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ARTICLES OF INCORPORATION

OF

COFFEE CREEK CONDOMINIUM ASSOCIATION

We, the undersigned persons, acting as incorporators of a corporation under the provisions of the Washington Non-Profit Corporation Act (Revised Code of Washington 24.03), and for that purpose do hereby adopt the following Articles of Incorporation:

ARTICLE I

This corporation has perpetual existence.

ARTICLE II

The name of the corporation shall be COFFEE CREEK CONDOMINIUM ASSOCIATION.

ARTICLE III

The specific and primary purposes for which this corporation is formed are to provide for the management, maintenance, preservation and care of the property and every part thereof, and the improvements thereon, over which this corporation has jurisdiction, for the benefit of the owners or lessees thereof, for their pleasure, recreation and other non-profit purposes, and in furtherance of the foregoing purposes to do any and all things which may be authorized, required or permitted to be done by this corporation under and by virtue of any Declaration of Covenants, Conditions and Restrictions affecting the property which is subject to the jurisdiction of this corporation, and to do and perform all acts which may be necessary or proper for or incidental to the exercise of any of the express powers of this corporation, for the peace, health, comfort, safety or general welfare of the owners and occupants of the property subject to the jurisdiction of this corporation.

ARTICLE IV

In addition, and incidental to the specific and primary purposes for which this corporation is formed, this corporation may carry on any other lawful activity or do anything whatsoever which the corporation may deem proper or convenient or capable of being carried on, in connection with the foregoing or otherwise, or which may be calculated, either directly or indirectly, to promote the interests of the corporation or of the property over which it has jurisdiction; and to have, enjoy and exercise all rights, powers and privileges which are now or which may hereafter be conferred upon non-profit corporations

by the laws of the State of Washington, including the right to do, any and all of the things hereinbefore set forth, as principal and as agent, to the same extent as natural persons might or could do. In furtherance of its purposes, this corporation may participate in mergers and consolidations with other non-profit corporations organized for the same purposes or annex additional residential property and Common Area, provided that any such merger, consolidation or annexation shall have the assent of sixty-six and two-thirds (66 2/3%) percent of the voting power of the corporation.

ARTICLE V

"Property over which this corporation has jurisdiction" and "property subject to the jurisdiction of this corporation", as the foregoing terms are used in these Articles, are and refer to that certain real property, or any part or parts or portion or portions thereof, or interest or estate therein, in the County of Pierce, State of Washington, more particularly hereafter in this Article V described, which is or may hereafter be, but only as and when, made subject to a recorded Declaration of Covenants, Conditions, Restrictions and Reservations. The real property referred to in this Article V is described as follows, to-wit:

A parcel of land, located in Pierce County, Washington, shown on that certain Condominium Survey Map and Plan, hereinafter jointly referred to as the "Condominium Plan" recorded under Pierce County Auditor's File No. 2462407 and styled "Coffee Creek, a Condominium" and is further and more specifically defined in that certain Condominium Declaration of Coffee Creek, a Condominium originally filed of record on August 30, 1972 under Pierce County Auditor's File No. 2462406 and amended by an instrument recorded July 26, 1976 under Pierce County Auditor's File No. 2685507 and further amended by an instrument recorded August 29, 1983 under Pierce County Auditor's File Number 8308290369.

ARTICLE VI

The address of the principal office for the transaction of the business of this corporation and of the initial registered office of the corporation shall be 5202 224th Street East, City of Spanaway, County of Pierce, Washington. The name of the initial registered agent of the corporation at such address shall be DAVID E. ENGLISH, JR.

ARTICLE VII

The number of Directors of the corporation shall be seven (7) which number shall constitute the authorized number of Directors until changed by amendment of these Articles, or by a By-Law adopted by the members of this corporation, and the names and addresses of the persons who are to serve as initial Directors of the corporation are as follows:

NAMES	ADDRESSES
MARK NORTH	17303 Spanaway Loop Rd. So. #34 Spanaway, Washington 98387

TAYLOR RAWLINGS

17303 Spanaway Loop Rd. S. #35
Spanaway, Washington 98387

JOHN WISCARSON

17303 Spanaway Loop Rd. S. #40
Spanaway, Washington 98387

KENNETH BASTION

17303 Spanaway Loop Rd. S. #42
Spanaway, Washington 98387

JAMES FITTS

17303 Spanaway Loop Rd. S. #5
Spanaway, Washington 98387

HERBERT SENECA

17303 Spanaway Loop Rd. S. #38
Spanaway, Washington 98387

BETTY BROWN

17303 Spanaway Loop Rd. S. #46
Spanaway, Washington 98387

ARTICLE VIII

The By-Laws of the corporation may be adopted, amended or repealed by the Board of Directors or by the members; provided, however, that the Board of Directors shall adopt no By-Laws changing the authorized number of Directors.

