

**PART 3 ARTICLES OF INCORPORATION**

This section of the LISE Bylaws cannot be changed. Changes made to Registered Agent and Corporate Address are noted following the original.

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**PART 3 - ARTICLES OF INCORPORATION  
LUMMI ISLAND SCENIC ESTATES COMMUNITY CLUB, INC. BYLAWS**

**SECTION 3.1. INTRODUCTION**

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**ARTICLE 3.1.1. RECORDING**

- 3.1.1.1. A domestic Corporation of Seattle, Washington was recorded on 14th day of June, 1962 at 4:49 o'clock p.m. herein.

**ARTICLE 3.1.2. INTRODUCTION**

- 3.1.2.1. Know all men by these presents: That we, R. S. WRIGHT, WILLIAM F. BRUNT, RALPH G. STEPHAN, ALF LONEY and MOKSHEA W. SMITH, each over the age of twenty-one years, and being desirous of forming a corporation under Chapter 24.04 of the Revised Code of Washington, authorizing non-profit corporations, do hereby associate ourselves together for the purpose of forming a non-profit corporation; and do make, subscribe, execute and adopt in triplicate, the following Articles of Incorporation.

**SECTION 3.2. ARTICLES OF INCORPORATION**

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**ARTICLE 3.2.1. NAME**

- 3.2.1.1. The name of this corporation shall be Lummi Island Scenic Estates Community Club, Inc.

**ARTICLE 3.2.2. PURPOSE**

- 3.2.2.1. The purpose for which this corporation is formed, and the same shall be construed as powers of the corporation are as follows: To purchase or otherwise acquire, construct, improve, develop, repair, maintain, operate, care for and/or dispose of parkways, playgrounds, open spaces and recreational areas, tennis courts, beaches, boat landings, floats, piers, clubhouses, swimming pools and/or swimming areas, bathhouses, places of amusement, community buildings, community clubhouses, and in 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.
- 3.2.2.2. 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, rubbish and the like; to prevent and suppress fires, to provide police protection, and to make and collect charges to cover the cost and expense therefor.
- 3.2.2.3. To improve, light and/or maintain streets, roads, alleys, courts, walks, gateways, fences and ornamental features now existing or hereafter to be erected or created, and shelters, comfort stations, and/or buildings and improvements ordinarily appurtenant to any of the foregoing; to improve, plant and maintain grass plots and other areas, trees and plantings within the lines of the street immediately adjoining or within the property hereinafter described or referred to.
- 3.2.2.4. To care for any lots and plots in said property, to kill, destroy and/or remove from any said lots and plots grass, weeds, rodents, predatory animals, and any unsightly or obnoxious thing; and to take any action with reference to such lots and plots as may be necessary or desirable in the opinion of the board of trustees of said corporation, to keep the property clean and in good order; to make and collect charges therefor.
- 3.2.2.5. To acquire by gift, purchase, lease or otherwise, and to own, hold, enjoy, 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.

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- 3.2.2.6. To enforce liens, charges, restrictions, conditions and covenants existing upon and/or created for the benefit of parcels of real property over which said corporation has jurisdiction and to which said parcels may be subject to the extent that said corporation has the legal right to enforce the same, and to pay all expenses incidental thereto.
- 3.2.2.7. To pay the taxes and assessments which may be levied by any public authority upon any of the said property now or hereafter used or set apart for parks, parkways, playgrounds, open areas, tennis courts, beaches, boat landings, community clubhouses, community club buildings, places of amusement and/or recreation areas, or upon such other recreation spaces wherever situate as may be maintained for the general benefit and use of the owners of lots in said property; to pay taxes and assessments levied by any public authority upon improvements upon any of said property or areas so used or set apart or maintained, and whether taxed or assessed as a part of said property or area or separately; and to pay taxes and assessments levied by any public authority upon any property which may be held in trust for said corporation.
- 3.2.2.8. To regulate and/or prohibit the erection, posting, pasting or displaying upon any of said property billboards and/or signs of all kinds and character; and to remove and/or destroy any such billboards or signs erected or maintained upon said property without the authority of said corporation as provided in such restrictions, conditions and covenants, as may affect said property or any portion thereof.
- 3.2.2.9. To appropriate, purchase, divert, acquire and store water from streams, water courses, wells or any other source, and to distribute the water so appropriated and acquired to its members for use upon the lands of said members and for domestic purposes; to acquire, own, construct, hold, possess, use and maintain such pumping plants, tanks, pipe lines, reservoirs, ditches, buildings, roads, trails and appliances, and such other property, including water rights and shares of stock in other corporations as said corporation may from time to time desire to acquire or purchase for furnishing and supplying water to its members; provided that this corporation shall not use or dispose of such water as a public utility, but solely for the use and benefit of its members and for the irrigation of lands and domestic and other useful and beneficial purposes.
- 3.2.2.10. To fix, establish, levy and collect annually such charges and/or assessments as may be necessary, in the judgment of the board of trustees to carry out any or all of the purposes for which this corporation is formed, but not in excess of the maximum from time to time fixed by the Bylaws.
- 3.2.2.11. To expend the moneys collected by said corporation from assessments and charges and other sums received for the payment and discharge of costs, expenses, and obligations incurred by said corporation in carrying out any and all of the purposes for which said corporation is formed.
- 3.2.2.12. Generally, to do any and all lawful things which may be advisable, proper, authorized and/or permitted to be done by said corporation under and by virtue of any restrictions, conditions, and/or covenants or laws affecting said property, or any portion thereof (including areas now or hereafter dedicated to public use); and to do and perform any and all acts which may be either necessary for, or incidental to, the exercise of any of the foregoing powers or for the peace, health, comfort, safety, and/or general welfare of owners of said property, or portions thereof, or residents thereon.
- 3.2.2.13. To borrow money and mortgage, pledge or hypothecate any or all of the real or personal property of said corporation as security for money borrowed or debts incurred; and to do any and all things that a corporation organized under said laws of the State of Washington may lawfully do when operating for the benefits of its members or the property of its members, and without profit to said corporation.

