnify any individual made a party to a proceeding because that individual is or was a director of the corporation and shall advance or reimburse the reasonable expenses incurred by such individual in advance of final disposition of the proceeding, without regard to the limitations in RCW 23B.08.510 through 23B.08.550 of the Washington Business Corporation Act, or any other limitation which may hereafter be enacted to the extent such limitation may be disregarded if authorized by the Articles of Incorporation, to the full extent and under all circumstances permitted by applicable law.

Any indemnification provided under this Article shall, unless limited by the terms of the undertaking to indemnify, continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of his or her heirs, executors and administrators.

Any repeal or modification of this Article by the directors or members of the corporation shall not adversely affect any right or protection of any individual who is or was a director or officer of the corporation existing at the time of such repeal or modification.


ARTICLE 10. Amendment

Any amendment to these Articles of Incorporation shall require the approval of sixty-seven percent of the votes of each class of members of the corporation.

ARTICLE 11. Incorporator

The name of the incorporator is Jamie M. Goodwin. Her address is 1111 Third Avenue, Suite 3400, Seattle, Washington 98101-3299.

Executed on August 9, 2005.


  
JAMIE M. GOODWIN, INCORPORATOR

CONSENT TO SERVE AS REGISTERED AGENT

CamWest Development, Inc. ("CamWest"), hereby consents to serve as Registered Agent in the State of Washington for Riverpointe Homeowners' Association. CamWest understands that as agent for the corporation, it will be its 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 its resignation, or of any changes in the registered office address of the corporation for which it is agent.

CAMWEST DEVELOPMENT, INC., a Washington corporation

7/22/05  
(date)

By   
Eric H. Campbell, President

NAME OF REGISTERED AGENT: CamWest Development, Inc.  
ADDRESS OF REGISTERED AGENT: P.O. Box 308  
9720 NE 120<sup>th</sup> Place, Suite 100  
Kirkland, Washington 98034