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2002

AMENDMENT
OF
ARTICLES OF INCORPORATION
OF
MONTERRA HOMEOWNERS ASSOCIATION
A Non-Profit Corporation

At a meeting of the Board of Directors of Monterra Homeowners Association held on January 31, 2002, at which the entire Board of Directors was present, the following amendments received the affirmative vote of the entire Board of Directors, and were therefore adopted:

I

Article III of the Articles of Incorporation is hereby amended to read as follows:

"The purposes for which this corporation is formed are as follows:

"(1) To assume ownership, operation and governing of the common area property either dedicated to the Homeowners' Association by the several recorded plats of the Monterra subdivision, or otherwise acquired by the Homeowners' Association, including but not limited to greenbelt areas, walkways, playgrounds, and recreation areas.

"(2) To enforce the covenants, restrictions, agreements and charges at any time created for the benefit of the Association's property and all other property in the recorded plats of Monterra and the owners thereof, and to pay the expenses

incident to the enforcement of the conditions and restrictions or the collection of the charges.

"(3) To approve plans and specifications, if authorized or required to do so pursuant to the Declaration of Protective Covenants, Restrictions, Easements and Agreements with respect to Monterra, for the construction or material alteration of dwelling houses, garages, fences, walls and other structures and mobile homes erected or altered upon real property known and platted as Monterra in Clallam County, State of Washington.

"(4) To pay all real and personal property taxes and assessments which may be levied by any municipal or other governmental authority upon the property of the Association.

"(5) To approve and maintain all parks and other open spaces, including all grass plots, parking strips, and other planted areas situated on the Association's property, which shall be maintained for the general use of the owners of the lots or building sites within Monterra.

"(6) To see that vacant, unimproved or unkempt lots and plots are cared for, that grass and weeds are removed therefrom, and that any other things necessary or desirable in the judgment of this corporation are done, and to see that said property and the plots contiguous thereto are kept neat and in good order.

"(7) To erect and maintain adequate signs and sign posts for the marking of streets within and adjoining said property.

"(8) To pay the expenses incident to the conduct of the business of this corporation and all licenses, franchises, or other taxes or assessments levied against this corporation or payable by it.

"(9) To construct, improve, maintain and operate on the property of the Association any structures or improvements deemed necessary by the corporation, including but not limited to buildings and/or facilities that were provided by the Developer.

"(10) To fix the annual charges or assessments per lot for property which is subject to assessment as a condition of membership in the Homeowners' Association, and to fix a membership fee per lot for property which is not subject to a charge or assessment as a condition of membership; and to receive and collect such annual charges, assessments or fees, and to enforce any liens which may be available to secure the payment of the charges, assessments or fees.

"(11) To expend the money so collected, received, or derived from said annual charges, assessments or fees in paying and discharging the cost, expenses and obligations incurred by this corporation in carrying out any or all of the purposes of this corporation.

"(12) To exercise such powers of control, interpretation, construction, consent, decision, determination, modification, amendment, cancellation, and annulment with reference to the conditions, restrictions, protective covenants, and charges

now or hereafter imposed upon said property as may be vested in, delegated or assigned to this corporation, and such duties with respect thereto as may be assigned to and assumed by this corporation.

"(13) To purchase, acquire, own, hold, use, enjoy, mortgage, sell, convey and deal in such real and personal property as may be necessary or convenient to carry out the objectives of this corporation.

"(14) To receive gifts, donations, bequests, and devises of real and personal property.

"(15) To incur indebtedness and, as evidence thereof, to issue notes, bonds, debentures, or other evidence of indebtedness, and to secure the payment of the same by the mortgaging, pledging, or hypothecation of any real or personal property of the corporation.

"(16) To do and perform any and all other acts which may be necessary for or proper or incidental to the fulfillment of any of the foregoing purposes.

"(17) To enjoy all the rights, powers and privileges now conferred upon, or hereafter granted, to non-profit non-stock corporations, organized under the laws of the State of Washington, it being expressly provided that the foregoing enumeration of powers shall not limit in any manner the rights, powers and privileges of this corporation otherwise conferred, permitted or granted by law."

II

Article V of the Articles of Incorporation is hereby amended to read as follows:

"The address of the registered office of the corporation shall be 231 Holly Circle, Port Angeles, Washington 98362-9571, in the County of Clallam. The name of the registered agent at such address shall be ROSEMARIE McWILLIAMS."

III

Article VI of the Articles of Incorporation is hereby amended to read as follows:

"The number of directors constituting the initial Board of Directors of the corporation is five (5). The names and addresses of the initial directors of the corporation were:

- " Kenneth L. Peterson, Route 2, Box 1866, Port Angeles, WA 98362
- " Virginia Peterson, Route 2, Box 1866, Port Angeles, WA 98362
- " Robert G. Openshaw, 2747 Pacific Avenue, Olympia, WA 98501
- " Joe McReynolds, Route 10, Olympia, WA 98501
- " William E. Hartman, Sr., 4801 Brech, Tumwater, WA 98501

"The power to adopt, alter, amend or repeal the bylaws or to adopt new bylaws shall be vested in the directors of the corporation.

