

FILED  
SECRETARY OF STATE  
SAM REED

December 7, 2004

STATE OF WASHINGTON

ARTICLES OF INCORPORATION  
OF

NORTHPARK WEST DRAINAGE MAINTENANCE ASSOCIATION

The undersigned, acting as an incorporator under the Washington Nonprofit Miscellaneous and Mutual Corporation Act (Revised Code of Washington 24.06), adopts and executes the following Articles of Incorporation.

## ARTICLE I

Name

The name of this corporation is NorthPark West Drainage Maintenance Association (hereinafter "Association").

## ARTICLE II

Duration

The period of duration of this Association shall be perpetual, or until the drainage facilities described herein and in the Declaration are no longer necessary.

## ARTICLE III

Purposes

The purposes for which this Association, a nonprofit organization, is formed are:

1. To provide for the repair, care, maintenance, management and operation of real property comprising the drainage facility located within the NorthPark West subdivision, as more particularly described in the Declaration;
2. To engage in any other lawful activity which may hereafter be authorized from time to time by the Board of Directors; and
3. To perform the purposes of the Association set forth in the Declaration of Covenants, Conditions, and Restrictions for NorthPark West Drainage Maintenance Association, dated May 19, 2004, and recorded on May 19, 2004 under Spokane County Auditor's File No. 5073834, as amended, from time to time (hereinafter "Declaration").

## ARTICLE IV

Powers

This Association shall have the power to do all lawful acts or things necessary, appropriate, or desirable to carry out and in furtherance of its purposes described in Article III

and those purposes which are consistent with the Washington Nonprofit Corporation Act. This Association shall also have all rights and powers now given to nonprofit corporations generally under the laws of the State of Washington, and all further and broader rights and powers which may, in the future, be given to nonprofit corporations generally under the laws of the State of Washington. No subsequent repeal or amendment of any such law shall diminish or restrict this corporation's rights and powers.

ARTICLE V  
Registered Office and Agent

The address of the initial registered office of this Association is 422 W. Riverside Avenue, Suite 1100, Spokane, Washington 99201, and the name of the registered agent at such address is Eleven-Fourteen, Inc. The written consent of such entity to serve as registered agent is attached to these articles.

ARTICLE VI  
Board of Directors

The management of this Association shall be vested in a Board of Directors. The number of directors and the method of selecting or removing directors shall be fixed by the Bylaws of this Association; provided, that the initial directors shall be three (3) in number and their names and addresses are:

<u>Name</u>	<u>Address</u>
George Paras	603 N. Havana St. Spokane, WA 99202
Kurt Paras	603 N. Havana St. Spokane, WA 99202
Steve Smart	7015 N. Argonne Spokane, WA 99212

The initial directors shall serve until the first organizational meeting of the Board of Directors and until their successors are appointed and qualified.

ARTICLE VII  
Bylaws

The Board of Directors is authorized to make, alter, amend, or repeal the Bylaws of this Association and members shall have the power to alter, amend, or repeal such Bylaws only as provided therein.

ARTICLE VIII  
Limitations

This Association shall have no capital stock. In the event there be surplus funds of this Association, the same may, as fixed by the Bylaws or by resolution of the Board of Directors, inure in whole or in part to the benefit of, or be distributable to the members of the Association in proportion to their voting rights.

ARTICLE IX  
Transactions Involving Directors

1. No contracts or other transactions between this Association and any other corporation, and no act of this Association shall in any way be affected or invalidated by the fact that any director of this Association is pecuniarily or otherwise interested in, or is a trustee, director, or officer of, such other corporation.

2. Any director, individually, or any firm of which any trustee may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contracts or transactions of the Association; provided, that the fact that such director or such firm is so interested shall be disclosed to or shall have been known by the Board of Directors or a majority thereof.

ARTICLE X  
Distributions upon Dissolution

Upon any dissolution of this Association under provisions of the laws of the state of Washington for nonprofit corporations, all of its assets remaining after payment of creditors shall be distributed to the members of the Association in proportion to their voting rights.

ARTICLE XI  
Amendments

This Association reserves the right to amend, alter, change, or repeal any provision contained in these Articles of Incorporation in any manner now or hereafter prescribed or permitted by statute.