ARTICLE IX

The corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by law, and all rights conferred upon members hereof are granted subject to this reservation.

ARTICLE X

Every person or entity who is shown by a duly acknowledged instrument recorded in the Office of the Auditors Office of Pierce County, State of Washington, to be an "Owner" (as defined in the Declaration of Covenants, Conditions, Restrictions and Reservations affecting the property subject to the jurisdiction of this corporation) shall be a member of this corporation, provided and excepting that:

(a) Notwithstanding that more than one person may be shown of record to be the owner of one unit ownership jointly or in common with others, only one of such joint or common owners shall be a member. With regard to any unit ownership held by a husband and wife in joint tenancy or as tenants in common, the husband shall be deemed to be the member, and shall remain such until both such husband and wife shall advise the corporation in writing that the wife shall be the member, whereupon the wife shall be deemed to be the member. With regard to any unit ownership held by more than one person (other than a husband and wife) as joint tenants or as tenants in common, the member shall be one of such, and until this corporation receives such advice, the member shall be the one of such joint tenants or tenants in common who shall be designated by the Board of Directors.

(b) Membership shall subsist and continue only so long as such unit ownership is shown of record to be the unit ownership of the member. Membership in this corporation shall not terminate upon the death of a member but all of the rights of such member shall be vested in the personal representative of such deceased member; provided, however, that if the unit ownership held by such deceased member which entitled such member to membership was held jointly or in common with another or others who survive such member, then upon death of such deceased member the membership of such member shall terminate, and such other or one of such other joint or common owners shall become the member; and

(c) Notwithstanding that this corporation may own any such unit ownership as would otherwise entitle this corporation to be a member, this corporation shall not be a member.

ARTICLE XI

The corporation shall have one class of voting membership which shall include all owners named in the Declaration of Covenants, Conditions, Restrictions and Reservations for COFFEE CREEK, a Condominium or any other instrument of record designating such ownership or any successors or assigns thereto, and shall be entitled to one vote for each unit owned.

ARTICLE XII

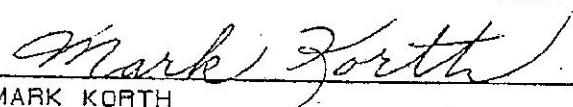
This corporation shall have no capital stock and is not formed for profit. It is a corporation which does not contemplate the distribution of accumulations, gains, profits, or dividends to the members hereof, and is a corporation, no part of the accumulations, gains or profits of which, shall be paid or inure to the benefit of any private person, member or individual.

ARTICLE XIII

All of the assets and property of this corporation are irrevocably dedicated to community and civic welfare and interest, and upon the liquidation, dissolution or abandonment of this corporation none of its assets or property shall inure to the benefit of any private person, but shall be distributed to a fund or funds, association or associations, foundation or foundations, or corporation or corporations organized and operated for the purpose of aiding and developing community and civic welfare and providing for the management, preservation and care of the property and every part thereof, and any improvements thereon, over which this present corporation has jurisdiction, for the benefit of the owners or lessees thereof within the limits of the County of Pierce, State of Washington, or within such limits and elsewhere.

That each election for Directors and every member entitled to vote at such election has the right to vote in person or proxy the number of units within the condominium owned by him or her for as many persons as there are Directors to be elected. No cumulative voting for Directors shall be permitted.

IN WITNESS WHEREOF, we have hereunto set our hands this 26th day of January, 1984.


MARK KORTH

~~TAYLOR RAWLINGS~~

JOHN WISCARSON

KENNEYH BASTION

~~JAMES FITTS~~

HERBERT SENECA

I, DAVID E. ENGLISH, JR., do hereby consent to serve as Registered Agent for the non-profit corporation, COFFEE CREEK CONDOMINIUM ASSOCIATION.

DAVID E. ENGLISH, JR.

