

ARTICLES OF INCORPORATION

OF

THE VINEYARD, A CONDOMINIUM

RR
FILED
SECRETARY OF STATE
APR 22 2004
STATE OF WASHINGTON

602388 849

Michael R. McGraw Construction, for the purpose of forming a non-profit corporation under Chapter 24.03 of the Revised Code of Washington, adopts the following Articles of Incorporation:

ARTICLE I

NAME

A condominium

The name of the Corporation shall be The Vineyard, hereinafter referred to as the "Association".

ARTICLE II

DURATION

The period of duration of the Association shall be perpetual.

ARTICLE III

PURPOSES

The Association is organized exclusively as a Homeowners' Association within the meaning of Section 528 of the Internal Revenue Code of 1986 (or the corresponding provision of any future U.S. Internal Revenue law). This Association does not contemplate pecuniary gain or profit to its members.

The specific purposes for which this Association is formed are to provide for maintenance, preservation and architectural control of the buildings, grounds and common areas of The Vineyard, a Condominium, created by the Condominium Declaration recorded under Thurston County Auditor's Filing Number _____ (the "Declaration"), except for that portion of those areas described as "Common Facilities" in the Declaration of Covenants, Conditions and Restrictions of The Vineyard, a Condominium, dated April ____, 2004, which was recorded under Thurston County Auditor's File No. _____.

The Property is subject to the Declaration which authorizes the formation of the Association. The association shall promote the health, safety and welfare of the Owners of the Property, all in accordance with the provisions of the Declaration.

ARTICLE IV

POWERS

Without limiting the foregoing, the Association shall have the authority to exercise any powers conferred by the Declaration or Bylaws, as currently enacted or hereafter amended or superseded; exercise all other powers that may be exercised in this state for the same type of corporation as the Association; and exercise any other powers necessary and proper for the governance and operation of the Association.

ARTICLE V

DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by Unit Owners of units to which at least eighty percent (80%) of the votes in the Association are allocated. In the event of such dissolution, then, unless otherwise authorized by law and by a vote of members of the Association having at least eighty percent (80%) of the total votes of the Association, the assets of the Association shall be owned by all members of the Association as tenants in common according to their percentage of undivided interest in Common Areas and facilities, as set forth in the Declaration.

ARTICLE VI

REGISTERED OFFICE AND AGENT

The address of the initial registered office of the Association is 2935 60th. Lane, S.E., Olympia, Washington, 98501. The name of the registered agent at that address is Mike McGraw ~~Construction~~, *mailing address is, P.O. Box 900, Olympia WA 98501*

ARTICLE VII

MANAGEMENT

The affairs of the Association shall be managed by a Board of Directors. The right to make, alter or repeal the Bylaws of the Association is vested in the Board of Directors as set forth in the Bylaws.

ARTICLE VIII

DIRECTORS

The number of Directors constituting the initial Board of Directors of the Association is three (3), and the name and address of the persons who are to serve as Directors until the first annual meeting of the Members or until their successors are elected and qualified is as follows:

Michael R. McGraw
P.O. Box 900
Olympia, WA 98501

Kaye D. McGraw
P.O. Box 900
Olympia, WA 98501

Michael Real McGraw
P.O. Box 900
Olympia, WA 98501

The number, qualifications, terms of office, manner of election, time and place of meetings, and powers and duties of the Directors shall be prescribed in the Bylaws.

ARTICLE IX

LIMITATION OF DIRECTOR OF LIABILITY

A Director of the Association shall not be personally liable to the Association or its Members for monetary damages for conduct as a Director, except for liability of the Director: (i) for acts or omissions which involve intentional misconduct by the Director or a knowing violation of law by the Director; or (ii) 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. If the Washington Nonprofit Corporation Act is amended to authorize corporate actions further eliminating or limiting the personal liability of Directors, then the liability of a Director of the Association shall be eliminated or limited to the fullest extent permitted by the eliminating or limiting the personal liability of Directors, then the liability of a Director of the Association shall be eliminated or limited to the fullest extent permitted by the Washington Nonprofit Corporation Act, as so amended. Any repeal or modification of the foregoing paragraph by the Members of the Association shall not adversely affect any right or protection of a Director of the Association existing at the time of such repeal or modification.

