

FILED
SECRETARY OF STATE
JAN 03 2005
STATE OF WASHINGTON

ARTICLES OF AMENDMENT
OF
SCENIC SHORES COMMUNITY ASSOCIATION

The undersigned, acting pursuant to a resolution of the members passed at a special meeting of the members of Scenic Shores Community Association duly called and held, pursuant to proper notice, on November 20, 2004, at which a quorum was present and at which at least two-thirds of the members present at such meeting or represented by proxy and who were entitled to cast votes voted in favor of the following amendments as required by the Washington Nonprofit Corporation Act (Revised Code of Washington Chapter 24.03), hereby execute the following Articles of Amendment to the Articles of Incorporation of Scenic Shores Community Association filed April 29, 2004 with the Secretary of State of Washington. *The Articles of Incorporation are hereby Amended in their entirety as set forth below.*

ARTICLE I

Name

The name of this corporation is **Scenic Shores Community Association.**

ARTICLE II

Duration

The period of duration of this corporation shall be perpetual.

ARTICLE III

Purposes

The purposes for which this corporation, a nonprofit homeowners' association, is formed are:

1. To purchase or otherwise acquire, construct, improve, develop, repair, maintain, operate, care for, and/or dispose of parkways, playgrounds, open spaces and recreation areas, tennis courts, beaches, boat landings, floats, piers, clubhouses, swimming pools, and/or swimming areas, places of amusement, community buildings, community clubhouses, and general community facilities appropriate for the use and benefit of its members, and/or for the improvement and development of the property hereinafter referred to.

2. To build, improve, and maintain roadways, culverts, bridges, and drainage areas, and to provide for the improving, cleaning, and sprinkling of streets, and for collection and disposal of the street sweepings, garbage, ashes, and the like, all in the discretion of the board of directors; to prevent and suppress fires, and to make and collect charges, and dues and assessments to pay the costs and expenses therefor.

3. To improve, light, and/or maintain streets, roads, alleys, courts, walks, gateways, fences, and ornamental features now existing or hereafter to be erected; to improve, plant, and maintain grass plots and other areas, trees and plantings within the lines of the streets immediately adjoining or within the property hereinafter described or referred to, all in the discretion of the board of directors.

4. To care for any lots and plots in such property, to kill, destroy, and/or remove from any of such property debris, refuse, rubbish, cars, boats, grass, weeds, rodents, predatory animals, and any unsightly or obnoxious thing; and to take any action with regard to such lots and plots as may be necessary or desirable in the opinion of the board of directors, and to make and collect charges therefor.

5. To acquire, own, develop, and maintain all manner of water facilities, wells, pumps, water lines, routes, easements, and any and all real and personal property and equipment necessary or convenient in order to carry out the terms of this provision, as well as to contract with members and/or third parties as may be necessary or convenient to achieve the purposes hereof.

6. To acquire by gift, purchase, lease, or otherwise, and to own, hold, operate, maintain, and to convey, sell, lease, transfer, mortgage, and otherwise encumber, dedicate for public use and/or otherwise dispose of, real and/or personal property wherever situate.

7. To keep records of building permits and other approvals or disapprovals made or issued by the corporation; to keep books and records showing all charges, levies, and assessments made; to issue certificates of completion and

compliance covering respective parcels of property upon which buildings, structures, and other improvements have been placed, all as provided in the Protective Covenants of Scenic Shores Community Association and any amendments thereto affecting such property or portions thereof; and to make and collect charges covering the cost and expense of such acts.

8. To enforce liens, charges, assessments, restrictions, conditions, and covenants upon and/or created for the benefit of parcels of real property over which the corporation has jurisdiction and to which such parcels may be subject to the full extent the corporation has the legal right to enforce the same, and to incur, pay, and seek reimbursement for, all expenses incidental thereto, including but not limited to reasonable attorneys fees and costs.

9. To pay the taxes and assessments which may be levied by any public authority upon any of the property now or hereafter used or set apart for parks, parkways, playgrounds, open spaces, tennis courts, beaches, boat landings, community clubhouses, community buildings, and other such areas wherever situate, as may be maintained for the general benefit and use of the owners of lots within the jurisdiction of the corporation; to pay taxes and assessments levied by any public authority upon improvements upon any of such property or areas so used or set aside or maintained; and to pay taxes and assessments levied by any public authority upon any property which may be held in trust for the corporation.