Address of Registered Agent:
202 224th Street East
Spanaway, Washington 98387

STATE OF WASHINGTON)
County of Pierce) ss:

On this 26 day of JANUARY, 1984, before me personally appeared MARK KORTH, TAYLOR RAWLSINGS, JOHN WISCARSON, KENNETH BASTION, JAMES FITTS, HERBERT SENEAL AND BETTY BROWN, to me known to be the individuals described in and who executed the within and foregoing Articles of Incorporation, as the incorporators thereof, and each acknowledged to me that he signed the same as his free and voluntary act and deed for the uses and purposes therein mentioned.

David E. English, Jr.
Notary Public in and for the State
of Washington, residing at Tacoma.

BY-LAWS

OF

COFFEE CREEK CONDOMINIUM ASSOCIATION

ARTICLE I

NAME

The name of the Association shall be the COFFEE CREEK CONDOMINIUM ASSOCIATION (hereinafter sometimes referred to as the "Association").

ARTICLE II

DEFINITIONS

Section 1. Terms defined: . As used in these By-Laws the following definitions shall apply, unless the context otherwise requires:

Articles of Incorporation: The Articles of Incorporation of this corporation as the same may be amended from time to time.

Member or Membership: A member of or membership in this corporation.

Person: A natural person, a partnership, an association, or a corporation.

Declaration: Any Declaration of Covenants, Conditions, Restrictions and Reservations affecting the property over which this corporation has jurisdiction.

Residence Unit: The portion of a unit ownership as to which a member is entitled to exclusive occupancy.

ARTICLE III

MEMBERSHIP

Section 1. Qualifications. Qualifications for membership and number and classes of members shall be as may be set forth in the Articles of Incorporation.

Section 2. Membership Certificates. No membership certificates shall be issued by this corporation. Membership shall be and is limited to such person or persons as may be set forth and defined in these By-Laws and the Articles of Incorporation.

Section 3. Fees, Dues and Assessments. Fees, dues and assessments shall be levied and collected as provided in the Declaration.

must Declared 7.4 4 ARTICLE IV

SEE PAR 7.4.1 OF D&C
* MEETINGS OF SHAREHOLDERS *

* Section 1. Annual Meeting. All annual meetings of members shall be held in the first quarter of each year at such reasonable place and time as may be designated by written notice of the Board of Directors to the members no less than 10 days prior to the date fixed for said meeting. At the annual meeting, there shall be presented an audit of the common expenses for the preceding calendar year and allocation thereof to each owner and the estimated common expenses for the coming calendar year. Further particulars, reference should be made to Section 7 of the Declaration. At the annual meeting, Directors shall be elected, reports of the officers of the corporation shall be considered, and any other business may be transacted that is within the powers of the members. * All members shall be notified at the annual meeting not less than 10 nor more than 50 days before the date thereof, and said notification shall specify a reasonable place for said meeting.

* Section 2. Special Meetings. Special meetings of the members, for any purpose or purposes whatsoever, may be called at any time by the President of the Association or by members holding not less than fifty 50% percent of the total votes by percentage of ownership which notice shall be delivered not less than 10 nor more than 50 days prior to the date fixed for set meeting. The notice shall specify a reasonable place, date and hour for the meeting and the general nature of the business to be transacted.

Section 3. Place of Meeting. Annual meetings and special meetings of the members shall be held at the principal office of the corporation, provided that the Board of Directors by resolution may designate a place upon or in the immediate vicinity of the property subject to the jurisdiction of this corporation or some convenient place within a distance of not more than five (5) miles from said principal office of the corporation as the place at which any annual or special meeting of the members may be held.

Section 4. Adjourned Meetings. Any members' meeting, annual or special, whether or not a quorum is present, may be adjourned from time to time by the vote of a majority of the voting power present at the meeting, the holders of which are either present in person or represented by proxy thereat; in the absence of a quorum, no other business may be transacted at such a meeting.

Section 5. Notice of Adjourned Meetings. Notice of each such adjourned meeting shall be given in like manner as provided in this Article for special meetings except that the time thereof may be shortened from ten days to five days.

Section 6. Voting. Voting rights of a member shall be as set forth in the Articles of Incorporation of this corporation and as set forth in the succeeding sections of this Article IV. The vote at any members' meeting may be by voice or by ballot; provided, however, that all elections for directors must be by ballot on demand made by a member

at any election before the voting begins. No cumulative voting shall be allowed. The Board of Directors may fix a time not to exceed 30 days preceding the date of any meeting of members as a record date for the determination of the members entitled to notice of and to vote at any such meeting. In a such case only members of record on the date so fixed shall be entitled to notice of and to vote at such meeting. In the event no such record date is fixed by the Board of Directors, the record date for the determination of members entitled to notice of and to vote at any such meeting shall be the twentieth day preceding the date of such meeting as of 8:00 a.m. of such day.

