

October 19, 2007

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**ARTICLES OF INCORPORATION OF
LIVING AT BRIDGES HOMEOWNERS ASSOCIATION**

KNOW ALL MEN BY THESE PRESENTS that the undersigned, being a natural person of legal age and a citizen of the United States of America and the State of Washington, in order to form a not-for-profit corporation to be known as "Living at Bridges Homeowners Association" (the "Corporation") for the purposes hereinafter stated pursuant to the provisions of Title 24 of the Revised Code of Washington, does hereby certify as follows:

ARTICLE I: Name

1.1 The name of the Corporation shall be LIVING AT BRIDGES HOMEOWNERS ASSOCIATION.

ARTICLE II: Duration

2.1 The duration of the Corporation shall be perpetual.

ARTICLE III: Purposes and Powers

3.1 The Corporation is organized as a not-for-profit corporation to benefit the owners of the Plat of Bridges located in King County, Washington. The Corporation is being formed to operate as a homeowner's association as provided in RCW Chapter 64.38.

The Corporation shall have the authority to:

(1) enter into, perform and carry out contracts of any kind necessary to, or in connection with, or incidental to, the accomplishment of any one or more of the purposes of the Corporation;

(2) to be and constitute the Association to which reference is made in the Declaration of Covenants, Conditions and Restrictions of Bridges (the "Declaration"), recorded or to be recorded in the records of King County, Washington;

(3) to perform all obligations and duties of the Association, and to exercise all rights and powers of the Association, as specified in the bylaws of the Living at Bridges Homeowners Association ("Bylaws") and as provided by law;

(4) provide for the maintenance, preservation and operation of the Common Areas (as that term is defined in the Declaration) within the Plat of Bridges for the benefit of the residents of such community including drainage systems and other systems applicable to this plat; and

(5) provide, maintain and operate community areas and other recreational facilities which will be of benefit to the residents of such community.

The foregoing enumeration of specific powers shall not be deemed to limit or restrict in any manner the general powers of the Corporation and the enjoyment and exercise thereof as conferred by the laws of the State of Washington now or hereafter in effect.

3.2 The Corporation shall have no capital stock, and no part of its net earnings shall inure to the benefit of any director, officer or member of the Corporation, or any private individual.

3.3 In general, and subject to such limitations and conditions as are or may be prescribed by law, or in the Corporation's Articles of Incorporation or Bylaws, the Corporation shall have all powers which now or are hereafter conferred by law upon a corporation organized for the purposes set forth herein, including those set forth in RCW Chapters 24.03 and 64.38, or necessary or incidental to the powers so conferred, or conducive to the attainment of the purpose of the Corporation.

ARTICLE IV: Registered Agent and Office

4.1 The initial registered agent of the Corporation is Thomas W. Read. The initial registered agent's office address is c/o Alston, Courtnage & Bassetti LLP, 1000 Second Avenue, Suite 3900, Seattle, Washington 98104.

ARTICLE V: Directors

5.1 The management of the Corporation shall be vested in a board initially consisting of one director. After control of the Corporation is given to the homeowners, the board of directors shall consist of three directors, unless the number of directors is increased as provided in the Bylaws. The number, qualifications, term of office, manner of election, time and place of meeting and powers and duties of directors shall be such as are prescribed by the Bylaws of the Corporation. The first director shall serve until the first meeting of the members of the Corporation and until his successor(s) is duly elected and qualified.

5.2 The name and address of the director who will first manage the affairs of the Corporation is: Brian D. Ross, 825 Fifth Avenue, Suite 202, Kirkland, WA 98033.

5.3 The Board of Directors is authorized to make, alter, amend or repeal the Bylaws of this corporation, and members shall have no power to alter, amend or repeal such Bylaws, except as provided therein.

ARTICLE VI: Incorporator

6.1 The name and address of the incorporator is as follows:

Brian D. Ross
825 Fifth Avenue, Suite 202
Kirkland, WA 98033

ARTICLE VII: Membership

7.1 The Association shall be a membership corporation without certificates or shares of stock. Each person who is the record owner of a Unit subject to the Declaration as a Member, and shall be entitled to vote as set forth herein and in the Declaration and in the Bylaws.

