

ARTICLES OF INCORPORATION

ARTICLES OF INCORPORATION OF CAPE GEORGE COLONY CLUB

KNOW ALL MEN BY THESE PRESENTS: That the undersigned, residing in the State of Washington and being citizens of the United States, each over the age of twenty-one years, and being desirous of forming a corporation under Chapter 24.03 of the Revised Code of the State of Washington relating to non-profit corporations, do hereby associate themselves together for the purpose of forming a non-profit corporation and do make, subscribe and adopt in triplicate the following Articles of Incorporation, to-wit:

ARTICLE I

The name of the corporation shall be CAPE GEORGE COLONY CLUB.

ARTICLE II

The purposes for which this corporation is formed are:

(1) To take charge of and conduct the affairs of its members as a community club of owners and persons entitled to possession of any lot, tract or parcel of real property, which is situated in Jefferson County, State of Washington and which constitutes a part of the recorded plats known as Cape George Colony (in which plat and restrictions and covenants thereof there is reference to a non-profit corporation by the name simply of Cape George Colony, the functions of which are to be undertaken by this corporation) and divisions thereof and annexations thereto and divisions thereof, and any future additions, divisions or annexations, as may be duly and regularly made under and pursuant to the authority of the Cape George Land Co., Inc., a Washington corporation.

(2) To receive, acquire, own, purchase, improve, construct, develop, repair, maintain, protect, cultivate, care for, operate, conduct, manage, lease, rent, mortgage, encumber, hypothecate, sell or otherwise dispose of: (the plural including the singular and vice versa) pipes, pipelines, sprinklers, meters, water distributions systems, electric wires, lights, culverts, bridges, drainage areas, water, roadways, driveways, walkways, travel ways, parkways, easements, play areas, recreational grounds, vacant areas, beaches, trees, plantings, grass areas, tennis courts, swimming areas, pools, boat launchings, floats, marinas, bathhouses, shelters, piers, clubhouse, community buildings and community facilities or equipment appropriate for the use, benefit or improvement of its members, and any other property, facilities or projects delivered to or received by said corporation or turned over to it or delegated to it by Cape George Land Co., Inc. or requested to be delivered to, received or turned over to it by said Cape George Land Co., Inc.

(3) To make rules, regulations, interpretations, decisions, and enforce decisions and determinations, pertaining to covenants and restrictions, including (but not limited to) those contained in the plat or plats of the real property in which is located any lot, tract or parcel of said real property that a member owns or of which a member is entitled to possession, as well as pertaining to the use, conditions or appearance of any such lot, tract or parcel, the set back, restriction thereof, construction or location of buildings or other improvements or inhabitable

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accommodations thereon, or plans or designs pertaining thereto, shelters, fences, trees or appurtenances of any such lot, tract or parcel of said real property.

(4) To acquire, purchase, contract, enjoy, use, operate, improve, explore, exploit, mortgage, pledge, sell, convey, exchange, grant and otherwise deal in any and all manner of real and personal property, choses in action, franchises, rights, privileges, easements, tenements, estates, hereditaments, and interest, and do all things and to exercise powers of contract, control, construction, consent, decision, determination, modification, amendment, cancellation, annulment, enforcement of covenants, restrictions, reservations, liens, charges imposed upon property of any or all kinds, and to regulate, supervise, prohibit, as the corporation from time to time may desire, pertaining to the acquisition, production, distribution and sale of or furnishing to its members, in the service, or substances.

(5) To fix, establish, levy and collect charges or assessments as may be necessary in the judgment of the Board of Trustees of this corporation to carry out any or all of the purposes for which this corporation is formed, but not in excess of the maximum amount from time to time may be fixed by the By-laws of this corporation.

(6) To borrow money and mortgage, pledge and hypothecate any and all of the real and personal property of said corporation as security for money borrowed or debts incurred and to do any and all things that a corporation organized under said laws of the State of Washington may lawfully do when operating for the benefit or its members or for the benefit of the property of its members and without profit for said corporation.

