

JUL 17 1984

SECRETARY OF STATE
STATE OF WASHINGTON

WJ

ARTICLES OF INCORPORATION
OF
WESTRIDGE TOWNHOMES
OWNERS ASSOCIATION

The undersigned, acting as incorporator of a corporation under the Washington Nonprofit Corporation Act (Ch. 24.03 RCW), adopts the following Articles of Incorporation for the corporation.

ARTICLE 1. Name

The name of this corporation shall be Westridge Townhomes Owners Association.

ARTICLE 2. Duration

The duration of this corporation shall be perpetual.

ARTICLE 3. Purposes

The purpose for which the corporation is organized is to provide an entity pursuant to the Horizontal Property Regimes Act (Ch. 64.32 RCW), hereinafter called the "Condominium Statute," for the operation of Westridge Townhomes, a condominium located in Kent, Washington, and to engage in all such activities as are incidental or conducive to the attainment of the objectives of the corporation and all activities which are permitted to be done by a nonprofit corporation under any laws that may now or hereafter be applicable or available to this corporation. The powers of this corporation shall be subject to and shall be exercised in accordance with the provisions of the Declaration and Covenants, Conditions, Restrictions, and Reservations for Westridge Townhomes, a condominium, as it may from time to time be amended, hereinafter referred to as the "Declaration."

ARTICLE 4. Dissolution

On dissolution or final liquidation of the corporation, the assets of the corporation shall be distributed among the members of the corporation in accordance with the Declaration and the Condominium Statute.

ARTICLE 5. Members

The corporation shall have one class of members, which shall consist of the owners of the units of Westridge Townhomes.

ARTICLE 6. Registered Office and Agent

The address of the initial registered office of this corporation is c/o The Pace Corporation, 16301 N.E. 8th, Suite 251, Bellevue, WA 98008, and the name of its initial registered agent at such address is Gerald L. Johnson.

ARTICLE 7. 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 initial Board of Directors shall consist of three directors. The names and addresses of the persons who shall serve as directors until the first meeting of the members and until their successors are elected and qualify unless they resign or are removed are:

Gerald L. Johnson
c/o The Pace Corporation
16301 N.E. 8th, Suite 251
Bellevue, WA 98008

Robert P. Gerend
c/o The Pace Corporation
16301 N.E. 8th, Suite 251
Bellevue, WA 98008

John S. Kelly
c/o The Pace Corporation
16301 N.E. 8th, Suite 251
Bellevue, WA 98008

ARTICLE 8. Indemnification

To the full extent permitted by the Washington Nonprofit Corporation Act, each member of the board of directors, each member of a corporation committee, each officer of the corporation, the Declarant who recorded the Declaration, and the managing agent of Westridge Townhomes shall be indemnified by the corporation against all expenses and liabilities, including attorneys' fees, reasonably incurred by or imposed in connection with any proceeding to which he may be a party, or in which he may become involved, by reason of holding or having held such position, or any settlement thereof, whether or not he holds such position at the time such expenses or liabilities are incurred, except to the extent such expenses and liabilities are covered by insurance and except in such cases wherein such person is adjudged guilty of willful misfeasance in the performance of his duties; provided, that in the event of a settlement,

the indemnification shall apply only when the Board of Directors approves such settlement and reimbursement as being for the best interests of the corporation.

ARTICLE 9. Amendment of Bylaws

The power to alter, amend, or repeal the bylaws of this corporation or adopt new bylaws shall be limited as provided in Article 28 of the Declaration.

ARTICLE 10. Incorporator

The name and address of the incorporator are:

Gerald L. Johnson
c/o The Pace Corporation
16301 N.E. 8th, Suite 251
Bellevue, WA 98008

Executed in duplicate on July 12, 1984.

Gerald L. Johnson
Gerald L. Johnson

STATE OF WASHINGTON)
) ss.
COUNTY OF KING)

Gerald L. Johnson, being first duly sworn, on oath says: That he is the incorporator of Westridge Townhomes Owners Association, that he has read the foregoing Articles of Incorporation, knows the contents thereof, and believes the same to be true.

Gerald L. Johnson
Gerald L. Johnson

July SUBSCRIBED AND SWORN to before me this 12th day of July, 1984.

Gary W. Aden
Notary Public in and for the
State of Washington, residing
at Seattle

0198C



Secretary of State
OLYMPIA, WASHINGTON 98504

CONSENT TO SERVE AS REGISTERED AGENT

I, Gerald L. Johnson, hereby consent to serve as
Registered Agent, in the state of Washington, for the following corporation,
Westridge Townhomes Owners Association

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 changes in the registered office address of the corporation for which I am agent.

July 12, 1984
(date)

Gerald L. Johnson
(signature of agent)

16301 N.E. 8th #251
(registered office address)

Bellevue, WA 98008