

ARTICLES OF INCORPORATION
OF
WANDERMERE ESTATES HOMEOWNERS ASSOCIATIONFILED
SECRETARY OF STATE
SAM REED
JAN 08, 2004
STATE OF WASHINGTON

The undersigned, acting as an incorporator under the Washington Nonprofit Miscellaneous and Mutual Corporation Act (Revised Code of Washington 24.06), adopts and executes the following Articles of Incorporation.

ARTICLE I

Name

The name of this corporation is Wandermere Estates Homeowners Association (hereinafter "Association").

ARTICLE II

Duration

The period of duration of this Association shall be perpetual.

ARTICLE III

Purposes

The purposes for which this Association, a nonprofit organization, is formed are:

1. To provide for the repair, care, maintenance, management and operation of real property comprising the common property of Wandermere Estates;
2. To engage in any other lawful activity which may hereafter be authorized from time to time by the Board of Directors; and
3. To perform the purposes of the Association set forth in the Declaration and Covenants, Conditions, Restrictions and Reservations for Wandermere Estates, Housing For Persons 55 Years of Age and Older, dated December 2, 2003, and recorded on December 3, 2003 under Spokane County Auditor's File No. 5008154, as amended, restated or supplanted from time to time (hereinafter "Declaration").
4. To qualify as housing for persons 55 years of age and older.

ARTICLE IV

Powers

This Association shall have the power to do all lawful acts or things necessary, appropriate, or desirable to carry out and in furtherance of its purposes described in Article III

and those purposes which are consistent with the Washington Nonprofit Corporation Act. This Association shall also have all rights and powers now given to nonprofit corporations generally under the laws of the State of Washington, and all further and broader rights and powers which may, in the future, be given to nonprofit corporations generally under the laws of the State of Washington.

ARTICLE V
Registered Office and Agent

The address of the initial registered office of this Association is 422 W. Riverside Avenue, Suite 1100, Spokane, Washington 99201, and the name of the registered agent at such address is Eleven-Fourteen, Inc. The written consent of such entity to serve as registered agent is attached to these articles.

ARTICLE VI
Board of Directors

The management of this Association shall be vested in a Board of Directors. The number of directors and the method of selecting or removing directors shall be fixed by the Bylaws of this Association; provided, that the initial directors shall be five (5) in number and their names and addresses are:

<u>Name</u>	<u>Address</u>
Lowell S. McKee	608 East Holland Avenue Spokane, Washington 99218-1255
Richard Vandervert	608 East Holland Avenue Spokane, Washington 99218-1255
Betty McKee	608 East Holland Avenue Spokane, Washington 99218-1255
Herbert L. Brown	13700 North Wandermere Road Spokane, WA 99208
Robert C. Ross	13700 North Wandermere Road Spokane, WA 99208

The initial directors shall serve until the first organizational meeting of the Board of Directors and until their successors are appointed and qualified.

ARTICLE VII
Bylaws

The Board of Directors is authorized to make, alter, amend, or repeal the Bylaws of this Association and members shall have the power to alter, amend, or repeal such Bylaws only as provided therein.

ARTICLE VIII
Limitations

This Association shall have no capital stock. In the event there be surplus funds of this Association, the same may, as fixed by the Bylaws or by resolution of the Board of Directors, inure in whole or in part to the benefit of, or be distributable to the members of the Association in proportion to their voting rights.

ARTICLE IX
Transactions Involving Directors

1. No contracts or other transactions between this Association and any other corporation, and no act of this Association shall in any way be affected or invalidated by the fact that any director of this Association is pecuniarily or otherwise interested in, or is a trustee, director, or officer of, such other corporation.

2. Any director, individually, or any firm of which any trustee may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contracts or transactions of the Association; provided, that the fact that such director or such firm is so interested shall be disclosed to or shall have been known by the Board of Directors or a majority thereof.

ARTICLE X
Distributions upon Dissolution

Upon any dissolution of this Association under provisions of the laws of the state of Washington for nonprofit corporations, all of its assets remaining after payment of creditors shall be distributed to the members of the Association in proportion to their voting rights.

ARTICLE XI
Amendments

This Association reserves the right to amend, alter, change, or repeal any provision contained in these Articles of Incorporation in any manner now or hereafter prescribed or permitted by statute.

ARTICLE XII
Members

The Association shall have two (2) classes of members. Members shall consist of all persons who own Lots in Wandermere Estates. Votes shall be cast in accordance with Article 3 of the Declaration. Memberships shall be transferable solely by conveyance of the title to any Lot in Wandermere Estates. All rights and responsibilities expressed herein and in the Bylaws shall be binding on the members.

ARTICLE XIV
Dissenting Members

Dissenting members shall have no special right of return of share of assets.

ARTICLE XV
Indemnity

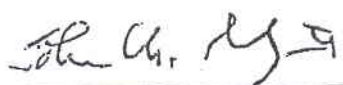
To the maximum extent permitted by law including, without limitation, RCW 24.06.025, as amended, none of the directors of this corporation shall be personally liable to the corporation or its members for monetary damages for conduct as a director, except for acts or omissions that involve intentional misconduct by a director, or a knowing violation of law by a director, or for any transaction from which the director will personally receive a benefit in money, property or services to which the director is not legally entitled.

ARTICLE XVI
Incorporator

The name and address of the incorporator is:

<u>Name</u>	<u>Address</u>
John M. Riley III	1100 U.S. Bank Bldg. 422 W. Riverside Spokane, WA 99201

DATED: January 5, 2004.



JOHN M. RILEY III, Incorporator