

**AMENDED ARTICLES OF INCORPORATION
OF
WINDHAVEN FIRST ADDITION PUD – HOMEOWNERS ASSOCIATION**

The undersigned hereby certifies and adopts the following Amended Articles of Incorporation:

**ARTICLE I.
NAME**

The name of this Corporation shall be: WINDHAVEN FIRST ADDITION PUD – HOMEOWNERS ASSOCIATION, a nonprofit corporation

**ARTICLE II.
DURATION**

1. The association shall exist perpetually

**ARTICLE III.
PURPOSE**

This Association shall be not for profit and does not contemplate the distribution of gains, profits, or dividends to its members. The Specific primary purposes for which it is formed are to provide architectural control of Association property within that certain subdivision and planned unit development situated in the County of Spokane, legally known as “all private roads and tracts “A” an “B” lying within Windhaven First Addition, a Planned Unit Development, as per plat recorded in Volume 33 of Plats, pages 3, 4, 5, 6, 7 and 8, records of Spokane County” and to promote the described property and any additions thereto as may hereafter be brought within the jurisdiction of this Association for such Conditions and Restrictions (the “Declaration”) recorded or to be recorded with respect to said property in the office of the Auditor of Spokane County.

In furtherance of said purposes, and subject to approval of members as required by the Declaration, the Bylaws or by law, this Association shall have all lawful powers afforded under the nonprofit miscellaneous and mutual corporation act (RCW 24.06, et. seq.).

**ARTICLE IV.
MEMBERS AND MEMBERSHIP**

1. Non-Stock Corporation. Participation in management and ownership of the Association shall be by membership only. The Association shall issue no stock and shall have no shareholders.

2. Membership. Every person or entity who is a record owner of a fee or undivided fee interest in any lot which is subject by covenants of record to assessment by the Association shall be a member of the Association. The foregoing is not intended to include persona or entities who hold an interest merely as security for the performance of any obligation. Membership shall be appurtenant to and may not be separated from ownership of any lot which is subject to assessment by the Association. Membership shall be in accordance with these Articles of Incorporation and the Bylaws of the Association and shall be subject to all covenants and restrictions of record which have been duly recorded with the County Auditor of Spokane County.

3. Transfer of Membership. Membership in the Association shall not be transferred, pledged or alienated in any way, except upon the transfer of ownership of the lot to which it is appurtenant, and then only to the new owner. Any attempt to make a prohibited transfer is void. If the owner of any lots should fail or refuse to transfer the membership registered in his or her name to the purchaser of his or her lot, the Association shall have the right to record the transfer upon its books and thereupon the old membership outstanding in the name of the seller shall be null and void.

4. Voting: Each member of the Association, being each owner of a lot, shall be entitled to one vote, subject to provisions in the Declaration of Covenants, Conditions and Restrictions of Windhaven First Addition PUD – Homeowners Association, providing for two different classes of membership.

5. Limitations. Membership in the Association is appurtenant to and cannot be segregated from the ownership of a lot within the jurisdiction of the Association. Except upon dissolution of the Association, a dissenting member shall not be entitled to any return of any contribution or interest in the Association.

ARTICLE V. REGISTERED AGENT

The location and post office address of the registered office of the Corporation is 9503 Montgomery Ave, Suite B, Spokane Valley, WA 99206, and the registered agent of the Corporation is Dave Nerren, at the address of 9503 Montgomery Ave, Suite B, Spokane Valley, WA 99206

ARTICLE VI. DIRECTORS AND INCORPORATORS

The names and post office addresses for the directors and incorporators of the Corporation are as follows:

Name
DAVE NERREN

Address
9503 Montgomery Ave, Suite B
Spokane Valley, WA 99206

The affairs of this Association shall be initially managed by one (1) director who need not be a member of the Association, until transfer of control is undertaken by the director. A director of the Corporation, past or present, shall not be personally liable to the Corporation or its shareholders for monetary damages arising from any conduct as a director, except this limitation on liability shall not apply to acts or omissions involving intentional misconduct by the director or a knowing violation of law by the director. Any repeal or modification of the foregoing paragraph by the shareholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

ARTICLE VII.
DISSOLUTION

In the event of the dissolution, liquidation, or winding up of the Association, after paying or adequately providing for the debts and obligations of the Association, the directors or persons in charge of the liquidation shall divide the remaining assets equally among the members of the Association.

