



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

NORTHWEST LANDING RESIDENTIAL OWNERS 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: 601 556 399

Date: June 16, 1994



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

Ralph Munro, Secretary of State

2-494050-4

601 556 399

ARTICLES OF INCORPORATION
OF
NORTHWEST LANDING RESIDENTIAL OWNERS ASSOCIATION

FILED
STATE OF WASHINGTON
JUN 16 1994
RALPH MUNRO
SECRETARY OF STATE

WEYERHAEUSER REAL ESTATE COMPANY, Land Management Division, for the purpose of forming a nonprofit corporation under Chapter 24 of the Revised Code of Washington, adopts the following Articles of Incorporation:

Article 1. Name. The name of the corporation is Northwest Landing Residential Owners Association (the "Residential Association").

Article 2. Duration. The Residential Association shall have perpetual duration.

Article 3. Purposes and Powers. The Residential Association does not contemplate pecuniary gain or profit, direct or indirect, to its Members.

(a) In way of explanation and not of limitation, the purposes for which it is formed are:

(i) to be and constitute the Residential Association to which reference is made in the Declaration of Covenants, Conditions, and Restrictions for Northwest Landing Residential Property (hereinafter the "Declaration"), recorded or to be recorded in the Records of Pierce County, Washington, to perform all obligations and duties of the Residential Association, and to exercise all rights and powers of the Residential Association, as specified therein, in the By-Laws of the Residential Association ("By-Laws") and as provided by law; and

(ii) to provide an entity for the furtherance of the interests of the Owners in the development.

(b) In furtherance of its purposes, the Residential Association shall have the following powers, which, unless indicated otherwise by the Declaration or By-Laws, may be exercised by the Board of Directors:

(i) all of the powers conferred upon nonprofit corporations by common law and the statutes of the State of Washington in effect from time to time;

(ii) all of the powers necessary or desirable to perform the obligations and duties and to exercise the rights and powers set out in these Articles, the By-Laws, or the Declaration, including, without limitation, the following:

(1) to fix and to collect assessments or other charges to be levied;

(2) to manage, control, operate, maintain, repair, and improve property subjected to the Declaration or any other property for which the Residential Association by rule, regulation, declaration, or contract has a right or duty to provide such services;

(3) to enforce covenants, conditions, or restrictions affecting any property to the extent the Residential Association may be authorized to do so under the Declaration or By-Laws;

(4) to engage in activities which will actively foster, promote, and advance the common interests of all Owners of property subject to the Declaration;

(5) to buy or otherwise acquire, sell, or otherwise dispose of, mortgage, or otherwise encumber, exchange, lease, hold, use, operate, and otherwise deal in and with real, personal, and mixed property of all kinds and any right or interest therein for any purpose of the Residential Association;

(6) to borrow money for any purpose;

(7) to enter into, make, perform, or enforce contracts of every kind and description, and to do all other acts necessary, appropriate, or advisable in carrying out any purpose of the Residential Association, with or in association with any other association, corporation, or other entity or agency, public or private;

(8) to act as agent, trustee, or other representative of other corporations, firms, or individuals, and as such to advance the business or ownership interests in such corporations, firms, or individuals;

(9) to adopt, alter, and amend or repeal such By-Laws as may be necessary or desirable for the proper management of the affairs of the Residential Association; provided, however, such By-Laws may not be inconsistent with or contrary to any provisions of the Declaration; and

(10) to provide any and all supplemental services as may be necessary or proper.

(c) The foregoing enumeration of powers shall not limit or restrict in any manner the exercise of other and further rights and powers which may now or hereafter be allowed or permitted by law; and the powers specified in each of the paragraphs of this Article 3 are independent powers, not to be restricted by reference to or inference from the terms of any other paragraph or provisions of this Article 3.

Article 4. Membership. The Residential Association shall be a membership corporation without certificates or shares of stock. Each Person who is the record owner of a Unit subject to the Declaration is a Member and shall be entitled to vote as set forth herein and in the Declaration and the By-Laws.

