

**ARTICLES OF INCORPORATION
OF CRYSTAL RIVER RANCH ASSOCIATION
A WASHINGTON NONPROFIT CORPORATION**

The undersigned, wishing to incorporate a Washington nonprofit corporation named "Crystal River Ranch Association" pursuant to the Washington Nonprofit Corporation Act (RCW Ch. 24.03) hereby declares that the said corporation shall be governed by the Articles of Incorporation hereinafter set forth.

ARTICLE I

CORPORATE NAME

The name of the corporation shall be Crystal River Ranch Association.

ARTICLE II

DURATION OF CORPORATION

The duration of the said corporation's existence shall be perpetual.

ARTICLE III

CORPORATE PURPOSES

The purposes for which the association is formed are:

- A. To acquire, construct, improve, maintain, operate and administer community recreational facilities, including but not limited to equestrian facilities, parks, shelters, parking areas, walks and trails; and other common facilities and areas of every description in or intended for the common use or benefit of the residents of a recreational community named Crystal River Ranch in Pierce County, Washington.
- B. To acquire, construct, improve, maintain, operate, administer, and to grant franchises and easements for, utility systems of every description in or for the benefit of said community.
- C. To exercise, through an architectural control committee or by other means, powers of supervision and control over the improvement, maintenance and use of land in said community by interpreting and enforcing the protective covenants and restrictions, including particularly building restrictions, to which the land in Crystal River Ranch may now or hereafter be subjected.
- D. Generally, to preserve and enhance the safety, beauty, comfort and convenience of the said recreational community by providing such other quasi municipal or other services as the Association may deem beneficial to said community.
- E. To dedicate all or any part of its real property to Pierce County or such other governmental bodies as may be willing and able to operate and maintain them in a manner appropriate to the needs and character of Crystal River Ranch.
- F. To modify the boundaries of the Common Area without substantially impairing the beneficial interest of the members therein. To buy additional lands to be added to the Common Area, to sell or exchange all or any part of the Common Area to the benefit of the Association with the consent of a majority of the members of the Association.
- G. To do all things necessary and proper to carry out the foregoing purposes of the Association.

ARTICLE IV
DISTRIBUTION OF ASSETS ON DISSOLUTION
OR FINAL LIQUIDATION

Upon dissolution or final liquidation of the corporation all of its real property, including but not limited to roads, parking areas, parks, utility systems and easements, shall be dedicated to such competent governmental bodies as are willing to accept them and to operate and maintain them in a manner appropriate to and consistent with the character and environment of Crystal River Ranch. The balance of the Association's property, including all real property not accepted by competent governmental bodies, shall be distributed pursuant to the Washington Nonprofit Corporation Act.

ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of Crystal River Ranch Association shall be at 800 - 156th Avenue N. E., Bellevue, Washington 98007 Telephone (206) 746-3805. The name of the Association's initial registered agent at the said address is Steve Willard.

ARTICLE VI
INITIAL BOARD OF DIRECTORS

The initial board of directors shall consist of the following five persons:

<u>Name of Director</u>	<u>Residence</u>
Steve Willard	The Quadrant Corporation 800 - 156th Avenue N. E. Bellevue, Wash. 98007
John Vazquez	The Quadrant Corporation 800 - 156th Avenue N. E. Bellevue, Wash. 98007
James McDermott	The Quadrant Corporation 800 - 156th Avenue N. E. Bellevue, Wash. 98007
Don Folsom	The Quadrant Corporation 112th N. E. and N. E. 8th Bellevue, Wash. 98004
Paul Appling	The Quadrant Corporation 112th N. E. and N. E. 8th Bellevue, Wash. 98004

ARTICLE VI
NAME AND ADDRESS OF INCORPORATOR

The name and address of the incorporator of Crystal River Ranch Association is as follows:

Steve Willard
The Quadrant Corporation
800 - 156th Avenue N. E.
Bellevue, Wash. 98007

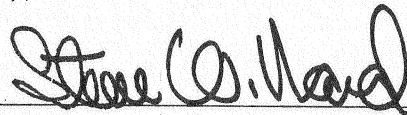
ARTICLE VII
IDENTITY OF DISTRIBUTEES OF CORPORATE NET ASSETS
IN THE EVENT OF DISSOLUTION

In the event of the corporation's dissolution, any net assets remaining after the corporate real property has been tendered to Pierce County or other competent governmental bodies pursuant to Article IV hereof shall be distributed in accordance with the Washington Nonprofit Corporation Act to those persons who at that time are Association members of record. However, nothing in these Articles of Incorporation or in the By-laws shall preclude the formation of a successor to Crystal River Ranch Association or the conveyance of the assets of Crystal River Ranch Association to such successor corporation in the event that Crystal River Ranch Association is dissolved.

ARTICLE IX
REMOVAL OF DIRECTORS

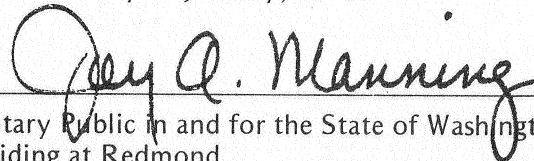
Any director may at any regular or special meeting of the Association's members and with or without cause be removed by a vote of a majority of the members' votes entitled to be cast at such meeting.

IN WITNESS WHEREOF, I, the undersigned incorporator of Crystal River Ranch Association, have hereunto set my hand this 30th day of January, 1973.



Steve Willard

SUBSCRIBED AND SWORN TO before me this 30th day of January, 1973.



Notary Public in and for the State of Washington
residing at Redmond.

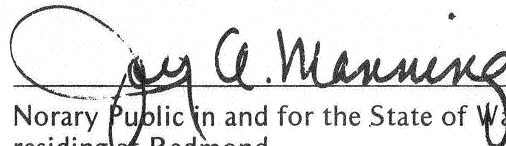
STATE OF WASHINGTON

ss.

COUNTY OF KING

This is to certify that on this 30th day of January, 1973 there appeared personally before me Steve Willard, to me personally known to be the person described in and who executed the foregoing articles of Incorporation, and he acknowledged and declared to me that he executed the same freely and voluntarily for the uses and purposes therein mentioned.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on this 30th day of January, 1973.



Notary Public in and for the State of Washington
residing at Redmond.

My commission expires:
9 - 15 - 76

