

FILED  
SECRETARY OF STATE

MAY 27 2008

**ARTICLES OF INCORPORATION OF**  
**TABLE ROCK HOMEOWNERS ASSOCIATION** 602 835 136

STATE OF WASHINGTON

The undersigned, Paul Gatewood, 159 Coyote Ridge Road, Walla Walla, Washington 99362, acting as incorporator of a corporation under the provisions of the Washington Non-Profit Corporation Act (RCW 24.03 et seq.), adopts the following Articles of Incorporation.

**ARTICLE I.**

Name

The name of this corporation shall be TABLE ROCK HOMEOWNERS ASSOCIATION, hereinafter called "Association."

**ARTICLE II.**

Duration

The period of duration of this corporation shall be perpetual.

**ARTICLE III.**

Non-Profit

This corporation is not organized for profit. There shall be no capital stock, and membership shall be determined pursuant to the provisions of these Articles. Private property of the directors or members shall not be liable for the debts of the corporation.

**ARTICLE IV.**

Purposes and Powers

The purpose for which this corporation is formed is to provide for the maintenance, preservation, and architectural control of residential lots and common areas, if any, within the certain tracts of real property located in the County of Walla Walla, State of

Washington, known as Table Rock Subdivision and Table Rock II Subdivision. All members of either subdivision shall be commonly members of this combined Homeowners Association. It is recognized that each subdivision will nevertheless maintain its own separate restrictive covenants and conditions which will apply to the homeowners in each separate subdivision.

The further purposes of the Association are as follows:

A. To manage the affairs of the Homeowners Association, all as set forth in the Declarations of Restrictive Covenants, Conditions, and Restrictions of Table Rock Subdivision and Table Rock II Subdivision.

B. To exercise all power and authority of the Residential Committee and to enforce any and all provisions as set forth in the Declarations of Restrictive Covenants, Conditions, and Restrictions of Table Rock Subdivision and Table Rock II Subdivision.

C. To act as agent, manager, contractor, or trustee as may be necessary for all purposes of Table Rock Subdivision and Table Rock II Subdivision.

D. To adopt and enforce rules and regulations covering the use of property within Table Rock Subdivision and Table Rock II Subdivision.

E. To make and collect assessments against members to defray the costs, expenses and losses of management.

F. To use the assessments and pay for common expenses and goods and services as reasonably necessary or convenient for the efficient and orderly functioning of the Homeowners Association.

G. To contract with a professional management agent if deemed appropriate.

H. To merge and consolidate with any other nonprofit corporation of similar type as such matters may be permitted by law.

I. To purchase, lease, rent, hire or otherwise acquire real or personal property of every kind and description.

J. To sell, rent, lease, convey, encumber, and manage real or personal property of every kind and description, or any part thereof.

K. To exercise each and every right of the homeowners on behalf of the Table Rock Subdivision and Table Rock II Subdivision.

L. To borrow money and give security.

M. To enter into, make, perform, and carry out contracts of every kind for every lawful purpose pertaining to business of the Homeowners Association with any individual, entity, firm, association, or corporation.

N. To have and exercise all powers as allowed by law for a non-profit corporation, and to have and exercise all powers necessary or convenient to effect any and all purposes for which property management is organized.

#### ARTICLE V.

##### Membership

Every contract purchaser or record owner of any parcel of land which is subject to the Declaration of Restrictive Covenants, Conditions, and Restrictions of Table Rock Subdivision or Table Rock II Subdivision shall automatically be a member of the Association. There shall be one vote per member for each lot or parcel within either subdivision. Membership shall be appurtenant to and may not be separated from ownership of a parcel of land which is subject to assessment by the Association. Ownership of a parcel of land within Table Rock Subdivision or Table Rock II Subdivision shall be the sole qualification for membership. Each member shall have an equal vote on all issues of the Association.

#### ARTICLE VI.

##### Registered Office and Agent

The address of the initial registered office of the Association shall be 160 Coyote Ridge, Walla Walla, Washington. The name of the initial registered agent of the Association at such address shall be Elizabeth Humphrey.

## ARTICLE VII.

### Directors

The number of directors of the Association shall be not less than two directors nor more than six directors, who need not be members of the Association and need not be residents of the State of Washington. The number of initial directors shall be five, but said number may be changed by amendment to the Bylaws of the Association. The names and addresses of the persons who are to act as initial directors and to continue until their successors are duly elected and qualified shall be as follows:

<u>Name</u>	<u>Post Office Address</u>
Elizabeth Humphrey	160 Coyote Ridge Walla Walla, WA 99362
Avery K. Loposer	167 Elk Fork Drive Walla Walla, WA 99362
Patrick Keef	63 Wolf Fork Drive Walla Walla, WA 99362
Gregory Moody	120 Thunder Ridge Road Walla Walla, WA 99362
Cynthia Hatch	352 Eagle Crest Walla Walla, WA 99362

## ARTICLE VIII.

### Assessments

The Association shall have the power to make assessments against members in order to accomplish the purposes and objectives of the Association. The Association may make assessments for the two separate subdivisions in different amounts. Each member of the Association shall be required to pay assessments in the manner established by the Board of Directors pursuant to the provisions of the Bylaws.

