

**ARTICLES OF INCORPORATION
OF
CAPE HORN MAINTENANCE CO.**

KNOW ALL MEN BY THESE PRESENTS, that we the undersigned, , residing in the State of Washington and being citizens of the United States, each being over the age of twenty-one years, and being desirous of forming a corporation under TITLE 24 REVISED CODE OF WASHINGTON, relating to non-profit corporations, do hereby associate ourselves together for the purpose of forming a non-profit corporation, and do make, subscribe, execute Incorporation, and certify as follows:

ARTICLE I

The name of the corporation shall be:

CAPE HORN MAINTENANCE CO.

ARTICLE II

The purposes for which this corporation is formed are:

1.To purchase of otherwise acquire, construct, improve, develop, repair, maintain, operate, care for and/or dispose of parkways, playgrounds, open spaces and recreational areas, tennis courts, beaches, boat landing, floats, piers, clubhouses, swimming pools, and/or swimming areas, bathhouses, golf course, bridle trails, places of amusement, community water system, community buildings, community clubhouses and in general, community facilities appropriate improvement of the property hereinafter referred to.

2.To build, improve and maintain roadways, culverts, bridges and drainage areas, and to provide for the improving, cleaning and sprinkling of streets, and for collection and disposal of the street sweeping, garbage, ashes, rubbish and the like; to prevent and suppress fires, to provide police protection, and to make and collect charges to cover the costs and expenses therefore.

3.To improve, light and/or maintain streets, roads, alleys, courts, walks, gateways, fences and ornamental features now existing or hereafter to be erected or created, and shelter, comfort stations and/or buildings and improvements ordinarily appurtenant to any of the foregoing: to improve, plant and maintain grass plots and other areas, immediately adjoining or within the property hereafter Described or referred to.

4. To care for any lots and plots in said property, to kill, destroy and/or remove from any said lots and plots, grass, weeds, rodents, predatory animals and any unsightly or obnoxious thing: and to take any action with reference to such lots and plots as may be necessary or desirable in the opinion of the board of trustees of said corporation, to keep the property clean and in good order: to make and collect charges therefore.

5. So far as it can legally do so, to grant franchises, rights of way and easements for public utilities or other purposes upon, over and/or under any of the said property.

6. To acquire by gift, purchases, lease or otherwise, and to own, hold, enjoy, operate, maintain, and to convey, sell, lease, transfer, mortgage and otherwise encumber, dedicate for public use, and/or otherwise dispose of, real and/or personal property wherever situate.

7. To keep records of building permits and/or other approvals or disapprovals made or issued by said corporation: to keep books and records showing all charges, levies, and assessment made: to furnish certified copies of any record issue certificates of completion and compliance covering respective parcels of property upon which buildings, structures and/or other improvements have been erected or made, all as provided in the restrictions, conditions and covenants affecting said property or portions thereof; and to make and collect charges covering the cost and expense of such acts.

8. To take title to and build, improve and maintain bridle trails within or outside of the property generally covered as the area of operation of the Cape Horn Maintenance Co. To negotiate the use of leases of such bridle trails by such persons, groups, or businesses as the trustees deem advisable.

9. To enforce liens, charges, restrictions, conditions and covenants existing upon and/or created for the benefit of parcels of real property over which said corporation has jurisdiction and to which said parcels may be subject to the extent that said corporation has the legal right or enforce the same, and to pay all expenses incidental thereto.

10. To pay the taxes and assessments which may be levied by any public authority upon any of the said property now or hereafter used or set apart for parks, parkways, playgrounds, open areas, tennis courts, beaches, boat landings, community clubhouses, community club buildings, places of amusement and/or recreational areas, or upon such other recreation spaces wherever situate, as may be maintained for the general benefit and use of the owners of lots in said property; to pay taxes and assessments levied by any public authority upon improvements upon any of said property or areas so used or part of said property or area or separately, and to pay taxes property which may be held in trust for said corporation.

11. To exercise such power of control, interpretation, construction, consent, decision, determination, modification, amendment, cancellation, annulment and/or enforcement of covenants, reservations, restrictions, liens and charges, imposed upon said property, and as may be vested in, delegated to, or assigned to said corporation and such duties with respect thereto as may be assigned to and assumed by said corporation.

12. To approve and/or disapprove, as provided by restrictions, conditions and covenants affecting said property, plans and specifications for and/or location of fences, walls, poles, buildings, and/or structures to be erected or maintained upon said property or any portion thereof; to approve or disapprove the kind, shape, height, and materials for same and/or the plan indicating the location thereof or their respective building sites and such grading plans as may be required, and to issue permits for the same; to pay any and all expenses and charges in connection with the performance of any of said powers or the carrying out of any of said

purposes, to supervise construction of any buildings or structures to the extent deemed necessary by the board of trustees, and to establish rules therefore.