ARTICLE X

INDEMNIFICATION OF DIRECTORS & OFFICERS

The Association shall indemnify its directors and Officers against all liability, damage and expenses arising from or in connection with service as Directors and Officers with this Association to the maximum extent and under all circumstances permitted by law.

ARTICLE XI

INCORPORATOR

The name and address of the Incorporator is Michael McGraw Construction, 2935 60th. Lane S.E., Olympia Washington 98501

ARTICLE XII

EARNINGS

No part of the net earnings of the Association shall inure to the benefit of any Member or other individual other than by acquiring, constructing or providing management, maintenance and care of Association property, and other than by a rebate of excess membership dues, fees or assessments.

ARTICLE XIII

MEMBERS

Every Owner of an Apartment Unit that is part of the Property shall be a Member of this Association. Membership shall be appurtenant to and may not be separated from ownership of any Apartment Unit that is subject to assessment. Natural persons, partnerships, corporations, trusts or other lawful business entities may own or have ownership in an Apartment Unit.

ARTICLE XIV

AMENDMENT

These Articles may be amended by the assessment of sixty-seven percent (67%) of the entire Membership; provided, however, that the Board of Directors shall have the authority to appoint a new registered agent, and the Directors shall be appointed as stated in the Bylaws.

ARTICLE XV

TERMS

The terms used in these Articles of Incorporation shall have the same meaning as in the Declaration.

IN WITNESS WHEREOF, for the purpose of forming this Association under the laws of the State of Washington, the undersigned, constituting the Incorporator of this Association, has executed these Articles of Incorporation this 22nd day of April, 2004.

MIKE MCGRAW CONSTRUCTION

By:

Michael R. McGraw
Michael R. McGraw, ~~Owner~~ Incorporator

STATE OF WASHINGTON)

: ss

County of Thurston)

On this day before me, the undersigned, a Notary Public in and for the State of Washington, duly commissioned and sworn, personally appeared Michael R. McGraw, to me known to be the Owner of Mike McGraw Construction, that executed the foregoing instrument; and acknowledged the said instrument to be the free and voluntary act and deed of said Company, for the uses and purposes therein mentioned, and on oath stated that he is authorized to execute the said instrument on behalf of the Corporation.

Dated this _____ day of _____, 2004

Notary Public in and for the State of
Washington, residing at _____
My Appointment Expires: _____

CONSENT TO SERVE AS REGISTERED AGENT

I, MIKE MCGRAW, hereby consent to serve as registered agent in the state of Washington for THE VINEYARD, A CONDOMINIUM.

As the registered agent, I will accept and forward Service of Process and all mail to the corporation. In the event of my resignation, or of any change in the registered office address, I will notify the Office of the Secretary of State immediately.

04/22/04

Date

Michael R. McGraw

Signature of Registered Agent

UNITED STATES OF AMERICA

The State of Washington

Secretary of State

I, **SAM REED**, Secretary of State of the State of Washington and custodian of its seal,
hereby issue this

CERTIFICATE OF INCORPORATION

to

THE VINEYARD, A CONDOMINIUM

a/an WA Non-Profit Corporation. Charter documents are effective on the date indicated
below.

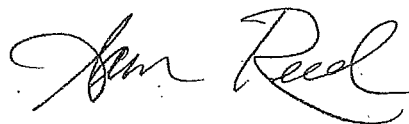
Date: 4/22/2004

UBI Number: 602-388-849

APPID: 79104



Given under my hand and the Seal of the State
of Washington at Olympia, the State Capital

A handwritten signature in cursive script that reads "Sam Reed".

Sam Reed, Secretary of State

STATE OF WASHINGTON



SECRETARY OF STATE

THE VINEYARD, A CONDOMINIUM

KAREN PATE
CYCLE REAL ESTATE, INC.
1014 4TH AVE E
OLYMPIA WA 98501

APPLICATION FOR REINSTATEMENT

I, Sam Reed, Secretary of State of the State of Washington and custodian of its seal, hereby certify that documents meeting Washington statutory requirements have been filed and processed with the Secretary of State on behalf of:

THE VINEYARD, A CONDOMINIUM

A Washington Non-Profit Corporation
UBI: 602 388 849
Filing Date: September 04, 2008



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

Sam Reed, Secretary of State