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- 3.2.2.14. Generally, to do and perform any and all acts which may be either necessary or proper for or incidental to the exercise of any of the foregoing powers and such powers granted by the provisions of Title 24, Revised Code of Washington and other laws of the State of Washington relating to non-profit corporations.
- 3.2.2.15. Nothing contained in these Articles of Incorporation shall be construed as authorizing or permitting said corporation to own, manage or operate any real or personal property for profit. It is the intention and purpose that the business of said corporation shall not be carried on for profit either to itself or for the benefit of its members, and wherever it is authorized to collect charges or assessments it shall have no power or authority to use said charges or assessments except as necessary to cover the actual cost or expense of the act, duty, power or transaction performed.
- 3.2.2.16. To have one or more offices at such place or places, either within or without the State of Washington as the board of trustees may from time to time determine or the business of the corporation require.
- 3.2.2.17. All of the foregoing purposes and powers are to be exercised and carried into effect for the purpose of doing, serving and applying the things above set forth for the benefit of all property, including, but without in any way limiting the foregoing, any portion or portions of certain real property situated on Lummi Island, Whatcom County, Washington, which is, or shall become, so subject to the jurisdiction of this corporation, which shall include generally all real property developed and sold by Lummi Island Scenic Estates, a partnership, and all property subsequently acquired, developed and sold by the said partnership, it being intended hereby to include all contiguous or immediately adjacent areas of the classes aforesaid.

**ARTICLE 3.2.3. SCOPE**

- 3.2.3.1.<sup>1</sup> This corporation shall at all times hereafter be a joint and mutual association of the above-named incorporators, and such other persons as may hereafter be admitted to membership in accordance with the Bylaws, of the corporation. Membership and certificates evidencing the same shall be inseparately appurtenant to tracts owned by its members, and upon transfer of ownership or contract for sale of any such tract, membership and certificate of membership shall ipso facto be deemed to be transferred to the grantee or contract purchaser. No membership or certificate 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 certificate of membership of such deceased member shall be and become the property of the personal representative of such deceased member upon appointment and qualification as such in a judicial proceeding 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 Trustees hereinafter mentioned and only alienated and disposed of in accordance with the Bylaws of the corporation. The interest of each incorporator or member shall be equal to that of any other and no incorporator or member can acquire any interest which will entitle him to any greater voice, vote, authority or interest in the corporation than any other member.

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<sup>1</sup> 2000 Revision: clause changed grammatically, March 2001: returned to original clause.

ARTICLE 3.2.4. TRUSTEES

3.2.4.1. The number of Trustees of this corporation shall not be less than three (3) nor more than nine (9). The names of the Trustees who shall manage the affairs of the corporation for not more than six (6) months until the trustees are elected by the members are:

R. S. Wright	7653 Imperial, South Burnaby, B.C.
William F. Brunt	P.O. Box 705, Ferndale, Washington
Ralph G. Stephan	3717 Beal St., Bellingham, Washington
Alf Loney	910 Donovan, Bellingham, Washington
Moksha W. Smith	5514 189th S. W., Lynnwood, Washington

ARTICLE 3.2.5. EXISTENCE

3.2.5.1. The time of existence of this corporation shall be perpetual.

ARTICLE 3.2.7. ADDRESS

3.2.7.1. The registered office and post office address of this corporation shall be 17032 Aurora Avenue, Seattle 33, Washington.

ARTICLE 3.2.8. REFERENCE TO BYLAWS

3.2.8.1. The qualifications of the members of said corporation, the property, voting and other rights and privileges, and the liabilities to charges and assessments of the members, shall be set forth in the Bylaws of the corporation.

SECTION 3.3. SEAL

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ARTICLE 3.3.1. SEALS

3.3.1.1. IN WITNESS WHEREOF, we, the undersigned, the incorporators of this corporation have this 31st day of May, 1962, hereunto set our hands and seals in triplicate, R. S. Wright, William F. Brunt, Ralph G. Stephan, Alf Loney, and Moksha W. Smith, were duly signed and certified in the State of Washington, on the 29th day of May, 1962.

\*The registered agent of this corporation is Timothy W. Carpenter and was last changed on March 2003.

\*\*The registered office and post office address of this corporation shall be 222 Grand Avenue, Suite A P.O. Box 367, Bellingham, Washington, 98227-0367. The registered office and post office address was last changed on April 29, 2003.