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STATE OF WASHINGTON

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ARTICLES OF INCORPORATION

UBI 602 474 886

OF

THE LLOYD CHARLES ESTATES HOMEOWNERS 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 the Lloyd Charles Estates Homeowners Association (hereinafter "Association").

ARTICLE II

Duration

The period of duration of this Association shall be perpetual.

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 certain real property described in that certain Declaration of Covenants, Conditions and Restrictions and Reservation of Easements for the Lloyd Charles Estates, a Planned Unit Development ("Declaration") recorded in the records of Spokane County Auditor, as amended from time to time.
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, as amended from time to time.

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 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, the Declaration, 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 rights and powers.

## ARTICLE V

### Registered Office and Agent

The address of the initial registered office of this Association is 1100 U.S. Bank Building, Spokane, Washington 99201, and the name of the registered agent at such address is Eleven Fourteen, Inc. The written consent of such person 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 two (3) in number and his name and address is:

<u>Name</u>	<u>Address</u>
Gary Dinwoodie Darlene Dinwoodie	20017 N. Little Spokane Drive Colbert, WA 99005-9722
Joan Flambe	402 West Maxine Spokane, WA 99218

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 members as described in Article III of the Declaration. Members shall consist of all persons described in Article III of the Declaration. Votes shall be cast in accordance with the voting rights described in the Declaration. Memberships shall be transferable solely in accordance with Article III of the Declaration. All rights and responsibilities expressed herein and in the Bylaws shall be binding on the members.

## ARTICLE XIII

### Dissenting Members

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

ARTICLE XIV

Indemnity

To the maximum extent permitted by law including, without limitation, RCW 24.06.035, .043, 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.

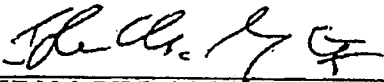
ARTICLE XVI

Incorporator

The name and address of the incorporator is:

<u>Name</u>	<u>Address</u>
John M. Riley, III	1100 U.S. Bank Building West 422 Riverside Avenue Spokane, Washington 99201-0300

DATED: February 16, 2005.

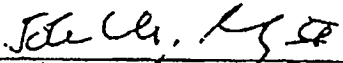
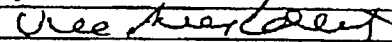
  
\_\_\_\_\_  
JOHN M. RILEY, III, Incorporator

CONSENT TO APPOINTMENT  
AS REGISTERED AGENT

Eleven Fourteen, Inc., consents to serve as registered agent in the State of Washington for the Lloyd Charles Estates Homeowners 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: February 16, 2005.

ELEVEN FOURTEEN, INC. a Washington  
corporation

By:   
Its:   
Address: 1100 US Bank Building  
422 West Riverside  
Spokane, WA 99201-0300

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

**THE LLOYD CHARLES ESTATES HOMEOWNERS  
ASSOCIATION**

a/an WA Miscellaneous and Mutual. Charter documents are effective on the date indicated below.

Date: 2/17/2005

UBI Number: 602-474-886

APPID: 234705



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