



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

EDGEWOOD VILLAGE 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: 601 609 340

Date: February 28, 1995



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

Ralph Munro, Secretary of State

2-505171-5

FILED
STATE OF WASHINGTON

FEB 28 1995

RALPH MUNRO
SECRETARY OF STATE

ARTICLES OF INCORPORATION
OF

EDGEWOOD VILLAGE HOMEOWNERS ASSOCIATION

A Washington Non-Profit Corporation

In compliance with the requirements of RCW 24.03, the undersigned, Craig L. Jones, who is a resident of Washington and otherwise fully qualified, does hereby voluntarily form a corporation not for profit and does hereby certify:

ARTICLE I
NAME

The name of the corporation shall be "EDGEWOOD VILLAGE HOMEOWNERS ASSOCIATION" (hereafter referred to as the "Association").

ARTICLE II
PRINCIPAL OFFICE

The initial principal office of the Association is located at 19245 Tenth Avenue N.E., Poulsbo, Washington 98370, but may be changed at the discretion of the Board of Directors.

ARTICLE III
REGISTERED AGENT

Mr. Thomas A. Griffin, whose address is 19245 Tenth Avenue N.E., Post Office Box 1780, Poulsbo, Washington 98370, is hereby appointed as the initial Registered Agent of this Association.

ARTICLE IV
DURATION

The Association shall exist perpetually.

UBI:601 609 340

**ARTICLE V
PURPOSE AND POWERS OF THE ASSOCIATION**

This Association does not contemplate pecuniary gain or profit to the members thereof, and it is formed for management, maintenance, social and recreational purposes to benefit the development of Edgewood Village, and owners, residents and occupants therein. Edgewood Village is subject to a Master Declaration and Supplemental Declaration of Covenants, Conditions, Restrictions, Assessments, Charges, Servitudes, Liens, Reservations and Easements as amended (hereinafter referred to as the "Declarations"). The Declarations are recorded against each Lot within Edgewood Village, and the owners of each Lot are required to be Members of this Association. The Declarations are incorporated herein by this reference and, in the event of any inconsistency between the Declarations and these Articles of Incorporation, the Declarations shall control. In addition, the definitions contained within the Declarations shall apply to these Articles of Incorporation by this reference.

The Association shall have the right and responsibility to exercise all of the powers and privileges and to perform all of the duties and obligations of the Association set forth in the Declarations, as may be amended from time-to-time, and as provided under the Washington Non-Profit Corporation Act, RCW 24.03, as specifically set forth in RCW 24.03.035, as may be amended from time to time.

**ARTICLE VI
MEMBERSHIP**

Every person or entity who is a record owner of a fee or undivided fee interest in any Lot within Edgewood Village shall be a Member of the Association. Membership shall be appurtenant to and may not be separated from ownership of any Lot to which the Membership is attributable. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. The rights and obligations of Membership in the Association shall not be assigned, transferred, pledged, conveyed or alienated in any way, except upon conveyance of a Lot by deed, intestate succession, testamentary disposition, foreclosure or other legal process pursuant to the laws of the State of Washington or the United States.

**ARTICLE VII
MEMBERSHIP AND VOTING**

The Association shall have two (2) classes of voting memberships:

Class A. Class A Memberships shall be all Memberships, except the Class B Membership held by the Declarant, or successor, of the property within Edgewood Village, and each Owner shall be entitled to one (1) vote for each Lot owned, subject to the authority of the Board of Directors to suspend the voting rights of an owner for violations of the Declaration.

Class B. Class B Membership shall be the Declarant, and the Class B Membership shall be entitled to three (3) votes for each Lot owned. The Class B Membership shall cease and be converted to

Class A Memberships on the first of the following events:

(A) When the total votes outstanding in Class A Membership equal the total votes outstanding in the Class B Membership;

(B) When the Declarant voluntarily terminates the Class B Membership by written notice to the Association, at which time it shall receive Class A Membership for each Lot owned within Edgewood Village; or

(C) At the end of the Development Period.

When more than one person holds an interest in a Lot, all such persons shall be Members. The vote for such Lot shall be exercised as they determine, but in no event shall more than one (1) vote be cast with respect to any Lot.

ARTICLE VIII BOARD OF DIRECTORS

The affairs of the Association shall be conducted and managed by the Board of Directors and such Officers as the Board of Directors may elect or appoint in accordance with the Declaration and Bylaws of the Association as the same may be amended from time-to-time. The Board of Directors shall be composed of at least three (3) and no more than nine (9) members. The initial Board of Directors shall be composed of four (4) members. The names and addresses of the persons who are to act in the capacity of Directors until the selection of their successors are:

Name	Address
Mr. Greg McCarry	19245 Tenth Avenue N.E. Poulsbo, Washington 98370
Mr. Thomas A. Griffin	19245 Tenth Avenue N.E. Poulsbo, Washington 98370

Mr. Larry Smith

19245 Tenth Avenue N.E.
Poulsbo, Washington 98370

Mr. Thomas A. Ringo

19245 Tenth Avenue N.E.
Poulsbo, Washington 98370

**ARTICLE IX
DISSOLUTION**

In the event of dissolution, the net assets of the Association shall be distributed as determined by the Board of Directors to either (1) another nonprofit corporation; or (2) to the members as provided in RCW 24.03.

**ARTICLE X
BYLAWS**

Provisions for the regulation of the internal affairs of the Association shall be set forth in the Bylaws of the Association.

**ARTICLE XI
AMENDMENT**


As long as there is a Class B Membership these Articles of Incorporation may be amended by obtaining approval of fifty-one (51%) percent or more of each Class of Membership. However, as long as there is a Class B Membership, any dedication of common areas or open spaces or amendment of these Articles of Incorporation, will require the prior approval of the Federal Housing Administration ("FHA"), if there is an FHA insured mortgage on any Lot, and/or the Veterans Administration ("VA"), if there is a VA guaranteed mortgage on any Lot within Edgewood Village.

When there is no longer a Class B Membership, this Declaration may be amended by obtaining approval of seventy-five percent (75%) of the total outstanding votes of the Association.

ARTICLE XII
INCORPORATOR

The incorporator is Craig L. Jones, whose address is 18520
Highway 305, Suite 400, Poulsbo, Washington 98370.

Dated this 27 day of February, 1995.


Craig L. Jones