ARTICLE VIII
AMENDMENT

These Articles may be amended by written consent of the initial director, whose name is set forth above.

IN WITNESS WHEREOF, these Amended Articles of Incorporation have been duly executed on this 18 day of November, 2020.

Harlan D. Douglass
By Deanna N. Malcom A.I.F.

Harlan D. Douglass, Director


By: Deanna N. Malcom, Attorney In Fact

CONSENT TO APPOINTMENT AS REGISTERED AGENT

DAVE NERREN (the "Agent"), hereby consents to serve as registered agent in the State of Washington for the following noncorporation: WINDHAVEN FIRST ADDITION PUD – HOMEOWNERS ASSOCIATION. The Agent understands that, as agent for the Corporation,

he/she/it will be responsible to receive service of process in the name of the Corporation; to forward all mail to the Corporation; and to immediately notify the office of the Secretary of State in the event of his resignation, or of any changes in the registered office address of the Corporation for which it is agent.

Dated this 18 day of November, 2020.



Print Name Dave Nerren
Address: 9503rd Montgomery Ave Ste B
Spokane Valley WA 99208

**CONSENT OF DIRECTORS
OF
WINDHAVEN FIRST ADDITION PUD – HOMEOWNERS ASSOCIATION**

The undersigned directors, constituting all of the directors of WINDHAVEN FIRST ADDITION PUD – HOMEOWNERS ASSOCIATION (the “Corporation”), in lieu of holding special meetings and pursuant to applicable Washington law, adopt the following resolutions:

WHEREAS, in order to effectuate a transfer of the director role of the Corporation, the director agrees to amend the Articles of Incorporation of the Corporation.

WHEREAS, the director recommends the amendments to the Articles of Incorporation as set forth on the attached Exhibit A;

NOW THEREFORE, BE IT RESOLVED, that director hereby approves such amendments to the Corporation’s Articles of Incorporation; and

RESOLVED FURTHER, that the director is authorized and directed to execute and file Articles of Amendment with the Washington Secretary of State, and to take such further action and to execute and deliver any and all agreements, certificates, applications, or other instruments as may be necessary and proper.

This Consent is signed in lieu of holding, conducting and attending a meeting. Action taken under this Consent is effective when this Consent is delivered to the Corporation, unless a later date is specified herein. This Consent shall have the same force and effect as the unanimous vote of director at a director’s meeting.

This Consent may be executed in counterparts.

Harlan D. Douglass
By: Deanna N. Malcom A.I.F.
HARLAN D. DOUGLASS
By: Deanna N. Malcom, Attorney In Fact

11/18/2020
Date

FILED
SECRETARY OF STATE
SAM REED

AUGUST 21, 2006

STATE OF WASHINGTON

ARTICLES OF INCORPORATION 602 643 518

OF

WINDHAVEN FIRST ADDITION PUD – HOMEOWNERS ASSOCIATION

KNOW ALL MEN BY THESE PRESENTS that HARLAN DOUGLASS, being over the age of eighteen (18) years, and for the purposes of forming a corporation under the Miscellaneous and Mutual Corporations Act of the State of Washington hereby certify and adopts in duplicate the following Articles of Incorporation.

ARTICLE I

Name

The name of the corporation (hereinafter called “the Association”) is **WINDHAVEN FIRST ADDITION PUD - HOMEOWNERS ASSOCIATION**, and it is a nonprofit corporation.

ARTICLE II

Duration

The Association shall exist perpetually.

