



STATE of WASHINGTON SECRETARY of STATE

I, **Ralph Munro**, Secretary of State of the State of Washington and custodian of its seal, hereby issue this

CERTIFICATE OF INCORPORATION

to

WILLIAMSWOOD CONDOMINIUM ASSOCIATION

a Washington Non Profit corporation. Articles of Incorporation were filed for record in this office on the date indicated below.

U. B. I. Number: 601 187 926

Date: June 27, 1989

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

Ralph Munro, Secretary of State

601 187 926

FILED

JUN 27 1989

ARTICLES OF INCORPORATION
OF
WILLIAMSWOOD CONDOMINIUM ASSOCIATION

SECRETARY OF STATE
STATE OF WASHINGTON *CAK*

WILLIAM E. BARRETT, being a natural person over the age of eighteen, for the purpose of forming a nonprofit corporation under Chapter 24.03 of the Revised Code of Washington, adopts the following Articles of Incorporation:

ARTICLE I

The name of the corporation shall be "WILLIAMSWOOD CONDOMINIUM ASSOCIATION", hereinafter called the "Association".

ARTICLE II

The period of duration of the Association shall be perpetual.

ARTICLE III

Said corporation is organized exclusively as a homeowners association (more particularly a "condominium management association") within the meaning of Section 528 of the Internal Revenue Code of 1954 (or the corresponding provision of any future U.S. Internal Revenue law). More particularly, the corporation is organized as a condominium management association with respect to Williamswood, A Condominium, a condominium formed by Declaration under the provisions of the Horizontal Property Regimes Act of the State of Washington covering that certain property in Pierce County, Washington, as described on Exhibit "A" to the Condominium Declaration of Williamswood, A Condominium.

In furtherance and not in limitation of the powers conferred by the laws of the State of Washington upon corporations organized for the foregoing purposes, the Association shall have the right to exercise all the powers and privileges and to perform all the duties and obligations of the Association as set forth in the Condominium Declaration hereinabove referred to.

ARTICLE IV

Upon dissolution of the corporation, the assets of the corporation shall be distributed among the members of the

corporation in accordance with the Declaration and the Condominium Statute.

ARTICLE V

The address of the initial registered office of the Association is 3412 Soundview Drive West, Tacoma, Washington 98466, and the name of its initial registered agent at such address is WILLIAM E. BARRETT.

ARTICLE VI

The affairs of the corporation shall be managed by the Board of Directors and the Board of Directors may, from time to time, by vote of a majority of its members, make, alter or repeal Bylaws of this corporation not inconsistent with laws as such now exist or may hereafter be amended; provided, however, that the right to change or repeal actions of the Board of Directors is reserved with the members of the Association.

ARTICLE VII

The number of Directors constituting the initial Board of Directors of the Association is three (3), and the names and addresses 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 are:

WILLIAM E. BARRETT	3412 Soundview Drive West Tacoma, WA 98466
SALLY T. BARRETT	3412 Soundview Drive West Tacoma, WA 98466
CHRISTOPHER J. BARRETT	8116 38th Street Court West Tacoma, WA 98466

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 VIII

The name and address of the sole incorporator is WILLIAM E. BARRETT, 3412 Soundview Drive West, Tacoma, WA 98466.

ARTICLE IX

No part of the net earnings of the corporation shall inure (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) to the benefit of any private shareholder or individual.

ARTICLE X

Each owner of an apartment in the condominium shall automatically be a member of this Association and shall remain a member until such time as his ownership ceases for any reason, at which time his membership in the Association shall automatically cease. Membership shall be appurtenant to and may not be separated from ownership of the apartment.

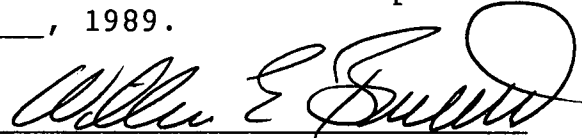
ARTICLE XI

Each member shall be entitled to cast the votes appurtenant to his/her apartment; provided, however, that the total number of votes available to owners of any one apartment shall be equal to the percentage attributable to that apartment as set forth in Exhibit "B" to the Condominium Declaration of Williamswood, A Condominium.

ARTICLE XII

Amendment of these Articles shall require the consent of all of the members of the Association; 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.

IN WITNESS WHEREOF, for the purpose of forming this Association under the laws of the State of Washington, the undersigned, constituting the sole incorporator of this corporation, has executed these Articles of Incorporation this 19 day of JUNE, 1989.

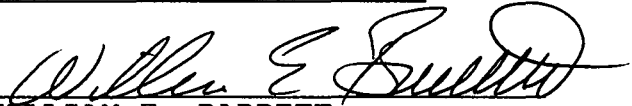


WILLIAM E. BARRETT

CONSENT TO SERVE AS REGISTERED AGENT

I, WILLIAM E. BARRETT, hereby consent to serve as Registered Agent, in the State of Washington, for the following corporation: WILLIAMSWOOD CONDOMINIUM ASSOCIATION. I understand that as agent for the corporation, it will be my responsibility to receive service of process in the name of the corporation; to forward all mail to the corporation; and to immediately notify the office of the Secretary of State in the event of my resignation, or of any changes in the registered office address of the corporation for which I am agent.

DATED this 19th day of June, 1989.


WILLIAM E. BARRETT
3412 Soundview Drive West
Tacoma, WA 98466