

SEP 18 1990

RALPH MUNRO
SECRETARY OF STATE

ARTICLES OF INCORPORATION

OF

**MIRRORMONT COMMUNITY ASSOCIATION,
a Nonprofit Corporation**

The undersigned, for the purpose of forming a nonprofit corporation under the laws of the State of Washington, Chap. 24.03 RCW, hereby adopts the following Articles of Incorporation.

**ARTICLE I
ORGANIZATION**


Section 1.1 Name. The name of this corporation shall be "Mirrormont Community Association, a nonprofit corporation" (hereinafter called the "Association").

Section 1.2 Duration: The duration of the Association shall be perpetual.

Section 1.3 Registered Office. The location and post office address of the initial registered office of the Association is 3000 Westin Building, 2001 Sixth Avenue, Seattle, Washington, 98121.

Section 1.4 Registered Agent. The law firm of Reaugh, Fischnaller & Oettinger, a Washington professional service corporation, whose business office is identical with the initial registered office, is designated as the initial registered agent of the Association, and by the signature of its undersigned agent, does hereby consent to its appointment as the initial registered agent.

REAUGH, FISCHNALLER & OETTINGER

By 
Richard S. Oettinger,
Secretary



STATE of WASHINGTON SECRETARY of STATE

I, Ralph Munro, Secretary of State of the State of Washington and custodian of its seal, hereby certify that

ARTICLES OF AMENDMENT

of

MIRRORMONT COMMUNITY ASSOCIATION

a Washington Non Profit corporation,

was/were filed for record in this office on the date indicated below.

Corporation Number: 601 274 649

Date: April 1, 1993

Given under my hand and the seal of the State
of Washington, at Olympia, the State Capitol.

Ralph Munro, Secretary of State

2-432794-2

Section 1.5 Incorporator. The name and address of the incorporator is:

George E. Merker
Reaugh Fischnaller & Oettinger
3000 Westin Building
2001 Sixth Avenue
Seattle, Washington 98121

Section 1.6 Initial Directors. The names and addresses of the first Board of Directors initially selected to serve until their successors are elected and qualified, are as follows:

<u>Name</u>	<u>Address</u>
Don Freeman	25803 SE 157th, Issaquah, WA 98027
Jan Fuss	26222 SE 158th, Issaquah, WA 98027
Walter Fuss	26222 SE 158th, Issaquah, WA 98027
Philip Johnson	26328 SE 158th, Issaquah, WA 98027
George E. Merker	14836 250th Place SE, Issaquah, WA 98027
Ellis Nierenberg	25670 SE 154th, Issaquah, WA 98027
Lyle Preston	25125 SE Mirrormont Place, Issaquah, WA 98027
Brian Scott	15816 266th Avenue SE, Issaquah, WA 98027
Albert J. Serpas	14940 251st Place SE, Issaquah, WA 98027
Hans Siebert	24419 SE Mirrormont Blvd., Issaquah, WA 98027
Ralph Young	26325 SE 158th, Issaquah, WA 98027

ARTICLE II PURPOSES, POWERS AND LIMITATIONS

Section 2.1 Goals and Purposes. The Mirrormont Community Association has, as its exclusive purpose, the acquisition, construction, management, maintenance and care of property held by the organization or commonly held by its members as well as all lawful purposes authorized by RCW 24.03.015, except as specifically limited in these Articles.

Section 2.2 Powers. The Association shall have the powers set forth in RCW 24.03.035, as now or hereafter amended, and shall also specifically have the power:

- (a) To pay compensation in a reasonable amount to its members, directors or officers for services rendered; and

- (b) To confer benefits upon its members in conformity with its purposes, except as specifically limited herein.

Section 2.3 Limitations. Notwithstanding any provision of these Articles or the Bylaws to the contrary, the powers of the Association shall be limited by the provisions of RCW 24.03.030, as now or hereafter amended, and shall be further limited so that the Association:

- (a) Shall not participate or intervene in any political campaign on behalf of, or in opposition to, any candidate for public office;
- (b) Shall not have, as its primary activity, the operation of a social club for the benefit, pleasure or recreation of its members;
- (c) Shall not have, as its primary activity, the conduct of a commercial business with the general public;
- (d) Shall not expend more than ninety percent (90%) of its expenditures for any purpose other than the acquisition, construction, management, maintenance and care of property held by the organization or commonly held by its members;
- (e) Shall not permit any part of its net earnings to inure to the benefit of any individual; or
- (f) Shall not make, upon dissolution or final liquidation, any distribution other than as specifically authorized by these Articles of Incorporation.

Notwithstanding any other provision of these Articles, this Association shall not carry on any other activities not to be carried on by a corporation exempt from Federal income taxation under § 528 of the Internal Revenue Code of 1954, as amended (or the corresponding provisions of any future Internal Revenue Law).

