

ARTICLES OF INCORPORATION
of
NORWOOD VILLAGE CORPORATION

KNOW ALL MEN BY THESE PRESENTS: that the undersigned, Orville Simpson, Donald McMillan, Edward B. Shields, Jr., Palmer Bruland, John G. Williams, Kurt Messmer, James F. Chorlton, Charles Sherbrooke, Clifton E. Lawrence, Norman Waggoner, George Sullivan, Roy A. Frakes, Harland Brooks, William Prosser, Seymour Standish, and Alston B. Voorhees, Jr., each being of full age and citizens of the United States of America, have associated and do hereby associate themselves together for the purpose of forming a corporation, under and pursuant to the laws of the State of Washington, Chapter 134, Session Laws 1907, and amendments thereto, entitled: "An Act relating to the organization and powers of corporations other than those formed for the purpose of profit", and to that end we do hereby sign, execute and enter into Articles of Incorporation, in triplicate, as follows:

-I-

NAME

The name of this corporation shall be NORWOOD VILLAGE CORPORATION.

-II-

OBJECTS¹

To perform and provide such administrative responsibilities, duties, and services pertinent to a homeowners' association for the following described real estate, situated in King County, Washington, to-wit:

All lots, tracts, and blocks of land in the recorded plat known as Norwood Village, as recorded in Volume 47 of Plats at Page 31 records of King County, Washington, and Norwood Village Division Number 2, as

¹ Objects were extensively revised 1/1/1990.

recorded in Volume 49 of Plats at Page 81, records of King County, Washington, together with any additional land contiguous thereto owned by Norwood Village Corporation now or in the future, and herein referred to collectively as Norwood Village;

To administer the rights, restrictions, conditions, responsibilities, covenants, reservations, liens, and charges provided for in the "DECLARATION OF RESTRICTIONS OF NORWOOD VILLAGE and NORWOOD VILLAGE DIVISION NUMBER 2" as amended and as recorded in the records of King County, Washington, and which runs with the properties described above; To own, maintain, and do all things necessary to operate parks and park areas, greenbelts, community centers, and other amenities in the Village and expend funds of the corporation in the improvement, operation and maintenance of such areas in the village;

To contract for and to enter into contracts with associations, corporations, and individuals for operation maintenance of corporation properties and amenities and as necessary to meet its administrative obligations;

To make provision for and to levy assessments upon members to provide for the collection of assessments as necessary;

To maintain reserve funds and other assets necessary to provide for foreseen and unforeseen obligations;

To expend corporate funds as necessary to meet the obligations of and achieve the objectives of the corporation;

To purchase or lease, or otherwise acquire lands, and construct, furnish and maintain buildings and offices thereon the proper conduct and operation of the business of the corporation;

To incur indebtedness in such amounts as may be deemed necessary or proper; to evidence such indebtedness by the bonds or other obligations of this corporation; to secure the payment of such indebtedness by mortgage, deed of trust, or other form of encumbrance of, or upon any part or portion of the property of the corporation;

To perform those functions of a homeowner's association deemed advisable and necessary for the general social,

cultural, education, recreation, health, safety, welfare, and community betterment of the said areas."

In furtherance of and not in limitation of the general powers conferred by the laws of the state of Washington, the Corporation shall also have the power to engage in all such activities as are incidental or conducive to the attainment of the purposes of this Corporation, and to exercise any and all powers authorized or permitted to be done by the Corporation under any laws that may be now or hereafter applicable or available to this Corporation.

-III-

TERM OF EXISTENCE²

That the term of existence of the corporation shall be perpetual.

-IV-

REGISTERED OFFICE AND AGENT

The address of the initial registered office of the corporation shall be _____, City of Bellevue, King County Washington. The name of the initial registered agent of the corporation at such address shall be _____

-V-

CAPITALIZATION AND MEMBERSHIP³

The corporation shall have no capital stock. Every record owner of a lot in Norwood Village shall be a member of Norwood Village Corporation. Membership shall be appurtenant to and may not be separated from ownership of any lot. When more than one person holds an interest in any lot, all such persons shall be members. The vote for such lot shall be exercised as they may determine but in no event shall more than one vote be cast with respect to any lot. When one residential property (i.e., one residence and adjoining land that is customarily treated as a single unit and that would normally be transferred as a single

² Amended 1/19/1980

³ Amended extensively 1/1/1990

property) is made up of more than one lot as shown on the plat or of one or more lots plus portion(s) of adjoining lot(s) as shown on the plat, such residential property shall be treated as a single lot for the purposes of membership, voting, and assessments.

Membership in this corporation shall be evidenced by record ownership of property as described in the paragraph above.

-VI-

TRUSTEES

The number of the trustees shall be five (5) who shall manage the affairs of this corporation for a period of three (3) months and until their successor trustees shall be elected by the members and qualified.

That the number, qualifications, terms of offices, manner of election, time and place of business, and the powers and duties of the trustees of this corporation shall be such as prescribed by the by-laws of this corporation shall be such as prescribed by the by-laws of this corporation.

That the names and Post Office addresses of the first trustees who shall hold office and manage the affairs of this corporation for a period of three months after its incorporation are as follows:

Kurt Messmer 2037 Eastlake, Seattle 2, Washington

Alston B. Voorhees, Jr. 7107 48th N.E., Seattle 5,
Washington

Norman Waggoner 2526 35th West, Seattle 99, Washington

William Prosser 308 Lake Washington Blvd., Seattle 44,
Washington

and

Seymour Standish 5038 37th Ave N.E., Seattle 5,
Washington

BY-LAWS⁴

The by-laws of this corporation shall be adopted by a vote of the majority of all members of the corporation; and when adopted the by-laws must be written in a book and kept by the corporation. The by-laws of the corporation shall prescribe the manner in which they may be amended. The corporation by its bylaws shall provide for a time, place, and manner of calling and conducting its meeting, the number of trustees, the time of their election, their term of office, the mode and manner of their removal, the mode and manner of filling vacancies on the board, caused by death, resignation, removal or otherwise, the power and authority of the trustees, the compensation of the trustees or of any officer, the mode and manner of conducting elections, the manner in which membership shall cease, the termination of a member's interest in the corporate property upon the cessation of his membership, and whether he shall be remunerated therefor, and if so, in what manner, the manner of collection and enforcement of assessments or charges, the formation of a surplus fund and the manner and proportions in which such surplus fund shall be distributed, either upon the order of the corporation or upon its dissolution, and generally, all such other matters as may be proper to carry out the purpose for which the corporation was formed.

IN WITNESS WHEREOF, the incorporators have hereunto set their hands and seals this 31st day of March, 1951.

SIGNED AND SEALED
in the presence of:

/s/ Orville Simpson	/s/ Donald McMillan
/s/ Edward Shields	/s/ Palmer Bruland
/s/ John G. Williams	/s/ Kurt Messmer
/s/ James Chorlton	/s/ Charles Sherbrooke
/s/ Clifton Lawrence	/s/ Norman Waggoner
/s/ George Sullivan	/s/ Roy Frakes
/s/ Harland Brooks	/s/ William Prosser
/s/ Seymour Standish	/s/ Alston B. Voorhees, Jr.

⁴ Extensively amended 1/1/1990

