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FILED
STATE OF WASHINGTON

SEP 21 2000

RALPH MUNRO
SECRETARY OF STATE

ARTICLES OF INCORPORATION

RIVER CROSSING HOMEOWNERS' ASSOCIATION

The undersigned, for the purpose of forming a corporation under the nonprofit laws of the State of Washington, RCW 24.03, hereby adopts the following Articles of Incorporation.

ARTICLE I: NAME

1.1 The name of the corporation is River Crossing Homeowners' Association.

ARTICLE II: DURATION

2.1 The corporation has perpetual existence.

ARTICLE III: PURPOSE

3.1 The corporation is to manage and administer the affairs of the residential subdivision located in the City of Mill Creek, Snohomish County, Washington, which is known as the River Crossing Homeowners' Association: in accord with the provisions of these Articles, the Bylaws of the corporation ("Bylaws"), and the Declaration of Covenants, Conditions and Restrictions, and any amendments thereto, filed with respect to River Crossing Homeowners' Association.

**ARTICLE VI: INITIAL REGISTERED OFFICE AND
INITIAL REGISTERED AGENT**

4.1 The initial registered office of the corporation is located at 720 Third Avenue, #1800, Seattle, Washington 98104.

4.2 The initial registered agent of the corporation is Jane Koler.

ARTICLE V: DIRECTORS

5.1 The affairs of the corporation shall be managed by a Board of Directors consisting of persons selected in accord with the standards set forth in the Bylaws and the Restrictive Covenants.

5.2 The initial Board of Directors of the corporation shall consist of the following person who shall serve until the special meeting of the members of the corporation is held in accordance with the standards articulated in the Bylaws and new directors are elected in accordance with the standards set forth in the Bylaws.

- a. Carl Buchan
11555 Northrup Way
Bellevue, Washington 98004
- b. John Buchan
11555 Northrup Way
Bellevue, Washington 98004
- c. William Buchan
11555 Northrup Way
Bellevue, Washington 98004

5.3 At the special meeting of the members of the corporation noted in section 5.2, the members of the corporation shall elect three persons who shall serve as the Board of Directors of the corporation in accord with the standards articulated in the Restrictive Covenants.

ARTICLE VI: DISTRIBUTION OF THE NET ASSETS UPON DISSOLUTION

6.1 Upon the dissolution of this corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provision of any future United States tax code), or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed by the Court of Common Pleas of the court in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall direct.

ARTICLE VII: MISCELLANEOUS PROVISIONS

7.1 The corporation shall have the powers enumerated in RCW 24.03.035 and the powers specified in the Bylaws and the Restrictive Covenants of the corporation.

7.2 No contracts or other transactions between the corporation and any other corporation and no act of the corporation shall in any way be affected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interested in or are directors or officers of such other corporations.

7.3 Any director, individually, or any firm in which a director is a member, officer or director may be a party to or pecuniarily or otherwise interested in any contracts or transactions of the corporation, provided that the fact that the director of such firm is so interested shall be disclosed to a majority of the Board of Directors.

7.4 No Director of the corporation shall be personally liable to the corporation or its members for monetary damages for conduct as a Director. This provision shall not eliminate or limit the liability of a Director for acts or omissions that involve internal 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 VIII: INCORPORATOR

8.1 The name and address of the incorporator of the corporation is:

Jane Koler
Casey & Pruzan
720 Third Avenue, #1800
Seattle, Washington 98104

IN WITNESS WHEREOF, the incorporator hereunto sets her signature on this 19
day of September, 2000.



JANE KOLER
Incorporator

ARTICLE IX: CONSENT TO SERVE AS REGISTERED AGENT

I, JANE KOLER, hereby consent to serve as Registered Agent, in the State of Washington, for the corporation herein named. I understand that as agent for the corporation, it will be my 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 my resignation or of any change in the Registered Office address of the corporation for which I am agent.

DATED this 19 day of September, 2000.



JANE KOLER
Registered Agent