Article 5. Board of Directors. The business and affairs of the Residential Association shall be conducted, managed, and controlled by a Board of Directors. The initial Board shall consist of three (3) members. The names and addresses of the initial Board of Directors are as follows:

Robert L. Shedd
33650 - 6th Avenue South
Federal Way, Washington 98003

J. J. McCament
33650 - 6th Avenue South
Federal Way, Washington 98003

Vern Moore
P.O. Box 100
DuPont, Washington 98327

The number of directors, method of election, term of office, removal and filling of vacancies shall be as set forth in the By-Laws. The Board may delegate such operating authority to such companies, individuals, or committees as it, in its discretion, may determine.

Article 6. Liability of Directors. To the fullest extent that the Washington Nonprofit Corporation Act, as it exists on the date hereof or as it may hereafter be amended, permits the limitation or elimination of the liability of directors, no director of the Residential Association shall be personally liable to the Residential Association or its Members for monetary damages for breach of duty of care or other duty as a director. No amendment to or repeal of this Article shall apply to or have any effect on the liability or alleged liability of any director of the Residential Association for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal.

Article 7. VA/HUD Approval. During the Class "B" Control Period, the following actions shall require the prior approval of the U.S. Department of Veterans Affairs ("VA"), so long as the development is approved by the VA for the guaranteeing of mortgages in the Residential Properties, and the U.S. Department of Housing and Urban Development ("HUD"), so long as the development is approved by HUD for the insuring of mortgages in the Residential Properties: submission of additional property to the Residential Properties, except for submission by Declarant in accordance with Article IX, Section 1 of the Declaration pursuant to a plan of submission previously approved by the VA and/or HUD, as applicable; mergers and consolidations; mortgaging of Residential Common Area; dedication of Residential Common Area to any public entity; dissolution; and amendment of these Articles of Incorporation.

Article 8. Dissolution. The Residential Association may be dissolved only upon a resolution duly adopted by the Board of Directors and the affirmative vote of Voting Representatives representing not less than sixty-seven percent (67%) of the Class "A" votes of the Residential Association and the consent of the Declarant so long as the Declarant owns any property subject to the Declaration or which may be unilaterally subjected to the Declaration by the Declarant. Upon dissolution of the Residential Association, so long as the VA is guaranteeing and/or HUD is insuring any mortgage in the Residential Properties, and unless otherwise agreed in writing by HUD or VA, as applicable, any remaining real property

assets of the Residential Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Residential Association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization to be devoted to such similar purposes.

Article 9. Merger and Consolidation. The Residential Association may merge or consolidate only upon a resolution duly adopted by the Board of Directors and the affirmative vote of Voting Representatives representing not less than sixty-seven percent (67%) of the Class "A" votes of the Residential Association and the consent of the Declarant so long as the Declarant owns any property subject to the Declaration or which may be unilaterally subjected to the Declaration by the Declarant.

Article 10. Amendments. These Articles may be amended only upon a resolution duly adopted by the Board of Directors and the affirmative vote of Voting Representatives representing at least sixty-seven percent (67%) of the Class "A" votes of the Residential Association and the consent of the Declarant so long as the Declarant owns any property subject to the Declaration or which may be unilaterally subjected to the Declaration by the Declarant; provided however, no Members shall be entitled to vote on any amendment to these Articles of Incorporation for the sole purpose of complying with the requirements of any governmental (including, without limitation, HUD or VA) or quasi governmental entity or institutional lender authorized to fund, insure or guarantee mortgages on individual Units, as such requirements may exist from time to time, which amendments may be adopted by the Board of Directors.

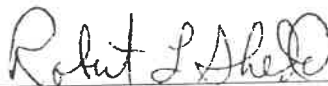
Article 11. Incorporator. The name and address of the sole incorporator is WEYERHAEUSER REAL ESTATE COMPANY, Land Management Division, WRE1-1, Tacoma, Washington 98477.

Article 12. Registered Agent and Office. The initial registered office of the Residential Association is 33650 - 6th Avenue South, Federal Way, Washington 98003 and the initial registered agent at such address is Robert L. Shedd.

Article 13. Definitions. Unless otherwise defined herein, the words used in these Articles of Incorporation shall have the same meaning as set forth in the Declaration, unless the context shall prohibit.

IN WITNESS WHEREOF, the undersigned duly authorized officer of the incorporator, has executed these Articles of Incorporation this 15th day of March, 1994.

WEYERHAEUSER REAL ESTATE COMPANY, Land
Management Division



Robert L. Shedd, Vice President