② Section 7. Address of Members. It shall be the duty of each member to keep the corporation advised as to his correct address from time to time. Absent written notice to the contrary, the address of each member shall be the address of his unit.

* Section 8. Quorum. Members present at any meeting of owners or their agents having 25 percent of the total vote shall constitute a quorum. In the event a quorum is not present at any meeting, the owners present, though less than a quorum, may adjourn the meeting to a later date and give notice thereof to all of the owners in accordance with a notice provisions of this Declaration of an adjourned meeting, and, at the meeting, whatever owners are present shall constitute a quorum. Unless otherwise expressly provided herein or by the terms of the Declaration or the Horizontal Regimes Act of the State of Washington, any action may be taken at the meeting of the owners upon the affirmative vote of sixty-six and two-thirds (66 2/3%) percent of the voting powers of the owners present voting, provided that a quorum is present. $66\frac{2}{3}\% = 3'$

Section 9. Consent of Absentees. The transactions of any meeting of members, however called and noticed, are as valid as though had at a meeting duly held after regular call and notice, if a quorum is present either in person or by proxy and if, either before or after the meeting, each of the persons entitled to vote, not present in person or by proxy, signs a written waiver of notice, or a consent to the holding of the meeting, or an approval of the minutes thereof. All such waivers, consents, or approvals shall be filed with the corporate records or made a part of the records of the meeting. Executors, administrators, guardians, trustees, and other fiduciaries entitled to vote shares may sign such waivers, consents and approvals.

③ * Section 10. Action Without Meeting. Any action that under any provision of the Corporation Law of the State of Washington may be taken at a meeting of the members, except approval of an agreement for merger or consolidation of the corporation with other corporations, may be taken without a meeting if authorized by a writing signed by all of the persons who would be entitled to vote upon such an action at a meeting, and filed with the Secretary of the corporation.

* Section 11. Proxies. Proxies, in order to be accepted as valid at any meeting, shall have been granted within eleven months prior to the meeting, unless the member granting such proxy shall have specified therein the length of time for which such proxy is to continue in force, in which case the proxy shall be valid until the time of expiration set forth therein insofar as the same does not exceed the maximum time

provided by law. All proxies shall be in writing, signed by the member or his duly authorized attorney, and delivered to the Secretary of the corporation.

ARTICLE V

DIRECTORS

Section 1. Powers. Subject to the limitations of the Articles of Incorporation or these By-Laws, and of the Non-Profit Corporation Law of the State of Washington as to action that must be authorized or approved by the members, and subject also to all the restrictions, provisions and limitations contained in the Declaration, all corporate powers shall be exercised by or under authority of, and the business and affairs of the corporation shall be controlled by, the Board of Directors.

Section 2. Number of Directors. The authorized number of Directors is seven (7). This number may be changed by an amendment of the Articles of Incorporation or by a By-Law duly adopted by the vote or written assent of members entitled to exercise sixty-six and two-thirds ($66 \frac{2}{3}\%$) percent of the voting power of this corporation provided, however, that the authorized number of Directors shall in no event be less than three.

* Section 3. Election and Term of Office. The Directors shall be elected at each annual members' meeting; provided that at least thirty (30) days prior to any such annual meeting, the Board of Directors shall elect from the members a nominating committee of not less than two members, and such nominating committee shall recommend to the annual meeting one nominee for each position on the Board of Directors to be filled at that particular annual meeting. Nominations for the Board of Directors may also be made from the floor at the annual meeting. Each of the Board of Directors shall serve for a period of two years. The Board of Directors shall serve until the respective successors are elected, or until their death, resignation or removal; provided, however, that if any member ceases to be an owner, his membership on the Board of Directors shall thereupon terminate automatically.

* Section 4. Resignation and Removal. Any member of the Board of Directors may resign at any time by giving written notice to the President, Board members and Manager, or any member may be removed from membership on the Board of Directors by an affirmative vote of members having three-fourths of the total votes. Whenever there shall occur a vacancy on the Board of Directors due to death, resignation, removal or any other cause, the remaining Directors shall elect a successor Director to serve until the next annual meeting of the Association of Owners, at which time said vacancy shall be filled for the unexpired term.

$$\frac{3}{4} \times 56 = 42$$

Section 5. Meetings.

