

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

VINTAGE OAKS CONDOMINIUM ASSOCIATION

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

Date: 1/19/2006

UBI Number: 602-576-446

APPID: 468930



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

Sam Reed, Secretary of State

FILED
SECRETARY OF STATE
SAM REED

01/19/2006

STATE OF WASHINGTON

01/19/2006 770236
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ARTICLES OF INCORPORATION
OF
VINTAGE OAKS CONDOMINIUM ASSOCIATION
A Washington Nonprofit Corporation

The undersigned, acting as Incorporator of a corporation under the provisions of the Washington Nonprofit Corporations Act (as codified in Revised Code of Washington Chapter 24.03) and the Condominium Act (as codified in Revised Code of Washington Chapter 64.34), collectively referred to as the Acts, adopt the following Articles of Incorporation.

ARTICLE 1

Name

The name of the corporation shall be VINTAGE OAKS CONDOMINIUM ASSOCIATION (hereafter referred to as the "Association").

ARTICLE 2

Period of Duration

The period of duration of the Association shall be perpetual.

ARTICLE 3

Purposes

3.1. This Association is organized for the following purposes:

3.1.1. To operate as a nonprofit owners association under the Acts first above referenced;

3.1.2. To preserve, protect and improve the quality and character of the Condominium Association and the condominium established pursuant to the Declaration defined below (the "Condominium"); and

3.1.3. To do everything necessary, proper, advisable, and/or convenient for the accomplishment of this purpose.

ARTICLE 4

Powers

4.1 The Association may exercise the following powers:

4.1.1 Adopt and amend Bylaws, rules, and regulations;

4.1.2 Adopt and amend budgets for revenues, expenditures, and reserves, and impose and collect assessments from unit owners;

4.1.3 Hire and discharge or contract with managing agents and other employees, agents, and independent contractors;

4.1.4 Institute, defend, or intervene in litigation or administrative proceeding in its own name on behalf of itself or two or more unit owners on matters affecting the Condominium;

4.1.5 Make contracts and incur liabilities;

4.1.6 Regulate the use, maintenance, repair, replacement, and modification of common elements;

4.1.7 Cause additional improvements to be made as a part of the common elements;

4.1.8 Acquire, hold, encumber, and convey in its own name any right, title, or interest to real or personal property, which is a part of or adjacent to the Property, but common elements may be conveyed or subject to a security interest only pursuant to the provisions of the Condominium Declaration for the Vintage Oaks Condominium, as may be amended from time to time ("Declaration");

4.1.9 Grant permits, easements, leases, licenses, and concessions through or over the common elements for utilities, roads and other purposes necessary for the proper operation of the Condominium and petition for or consent to the vacation of streets and alleys;

4.1.10 Impose and collect any payments, fees, or charges for the use, rental, or operation of the common elements (other than limited common elements) and for services provided to unit owners;

4.1.11 Impose and collect charges for the late payment of assessments and, after notice and an opportunity to be heard by the Board or by such representative designated by the Board and, in accordance with such procedures as provided in the Declaration, or Bylaws or rules and regulations adopted by the Board, levy reasonable fines in accordance with a previously established schedule thereof adopted by the Board and furnished to the unit owners for violations of the Declaration, Bylaws, and rules and regulations of the Association;

4.1.12 Impose and collect reasonable and lawful charges for the preparation and recording of amendments to the Declaration, resale certificates and updates thereof and statements of unpaid Assessments;

4.1.13 Provide for the indemnification of its officers and Board and maintain directors' and officers' liability insurance;

4.1.14 Assign its right to future income, including the right to receive assessments, but only to the extent the Declaration so provides;

4.1.15 Exercise any other powers conferred by the Acts, the Declaration or the Bylaws;

4.1.16 Exercise all other powers that may be exercised in this state by the same type of corporation as the Association;

4.1.17 Exercise any other powers necessary and proper for the governance and operation of the Association;

4.1.18 Maintain and repair any unit, its appurtenances and appliances if such maintenance or repair is reasonably necessary in the discretion of the Board to protect the common elements or to preserve the appearance and value of the Condominium, and the unit owner of said unit has failed or refused to perform said maintenance or repair within a reasonable time after written notice of the necessity of said maintenance or repair has been delivered by the Board to the unit owner; provided that the Board shall levy a special charge against the unit of such unit owner for the cost of such maintenance or repair; and

4.1.19 Pay any amount necessary to discharge any lien or encumbrance levied against the entire Condominium property or any part thereof which is claimed to or may, in the opinion of the Board, constitute a lien against said property or against the common elements, rather than merely against the interest therein of particular unit owners. Where one or more unit owners are responsible for the existence of such lien, they shall be jointly and severally liable for the cost of discharging it, and any costs and expenses (including court costs and attorneys' fees) incurred by the Board by reason of such lien or liens shall be specially charged against the unit owners and the units responsible to the extent of their responsibility.

ARTICLE 5
Membership and Voting Rights

5.1 The Association shall have members consisting of every owner of condominium units located within the Association's jurisdiction, as described in the Declaration as amended and/or the Association's Bylaws.

5.2 Membership will be without regard to race, religion, national origin, sex, age, and mental or physical handicap.

5.3 There shall be one vote per unit, i.e. a member that owns two units will be entitled to two votes. When more than one person or an entity owns an interest in a unit, all such persons or entities shall be members. The vote for each unit shall be exercised as the owners determine, but in no event shall more than one vote be cast with respect to each unit.

ARTICLE 6
Board of Directors

6.1 Directors shall be members of the Association. The number of directors of this Association, their terms, and the manner in which they shall be appointed or otherwise elected shall be set forth in the Bylaws of the Association.

