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SECRETARY OF STATE

OCT 24 2008

STATE OF WASHINGTON

**ARTICLES OF AMENDMENT
OF
LAKEMOOR COMMUNITY CLUB**

The undersigned, acting pursuant to a resolution of the members passed at a special meeting of the members of Lakemoor Community Club, Inc. duly called and held, pursuant to proper notice, on October 7, 2008, 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 Lakemoor Community Club, Inc. filed May 22, 1968 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 hereby changed from **Lakemoor Community Club, Inc.** to **Lakemoor Community Club.**

**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 construct, improve, develop, repair, and maintain, swimming areas, parks, 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 keep records of 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, as provided in the **Protective Covenants 2008 of Lakemoor Community Club** and any amendments thereto affecting such property or portions thereof; and to make and collect charges covering the cost and expense of such acts.

3. 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.

4. 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 for the general benefit and use of the owners of lots within the jurisdiction of the corporation.

5. To exercise such powers of consent, decision, cancellation, and/or enforcement of covenants, restrictions, liens, and charges imposed upon such property.

6. To approve and/or disapprove, as provided by these Articles, Bylaws, covenants and restrictions, plans and specifications for structures to be erected or maintained upon such property or any portion thereof and any and all materials for same.

7. To regulate the posting upon any of such property signs and the like.

8. To fix, establish, levy, and collect 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 has been 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.

9. 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.

10. 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, the Washington Nonprofit Corporation Act, and Ch. 64.38 RCW, the Washington Homeowners' Associations Act, as amended.

ARTICLE IV Powers

The association shall have the power to:

1. Adopt and amend bylaws, rules, and regulations;
2. Adopt and amend budgets for revenues, expenditures, and reserves, and impose and collect assessments for common expenses from owners;
3. Hire and discharge or contract with managing agents and other employees, agents, and independent contractors;
4. Institute, defend, or intervene in litigation or administrative proceedings in its own name on behalf of itself;
5. Make contracts and incur liabilities;
6. Regulate the use, maintenance, repair, and modification of common areas;
7. Cause additional improvements to be made as a part of the common areas;
8. Acquire, hold, encumber, and convey in its own name any right, title, or interest to real or personal property;
9. Grant easements through or over the common areas;
10. Impose and collect any payments, fees, or charges for the use rental;
11. Impose and collect charges for late payments or assessments

and, after notice and opportunity to be heard by the Board of Directors or by the representative designated by the Board of Directors and in accordance with the procedures as provided in the Bylaws or rules and regulations adopted by the Board of Directors, levy reasonable fines in accordance with a previously established schedule adopted by the Board of Directors and furnished to the owners for violation of the Bylaws, rules, and regulations of the association;

12. Exercise any other powers conferred by the Bylaws;

13. Exercise all other powers that may be exercised in this state by the same type of corporation as the association; and

14. Exercise any other powers necessary and proper for the governance of the association.

15. This corporation shall at all times be a joint and mutual association of its members 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.

16. 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 and Modified Protective Covenants attaching to each and every lot or parcel of

property within the corporation's jurisdiction, as follows:

Division 1 through Division 5 of Lakemoor, as recorded in Volume 15 of Plats, pages 41, 70, and 91, Volume 16 of Plats, page 31, and Volume 18 of Plats, page 49, records of Thurston County, Washington; and described as follows:

The Residential Area:

The southeast quarter of the northeast quarter and the northeast quarter of the southeast quarter of Section 20, and that part of the southwest quarter of the northwest quarter lying southwesterly of Primary State Highway No. 9, that part of the northeast quarter of the southwest quarter lying northwesterly of county road known as Black Lake Boulevard and southwesterly of a line running S 48° 17' 28" E from a point on the west line of said northeast quarter of southwest quarter, S 10 51' 08" W 433.1 feet from its northwest corner, and that part of the northwest quarter of said southwest quarter of Section 21, Township 18 North, Range 2 West, W.M., lying northwesterly of said Black Lake Boulevard.

In Thurston County, Washington

The Park Area:

Those areas within Divisions 1 through 5 of Lakemoor Plat dedicated for Community Parks are as follows.

Lot 77 Division 1, Lot 8 Division 2, Lots 24 and 25 Division 3, and Lot 67 Division 4,

Together with that portion of Ken Lake and the bed thereof lying below the line of extreme low water.

In Thurston County Washington

The Ken Lake Watershed Protection Area:

Parcel A

The North half of the South half of the Northwest quarter of the Northeast quarter of Section 20, Township 18 North, Range 2 West, W.M.; EXCEPTING THEREFROM the West 20 feet for county road known as South Kaiser Road.

Parcel B

That part of the Northeast quarter of the Northeast quarter of Section 20, Township 18 North, Range 2 West, W.M., line Southerly of Primary State Highway Number 9; EXCEPTING THEREFROM that portion conveyed to

Douglas H. Hitch and Linda Hitch, husband and wife by deed dated April 5, 1983, and recorded under File No. 8304060066.

Parcel C

Lot 135 of Lakemoor Division 5, as recorded in Volume 18 of Plats, page 49.

Parcel D

A utilities easement over the East 25 feet of Lot 125 of Lakemoor Division 5 as recorded in Volume 18 of Plats, page 49.

In Thurston County, Washington.

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 registered office of this corporation is 2205 Lakemoor Dr. SW, P.O. Box 2285, Olympia, Washington 98507, and the name of its registered agent at such address is Carol Gruen. 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.

ARTICLE VIII Bylaws

The Board of Directors is authorized to make, alter, amend, or repeal the Bylaws of this corporation in accordance with the Bylaws and members shall have the power to alter, amend, or repeal such Bylaws 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 XI, 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

Any director, individually, or any firm of which any director 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.

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 Amendment by the affirmative vote of sixty percent (60%) of the members of the association entitled to vote.

ARTICLE XIII
Members

This corporation shall have 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
<u>Dixie Havlak</u> Dixie Havlak, President	1613 Camden Circle S.W. Olympia, Washington 98512
<u>Cindy Smith</u> Cindy Smith, Secretary/Treasurer	2221 Lakemoor Drive S.W. Olympia, Washington 98512

CONSENT TO APPOINTMENT OF REGISTERED AGENT

I, Carol Gruen, hereby consent to serve as registered agent, in the State of Washington, for Lakemoor Community Club. 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: 10/9/2008

Carol L Gruen
Carol Gruen
Registered Agent