

## Articles of Incorporation

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Bellecrest Estates -- Restated Articles of Incorporation

ARTICLES OF INCORPORATION OF BELLECREST ESTATES  
RESTATED 22 May, 1997.

The undersigned person, president of Bellecrest Estates, a corporation incorporated under the Washington Nonprofit Corporation Act, under authority of the membership thereof, adopts the following Restated Articles Of Incorporation for such corporation:

### *ARTICLE 1. NAME*

The name of the corporation is Bellecrest Estates.

### *ARTICLE 2. DURATION*

The period of its duration is perpetual.

### *ARTICLE 3. PURPOSES*

This corporation is organized for the following purposes:

- a. To repair, maintain, construct, reconstruct, improve and expand when necessary the roads, easements, and common areas used in connection with the subdivision known as Bellecrest Estates, and other purposes incidental thereto.
- b. To supervise, operate, and maintain various areas, properties and facilities within Bellecrest Estates.
- c. To engage in all such activities as are incidental or conducive to the attainment of the purposes of this corporation or any of them and to exercise any and all powers authorized or permitted to be done by a corporation under any laws that may be now or hereafter applicable or available to this corporation.

The foregoing clauses of this Article 3 shall each be construed as purposes and powers, and the matters expressed in each clause shall be in no way limited or restricted by reference to or inference from the terms of any other clauses, but shall be regarded as independent purposes and powers; and nothing contained in these clauses shall be deemed in any way to limit or exclude any power, right, or privilege given to this corporation, by law or otherwise.

### *ARTICLE 4 . STOCK*

This corporation shall not have or issue shares of stock.

### *ARTICLE 5. MEMBERS*

Every person or entity who is a record owner of a fee or undivided fee interest or contract purchaser of any "legally constituted" lot or parcel (one membership per platted lot or parcel as specified below) which is subject to the Protective Covenants, Conditions and Restrictions of Bellecrest Estates recorded 9 June 1997, under Clallam County Auditors File No. 755960 (the "Declaration"), as said Declaration may be amended from time to time, and to assessment by the

corporation pursuant to the terms of the Declaration , shall be a member of the corporation. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. There shall be one ( 1 ) membership per "legally constituted" lot or parcel and membership shall be appurtenant to ownership of any lot or parcel subject to the Declaration. "Legally constituted" lots or parcels are those shown as separate parcels on the records of Clallam County Assessor's office. Ownership of such lot or parcel shall be the sole qualification for membership. On transfer of ownership or the execution by any member of the corporation of a contract for the sale of any such lot or parcel, such membership shall ipso facto be deemed transferred to the grantee or contract purchaser. The property which presently constitutes Bellecrest Estates is shown on a Record of Survey, recorded in Volume 18 of Surveys, Page 1 under Auditor's File No. 633105, Official Records of Clallam County Washington.

*ARTICLE 6. COMMENCEMENT OF BUSINESS*

This corporation has commenced business.

*ARTICLE 7. CONTRACTS IN WHICH DIRECTORS HAVE INTEREST*

Any contract or other transaction between this corporation and one or more of it's directors, or between this corporation and any corporation, firm, association, or other entity of which one or more of it's directors are members, directors, officers, or employees or in which they are interested, shall be valid for all purposes, notwithstanding the presence of such director or directors at the meeting of the Board of Directors which acts upon or in reference to such contract or transaction and notwithstanding his or their participation in such action by voting or otherwise, even though his or their presence or vote, or both, might have been necessary to obligate this corporation upon such contract or transaction; provided, that the fact of such interest shall be disclosed to or known by the directors acting on such contract or transaction.

*ARTICLE 8. DIRECTORS*

The number of directors of this corporation shall be fixed by the Bylaws and may be increased or decreased from time to time in the manner specified therein. The names and addresses of the members of the Board Of Directors serving at the time of this restatement are:

Lois Philipp  
1291 Stampede drive  
Sequim, Washington 98382

Judith Duff  
P.O. Box 696  
Sequim, Washington 98382

Martie Norton  
76 Palomino Lane  
Sequim, Washington 98382

John Schriener  
501 Carriage Drive  
Sequim, Washington 98382

William Hancock  
609 N W 162nd  
Seattle, Washington 98177

#### *ARTICLE 9. DISSOLUTION*

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provision for payment of all liabilities of the corporation, distribute an undivided interest in all the assets of the corporation to all members and former members in proportion to their business done with the corporation, insofar as is practicable. Records shall be kept as are necessary to determine at any time each member's rights and interests in the net assets of the corporation. A former member's rights and interests in the net assets of the corporation will not be forfeited upon withdrawal or termination of membership.

#### *ARTICLE 10. BYLAWS*

1. The Board of Directors shall have the power to adopt, amend, or repeal the Bylaws for this corporation subject to the power of the members to amend or repeal such Bylaws.
2. The Bylaws shall incorporate the intent and purpose of the protective Covenants , conditions and restrictions of Bellecrest Estates recorded 9 June 1997 under Clallam County Auditor's filing no. 755960, as said Declaration may be amended from time to time.

#### *ARTICLE 11. REGISTERED OFFICE AND AGENT*

The address of the registered office of this corporation is: 914 Washington Street, Suite 6, Port Townsend, WA 98368 and the name of its current registered agent is: Mark S. Beaufait.

#### *ARTICLE 12. AMENDMENT OF ARTICLES OF INCORPORATION*

This corporation reserves the right to amend or repeal, by the affirmative vote of two- thirds of the members entitled to vote thereon, any of the provisions contained in these Articles of Incorporation, and the rights of the members of this corporation are granted subject to this reservation.

#### *ARTICLE 13. INCORPORATOR*

The name and then current address of the original incorporator was Andrew W. Maron, 30th Floor, First Interstate Center, 999 Third Avenue, Seattle Washington 98104.

#### *ARTICAL 14. RESTATED ARTICLES*

These restated Articles of Incorporation correctly set forth ,without change, the corresponding provisions of the Articles of Incorporation, as therefore amended, and that the restated Articles of Incorporation supercede the original Articles of Incorporation and all amendments thereto The restated Articles of Incorporation were approved by an affirmative vote of at least 75% of those members eligible to vote at a special members meeting on 22 May 1997.

*ARTICLE 15. RESTATATER OF ARTICLES OF INCORPORATION*

The name and address of the person restating these Articles of Incorporation is:

Lois Philipp  
1291 Stampede Drive  
Sequim, Washington 98382

DATED this 22nd day of May , 1997.

s- Lois Phillip  
Lois Phillip  
President, Bellecrest Estates