

ARTICLES OF INCORPORATION

OF

OVERLOOK PLACE AT QUALCHAN HOMEOWNERS ASSOCIATION

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KNOW ALL MEN BY THESE PRESENTS that VALERIE RONGEY, being over the age of eighteen (18) years, and for the purposes of forming a corporation under the Miscellaneous and Mutual Corporations Act of the State of Washington hereby certifies and adopts in duplicate the following Articles of Incorporation.

ARTICLE I

NAME

The name of the corporation (hereafter called "the Association") is **OVERLOOK PLACE AT QUALCHAN HOMEOWNERS ASSOCIATION**, and it is a nonprofit corporation.

ARTICLE II

DURATION

The Association shall exist perpetually.

ARTICLE III

PURPOSES AND POWERS OF THE ASSOCIATION

This Association does not contemplate the distribution of gains, profits, or dividends to its members. The specific primary purposes for which it is formed are to provide for the acquisition, construction, management, operation, administration, maintenance, repair, improvement, preservation and architectural control of Association property within that certain subdivision and planned unit development situated in the County of Spokane, legally known and commonly referred to as Overlook Place at Qualchan; and to promote described property and any additions thereto as may hereafter be brought within the jurisdiction of this Association for such Conditions and Restrictions ("the Declaration") recorded or to be recorded with respect to said property in the office of the auditor of Spokane County.

In furtherance of said purposes, and subject to the approval of members as required by the Declaration, the Bylaws or by law, this Association shall have power to:

(a) Perform all of the duties and obligations of the Association as set forth in the Declaration;

(b) Fix, levy, collect, and enforce assessments and fines as set forth in the Declaration;

(c) Pay all expenses and obligations incurred by the Association in the conduct of its business, including, without limitation, all licenses, taxes or governmental charges levied or imposed against the Association property;

(d) Acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, exchange, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of Association;

(e) Make contracts and incur liabilities, borrow money and mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(f) Dedicate, sell, transfer, or grant easements over all or any part of any Association 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;

(g) Participate in mergers and consolidations with other nonprofit corporations organized for the same purposes, or annex additional property to the property managed by the Association;

(h) Have and exercise any and all powers, rights, and privileges which a corporation organized under the Miscellaneous and Mutual Corporations Act of the State of Washington by law may now or hereafter have or exercise.

ARTICLE IV
MEMBERS AND MEMBERSHIP

1. Non-Stock Corporation. Participation in management and ownership of the Association shall be by membership only. The Association shall issue no stock and shall have no shareholders.

2. Membership. Every person or entity who is a record owner of a fee or undivided fee interest in any lot which is subject by covenants of record to assessment by the Association shall be a member of the Association. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of any obligation.

Membership shall be appurtenant to and may not be separated from ownership of any lot which is subject to assessment by the Association. Membership shall be in accordance with these Articles of Incorporation and the Bylaws of the Association and shall be subject to all covenants and restrictions of record which have been duly recorded with the County Auditor in Spokane County.

3. Transferred Membership. Membership in the Association shall not be transferred, pledged, or alienated in any way, except upon the transfer of ownership of the lot to which it is appurtenant, and then only to the new owner. Any attempt to make a prohibited transfer is void. In the event the owner of any lot should fail or refuse to transfer the membership registered in his name to the purchaser of his lot, the Association shall have the right to record the transfer upon its books and thereupon the old membership outstanding in the name of the seller shall be null and void.

4. Membership Voting: Transfer of Control. Each member of the Association, being each owner of a lot in such subdivision, shall be entitled to one vote, subject to provisions in the Declaration of Covenants, Conditions and Restrictions of Overlook Place at Qualchan providing for initial control of the Association by the Declarant under said Covenants.

5. Limitation of Payment to Dissenting Member. Membership in the Association is appurtenant to and cannot be segregated from the ownership of a lot within the jurisdiction of the Association. Except upon dissolution of the Association, a dissenting member shall not be entitled to any return of any contribution or other interest in the Association.

ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of the Association shall be 721 N. Pines Road, Spokane Valley, Washington, 99206, and the initial registered agent at such address shall be VALERIE RONGEY.

ARTICLE VI
BOARD OF TRUSTEES

The affairs of this Association shall initially be managed by a single trustee who need not be a member of the Association, until transfer of control of the Board to the general membership which shall occur pursuant to the Covenants, after which time all affairs of the Association shall be managed by a Board of three (3) trustees, and after which time all trustees must be members of the Association. The number of trustees may be changed by

amendment of the Bylaws of the Association. The name and address of the person who shall act as the initial trustee shall be:

<u>NAME</u>	<u>ADDRESS</u>
VALERIE RONGEY	721 N. Pines Road Spokane Valley, WA 99206

ARTICLE VII
INCORPORATOR

The incorporator's name and address of OVERLOOK PLACE AT QUALCHAN HOMEOWNERS ASSOCIATION is as follows:

VALERIE RONGEY
721 N. Pines Road
Spokane Valley, WA 99206

ARTICLE VIII
DISSOLUTION

In the event of the dissolution, liquidation, or winding up of the Association, after paying or adequately providing for the debts and obligations of the Association, the trustees or persons in charge of the liquidation shall divide the remaining assets equally among the members of the Association.

ARTICLE IX
AMENDMENT OF ARTICLES

These Articles may be amended by written consent of at least two-thirds (2/3) of a quorum of the total voting power of the Association, provided, however, that the percentage of the voting power necessary to amend a specific clause or provision herein shall not be less than the percentage of affirmative votes prescribed for action to be taken under said clause or provision.

For the purpose of forming this Association under the laws of the State of Washington, I, the undersigned, constituting the incorporator of this corporation, have executed these Articles of Incorporation on this _____ day of February 2006.

VALERIE RONGEY, Incorporator

CONSENT TO APPOINTMENT AS REGISTERED AGENT

I, VALERIE RONGEY, do hereby consent to serve as registered agent for the corporation, OVERLOOK PLACE AT QUALCHAN HOMEOWNERS ASSOCIATION.

DATED this _____ day of February 2006.

VALERIE RONGEY
721 N. Pines Road
Spokane Valley, WA 99206