



STATE of WASHINGTON SECRETARY of STATE

I, **Ralph Munro**, Secretary of State of the State of Washington and custodian of its seal, hereby issue this

CERTIFICATE OF INCORPORATION

to

CEDAR RIDGE HOMEOWNERS ASSOCIATION

a Washington Non Profit corporation. Articles of Incorporation were
filed for record in this office on the date indicated below:

U.B.I. Number: 601 237 354

Date: March 20, 1990

Given under my hand and the seal of the State of
Washington, at Olympia, the State Capitol

Ralph Munro, Secretary of State

601 237 3-4

00310 MAR 26 90

FILED 7

MAR 20 1990

SECRETARY OF STATE
STATE OF WASHINGTON

ARTICLES OF INCORPORATION
OF
CEDAR RIDGE HOMEOWNERS ASSOCIATION

The undersigned, acting as incorporator of a non-profit corporation under the provisions of the Washington Nonprofit Corporation Act (RCW Chapter 24.03), adopts the following Articles of Incorporation and declares that the same shall govern such corporation.

I

NAME

The name of the corporation shall be CEDAR RIDGE HOMEOWNERS ASSOCIATION.

II

DURATION

The duration of said corporation's existence shall be perpetual.

III

PURPOSES

The purposes for which the corporation is formed are:

a. To acquire, own, maintain, repair, construct and reconstruct common facilities located or to be located on real property in Pierce County, Washington, to be subdivided by a formal plat to be recorded as the plat of Cedar Ridge with Pierce County, Washington.

b. To exercise powers of supervision and control over the improvement, maintenance and use of land within said area by interpreting and enforcing the protective covenants and restrictions to which the said land may now or hereafter be subjected.

c. Generally, to preserve and enhance the safety, beauty, comfort and convenience of the said area by providing such other regulations, supervision and control or other services as the corporation may deem beneficial thereto.

d. To dedicate all or any part, parcel or portion of the real property held by the corporation as fee owner to Pierce County, Washington, or such other governmental body as may be willing and able to operate and maintain said property in a manner appropriate to the needs and character of said area.

e. To do all things necessary and proper to carry out the foregoing purposes of the corporation and to transact any and all lawful business for which non-profit corporations may be incorporated under RCW Chapter 24.03.

IV

DISTRIBUTION OF ASSETS ON DISSOLUTION

Upon dissolution or final liquidation of the corporation, all of its real property including, but not limited to, roads, utility systems and easements, plus all common areas held by the corporation shall be dedicated to such competent governmental bodies as are willing to accept them and to operate and maintain them in a manner appropriate to and consistent with the character and environment of the said area. After payment, satisfaction and discharge of all liabilities and obligations of the corporation or the making of adequate provision therefor, the remainder of the corporation's property shall be distributed pursuant to the terms of the Washington Nonprofit Corporation Act.

V

REGISTERED OFFICE AND REGISTERED AGENT

The initial registered office of the corporation shall be at:

Starwood Development, Inc.
500 - 108th Avenue N.E., Suite 2650
Bellevue, Washington 98004

The name of the corporation's initial registered agent at such address is John H. Heller.

VI

DIRECTORS

The initial board of directors shall consist of one member and his name and address follows:

<u>Name of Director</u>	<u>Residence</u>
John H. Heller	826 W. Lk. Samm. Pkwy. S.E. Bellevue, WA 98008

Any change in the number of Directors of the Association shall be done in a manner consistent with the Bylaws of the Corporation.

VII

NAME AND ADDRESS OF INCORPORATOR

The name and address of the incorporator of CEDAR RIDGE HOMEOWNERS ASSOCIATION is:

Starwood Development, Inc.
500 - 108th Avenue N.E., Suite 2650
Bellevue, Washington 98004

VIII

DESIGNATION OF DISTRIBUTEES OF CORPORATE NET ASSETS
IN THE EVENT OF DISSOLUTION

In the event the corporation is dissolved, any net assets remaining after its real property has been tendered to Pierce County or other competent governmental bodies pursuant to Article IV hereof shall be distributed in accordance with the Washington Nonprofit Corporation Act to those persons who at that time are members of the corporation. However, neither these Articles of Incorporation nor the Bylaws to be adopted by said corporation shall preclude the formation of a successor to CEDAR RIDGE HOMEOWNERS ASSOCIATION or the conveyance of the assets of CEDAR RIDGE HOMEOWNERS ASSOCIATION to such successor corporation in the event that CEDAR RIDGE HOMEOWNERS ASSOCIATION is dissolved, provided that the members of CEDAR RIDGE HOMEOWNERS ASSOCIATION determine by majority vote that such successor is willing and able to provide its members the same services as are contemplated in these Articles of Incorporation.

IN WITNESS WHEREOF, I, the undersigned incorporator of CEDAR RIDGE HOMEOWNERS ASSOCIATION, have herunto set my hand this 16th day of March, 1990.

STARWOOD DEVELOPMENT, INC.




By: John H. Heller, President

CONSENT TO APPOINTMENT AS REGISTERED AGENT

I, John H. Heller, 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.

3/14/90


(date)



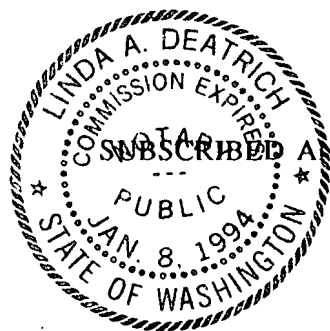
(Signature of agent designated in Article V)

STATE OF WASHINGTON)
)ss.
COUNTY OF KING)

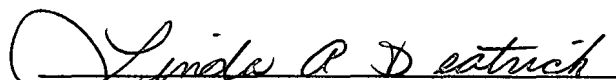
JOHN H. HELLER, being first duly sworn, on oath deposes and says: That he has read the foregoing Articles of Incorporation, knows the contents thereof and swears that the same are true.



John H. Heller



SUBSCRIBED AND SWORN TO before me this 14th day of March, 1990.

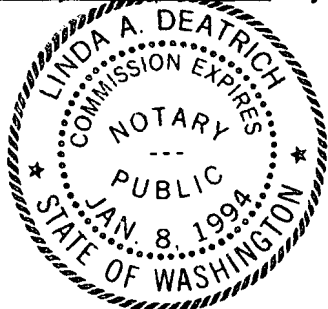


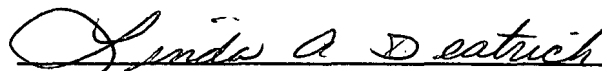
NOTARY PUBLIC in and for the State of Washington, residing at Woodinville

STATE OF WASHINGTON)
)ss.
COUNTY OF KING)

This is to certify that on this 16th day of March, 1990, there appeared personally before me John H. Heller, to me personally known to be the individual described in and who executed the foregoing Articles of Incorporation, and he acknowledged and declared that he executed the same freely and voluntarily for the uses and purposes therein mentioned.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on this 16th day of March, 1990.





NOTARY PUBLIC in and for the State of Washington, residing at Woodinville