ARTICLE III

Purposes and Powers of the Association

This Association shall be not for profit and does not contemplate the distribution of gains, profits, or dividends to its members. The specific primary purposes for which it is formed are to provide for the operation, administration, maintenance, repair, improvement, preservation and architectural control of Association property within that certain subdivision and planned unit development situated in the County of Spokane, legally known and commonly referred to as WINDHAVEN FIRST ADDITION; and to promote described property and any additions thereto as may hereafter be brought within the jurisdiction of this Association for such Conditions and Restrictions (“the Declaration”) recorded or to be recorded with respect to said property in the office of the Auditor of Spokane County.

In furtherance of said purposes, and subject to the approval of members as required by the Declaration, the Bylaws or by law, this Association shall have power to:

- (a) Perform all of the duties and obligations of the Association as set forth in the Declaration;
- (b) Fix, levy, collect, and enforce assessments and fines as set forth in the Declaration;

- (c) Pay all expenses and obligations incurred by the Association in the conduct of its business, including, without limitation, all licenses, taxes or governmental charges levied or imposed against the Association property;
- (d) Acquire (by gift, purchase, or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, exchange, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of Association;
- (e) Make contracts and incur liabilities, borrow money and mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;
- (f) Dedicate, sell, transfer, or grant easements over all or any part of any Association common area to any public agency, authority or utility for such purposes and subject to such conditions as may be agreed to by the members;
- (g) Participate in mergers and consolidations with other nonprofit corporations organized for the same purposes, or annex additional property to the property managed by the Association; and
- (h) Have and exercise any and all powers, rights, and privileges which a corporation organized under the Miscellaneous and Mutual Corporations Act of the State of Washington by law may now or hereafter have or exercise.

ARTICLE IV Members and Membership

1. Non-Stock Corporation. Participation in management and ownership of the Association shall be by membership only. The Association shall issue no stock and shall have no shareholders.

2. Membership. Every person or entity who is a record owner of a fee or undivided fee interest in any lot which is subject by covenants of record to assessment by the Association shall be a member of the Association. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of any obligation. Membership shall be appurtenant to and may not be separated from ownership of any lot which is subject to assessment by the Association. Membership shall be in accordance with these Articles of Incorporation and the Bylaws of the Association and shall be subject to all covenants and restrictions of record which have been duly recorded with the County Auditor in Spokane County.

3. Transferred Membership. Membership in the Association shall not be transferred, pledged, or alienated in any way, except upon the transfer of ownership of the lot to which it is

appurtenant, and then only to the new owner. Any attempt to make a prohibited transfer is void. In the event the owner of any lot should fail or refuse to transfer the membership registered in his name to the purchaser of his lot, the Association shall have the right to record the transfer upon its books and thereupon the old membership outstanding in the name of the seller shall be null and void.

4. Membership Voting: Transfer of Control. Each member of the Association, being each owner of a lot in such subdivision, shall be entitled to one vote, subject to provisions in the Declaration of Covenants, Conditions and Restrictions of WINDHAVEN FIRST ADDITION PUD – HOMEOWNERS ASSOCIATION, providing for two different classes of membership.

5. Limitation of Payment to Dissenting Member. Membership in the Association is appurtenant to and cannot be segregated from the ownership of a lot within the jurisdiction of the Association. Except upon dissolution of the Association, a dissenting member shall not be entitled to any return of any contribution or other interest in the Association.

ARTICLE V
Initial Registered Office and Agent

The initial registered office of the Association shall be 815 E. Rosewood, Spokane, WA 99208, and the initial registered agent at such address shall be Harlan Douglass.

