



STATE of WASHINGTON SECRETARY of STATE

I, **Ralph Munro**, Secretary of State of the State of Washington and custodian of its seal, hereby certify that

ARTICLES OF INCORPORATION

of

FOREST ROCK HILLS HOMEOWNERS ASSOCIATION

a **Washington Misc. & Mutual** corporation,

was/were filed for record in this office on the date indicated below.

Corporation Number: 601 370 247

Date: February 12, 1992

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

Ralph Munro, Secretary of State

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STATE OF WASHINGTON

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RALPH MUNRO
SECRETARY OF STATE

ARTICLES OF INCORPORATION
OF

FOREST ROCK HILLS HOMEOWNERS ASSOCIATION

KNOW ALL MEN BY THESE PRESENTS That I, THOMAS R. STURGEON, a natural person of the age of 18 years or more, for the purpose of forming a non-profit corporation under the Washington Nonprofit Miscellaneous and Mutual Corporations Act (RCW 24.06), do hereby execute and deliver in duplicate to the Secretary of State of the State of Washington the following Articles of Incorporation, to-wit:

ARTICLE I.

The name of the corporation shall be FOREST ROCK HILLS HOMEOWNERS ASSOCIATION.

ARTICLE II.

The duration of this corporation shall be perpetual.

ARTICLE III.

The purposes of the corporation, a non-profit miscellaneous and mutual corporation, are the ownership of private roads, easements, common areas and improvements thereon, within the FOREST ROCK HILLS PLAT, Kitsap County, Washington, the maintenance and regulation thereof, the enforcement of covenants within said Plat, and activities incidental thereto.

ARTICLE IV.

Shareholders must be owners of property lying within the following described real property, located in Kitsap County, State of Washington, to wit: FOREST ROCK HILLS PLAT.

There shall be one class of members consisting of no more than one hundred forty-six (146)

property owners, all of whom shall be equal and have equal rights and responsibilities. The shares shall be issued, one for each lot, and shall be transferred to new owners of each lot upon a transfer of ownership of said lot and not otherwise.

ARTICLE V.

The corporation shall have capital stock of one hundred forty-six (146) shares, no par value stock; all shares having equal voting rights and being equal in all other respects.

ARTICLE VI.

Any distribution of surplus funds to shareholders shall be by majority vote of the shareholders.

ARTICLE VII.

Distribution of assets on dissolution or final liquidation shall be made to the shareholders equally, share and share alike.

ARTICLE VIII.

A dissenting shareholder shall be treated equally in all respects to other shareholders.

ARTICLE IX.

There are no special provisions regulating the internal affairs of the corporation which shall be conducted by the By-Laws to be adopted by a majority of shareholders. FOREST ROCK HILLS ASSOCIATES, a Washington General Partnership shall have an irrevocable proxy to vote all shares until they own less than 25% of the lots.

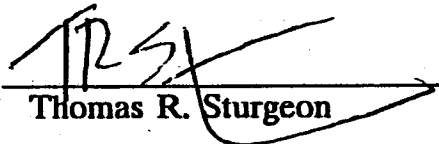
ARTICLE X.

The initial registered agent at the initial registered office of the corporation is as follows:


THOMAS R. STURGEON
5775 Soundview Dr. Suite 104A
Gig Harbor, WA 98335

ARTICLE XI.

Articles of Incorporation, know the contents thereof and believe the same to be a true copy of the resolutions adopted and approved in the preliminary meeting of said corporation.


Thomas R. Sturgeon

SUBSCRIBED AND SWORN to before me this 5th day of February, 1992.


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


My Commission expires: 5-6-92.

CONSENT TO SERVE AS REGISTERED AGENT

I, THOMAS R. STURGEON, hereby consent to serve as Registered Agent in the State of Washington for FOREST ROCK HILLS HOMEOWNERS ASSOCIATION.

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.

Dated this 5th day of February, 1992.


Thomas R. Sturgeon

REGISTERED ADDRESS:

5775 Soundview Dr. Suite 104A
Gig Harbor, WA 98335