ARTICLE III **MEMBERSHIP AND INTERNAL AFFAIRS**

Section 3.1 Classes of Members. The Association may have one or more classes of members whose designation, manner of selection or appointment, and whose qualifications and rights, shall be set forth in the Bylaws; Provided that the membership of the Association shall consist of the residents of

the Mirrormont, Colleen and Haas precincts (herein, collectively, "Mirrormont") located within King County, Washington, as well as any honorary members or other classes of membership provided for in the Bylaws. The Association may, but is not required to, issue certificates evidencing membership.

Section 3.2 Board of Directors. The affairs of the Association shall be managed by an elected Board of Directors, comprised of not less than three (3) members, the exact number of which shall be fixed by the Bylaws or by any amendment thereto.

Section 3.3 Bylaws. The Board of Directors shall adopt the Bylaws. The power to alter, amend or repeal the Bylaws, or to adopt new Bylaws, shall be vested in the Board of Directors unless otherwise provided in the Bylaws. The Bylaws may contain any provisions for the regulation and management of the affairs of the Association not inconsistent with law or these Articles of Incorporation.

Section 3.4 Directors' Liability. No director shall be personally liable to either the Association or its members for monetary damages for his or her conduct as a director except for acts or omissions that involve intentional misconduct by such director, or a knowing violation of law by such director, or for any transaction from which the director would personally receive a benefit in money, property or services to which the director would not be legally entitled.

Section 3.5 Officers. The officers of the Association shall consist of a President, one or more Vice Presidents, a Secretary and a Treasurer, each of whom shall be elected at such time and in such manner as prescribed in the Bylaws. Any two or more offices may be held by the same person, except the offices of President and Secretary.

Section 3.6 Indemnification. The Association shall indemnify any person made a party to any threatened, pending or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was a member of the Board of Directors, an officer, employee or agent of the Association, or who at the request of the Association serves as a director, officer, agent or member of any other organization, whether

incorporated for profit, not for profit, or otherwise, against judgments, penalties, fines, settlements and reasonable expenses (including the expenses of their attorney) as actually incurred by such person in connection with any such proceeding if:

- (a) Such person conducted himself or herself in good faith, and
 - (1) In the case of conduct in such person's own official capacity with the Association, such person reasonably believed his or her conduct to be in the Association's best interests, or
 - (2) In all other cases, such person reasonably believed his or her conduct to be at least not opposed to the Association's best interests, and
- (b) In the case of any criminal proceeding, such person had no reasonable cause to believe his or her conduct was unlawful.

However, no indemnification may be made pursuant to this section with respect to, or as a result of, any proceeding in which such person shall have been adjudged to be liable to the Association, or with respect to, or as a result of, any proceeding in which such person shall have been adjudged to be liable for having improperly received a personal benefit, whether or not involving action in his or her official capacity with respect to the Association.

ARTICLE IV **AMENDMENTS**

Section 4.1 Generally. The Association reserves the right to amend, alter, change, add to, or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by the statutes of the State of Washington. All rights and powers conferred by these Articles of Incorporation to directors and officers are granted subject to this reservation.

ARTICLE V **TAX STATUS**

Section 5.1 Homeowners' Association. This Association is organized and operated for the purpose of acquiring, constructing, managing, maintaining and caring for property held by the organization or commonly held by its members, the people of Mirrormont, as that community is defined in these

Articles. The Association is therefore intended to have, and shall continue to have, the status of a corporation exempt from Federal income taxation under I.R.C. § 501(a), as a homeowner's association described in I.R.C. § 528, as amended, and these Articles shall be construed accordingly, with all powers and activities hereunder limited to the extent necessary to achieve these intentions. This Association is not organized for profit and no part of its net earnings shall inure, directly or indirectly, to the benefit of, or be distributable to, its members, Board of Directors or officers.

Section 5.2 Distribution of Assets. Upon dissolution or final liquidation of this Association, the Board of Directors shall, after paying or making provision for the payment of all liabilities of this Association, dispose of all of the assets of the Association to such organizations organized exclusively for such purposes as shall, at that time, qualify as an exempt organization or organizations under the Internal Revenue Code of 1954 (or the corresponding provision of any future Internal Revenue law) as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Superior Court of King County, exclusively for such purposes, or to such societies, organizations or governments as said Court shall determine to be organized and operated exclusively for purposes consistent with those of the Association.

**ARTICLE VI
EXECUTION**

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 12th day of September, 1990.



George E. Merker, Incorporator

Articles of Amendment

of

MIRRORMONT COMMUNITY ASSOCIATION, a nonprofit corporation

FILED
STATE OF WASHINGTON

APR - 1 1993

RALPH MUNRO
SECRETARY OF STATE

Amendment No. 1 to Articles of Incorporation

Pursuant to RCW 24.03.165 and upon a sufficient vote of the members at a special meeting held March 17, 1992, the undersigned corporation adopts the following Amendment No. 1 to its Articles of Incorporation.

FIRST: The name of the corporation is Mirrormont Community Association.

