

UNITED STATES OF AMERICA

The State of



Washington

Secretary of State

I, **SAM REED**, Secretary of State of the State of Washington and custodian of its seal, hereby issue this

CERTIFICATE OF INCORPORATION

to

SUNSERRA AT CRESCENT BAR HOMEOWNERS ASSOCIATION

a/an WA Non-Profit Corporation. Charter documents are effective on the date indicated below.

Date: 6/14/2005

UBI Number: 602-512-132

APPID: 306793



Given under my hand and the Seal of the State of Washington at Olympia, the State Capital

A handwritten signature in cursive script that reads "Sam Reed".

Sam Reed, Secretary of State

FILED
SECRETARY OF STATE
SAM REED

June 14, 2005

STATE OF WASHINGTON

ARTICLES OF INCORPORATION

602-512-132

OF

SUNSERRA AT CRESCENT BAR HOMEOWNERS ASSOCIATION

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 Sunserra at Crescent Bar 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, Reservations and Easements for Sunserra at Crescent Bar, a residential planned unit development in Grant County, Washington, as it may be amended (the "Declaration"), 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, whether improved or not. When more than one person holds an interest in any Lot, all such Persons shall be members. The vote for such lot shall be exercised as the joint owners may decide among themselves, 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 ten votes for each Lot owned. The Class B class of membership shall cease and be converted to Class A membership when 98% of the total Lots in all Phases of Sunsera at Crescent Bar have been conveyed to persons other than the Declarant.

ARTICLE 6. Registered Office and Agent

The name of the initial registered agent of the corporation is Monte C. McKeehen. The address of the initial registered office of the corporation Suite 3400 Westin Building, 2001 Sixth Avenue, Seattle, WA 98121.

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 three directors. The names and addresses of the persons who shall serve as directors until the first meeting of the members and until their successors are elected and qualify unless they resign or are removed are:

Albert Edward Kane
2021 McEldowney Road
Malaga, WA 98828

Edward Pace
9412 Crescent Bar Road NW
Quincy, WA 98848

Robert M. Hadley
3400 Westin Building
2001 Sixth Avenue
Seattle, WA 98121

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 (67%) of the votes of members of the corporation.

ARTICLE 11. Incorporator

The name of the incorporator is Monte C. McKeehen. His address is 3400 Westin Building, 2001 Sixth Avenue, Seattle, WA 98121.

Executed on June 13, 2005.


MONTE C. MCKEEHEN, INCORPORATOR

Monte C. McKeehen a Washington attorney, licensed to practice in the State of Washington ("Agent"), hereby consents to serve as Registered Agent in the State of Washington for Sunterra at Crescent Bar Homeowners Association. Agent understands that as agent for the corporation, it will be his 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 his resignation, or of any changes in the registered office address of the corporation for which he is agent.


MONTE C. McKEEHEN

NAME OF REGISTERED AGENT: Monte C. McKeehen

ADDRESS OF REGISTERED AGENT: 3400 Westin Building
2001 Sixth Avenue
Seattle, WA 98121