(4) (a) Call. Special meetings may be called at any time by the President or, if he is absent or is unable or refuses to act, by a

Vice-President or by any two Directors. Regular meetings shall be held without call;

③ * (b) Annual Meeting. Without call or notice other than this By-Law, the Board of Directors shall hold its annual meeting immediately following each annual meeting of members;

(c) Place of Meetings. The annual meeting shall be held at the place designated for the annual meeting of the members. Special meetings may be held at the principal office of the corporation, or at any place designated by resolution of the Board of Directors or by written consent of all Directors;

* (d) Notice. Written notice of the time and place of special meetings of the Board of Directors shall be delivered personally to each Director, or sent to each Director by mail or by other form of written communication at least two days before the meeting. If the address of a Director is not shown on the records and is not readily ascertainable, notice shall be mailed to him at the city or place in which the meeting of the Directors is regularly held. Notice of the time and place of holding an adjourned meeting need not be given to absent Directors if the time and place are fixed at the meeting adjourned. Notice of the annual meeting of Director is hereby dispensed with;

* (e) Waiver of Notice. The transactions of any meeting of the Board of Directors, however called and noticed or wherever held, are as valid as though had at a meeting duly held after regular call and notice, if a quorum is present and if, either before or after the meeting, each of the Directors not present signs a written waiver of notice, a consent to holding the meeting, or an approval of the minutes thereof. All such waivers, consents or approvals shall be filed with the corporate records or made a part of the minutes of the meeting;

(f) Quorum. Four members of the Board shall constitute a quorum and, if a quorum is present, the decision of the majority of those present shall be the act of the Board;

(g) Voting. Each Director shall have but one vote at any meeting;

(h) Adjournment. In the absence of a quorum, a majority of the Directors present may adjourn from time to time until the time fixed for the next regular meeting of the Board. Notice of the time and place of holding an adjourned meeting of a meeting need not be given to absent Directors if the time and place are fixed at the meeting adjourned.

③ * Section 6. Action Without Meeting. Any action required or permitted to be taken by the Board of Directors under any provision of the Corporation Law of the State of Washington may be taken without a meeting, if all members of the Board shall consent in writing to such action, and such written consent is filed with the minutes of the proceedings of the Board. *

Section 7. Compensation. Directors as such shall not receive any salary or compensation for their services as Directors; provided,

however, that nothing herein shall be construed to preclude any Director from serving the corporation in such a capacity and receiving a salary or compensation for such services if such salary or compensation is approved by the vote of two-thirds of the members or if any Director serves in any other capacity other than Director and receives compensation therefore. X

ARTICLE VI

* OFFICERS

Section 1. Designation. The officers of the corporation shall be a President, one or more Vice-Presidents, a Secretary and a Treasurer. The corporation may also have, at the discretion of the Board of Directors, one or more additional Vice-Presidents, one or more Assistant Secretaries, one or more Assistant Treasurers, and such officers as may be appointed in accordance with the provisions of this Article VI. All officers shall be Directors. *One person may hold two or more offices except that of President and Secretary. There shall be no compensation for officers of the corporation.

*Section 2. Election. The officers of the corporation, except as such officers may be appointed in accordance with the provisions of this Article VI hereinafter stated, shall be chosen annually by the Board of Directors, immediately after the regular annual meeting of the membership, and each shall hold his office until he shall resign or be removed or otherwise be disqualified to serve, or his successor shall be elected and qualified and further provided that no officer shall serve a term in excess of three years. X(6)

Section 3. Subordinate Officers. The Board of Directors may elect or authorize the appointment of such other officers as the business of the corporation may require, each of whom shall hold office for such period, have such authority and perform such duties as are provided in the By-Laws or as the Board of Directors may from time to time authorize or determine.

Section 4. Removal and Resignation. Any officer may be removed, either with or without cause, by a majority of the Directors at any regular or special meeting of the Board, or except in case of any officer chosen by the Board of Directors, by an officer upon whom such power of removal may be conferred by the Board of Directors.

Section 5. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or any other cause, shall be filled in the manner provided or authorized herein for regular elections or appointments to such office.