6.2 The name and address of the person who is to serve as the initial directors of the Association, who has consented to such appointment, is as follows:

Trenton Pietz 201 N.E. Park Plaza, Suite 200
Vancouver, WA 98684

Richard Prather 201 N.E. Park Plaza, Suite 200
Vancouver, WA 98684

ARTICLE 7
Bylaws

7.1 The Bylaws of the Association shall regulate the internal affairs of the Association and may contain any provisions for the regulation and management of the affairs of the Association not inconsistent with these Articles, the Declaration, and the Acts, and shall at a minimum set forth the following:

7.1.1 The number, qualifications, powers and duties, terms of office, and manner of electing and removing the Board of Directors and officers and filling vacancies;

7.1.2 Election by the Board of Directors of the officers of the Association;

7.1.3 Which, if any, of its powers the Board of Directors or officers may delegate to other persons or to a managing agent;

7.1.4 Which of its officers may prepare, execute, certify, and record amendments to the governing documents on behalf of the Association;

7.1.5 Subject to the provisions of the Association's governing documents, any other matters the Association deems necessary and appropriate.

7.2 The initial Bylaws of the Association shall be adopted by the Association's initial Board of Directors, which Bylaws may be amended as provided herein.

ARTICLE 8
Amendments

8.1 The power to amend, alter, change, restate, or repeal any provisions contained in these Articles of Incorporation shall be reserved to the members of the Association. Such power may be exercised at an annual meeting, or at a special meeting of the members called for such purpose, at which a quorum is present. A proposed change in the Articles shall be adopted upon receiving at least two-thirds of the votes of all unit owners present in person or by proxy or received by mail as a ballot.

8.2 The power to alter, amend, restate or repeal the Bylaws, or to adopt a new set of Bylaws, shall be reserved to the members at an annual meeting, or at a special meeting called for that purpose, at which a quorum is present. A proposed change in the Bylaws shall be adopted upon receiving at least two-thirds of the votes which members present at such meeting or represented by proxy are entitled to cast or are represented by a mail-in ballot.

ARTICLE 9
Funds and Assets

9.1 This Association shall use its funds only to accomplish the purposes stated in these Articles and those which are consistent with Washington law and, if applicable, Section 501(c) of the Internal Revenue Code. The Association is not formed for pecuniary or financial gain, and no part of the funds of this Association shall inure to the benefit of or be distributed to the directors or officers of the Association, except to the extent permitted under the Acts, these Articles of Incorporation and/or the Association's Bylaws.

- 9.2 The Association shall not:
- (i) have or issue shares of stock;
 - (ii) make any disbursement of income to its members, directors or officers in such capacity; nor
 - (iii) loan money or credit to its officers or directors.

9.3 The Association may pay compensation in a reasonable amount to its members, directors, or officers for services rendered and may confer benefits upon its members in conformity with its purposes.

9.4 In the event this Association dissolves and the Condominium terminates, the membership of the Association, which shall consist of all of the unit owners at the time of termination, or their heirs, successors, or assigns, shall be entitled to distributions of proceeds under RCW 64.34.268.

ARTICLE 10
Limitation on Director Liability

10.1 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 law is amended to authorize corporate action 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 law, as so amended.

10.2 Any repeal or modification of the foregoing section by the directors or 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 11
Indemnification

11.1 The Association shall have the power and authority but not the obligation to indemnify the directors and officers of the Association, either existing or former, who may be party to any proceeding by reason of being or having served in such capacity on behalf of the Association, against any judgment, penalties, fines, settlements and reasonable expenses including legal fees actually incurred by such director or officer in connection with such proceeding, to the full extent provided in RCW 23B.08.500, et seq., and RCW 24.03.043, or any amendments or restatements thereof. The Association shall also have the power and authority but not the obligation to provide indemnification to any employee or agent of the Association as allowed by law.

ARTICLE 12
Registered Agent and Registered Office

The address of the initial registered office of the Association and the name of the initial registered agent of the Association at such street address shall be:

MIN Service Corporation (WA)
500 East Broadway, Suite 400
PO Box 694
Vancouver Washington 98660

ARTICLE 13
Articles of Incorporation

These Articles of Incorporation represent the full and complete Articles of Incorporation of the Vintage Oaks Condominium Association notwithstanding any other document which may have been previously recorded with the Clark County Auditor which purports to be the same.

ARTICLE 14
Incorporator

14.1 The name and street address of the Incorporator of the Association is:

MN Service Corporation (WA) 500 E. Broadway, Suite 400
Post Office Box 694
Vancouver, Washington 98666-0694

Jan IN WITNESS THEREOF, I have hereunto subscribed my name this 19th day of Jan, 2006, and hereby state that I have obtained the consent of each of the initial directors named to serve.

MN SERVICE CORPORATION (WA), a
Washington corporation, Incorporator, by:



LeAnne M. Bremer, Vice-President

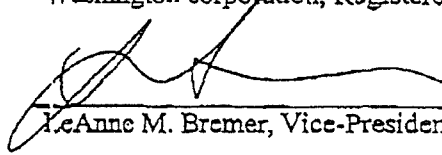
CONSENT TO APPOINTMENT AS REGISTERED AGENT

The undersigned hereby consents to serve as Registered Agent in the State of Washington for VINTAGE OAKS CONDOMINIUM ASSOCIATION.

I understand that as agent for the Association, it will be my responsibility to receive service of process in the name of the Association; to forward all mail to the Association; 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 Association for which I am agent.

Date Signed: 19 Jan, 2006.

MN SERVICE CORPORATION (WA), a Washington corporation, Registered Agent, by:


Anne M. Bremer, Vice-President

Address of Registered Agent:

500 East Broadway, Suite 400
PO Box 694
Vancouver, WA 98666-0694