ARTICLE XII  
Members

The Association shall have one class of members. Members shall consist of all persons who own a lot in NorthPark West subdivision, as more particularly described in the Declaration. Votes shall be cast in accordance with Article 3 of the Declaration. Memberships shall be transferable solely by conveyance of the title to any lot in NorthPark West. All rights and responsibilities expressed herein and in the Bylaws shall be binding on the members.

ARTICLE XIV  
Dissenting Members

Dissenting members shall have no special right of return of share of assets.

ARTICLE XV  
Indemnity

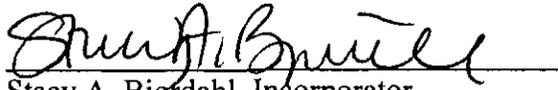
To the maximum extent permitted by law including, without limitation, RCW 24.06.025, as amended, none of the directors of this corporation shall be personally liable to the corporation or its members for monetary damages for conduct as a director, except for acts or omissions that involve intentional misconduct by a director, or a knowing violation of law by a 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.

ARTICLE XVI  
Incorporator

The name and address of the incorporator is:

<u>Name</u>	<u>Address</u>
Stacy A. Bjordahl	422 W. Riverside Av. Ste., 1100 Spokane, WA 99201-0300

DATED: December 6, 2004.

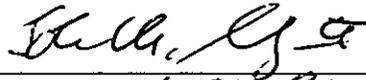
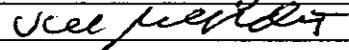
  
Stacy A. Bjordahl, Incorporator

CONSENT TO APPOINTMENT  
AS REGISTERED AGENT

ELEVEN-FOURTEEN, INC. consents to serve as registered agent in the state of Washington for NORTH PARK WEST DRAINAGE MAINTENANCE ASSOCIATION. Eleven-Fourteen, Inc. understands that as agent for the Association, it will be its responsibility to accept service of process in the name of the Association; to forward all mail and license renewals to the appropriate officer(s) of the Association; and to immediately notify the Office of the Secretary of State of its resignation or of any changes in the address of the registered office of the Association for which it is agent.

DATED: December 6, 2004.

ELEVEN-FOURTEEN, INC.

By:   
Its: 

Address: 422 W. Riverside, Ste. 1100  
Spokane, WA 99201

**SECRETARY  
of STATE**

Corporation Division  
2nd Floor, Republic Bldg.  
505 E. Union  
Olympia, WA 98504

For Office Use Only		
COVER SHEET	ACCOUNT	DATE ENTRY

0005 FEB -7 P2:05

**EXPEDITED SERVICES FEES**  
\$20.00 FOR PROFIT AND NON-PROFIT CORPORATIONS  
\$10.00 FOR LIMITED PARTNERSHIPS

**IN ADDITION TO REGULAR FEES**

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PLEASE INDICATE THE TYPE OF TRANSACTION REQUESTED:

<b>File Documents (indicate type below)</b>	_____	See file folder
<u>  X  </u> Articles/Amendments/Mergers/Etc.	_____	See recent list of officers/directors
_____ Reinstatement Application	_____	Obtain status certificate
_____ Summons	_____	Obtain photocopy of
_____ Trademark	_____	
<b>Other :</b> _____	_____	Obtain certified copy of

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**NAME OF CORPORATION, LIMITED PARTNERSHIP OR TRADEMARK : (limit of three)**

- 1) NORTHPARK WEST DRAINAGE MAINTENANCE ASSOCIATION
- 2) \_\_\_\_\_
- 3) \_\_\_\_\_

**Certificate/Documents mailed to :**

**Documents Delivered/Requested by:**

**Name :** UNISEARCH, INC.

**Attn :** CAROL SHELTON

**Addr :** \_\_\_\_\_

**Name :** Unisearch, Inc.

**Addr :** \_\_\_\_\_

1780 BARNES BLVD. SW

TUMWATER, WASHINGTON 98512-0410

**CONTACT FOR ADD'L INFORMATION : NAME** Carol Shelton **Phone #** 956-9500

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**Office Use Only**

<b>cos</b> _____	<b>Inc./Qual./Reinst.</b> _____
<b>cop</b> _____	<b>Amd./Mer./Diss.</b> _____
<b>pho</b> _____	<b>Ann.Rpt./Agent</b> _____
<b>Other :</b> _____	<b>Name Res./Reg.</b> _____
<b>Publications :</b> _____	<b>Trademark</b> _____
<b>Expedited Servi ce</b> _____	<b>Other</b> _____
<b>TOTAL :</b> _____	<b>TOTAL :</b> _____