

Articles of Incorporation of Wenatchee Windsong Homeowners Association

The undersigned, residents of the State of Washington, for the purpose of forming a nonprofit corporation under Title RCW 24.03, the Washington Nonprofit Corporation Act, hereby adopts the following Articles of Incorporation for such corporation:

ARTICLE I

The name of the nonprofit corporation is WENATCHEE WINDSONG HOMEOWNERS ASSOCIATION.

ARTICLE II

The effective date of incorporation is upon filing with the Secretary of State.

ARTICLE III

The period of its duration is perpetual.

ARTICLE IV

This corporation shall have all those powers vested in it under it and by virtue of the laws of the State of Washington, including those specifically given by Washington RCW Title 24.03, chapter 64.38. In addition, it shall have the power to encumber, transfer, assign, and sell any property, real, personal, or mixed, of the corporation, provided that no sale or disposition be made except in compliance with the terms and conditions of the statutes of the State of Washington in such cases made and provided.

The corporation does not contemplate pecuniary gain or profit, direct or indirect, to its members. The purposes for which it is formed are:

To promote the health, safety, and welfare of the residents within the WINDSONG Subdivision, Chelan County, Washington, hereinafter referred to as "The Properties," and for this purpose to:

- (a) own, acquire, build, operate, and maintain irrigation pump, commons, streets, footways, including buildings, structures, personal properties incident thereto, hereinafter referred to as "the common areas and facilities;"
- (b) determine annual membership or use fees;
- (c) enforce any and all covenants, restrictions and agreements applicable to the Properties;
- (d) pay utilities and insurance, if any, on the common properties and facilities; and,
- (e) insofar as permitted by law, to do any other thing, in the opinion of the Board of Directors, will promote the common benefit and enjoyment of the residents of The Properties.

The corporation qualifies as a nonprofit under the Internal Revenue Service code 501(c)(3) as an association normally receiving more than 1/3 of support from membership fees from activities related to the exempt functions, and not more than 1/3 of support derived from gross investment income and net unrelated business income.

The nonprofit corporation (association) shall have the authority to perform all such acts as are necessary or proper to accomplish these purposes so long as they are not repugnant to the law.

ARTICLE V

In the event of dissolution of the corporation, the property and assets thereof remaining, after providing for all obligations and liabilities of the corporation, shall then be disposed of exclusively for the purposes of the corporation in such manner, or to such organization or organizations exempt from taxation under Section 501 (c) of the Internal Revenue Code of 1954, (or the corresponding provision of any future United States Internal Revenue Law), as shall be determined by the Board of Directors.

ARTICLE VI

The number of directors constituting the initial Board of Directors of the corporation is 7 and names and addresses of the persons who are to serve as the initial officers, until their successors are elected and shall qualify, are:

Mike Smith, HOA President
1643 Fuller Street
Wenatchee, Washington 98801

Mike Bohr, HOA Vice-President
637 Kayla Way
Wenatchee, Washington 98801

Roselle Wood, HOA Secretary
1647 Fuller Street
Wenatchee, Washington 98801

Joy McCallum-Clark, HOA Treasurer
1649 Denise Circle
Wenatchee, Washington 98801

A change in the number of directors may be made by amendment to the corporation's By-Laws.

ARTICLE VII

The mailing address of the initial registered office of the corporation is PO Box 1504, Wenatchee, Washington, 98807; and the and address name of its initial registered agent for such office is:

Joy McCallum-Clark
1649 Denise Circle
Wenatchee, Washington 98801

CONSENT TO APPOINTMENT AS REGISTERED AGENT

I, Joy McCallum-Clark, hereby agree to serve as the Registered Agent in the State of Washington for the nonprofit corporation (association) known as Wenatchee Windsong 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 the agent.

Dated this _____ day of July, 2009.

Joy McCallum-Clark

ADDITIONAL INFORMATION

The internal affairs of the corporation shall be managed by a Board of Directors in accordance with By-laws which shall initially be adopted by the incorporators as approved by the general membership and thereafter maintained in accordance with the amendment provisions contained therein.

1. Members and Voting. The membership of the corporation shall consist of such classes of members as may be provided for in the By-Laws. The rights, priorities and obligations of members shall be such as prescribed by the By-Laws. Cumulative voting of members in the election of directors shall not be allowed (one vote per property).
2. Management. The affairs of the corporation shall be managed by its Board of Directors according to the By-laws.
3. Prohibited Activities and Use of Assets. No part of the assets, income or net earnings of the corporation shall be distributable to or inure to the benefit of its members, directors, officers, or any individual; provided, however, that reasonable compensation may be paid for any services rendered to the corporation, and payments and distributions may be made in furtherance of the purposes set forth in Article III hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (and as such, no substantial expenditures shall be used for such action), and the corporation shall not participate in, or intervene in (including the publishing or distribution or statements) any political campaign on behalf of any candidate for public office local, state or federal. Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal income tax under the provisions applicable to this corporation of Section 501 (c) of the Internal Revenue Code of 1954, as amended, (or the corresponding provision of any further United States Internal Revenue Law). The corporation will not further other non-exempt purposes more than insubstantially, nor will there be opportunity for the primary purpose of conducting trade or business that is not related to its exempt purposes.
4. By-Laws. The By-Laws of the corporation shall govern its internal affairs. The By-Laws shall conform pursuant to Washington State law RCW Title 64 Chapter 64.38 and the provisions of these Articles of Incorporation.