

601 394 703

ARTICLES OF INCORPORATION

OF

LUDLOW POINT VILLAGE DIVISION 3 ASSOCIATION

A Washington Non-Profit Corporation

FILED
STATE OF WASHINGTON
JUN 10 1992
RALPH MUNRO
SECRETARY OF STATE

In compliance with the requirements of RCW 24.03, the under-
signed, Craig L. Jones of Craig L. Jones & Associates, who is a
resident of Washington State and who is of full age, has this day
voluntarily formed a corporation not for profit and does hereby
certify:

ARTICLE I
NAME

The name of the corporation shall be "LUDLOW POINT VILLAGE
DIVISION 3 ASSOCIATION", hereinafter 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

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

ARTICLE IV
DURATION

The Association shall exist perpetually.

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, physical and aesthetic purposes to benefit
property owners, residents and occupants within the Plat of Ludlow

Point Village Division 3, situate in Jefferson County, Washington. Ludlow Point Village Division 3 is subject to a Master Declaration and Supplemental Declaration of Covenants, Conditions, Restrictions, Assessments, Charges, Servitudes, Liens, Reservations and Easement as amended (hereinafter referred to as the "Declarations"). The Declarations are recorded against the property of each Member 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. 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, and 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, including, but not limited to, the following:

(A) The right and responsibility for the proper management and operation of Association Land, Common Areas and improvements thereon;

(B) The right and authority to levy, bill for, sue for, collect, lien, administer, disburse, enforce payment, suspend membership and exercise all other remedies relating to Annual Assessments and Special Assessments;

(C) The right and authority to enforce the provisions of the Declarations to the extent provided therein;

(D) The right and authority to maintain insurance;

(E) The right and authority to enter into contracts and transactions with others;

(F) The right and authority to employ a Managing Agent and to contract with independent contractors or other entities to perform

all or any part of the duties or responsibilities of the Association;

(G) The right and authority to adopt Ludlow Point Village Division 3 Rules;

(H) The right and authority to exercise jurisdiction over all activities permitted on Common Areas;

(I) The right and authority to pay all expenses incident to the conduct of the business of the Association including, but not limited to, wages and other employment compensation, utilities, maintenance expenses, license fees, property taxes, personal property taxes or other taxes imposed by any governmental entity;

(J) The right and authority to acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of, any real or personal property in connection with the affairs of the Association; provided, however, that no dedication or transfer of real property shall be effective unless an instrument agreeing to such dedication or transfer of real property, signed by two-thirds (2/3) of each Class of Membership Association, has been recorded; and

(K) The right and authority to exercise any and all powers, rights and privileges which a corporation organized under the Non-Profit Corporation Law RCW 24.03, of the State of Washington may now or hereafter have or exercise.

ARTICLE VI MEMBERSHIP

Every person or entity who is a record owner of a fee or undivided fee interest in any Lot within Ludlow Point Village Division 3, as defined in the Supplemental Declaration, 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 Ludlow Point Village Division 3, 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 the Owner for violations of the Supplemental Declaration.

Class B. Class B Membership shall be held by 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 Declarant shall receive Class A Membership for each Lot owned within Ludlow Point Village Division 3; 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 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, WA 98370
Mr. Thomas A. Griffin	19245 Tenth Avenue N.E. Poulsbo, WA 98370
Mr. Larry Smith	19245 Tenth Avenue N.E. Poulsbo, WA 98370
Mr. Thomas A. Ringo	19245 Tenth Avenue N.E. Poulsbo, WA 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

The Article of Incorporation may be amended in accordance with the procedures set forth in the Washington Nonprofit Corporation Act, specifically, RCW 24.03.165, as may be amended.

ARTICLE XII INCORPORATOR

The incorporator is Craig L. Jones of Craig L. Jones & Associates, Attorney at Law, whose address is 10049 Kitsap Mall Blvd. Suite 201, Silverdale, Washington, 98383.

Dated this 8 day of June, 1992.


Craig L. Jones