* * Section 6. President. The President shall be the chief executive officer of the corporation and shall, subject to control of the Board of Directors, have general supervision, direction and control of the affairs and other officers of the corporation. He shall preside at all meetings of the members and at all meetings of the Board of Directors.

and shall have the general powers and duties of management usually vested in the office of President of a corporation, and shall have such other powers and duties as may be prescribed by the Board of Directors and the By-Laws, subject, however, to any limitations contained in the Declaration.

* Section 7. Vice-President. In the absence or disability of the President, the Vice-President, or, if more than one, in order of their rank as fixed by the Board of Directors, or if not ranked, the Vice-President designated by the Board of Directors, shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions upon the President. The Vice-President shall have such other powers and perform such other duties as from time to time may be prescribed for them by the Board of Directors or the By-Laws.

* Section 8. Secretary. The Secretary shall keep or cause to be kept, at the principal office or such other place as the Board of Directors may order, a book of minutes of all meetings of Directors and members, with the time and place of holding, whether regular or special, and if special, how authorized, the notice thereof given, the names of those present at Directors' meetings, the number of memberships and votes present or represented at members' meetings and all the proceedings thereof. The Secretary shall give or cause to be given notice of all meetings of the members and of the Board of Directors required by the By-Laws or by law to be given, and shall keep the seal of the corporation in safe custody and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or by the By-Laws. The Secretary shall also issue such certificates to title insurers as are provided in the Declaration.

Section 9. Treasurer. The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the corporation, including accounts of its assets, liabilities, receipts, disbursements, gains and losses. The Treasurer shall also maintain or cause to be maintained, complete records of all assessments and charges levied and the liens securing same under and pursuant to the provisions of the Declaration, the amounts thereof, the properties and interests against which the same have been assessed, the dates upon which the same are due, and upon which the same are delinquent, and a record of the payments thereof. The Treasurer shall deposit or cause to be deposited all moneys and other valuables in the name and to the credit of the corporation with such depositories as may be designated by the Board of Directors. He shall disburse the funds of the corporation as may be ordered by the Board of Directors, shall render to the President and Directors, whenever they request it, an account of all his transactions as Treasurer and of the financial condition of the corporation, and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or by the By-Laws.

⑦ * Section 10. Insurance. All officers, jointly and severally, shall be charged with the duty to maintain in force the insurance coverage as provided in the Declaration including fidelity coverage.

ARTICLE VII

CONTRACTS AND COMMITTEES

Section 1. Contracts. The Board of Directors may enter into, make, perform and carry out contracts of every kind and character for any lawful purpose, consistent with the status of a non-profit corporation, with any person or persons, partnership, firm, association, corporation, private, public or municipal, any body politic, any state, territory or municipality of the United States, or with the government of the United States or any department, branch, board, commission or contracting authority thereof or with any foreign government, including the right to make agreements with municipal, county, township, state, national, or other public officials or with any political subdivision or any corporation or individual for and on behalf of the owners of the property covered by the Declaration and other property owned or subject to the jurisdiction of the corporation for a division of the work or the doing of the work on the streets, roads, ways, walks, drives, driveways, parks or other portions or serving said property or for any other work to be done or utilities to be furnished as will enable the corporation to cooperate with said officials, corporation or individuals to secure the benefits for the said property referred to or portions thereof that can be derived from the pro rata share of any municipal, county, state, national or other funds that may be available for use thereon, or in connection therewith or which might otherwise benefit the subject property. The Board of Directors may, at their sole option, specifically contract and pay for all water, sewer and refuse collection serving the subject property and such electrical, gas or telephone services and use as shall be applicable to the corporation. Nothing contained in this Article VI shall permit the owner of any unit within COFFEE CREEK, a Condominium or their agents to enter into any contracts which bind the Board of Directors of the corporation for a period in excess of one year.

Section 2. Contracts with Member. The Board of Directors may enter into agreements, contracts and arrangements with any member for construction or repair work, planting or replanting, care, cleaning, protecting, maintaining or the rendering of maid, telephone, laundry, cleaning of any kind and all other special services generally in connection with such member's residence lot; provided the foregoing shall be paid for directly by such member and shall not be paid from funds derived from the charges and/or assessments provided for in the Declaration.

Section 3. Committees. The Board of Directors may maintain and operate such departments, boards and committees as may be provided for in these By-Laws, or as it may provide by resolution, with such powers and authority as may be conferred, and to make funds of the corporation available for the use of such departments, boards and committees. The Board of Directors may employ a manager, secretaries, engineers, auditors, legal counsel, technical consultants or any other employees or assistants provided for by these By-Laws or authorized by the Board of Directors and may pay all expenses necessary or incidental to the conduct and carrying on of the business of the corporation.