ARTICLE VIII: Agreements with Officers and Directors

8.1 No contracts or other transaction between the Corporation and any other corporation, and no act of the Corporation, shall in any way be affected or invalidated by the fact that any of the directors of the Corporation are pecuniarily or otherwise interested in, or are directors or officers of, any other corporation.

8.2 Any director individually, or any firm in which a director is a member, officer or director, 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 the director is so interested shall be disclosed to a majority of the Board of Directors.

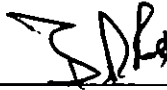
ARTICLE IX: Dissolution

9.1 Upon dissolution of the Corporation, the assets, both real and personal, of the Corporation shall be distributed as follows: (i) all liabilities and obligations of the Corporation shall be paid, satisfied and discharged, or adequate provision made therefor; (ii) next, assets held by the Corporation upon condition of required return, transfer or conveyance, which condition occurred by reason of the dissolution, shall be returned, transferred or conveyed in accordance with such requirements; (iii) next, assets received and held by the Corporation subject to limitations permitting their use only for specified purposes, but not held upon a condition requiring return, transfer or conveyance by reason of dissolution, shall be transferred or conveyed to one or more domestic or foreign corporations, societies or organizations engaged in activities substantially similar to those of the dissolving corporation, pursuant to a plan of distribution adopted by the Corporation; (iv) next, other assets, if any, shall be distributed in accordance with these Articles and the Bylaws to the extent that these Articles or the Bylaws determine the distributive rights of members, or any class or classes of members, or provide for distribution to others; and (v) last, any remaining assets may be distributed to such persons, societies, organizations, or domestic or foreign corporations, whether for profit or not-for-profit, as may be specified in a plan of distribution adopted under RCW Chapter 24.03, or its successor chapter.

ARTICLE X: Liability of Directors

10.1 To the fullest extent that RCW Chapter 24.03, or any successor or replacement statute, permits the limitation or elimination of the liability of directors, no director of the Corporation shall be personally liable to the Corporation or its members for monetary damages for breach of duty of care or other duty as a director. No amendment to or repeal of this Article X shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment or appeal.

DATED the 11 day of October, 2007.

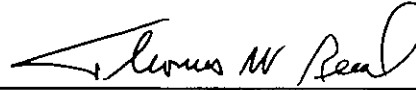


Brian D. Ross, Incorporator

CONSENT TO SERVE AS REGISTERED AGENT

I, Thomas W. Read, hereby consent to serve as Registered Agent in the State of Washington for the following not-for-profit corporation, Living at Bridges Homeowners Association. I understand that as agent for the not-for-profit corporation, it will be my responsibility to receive service of process in the name of the not-for-profit corporation; to forward all mail to the not-for-profit 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 not-for-profit corporation for which I am agent.

Dated this 18th day of October, 2007.



Signature of Registered Agent

Registered Office Address:
Alston, Courtnage & Bassetti LLP
1000 Second Avenue, Suite 3900
Seattle, WA 98104-1045

RECEIVED

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TRANSACTION REQUEST FORM

EXPEDITED SERVICE AVAILABLE - \$20 PER ENTITY (IN ADDITION TO REGULAR FEES) 503 085
CHECK ONE: 4-HOUR 24-HOUR WHILE YOU WAIT PROCESS WITH MAIL CORPORATIONS DIVISION

NAME OF ENTITY YOU WISH TO FILE OR REVIEW <i>Daily Limit of Three (3) Requests - Please Print</i>	Transaction <i>Use Codes Listed Below</i>
1 LIVING AT BRIDGES HOA	A
2	
3	

TRANSACTION REQUEST CODES

FILE DOCUMENTS	REQUEST COPIES	REVIEW DOCUMENTS
A. ARTICLES/AMENDMENTS/MERGERS, ETC.	H. STATUS CERTIFICATE	L. FILE FOLDER
B. APPLICATION FOR REINSTATEMENT		M. LIST OF OFFICERS/DIRECTORS
C. SUMMONS & COMPLAINT		
D. TRADEMARK REGISTRATION, ETC.	I. PHOTOCOPY OF _____	
E. CHARITIES REGISTRATION	J. CERTIFIED COPY OF _____	
F. RESIGNATION OF REGISTERED AGENT		
G. OTHER	K. OTHER _____	



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