"The terms of office of the directors shall be one (1) year unless enlarged by amendment to the Bylaws, and the

directors shall be elected by the vote of the members as set forth in the Bylaws. In the event of death, disability, resignation or removal of a director, the remaining directors shall appoint an acting director until the next regular election of directors.

IV

Article IX of the Articles of Incorporation is hereby amended to read as follows:

"The corporation reserves the right to amend, alter, change or repeal any provisions contained in the Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the members of the corporation herein are granted subject to this reservation; provided that, as regards maintenance assessments and membership fees, the following provision shall not be amended except as provided herein:

"Maintenance assessments and membership fees (excepting utilities and liens incident to the enforcement of the Articles of Incorporation or Bylaws of the corporation) for various services which may be provided by the corporation shall initially be \$5.00 per month per lot, payable semi-annually in advance, and shall hereafter be fixed from time to time as the board deems necessary; provided, however, that the rate shall not exceed \$12.50 per month per lot, except upon an affirmative vote of two-thirds (2/3) of the members of the corporation, voting either in person or by proxy, at a meeting of the membership called for that purpose."

IN WITNESS WHEREOF, MONTERRA HOMEOWNERS ASSOCIATION, a Washington corporation, by and through its undersigned Board of Directors, has hereunto executed this Amendment and Restatement of Articles of Incorporation this 18th day of March, 2002.

MONTERRA HOMEOWNERS ASSOCIATION

By Jane Simoneaux
Jane Simoneaux, President

By Keith Pardue
Keith Pardue, Vice President

By Fran Leinhos
Fran Leinhos, Secretary

By Anne Swenski
Anne Swenski, Director

By Sherm Murphy
Sherm Murphy, Director

By Rosemarie McWilliams
Rosemarie McWilliams, Director

079-2388.7
2002

RESTATEMENT
OF
ARTICLES OF INCORPORATION
OF
MONTERRA HOMEOWNERS ASSOCIATION
A Non-Profit Corporation

The undersigned Board of Directors of Monterra Homeowners Association, acting under the provisions of the Washington Non-Profit Corporation Act (Revised Code of Washington 24.06), adopt the following Restatement of Articles of Incorporation for such corporation:

I

The name of the corporation is MONTERRA HOMEOWNERS ASSOCIATION.

II

The period of duration of the corporation shall be perpetual.

III

The purposes for which this corporation is formed are as follows:

(1) To assume ownership, operation and governing of the common area property either dedicated to the Homeowners' Association by the several recorded plats of the Monterra subdivision, or otherwise acquired by the Homeowners' Association, including but not limited to greenbelt areas, walkways, playgrounds, and recreation areas.

(2) To enforce the covenants, restrictions, agreements and charges at any time created for the benefit of the Association's property and all other property in the recorded plats of Monterra and the owners thereof, and to pay the expenses incident to the enforcement of the conditions and restrictions or the collection of the charges.

(3) To approve plans and specifications, if authorized or required to do so pursuant to the Declaration of Protective Covenants, Restrictions, Easements and Agreements with respect to Monterra, for the construction or material alteration of dwelling houses, garages, fences, walls and other structures and mobile homes erected or altered upon real property known and platted as Monterra in Clallam County, State of Washington.

(4) To pay all real and personal property taxes and assessments which may be levied by any municipal or other governmental authority upon the property of the Association.

(5) To approve and maintain all parks and other open spaces, including all grass plots, parking strips, and other planted areas situated on the Association's property, which shall be maintained for the general use of the owners of the lots or building sites within Monterra.

(6) To see that vacant, unimproved or unkempt lots and plots are cared for, that grass and weeds are removed therefrom, and that any other things necessary or desirable in the judgment

(2) To enforce the covenants, restrictions, agreements and charges at any time created for the benefit of the Association's property and all other property in the recorded plats of Monterra and the owners thereof, and to pay the expenses incident to the enforcement of the conditions and restrictions or the collection of the charges.

(3) To approve plans and specifications, if authorized or required to do so pursuant to the Declaration of Protective Covenants, Restrictions, Easements and Agreements with respect to Monterra, for the construction or material alteration of dwelling houses, garages, fences, walls and other structures and mobile homes erected or altered upon real property known and platted as Monterra in Clallam County, State of Washington.

(4) To pay all real and personal property taxes and assessments which may be levied by any municipal or other governmental authority upon the property of the Association.

(5) To approve and maintain all parks and other open spaces, including all grass plots, parking strips, and other planted areas situated on the Association's property, which shall be maintained for the general use of the owners of the lots or building sites within Monterra.

(6) To see that vacant, unimproved or unkempt lots and plot are cared for, that grass and weeds are removed therefrom, and that any other things necessary or desirable in the judgment

of this corporation are done, and to see that said property and the plots contiguous thereto are kept neat and in good order.

(7) To erect and maintain adequate signs and sign posts for the marking of streets within and adjoining said property.

(8) To pay the expenses incident to the conduct of the business of this corporation and all licenses, franchises, or other taxes or assessments levied against this corporation or payable by it.

