

ARTICLES OF INCORPORATION
OF
MOUNTAIN PARK HOMEOWNERS ASSOCIATION

_____PETER NACCARATO, being a natural person over the age of eighteen, for the purpose of forming a non-profit corporation under Chapter 24.03 of The Revised Code of Washington, adopts the following Articles of Incorporation:

ARTICLE I

The name of the corporation shall be MOUNTAIN PARK HOMEOWNERS ASSOCIATION, hereafter called the "Association".

ARTICLE II

The period of duration of the Association shall be perpetual.

ARTICLE III

Said corporation is organized exclusively as a homeowners association within the meaning of Section 528 of the Internal Revenue Code of 1954 (or the corresponding provision of any future U.S. Internal Revenue law). This Association does not contemplate pecuniary gain or profit to it's members.

The specific purposes for which this association is formed are to provide for maintenance, preservation, and architectural control of the buildings, grounds, and common areas of certain property in Pierce County, Washington, more particularly described on Exhibit "A" to the Declaration of Covenants, Conditions and Restrictions (the "Declaration") for Mountain Park. As more specifically set forth in the Declaration, additional property may be subjected to the Declaration and brought within the operation of the Association. The Association shall also promote the health, safety, and welfare of the residents within said property, and any additions thereto, all in accordance with the provisions of the Declaration. Without limiting the foregoing, the association shall have the authority to:

(a) Exercise all powers and privileges and perform all the duties and obligations of the Association as set fore in the Declaration applicable to the property and recorded or to be recorded in the Office of the Pierce County Recorder, 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 any lawful means, of all charges or assessments pursuant to the terms of the Declaration, pay all expenses in connection therewith, and all office 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 property in connection with affairs of the Association.

(d) Borrow money, and with the assent of two thirds (2/3) of each class of members, mortgage, pledge, deed in, trust, or hypothecate any or 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 members. No such dedication or transfer shall be effective unless an instrument has been signed by two-thirds (2/3) of each class of members, agreeing to such dedication, sale or transfer.

(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 each class of members.

(g) Have and 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 IV

The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of each class of members. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association 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 V

The address of the initial registered office of the Association is: 9406 - 112th Street East, Suite "D", Puyallup, Washington, 98371, and the name of its initial registered agent at such address is PETER NACCARATO.

ARTICLE VI

The affairs of the corporation shall be managed by the Board of Directors (who need not be members of the Association) and the Board of Directors may, from time to time, by vote of a majority of its members, make, alter or repeal Bylaws of this corporation not inconsistent with laws as such now exist or may hereafter be amended; provided, however, that the right to change or repeal actions of the Board of Directors is reserved with the members of the Association.

ARTICLE VII

The number of Directors constituting the initial Board of Directors of the Association is three (3), and the names and addresses of the persons who are to serve as directors until the first annual meeting of the members or until their successors are elected and qualified are:

| | |
|-------------------|---|
| PETER NACCARATO | 9406 - 112th Street East Suite "D" Puyallup, Washington 98371 |
| LANREE NACCARATO | 9406 - 112th Street East Suite "D" Puyallup, Washington 98371 |
| JUDY A. DAMMARELL | 9406 - 112th Street East Suite "D" Puyallup, Washington 98371 |

The number, qualifications, terms of office, manner of election, time and

place of meetings, and powers and duties of the Directors shall be prescribed in the Bylaws.

ARTICLE VIII

The name and address of the sole incorporator is: PETER
NACCARATO, 9406 - 112th Street East, Suite "D", Puyallup, Washington 98371.

ARTICLE IX

No part of the net earnings of the corporation shall inure (other than by acquiring, construction or providing management, maintenance and care of Association property, and other than by a rebate of excess membership dues, fees, or assessments) to the benefit of any private shareholder or individual.

ARTICLE X

Every owner of a dwelling unit shall be a member of this Association. Membership shall be appurtenant to and may not be separated from ownership of any dwelling unit.

ARTICLE XI

The Association shall have two (2) classes of voting membership:

(a) Class "A". Class "A" members shall be all owners, with the exception of the Declarants, and shall be entitled to one (1) vote for each dwelling unit owned. When more than one person holds an interest in any dwelling unit, all such persons shall be members. The vote for such a dwelling unit shall be divisible and exercised as the owners determine, but in no event shall more than one vote be cast with respect to any dwelling unit.

(b) Class "B". Class "B" members shall be each of the Declarants, and shall be entitled to three (3) votes for each dwelling unit owned. The Class "B" membership shall cease and be converted into Class "A" membership upon the happening of either of the following events, which occurs earlier:

(i) When the total votes in the Class "A" membership equal the total votes in class "B" membership.

(ii) On June 1, 1991

ARTICLE XII

These Articles may be amended during the first twenty (20) year period by assent of Ninety (90%) percent of the entire membership, and thereafter by Seventy-five (75%) Percent of the membership; provided, however, that the Board of directors shall have the authority to appoint a new Registered Agent, and the Directors shall be appointed as stated in the Bylaws.

ARTICLE XIII

As long as there is Class "B" membership, the following actions will require the prior approval of the Federal Housing Administration or the Veterans Administration: annexation of addition properties, mergers and consolidations, mortgaging of the Common Area, dedication of Common Area, dissolution, and amendment of these Articles.

ARTICLE XIV

The terms used in these Articles of Incorporation shall have the same meaning as in the Declaration.

IN WITNESS WHEREOF, for the purpose of forming this Association under the laws of the State of Washington, the undersigned, constituting the sole incorporator of this corporation, has executed these Articles of Incorporation this 8 day of June, 1982.

_____/s/
PETER NACCARATO

STATE OF WASHINGTON)
) ss.
COUNTY OF PIERCE)

On this day personally appeared before me PETER NACCARATO, to be known to be the individual described in and who executed the within and foregoing instrument, and acknowledged that he signed the same as his free

and voluntary act and deed, for the uses and purposes therein mentioned.

GIVEN under my hand and official seal this 8 day of June, 1982.

//S//

Joyce S. Johnson

NOTARY PUBLIC IN and for the
State of Washington, Residing
at Puyallup.