ARTICLE VIII

CHARGES AND ASSESSMENTS

Section 1. General. The Board of Directors shall determine

the amount of all charges and assessments provided for in the Declaration, and shall levy and enforce such charges and assessments in the manner therein provided.

ARTICLE IX

MISCELLANEOUS

Section 1. Annual Reports to Members. The Board of Directors shall present at each annual meeting of the members a statement of the business affairs and financial condition of the corporation as of the end of the previous calendar year.

Section 2. Checks, Drafts and Notes. All checks, drafts, or other orders for payment of money, notes or other evidences or indebtedness issued in the name of or payable to the corporation, and any and all securities owned or held by the corporation requiring signature for transfer, shall be signed or endorsed by such person or persons and in such manner as, from time to time, shall be determined by resolution by the Board of Directors.

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X
Section 3. Contracts - How Executed. The Board of Directors, except as in the By-Laws otherwise provided, may authorize any officer or officers, agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances; and unless authorized by the Board of Directors, no officer and no agent or employee shall have any power or authority to bind the corporation to any contract or engagement or to pledge its credit or to render it liable for any purpose or for any amount.

*
Section 4. Inspection of Corporate Records. The books of account and the minutes of proceedings of the members and Directors and other corporate records shall be open to inspection by any Director upon demand at any reasonable time and to inspection by any member upon written demand of any such member at any reasonable time for a purpose reasonably related to his interest as a member and shall be exhibited at any time when required by the demand of twenty-five (25) percent of the voting power of the members represented at any members' meeting. Such inspection may be made in person or by an agent or attorney and shall include the right to make extracts. Demand for inspection by any member other than at a members' meeting shall be made in writing upon the President, Secretary or Assistant Secretary of the corporation. Every such demand, unless granted, shall be referred by such officer to the Board of Directors. The corporation shall keep in its principal office for the transaction of business the original or true copy of the Articles of Incorporation of this corporation, as amended, the By-laws, as amended, and the Declaration, as amended, each of which documents shall be open to inspection by the members during reasonable business hours.

*
*
Section 5. Defective Notices. Any mistake, inadvertence or excusable neglect in giving any notice required by these By-Laws shall not affect the validity of any meeting called thereby or of any proceedings had at such meeting.

Section 6. Headings and Titles. All headings and titles used in these By-Laws, including those of Articles, Sections and Subsections,

are intended solely for convenience of reference, and the same shall not, nor shall any of them, affect that which is set forth in such Article, nor any of the terms or provisions of these By-Laws or the meaning thereof.

* Section 7. Rules. Subject to the limitations contained in the Declaration, the Board of Directors from time to time make, publish and enforce rules, and establish and collect fines for the violation thereof, governing the use of the property over which this corporation has jurisdiction and the conduct of the users thereof, in the manner set forth in such Declaration. A current record of all rules, as amended from time to time, and a record of the amount of the fines (if any) established for the violation thereof, shall be kept by the Secretary of the corporation and shall be available to any member at any reasonable time.

ARTICLE X

AMENDMENTS OF BY-LAWS

Section 1. Amendments. These By-Laws may be amended upon a majority vote of the members and may be amended by the Board of Directors at any annual meeting or any special meeting properly called for that purpose at which quorum is present by affirmative vote of a majority of the Directors present, subject to the power of the members to change or repeal such By-Laws.

ARTICLE XI

* XXX ASSESSMENTS FOR CAPITAL IMPROVEMENTS

Section 1. Assessments. No assessment for capital improvements in excess of a total of FIVE THOUSAND DOLLARS (\$5,000.00) shall be made by the Board of Directors unless approved in advance by a majority of the voting power of the corporation.

Mark W. Zortz
President

CERTIFICATE OF SECRETARY

I, the undersigned, do hereby certify:

(1) That I am the duly elected and acting Secretary of COFFEE CREEK CONDOMINIUM ASSOCIATION, a non-profit Washington corporation; and

(2) That the foregoing By-Laws, comprising ten (10) pages, constitute the original By-Laws of said corporation duly adopted as the By-Laws of this corporation at the first meeting of the Board of Directors thereof duly held.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed the seal of said corporation.

John W. Wadsworth
Secretary