10. To exercise such powers of control, interpretation, construction, consent, decision, modification, cancellation, and/or enforcement of covenants, reservations, restrictions, liens, and charges imposed upon such property.

11. To approve and/or disapprove, as provided by covenants, restrictions, plans and specifications for fences, walls, poles, buildings, and any other structures to be erected or maintained upon such property or any portion thereof and any and all materials for same.

12. To regulate or prohibit the erection, posting, pasting, or displaying upon any of such property billboards, signs, and the like, and to remove and/or destroy any such items.

13. To fix, establish, levy, and collect annually such charges and assessments as may be necessary, in the judgment of the board of directors, to carry out any or all of the purposes for which this corporation is formed, and to file and foreclose a lien or liens upon any property or lot for which any assessment is not paid when due, together with interest and attorneys fees and costs in connection therewith.

14. To expend the moneys collected by the corporation from charges and assessments and other sums received for the payment and discharge of costs, expenses, and obligations incurred by the corporation in carrying out any and all purposes for which the corporation was formed.

15. To borrow money and mortgage, pledge, or hypothecate any or all of the real or personal property of the corporation as security for money borrowed or debts incurred.

16. In furtherance and not in limitation of the above, to engage in any other lawful activity that may hereafter be authorized from time to time by the Board of Directors, and to exercise any or all powers of nonprofit corporations and of homeowners' associations pursuant to the laws of the State of Washington, including Ch. 24.03 RCW, and Ch. 64.38 RCW, as amended.

ARTICLE IV

Powers

1. This corporation shall at all times be a joint and mutual association of its members and of such other persons as may hereafter be admitted to membership in accordance with the Bylaws of the corporation. Membership and records evidencing the same shall be inseparably appurtenant to lots owned by the members, and upon transfer or ownership or contract for sale of any such lot membership and record of membership shall ipso facto be deemed to be transferred to the grantee or contract purchaser. No membership or record of membership may be transferred, assigned, or conveyed in any manner other than in the manner herein set forth. In the event of the death of a member, the membership or record of membership of such member shall be and become the property of the personal representative of such deceased member upon appointment and qualification as such in a court of competent jurisdiction and such personal representative shall have all of the rights, privileges, and liabilities of such member until title shall be transferred or contracted to be transferred. The property in possession of this corporation shall be managed by the board of directors and only alienated and disposed of in accordance with the Bylaws of the corporation.

2. This corporation 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 which are consistent with the Washington Nonprofit Corporation Act and the Washington Homeowners Association Act, cited hereinabove; without limiting the foregoing, the corporation shall have all of

the powers authorized by the Articles of Incorporation and these Articles of Amendment thereto, as well as those powers set forth in the Bylaws, and in the Protective Covenants attaching to each and every lot or parcel of the property within the corporation's jurisdiction, as follows:

Division 1 of Scenic Shores, as recorded in Volume 15 of Plats, page 100, records of Thurston County, Washington;

Division 2 of Scenic Shores, as recorded in Volume 16 of Plats, page 57, records of Thurston County, Washington;

Division 3 of Scenic Shores, as recorded in Volume 16 of Plats, page 96, records of Thurston County, Washington;

Division 4A of Scenic Shores, as recorded in Volume 18 of Plats, page 48, records of Thurston County, Washington;

Division 4B (replatted as Division 8) of Scenic Shores, as recorded in Volume 19 of Plats, page 106, records of Thurston County, Washington;

Division 5 (replatted as Division 8) of Scenic Shores, as recorded in Volume 19 of Plats, page 107, records of Thurston County, Washington;

Division 6 of Scenic Shores, as recorded in Volume 8 of Plats, page 53, records of Thurston County, Washington;

Division 7 of Scenic Shores, as recorded in Volume 19 of Plats, page 108, records of Thurston County, Washington;

Division 8 of Scenic Shores, as recorded in Volume 22 of Plats, page 32, records of Thurston County, Washington;

Division 9 of Scenic Shores, as recorded October 22, 1998 under Thurston County Auditor's File Number 3186892.

ARTICLE V

Influence Legislation

No substantial part of the activities of this corporation shall be devoted to attempting to influence legislation by propaganda or otherwise, and the corporation shall not participate in, or intervene in (including the publication or distribution of statements with respect to) any ballot measure, initiative

campaign, or any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE VI

Registered Office

The address of the initial registered office of this corporation is West Hills Office Park, Building 11, 1800 Cooper Point Road, S.W., Olympia, Washington 98502, and the name of its initial registered agent at such address is David D. Cullen. The written consent of such person to serve is attached hereto.