ARTICLE VI
Board of Directors

The affairs of this Association shall initially be managed by one (1) director who need not be a member of the Association, until transfer of control of the Board to the general membership which shall occur at such time as the developer, MORNING SIDE INVESTMENTS, LLC, completes the Development Period pursuant to the Declarations and Covenants, after which time all affairs of the Association shall be managed by a Board of three (3) directors, and after which time all directors must be members of the Association. The number of directors may be changed by amendment of the Bylaws of the Association. The name and address of the person who shall act as the initial director is:

Name	Address
Harlan Douglass	815 E. Rosewood Spokane, WA 99208

ARTICLE VII
Incorporator

The incorporator's name is HARLAN DOUGLASS and the address of WINDHAVEN FIRST ADDITION PUD - HOMEOWNERS ASSOCIATION is as follows:

WINDHAVEN FIRST ADDITION PUD -
HOMEOWNERS ASSOCIATION
C/O HARLAN DOUGLASS
815 E. ROSEWOOD
SPOKANE, WA 99208


ARTICLE VIII
Dissolution

In the event of the dissolution, liquidation, or winding up of the Association, after paying or adequately providing for the debts and obligations of the Association, the directors or persons in charge of the liquidation shall divide the remaining assets equally among the members of the Association.

ARTICLE IX
Amendment of Articles

During the Development Period these Articles may be amended by written consent of the initial Director. After completion of the Development Period these Articles may be amended by written consent of at least two-thirds (2/3) of a quorum of the total voting power of the Association, provided, however, that the percentage of the voting power necessary to amend a specific clause or provision herein shall not be less than the percentage of affirmative votes prescribed for action to be taken under said clause or provision.

For purposes of forming this Association under the laws of the State of Washington, I, the undersigned, constituting the incorporator of this corporation, have executed these Articles of Incorporation on this 19 day of August, 2006.



HARLAN DOUGLASS, Incorporator

CONSENT TO APPOINTMENT AS REGISTERED AGENT

I, HARLAN DOUGLASS, do hereby consent to serve as registered agent for the corporation, WINDHAVEN FIRST ADDITION PUD – HOMEOWNERS ASSOCIATION.

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

DATED this 14 day of August, 2006.



HARLAN DOUGLASS



**STATE OF WASHINGTON
SECRETARY OF STATE
CORPORATIONS DIVISION**

RECEIVED

'05 AUG 21 A11:40

**TRANSACTION
REQUEST FORM**

EXPEDITED SERVICE AVAILABLE - \$20 PER ENTITY (In addition to regular fees)

CHECK ONE: 4-HOUR 24-HOUR WHILE YOU WAIT PROCESS WITH MAIL

Name of Entity You Wish to File or Review
Daily Limit of Three (3) Requests — Please Print

Transaction
Use Codes Listed Below

1. WIND HAVEN FIRST ADDITION PUD-HOMEOWNERS ASSOCIATION A

2. _____

3. _____

Transaction Request Codes

FILE DOCUMENTS

- A. ARTICLES/AMENDMENTS/MERGERS, ETC.
- B. APPLICATION FOR REINSTATEMENT
- C. SUMMONS & COMPLAINTS
- D. TRADEMARK REGISTRATION, ETC.
- E. CHARITIES REGISTRATION
- F. RESIGNATION OF REGISTERED AGENT
- G. OTHER _____

REQUEST COPIES

- H. STATUS CERTIFICATE: _____
- I. PHOTOCOPY OF _____
- J. CERTIFIED COPY OF _____
- K. OTHER _____

REVIEW DOCUMENTS

- L. FILE FOLDER
- M. LIST OF OFFICERS/DIRECTORS



Customer / Messenger Service Name:

AccuFacts Research

Phone 800-898-5583
(360) 956-3990
Fax 800-473-0148
(360) 956-1398

Courier Address: 202 North Phoenix St.
Olympia, WA 98506

Mailing Address: P.O. Box 514
Olympia, WA 98507-0514

Certificate / Documents to be Mailed to:
(If the address is the same as above, write "Same")

310664-005

Client Ref. # _____

FOR OFFICE USE ONLY

Type of Service Rendered:

Fee:

Amount Due: _____

FOR OFFICE USE ONLY

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