13. To regulate and/or prohibit the erection, posting or displaying upon any said property billboards, and/or signs of such billboards or signs erected or maintained upon said property without the authority of said corporation as provided in such restrictions, conditions and covenants, as may affect said property or any portion thereof.

14. To fix, establish, levy, and collect annually such charges and/or assessments as may be necessary, in the judgment of the board of trustees to carry out any or all of the purposes for which this corporation is formed, but not in excess of the maximum from time to time fixed by the By-Laws.

15. To expend the monies collected by said corporation from assessments and charges and other sums received for the payment and discharge of costs, expenses and obligations incurred by said corporation in the carrying out of any or all the purposes for which said corporation is formed.

16. Generally, to do any and all lawful things which any be advisable, proper, authorized and/or permitted to be done by said corporation under or by virtue of any restrictions, conditions, and/or covenants or laws affecting said property or any portion thereof (including areas now or hereafter dedicated to public use): and to do and perform any and all acts which any be either necessary for, or incidental to, the health, comfort, safety and/or general welfare of the owners of said property, or portions thereof, or residents thereon.

17. To borrow money and mortgage, pledge or hypothecate any or all of the real or personal property of said corporation as security for money borrowed or debts incurred: and to do any and all things that a corporation organized under said laws of the State of Washington may lawfully do when operating for the benefit of its members or the property of its members, and without profit to said corporation.

18. Generally, to do and perform any and all acts which may be either necessary or proper for or incidental to the exercise of any of the foregoing powers and such powers granted by the provisions of Title 24, Revised Code of Washington and other laws of the State of Washington relating to non-profit corporations.

19. Nothing contained in these Articles of Incorporation shall be construed as authorizing or permitting said corporation to won, manage, or operate any real or personal property for profit. It is the intention and purpose that the business of said corporation shall not be carried on for profit either or itself or for the benefit of its members, and wherever it is authorized to collect charges or charges or assessment except as necessary to cove the actual cost or expense of the act, duty, power or transaction performed.

20. To have one or more offices at such place or places, either within or without the State of Washington as the board of trustees may from time to time determine or the business of the corporation require.

All of the foregoing purposes and powers are to be exercised and carried onto effect for the purpose of doing, serving and applying the things above set forth for the benefit of all property, including, but without in any way limiting the foregoing, any portion or portions of certain real property known as Plats of Cape Horn on the Skagit in Skagit County, Washington, which is, or shall become, so subject to the jurisdiction of said corporation.

ARTICLE III

Members:

This corporation shall at all times hereafter be a joint and mutual association of the above-named incorporators, and such other persons as may hereafter be admitted to membership in accordance with the by-laws of the corporation. Membership and certificates evidencing the same shall be inseparably appurtenant to tracts owned by the members, and upon transfer for ownership or contract for sale for such tract, membership and certificates of membership shall ipso facto be deemed to be transferred to the grantee or contract purchaser. No membership or certificate of membership may be transferred, assigned, or conveyed in any manner other than in the manner herein set forth. In the event of the death of a member, membership or certificate of membership of such deceased member shall have all of the rights, privileges and of the personal representative of such deceased member shall be and become the property of the personal representative of such deceased member upon appointment and qualification as such in a judicial proceeding and such personal representative shall have all of the rights, privileges and liabilities of such member until title shall be transferred or contracted to be transferred. The property in possession of this corporation shall be managed by the board of trustees hereinafter mentioned and only alienated and disposed of in accordance with the by-laws of the corporation. The interest of each incorporator or member shall be equal to that of any other and no incorporator or member can acquire any interest which will entitle him to any greater voice, vote, authority or interest in the corporation than any other member.

ARTICLE IV

Board of Directors:

The number of trustees of this corporation shall not be less than three (3) nor more than nine (9). The names of the trustees who shall manage the affairs of the corporation for not less than two (2) months nor more than six (6) months until the trustees are elected by the members are:

Name	Residence
STUART S TULLOCH	4600 51 st SOUTH, SEATTLE, WA
CLYDE H WAESCHE	5627 40 th AVE. WEST, SEATTLE, WA
WILLIAM E TULLOCH	4520 50 th SOUTH, SEATTLE, WA
WALTER J GAUCHE	2458 S COLUMBIAN WAY, SEATTLE, WA
STUART P TULLOCH	3815 S ORCAS, SEATTLE, WA

ARTICLE V

The time of existence of this corporation shall be perpetual.

ARTICLE VI

The registered office of this corporation shall be 7849 FIR ST, CONCRETE, WA 98237, SKAGIT COUNTY, WASHINGTON. The post office and mailing address of this corporation shall be PO BOX 87, CONCRETE, WA 98237.

ARTICLE VII

The qualifications of the members of said corporation, the property, voting and other rights, and privileges, and the liabilities to charges and assessments of the members, shall be set forth in the By-Laws of the corporation.