SECOND: The following amendments to the Articles of Incorporation were adopted:

A. Section 2.1 is amended to read:

Section 2.1 Goals and Purposes. The Mirrormont Community Association has, as its exclusive purpose, the promotion of the common good and general welfare of the residents of the Mirrormont, Colleen and Haas precincts, and immediately adjacent areas (herein, collectively, "Mirrormont"), located within King County, Washington. Further, the Association is organized for all lawful purposes authorized by RCW 24.03.015, except as specifically limited in these Articles, and for the following specific purposes:

(a) To aid, promote and provide the establishment of civic betterments and social improvements of benefit to Mirrormont residents;

(b) To promote the general welfare of Mirrormont residents with regard to health, safety, education, culture, recreation, comfort and convenience;

(c) To aid, promote and provide for the maintenance of public services and facilities within the vicinity of Mirrormont;

(d) To promote the social welfare of members of the public living in Mirrormont, and to reduce the burdens of government, to lessen neighborhood tensions, and to combat community deterioration.

B. Section 2.3 is amended to read as follows:

Section 2.3 Limitations. Notwithstanding any provision of these Articles or the Bylaws to the contrary, the powers of the Association shall be limited by

the provisions of RCW 24.03.030, as now or hereafter amended, and shall be further limited so that the Association:

(a) Shall not participate or intervene in any political campaign on behalf of, or in opposition to, any candidate for public office;

(b) Shall not have, as its primary activity, the operation of a social club for the benefit, pleasure or recreation of its members;

(c) Shall not have, as its primary activity, the conduct of a commercial business with the general public;

(d) Shall not provide exterior maintenance of individual, private residents; Provided that the Association may act to preserve the appearance of Mirrmont, to enforce protective covenants recorded upon property within Mirrmont, and to maintain streets, sidewalks or other common areas for the use of Mirrmont residents;

(e) Shall not own any form of "common area" which is not open to the public;

(f) Shall not permit any part of its net earnings to inure to the benefit of any individual; and

(g) Shall not make, upon dissolution or final liquidation, any distribution other than as specifically authorized by these Articles of Incorporation.

Notwithstanding any other provisions of these articles, the Association shall not carry on any other activities which would result in a loss of any exemption it might obtain from income or other taxation under federal or state law specifically including, but not limited to, § 501(c)(4) of the Internal Revenue Code of 1954, as amended (or the corresponding provisions of any future internal revenue act).

C. Section 3.1 is amended to read:

Section 3.1 Classes of Members. The Association may have one or more classes of members whose designation, manner of selection or appointment, and whose qualifications and rights, shall be set forth in the Bylaws; Provided that the membership of the Association shall consist of the residents of Mirrmont, as that community is defined in the Articles, as well as any honorary members or other classes of membership provided for in the Bylaws. The Association may, but is not required to, issue certificates evidencing membership.

D. Section 5.1 is amended to read:

Section 5.1 Civic Organization. The Association is organized exclusively for the promotion of social welfare and is to be primarily engaged in promoting the common good and general welfare of the people of Mirrormont, as that community is defined in these Articles. The Association is therefore intended to have, and shall continue to have, the status of a corporation exempt from federal income taxation under I.R.C. § 501(a), as a civic organization described in I.R.C. § 501(c)(4), as amended, and these Articles shall be construed accordingly, with all powers and activities hereunder limited to the extent necessary to achieve these intentions. The Association is not organized for profit, and no part of its net earnings shall inure, directly or indirectly, to the benefit of, or be distributable to, its members, Board of Directors or officers except as expressly provided and limited in these Articles.

THIRD: Pursuant to RCW 24.03.170(3):

A. The foregoing amendment was adopted at a special meeting of members held on March 17, 1992.

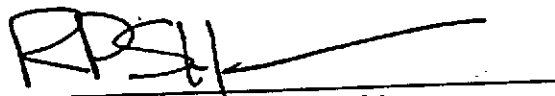
B. A quorum was present at that meeting, in that sustaining members holding more than one-tenth of the votes entitled to be cast were represented in person or by proxy.

C. The foregoing amendments received at least two-thirds of the votes which members present at the meeting or represented by proxy were entitled to cast.

THE UNDERSIGNED Secretary and President, respectively, have executed this Amendment No. 1 in duplicate on March 17, 1992.


GEORGE E. MERKER, Secretary

Attest:


RAYMOND P. SKOFF, President

STATE OF WASHINGTON)
) ss.
COUNTY OF KING)

THIS IS TO CERTIFY that on this 17th day of March, 1992, before me, the undersigned, a Notary Public in and for the state of Washington, personally appeared RAYMOND P. SKOFF and GEORGE E. MERKER, to me known to be the President and Secretary of Mirrormont Community Association, the corporation that executed the within and foregoing instrument, and acknowledged the said instrument to be the free and voluntary act and deed of said corporation for the uses and purposes therein mentioned, and on oath stated that they were authorized to execute said instrument.

WITNESS my hand and official seal the day and year in this certificate first above written.

Steven Herschelode
NOTARY PUBLIC in and for the state of
Washington, residing at Renton.

Commission expires: 12/9/95.

L.S.