ARTICLE VII

Board of Directors

The management of this corporation shall be vested in a Board of Directors. The number of directors, and the method of selecting directors, shall be fixed by the Bylaws of this corporation; provided, that the directors shall be ~~four~~ (4) in number and their names and addresses are:

<i>Name</i>	<i>Address</i>
<i>Patrick McCauley</i> President	15214 Lindsay Road, S.E. Yelm, Washington 98597
<i>Paul Wamsley</i> Vice President	17634 154 th Avenue, S.E. Yelm, Washington 98597
<i>Erica Suellentrop</i> Secretary	17730 153 rd Avenue, S.E. Yelm, Washington 98597
<i>D. Bruce Lehman</i> Treasurer	15448 Scenic Shores Drive, S.E. Yelm, Washington 98597

The directors shall serve until their successors are elected and qualified.

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ARTICLE VIII

Bylaws

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

ARTICLE IX

Limitations

This corporation shall have no capital stock and no part of the net earnings of this corporation shall inure in whole or in part to the benefit of, or be distributable to, any officer, director, or other individual having a personal or private interest in the activities of the corporation, or to any person or organization other than to members in good standing on as equal a basis as is practicable upon dissolution and liquidation as provided in Article IX, below, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered, to make reimbursement for reasonable expenses incurred in its behalf, and to make payments and distributions in furtherance of the purposes stated in Article III.

ARTICLE X

Transactions Involving Directors

1. No contracts or other transactions between this corporation and any other corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that any director of this corporation 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 corporation; 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.

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ARTICLE XI

Distributions upon Dissolution

Upon any dissolution of this corporation 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 and among the members in good standing on an as equal a basis as is practicable at such time.

ARTICLE XII

Amendments

This corporation reserves the right to amend, alter, change, or repeal any provision contained in these Articles of Incorporation by the affirmative vote of a majority of the directors present at a meeting of the Board of Directors.

ARTICLE XIII

Members

This corporation shall have one or more classes of members as defined in the Bylaws.

ARTICLE XIV

Authorized Officers

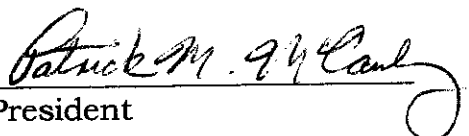
The names and addresses of the persons authorized to execute these Articles of Amendment are:

Name

Address

Patrick McCauley

15214 Lindsay Road, S.E.
Yelm, Washington 98597

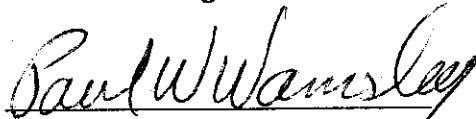


President

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Paul Wamsley

17634 154th Avenue, S.E.
Yelm, Washington 98597


Vice President


Erica Suellentrop

17730 153rd Avenue, S.E.
Yelm, Washington 98597


Secretary

D. Bruce Lehman


15448 Scenic Shores Drive, S.E.
Yelm, Washington 98597


Treasurer

CONSENT TO APPOINTMENT OF REGISTERED AGENT

I, David D. Cullen hereby consent to serve as registered agent, in the State of Washington, for the Scenic Shores Community Association. I understand that as agent for the corporation, it will be my responsibility to accept service of process in the name of the corporation; to forward all mail and license renewals to the appropriate officer of the corporation; and to immediately notify the Office of the Secretary of State of my resignation or of any changes in the address of the registered office of the corporation for which I am agent.

DATED: December 21, 2007


David D. Cullen
Registered Agent

CERTIFICATE OF AMENDMENT

SCENIC SHORES COMMUNITY ASSOCIATION

Scenic Shores Community Association, a nonprofit corporation of the State of Washington, whose registered office is located at YELM, WA, certifies pursuant to the provisions of Ch. 24.03 RCW, as amended, that at a meeting of the members of said corporation called for the purpose of amending the Articles of Incorporation, and held on 20 November, 2004, it was resolved by the vote of the holders of an appropriate majority of the memberships entitled to vote that the Articles of Incorporation are amended in their entirety.

Signed on December 28, 2004.

Scenic Shores Community Association

By P.M. McCaul
President

J.S. Sullentrop
Secretary