(7) To expend money received or collected by this corporation, whether from assessment and charges or any other sums received by the corporation operating for the benefit of its members or for the benefit of the property of its members and without profit for said corporation, and to discharge costs, expenses and obligations incurred by said corporation in the carrying out of any or all of the purposes for which the corporation is formed.

(8) Generally to do and perform any and all acts which may be either necessary or proper for or incidental to the exercise of any of the foregoing purposes which hereby are also declared to be powers and as well as such powers as are granted by the provisions of Chapter 24.04 of the Revised Code of the State of Washington and the laws of the State of Washington relating to non profit corporations.

Nothing contained in these Articles of Incorporation shall be construed as authorizing or permitting said corporation to own, manage or operate any real or personal property for profit. It is the intention and purpose that the business of the corporation shall not be conducted at a profit either to itself or for the benefit of its members and wherever it is authorized to collect charges or assessments it shall not use such charges or assessments except as appropriate and as necessary to cover the costs or expenses of the conduct of and operations of the corporation.

ARTICLE III

The corporation's registered office and post office address shall be at 61 Cape George Road, Port Townsend, WA 98368

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ARTICLE IV

At all times this corporation shall be the joint and mutual association of the undersigned incorporators and such other persons as may hereafter be admitted to membership and who from time to time continue as members, in accordance with the By-laws of the corporation. Memberships shall be inseparably appurtenant to the lots, tracts or parcels of real property which are situated in Jefferson County, State of Washington and which constitute a part of the recorded plat known as Cape George Colony, and divisions thereof, and annexations thereto, and divisions thereof, and any future additions, divisions or annexations to or of such plats, of which the respective members (to whom originally issued) are owners or entitled to possession; and upon the transfer of the ownership of any such lot, tract or parcel or right of possession under contract of sale of any such lot, tract or parcel, the membership pertaining thereto shall be ipso facto deemed to be transferred to the grantee or contract purchaser, subject to the terms of such conveyance or transfer, and to the By-Laws of this corporation, provided that, no membership may be transferred, assigned or conveyed in any manner other than in the manner herein stated and as provided in said By-Laws.

The property in possession of or owned by the corporation shall be managed by the Board of Trustees and only alienated and disposed of in accordance with the By-Laws of the corporation and the laws of the State of Washington applicable thereto. The Membership interest conveyed through purchase or acquisition of a lot to an incorporator or Member shall be equal. All other qualifications, conditions, succession, expulsion and cessation of membership and of the member's interest in the corporate property and all other provisions as to membership shall be provided for and set forth in the By-Laws.

ARTICLE V

The number of Trustees of this corporation shall not be less than three (3) nor more than nine (9). The present Trustees shall be five (5) in number, who shall constitute the original Board of Trustees of this corporation and who shall manage the affairs of the corporation for not less than nor more than six (6) months from the date hereinafter set forth as the date of execution of these Articles, until a Board of Trustees are elected by the members, to-wit:

Howard G. Riddell	3043 N.E. 105 th Street Seattle, Washington 98155
V. Keith Colman	4305 Northeast 75 th Street Seattle, Washington 98105
Francis M. Burns	1916 N.E. 105 th Seattle, Washington 98155
Fay W. Thorne	Cape George Colony Port Townsend, Washington
John E. Kanarr	Cape George Colony Port Townsend, Washington

Any increase in the number of Trustees in accordance with the foregoing shall be accomplished in the manner prescribed by the By-Laws of the corporation.

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ARTICLE VI

The time of existence of this corporation shall be perpetual.

ARTICLE VII

In addition to the provisions hereof, the qualification of the members of said corporation, the interest in the property of the corporation, voting and other rights and privileges, liabilities for charges and assessments of the members, and any other matters which may be included, as provided by statute, shall be set forth in the By-Laws of the corporation.

IN WITNESS WHEREOF, We, the undersigned, the incorporators of this corporation have this 12th day of June, 1967 hereunto set our hands and seals in triplicate.

Howard G. Riddell
V. Keith Colman
Francis M. Burns
Fay W Thorne
John E. Kanarr