Each assessment, whether monthly, annually, special, for capital improvements, or otherwise, shall be an obligation of the member to whom it is assessed, and the amount of such assessment assessed against any member plus interest, costs, and reasonable attorney fees, shall be a lien upon the lot or parcel within Table Rock Subdivision or Table Rock II Subdivision as owned by the member and may be foreclosed by the Association in the same manner as provided by law in the State of Washington for the foreclosure of a mechanic's lien, a mortgage, or a deed of trust.

## ARTICLE IX.

### Indemnification

No director of the Association shall be liable to the Association or its members for monetary damages for conduct as a director on account of any act, action, or omission by him/her as a director if such director acted in good faith and in a manner he/she reasonably believed to be in the best interests of the Association. This limit of liability of a director shall not apply to acts or omissions that involve intentional misconduct by a director, knowing violation of law by a director, or any transaction for which the director will personally receive a benefit in money, property, or services to which the director is not legally entitled.

The Association shall indemnify and hold harmless each director who was or is a party, or is threatened to be made a party, to any suit or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that he/she is or was a director or officer of the Association, against expenses (including attorney fees, judgments, fines, and amounts paid in settlement) actually and reasonably incurred by the director or officer in connection with such action, suit, or proceeding if he acted in good faith and in the manner reasonably believed to be in or not opposed to the best interest of the Association and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. This indemnification, however, shall not indemnify a director from or on account of acts or omissions of such director finally adjudged to be intentional misconduct or a knowing violation of law, or from or on account of any transaction with respect to which it was finally adjudged that such director personally received a benefit in

money, property, or services to which the director was not legally entitled. Each such indemnity may continue as to the person who has ceased to be a director and may inure to the benefit of the heirs, executors, and administrators of such a person.

## ARTICLE X.

### Dissolution

Upon dissolution of the Association, the assets, both real and personal, of the Association shall be dedicated to an appropriate public agency or body to be devoted to purposes as nearly as practicable the same as those to which they were required to be devoted by the Association. In the event that acceptance of such dedication is refused, such assets shall be granted, conveyed, and assigned to any non-profit corporation, association, trust, or other organization organized and operated exclusively for non-profit purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code, as amended, as the Board of Directors may determine. Any such assets not so disposed of shall be disposed of by the Superior Court of the State of Washington in the county in which the principal office of the Association is then located, exclusively for such purposes or to such organization or organizations as said court shall determine, which are organized and operated exclusively for such purposes.

## ARTICLE XI.

### Amendments

To amend these Articles of Incorporation, the Board of Directors shall adopt a resolution setting forth the proposed amendment and then submit the same to a vote at an annual or special meeting of the members. Written notice setting forth the proposed amendment or summary of changes shall be given to each member entitled to vote at such meeting within the time and manner provided by law. The proposed amendment shall be adopted upon receiving a majority vote of all members holding voting interests in the Association.

ARTICLE XII.

Bylaws

The Directors of the Association shall have the power to adopt Bylaws consistent with the laws of the State of Washington and these Articles, which shall provide and shall designate the manner in which the purposes of this corporation shall be carried out.

ARTICLE XIII.

Incorporator

The name and post office address of the incorporator shall be as follows:

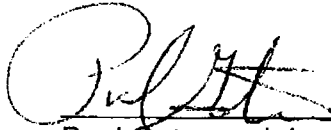
Name

Post Office Address

Paul Gatewood

159 Coyote Ridge Road  
Walla Walla, WA 99362

IN WITNESS WHEREOF, the incorporator hereinabove named has set his hand in duplicate this 21 day of May, 2008.



Paul Gatewood, Incorporator  
159 Coyote Ridge Road  
Walla Walla, WA 99362

STATE OF WASHINGTON        )  
  ss.  
County of Walla Walla        )

On this day personally appeared before me Paul Gatewood, to me known to be the individual described in and who executed the within and foregoing instrument, and acknowledged that he signed the same as his free and voluntary act and deed, for the

uses and purposes therein mentioned.

Given under my hand and official seal this 21<sup>st</sup> day of May,  
2008.



Donna Howerton Donna Howerton  
Notary Public in and for the State of  
Washington, residing at:  
Walla Walla