(9) To construct, improve, maintain and operate on the property of the Association any structures or improvements deemed necessary by the corporation, including but not limited to buildings and/or facilities that were provided by the Developer.

(10) To fix the annual charges or assessments per lot for property which is subject to assessment as a condition of membership in the Homeowners' Association, and to fix a membership fee per lot for property which is not subject to a charge or assessment as a condition of membership; and to receive and collect such annual charges, assessments or fees, and to enforce any liens which may be available to secure the payment of the charges, assessments or fees.

(11) To expend the money so collected, received, or derived from said annual charges, assessments or fees in paying and discharging the cost, expenses and obligations incurred by this

corporation in carrying out any or all of the purposes of this corporation.

(12) To exercise such powers of control, interpretation, construction, consent, decision, determination, modification, amendment, cancellation, and annulment with reference to the conditions, restrictions, protective covenants, and charges now or hereafter imposed upon said property as may be vested in, delegated or assigned to this corporation, and such duties with respect thereto as may be assigned to and assumed by this corporation.

(13) To purchase, acquire, own, hold, use, enjoy, mortgage, sell, convey and deal in such real and personal property as may be necessary or convenient to carry out the objectives of this corporation.

(14) To receive gifts, donations, bequests, and devises of real and personal property.

(15) To incur indebtedness and, as evidence thereof, to issue notes, bonds, debentures, or other evidence of indebtedness, and to secure the payment of the same by the mortgaging, pledging, or hypothecation of any real or personal property of the corporation.

(16) To do and perform any and all other acts which may be necessary for or proper or incidental to the fulfillment of any of the foregoing purposes.

(17) To enjoy all the rights, powers and privileges now conferred upon, or hereafter granted, to non-profit non-stock corporations, organized under the laws of the State of Washington, it being expressly provided that the foregoing enumeration of powers shall not limit in any manner the rights, powers and privileges of this corporation otherwise conferred, permitted or granted by law.

IV

The members of the Association shall be as follows:

(1) All persons who are the owners of record of one or more building sites, which building sites are subject to membership in the Homeowners' Association as a condition of ownership of the property pursuant to a declaration of restrictive covenants governing such property.

(2) Those persons who own building sites within Monterra whose property is not subject to a declaration of covenants requiring membership in the corporation but who choose to pay a fee for membership.

The voting power of each member of this Association shall be equal, provided that ownership of more than one lot creates a vote in the Association multiplied by the number of lots owned, if multiple fees are paid. In case of joint ownership of a building site or sites, the joint owners will be considered as a single voting unit entitled to one (1) vote only for such building site or sites so jointly owned.

The voting rights of any member may be suspended by the Association for any period during which any fees, dues, assessments, or any other charges for which the member is obligated to the Association shall not be paid, or for any reasonable period as a sanction for the infraction of any published rule or regulation of the Association.

V

The address of the registered office of the corporation shall be 231 Holly Circle, Port Angeles, Washington 98362-9571, in the County of Clallam. The name of the registered agent at such address shall be ROSEMARIE McWILLIAMS.

VI

The number of directors constituting the initial Board of Directors of the corporation is five (5). The names and addresses of the initial directors of the corporation were:

Kenneth L. Peterson, Route 2, Box 1866, Port Angeles, WA 98362
Virginia Peterson, Route 2, Box 1866, Port Angeles, WA 98362
Robert G. Openshaw, 2747 Pacific Avenue, Olympia, WA 98501
Joe McReynolds, Route 10, Olympia, WA 98501
William E. Hartman, Sr., 4801 Brech, Tumwater, WA 98501

The power to adopt, alter, amend or repeal the bylaws or to adopt new bylaws shall be vested in the directors of the corporation.

The terms of office of the directors shall be one (1) year unless enlarged by amendment to the Bylaws, and the directors shall be elected by the vote of the members as set forth in the Bylaws. In the event of death, disability, resignation or removal of a director, the remaining directors shall appoint an acting director until the next regular election of directors.

VII

The name and address of the incorporator of the corporation was MONTERRA, INC., Route 2, Box 1866, Fort Angeles, WA 98362.

VIII

The persons to whom the net assets of the corporation are to be distributed in the event the corporation is dissolved are those members of the corporation whose property is subject to restrictive covenants compelling them to be members of the corporation.

IX

The corporation reserves the right to amend, alter, change or repeal any provisions contained in the Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the members of the corporation herein are granted subject to this reservation; provided that, as regards maintenance assessments and membership fees, the following provision shall not be amended except as provided herein:

Maintenance assessments and membership fees (excepting utilities and liens incident to the enforcement of the Articles of Incorporation or Bylaws of the corporation) for various services which may be provided by the corporation shall initially be \$5.00 per month per lot, payable semi-annually in advance, and shall hereafter be fixed from time to time as the board deems necessary; provided, however, that the rate shall not exceed \$12.50 per month per lot, except upon an affirmative vote of two-thirds (2/3) of the members of the corporation, voting either in person or by proxy, at a meeting of the membership called for that purpose.

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