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**RESTATED ARTICLES OF INCORPORATION
OF
NINE-MILE RANCH HOMEOWNERS ASSOCIATION**

Pursuant to the provisions of the Washington Nonprofit Corporation Act RCW 24.03.183, the following Restated Articles of Incorporation are submitted for filing.

**ARTICLE I
NAME**

The name of the corporation shall be **NINE-MILE RANCH HOMEOWNERS ASSOCIATION**, hereinafter referred to as the "Association."

**ARTICLE II
DURATION**

The Association shall be perpetual.

**ARTICLE III
PURPOSES**

The Association is organized exclusively as a homeowners' association within the meaning of Section 528 of the Internal Revenue Code of 1986 (or the corresponding provision of any future U.S. Internal Revenue law). This Association does not contemplate pecuniary gain or profit to its members.

The specific purposes, for which this Association is formed, are to provide for maintenance, preservation, and architectural control of real property as a private, wildlife refuge and conservancy and the buildings, grounds, and Common Areas of the recreational/residential development within that real property located in Okanogan County, Washington (the "Property"), commonly known as Nine-Mile Ranch.

The Property is subject to a Declaration (the "Declaration") which was recorded under Okanogan County Auditor's No. 820972 and which authorizes the formation of the Association. The Association shall promote the health, safety, and welfare of the residents within the Property and the furtherance of Property as a private, wildlife refuge and conservancy, all in accordance with the provisions and purposes set forth in the Declaration.

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ARTICLE IV POWERS

Without limiting the foregoing, the Association shall have the authority to exercise any powers conferred by the Declaration or Bylaws; exercise all other powers that may be exercised in this state for the same type of corporation as the Association; and, exercise any other powers necessary and proper for the governance and operation of the Association.

ARTICLE V DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by eighty percent (80%) of the votes in the Association that are allocated. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be distributed pursuant to RCW 24.03.225 as now enacted or hereafter amended or superceded.

ARTICLE VI REGISTERED OFFICE AND AGENT

The address of the initial registered office of the Association is: 3020 South Union Avenue, Tacoma, WA 98405. The name of the registered agent at that address is Lynn Barnett.

ARTICLE VII MANAGEMENT

The affairs of the Association shall be managed by a Board of Directors. The right to make, alter, or repeal the Bylaws of the Association is reserved exclusively to the members of the Association as set forth in the Bylaws.

ARTICLE VIII DIRECTORS

The number of Directors constituting the initial Board of Directors of the Association is five (5), and the name and address of the persons who are to serve as Directors until the first annual meeting of the members or until their successors are elected and qualified is as follows:

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Lynn R. Barnett
3020 South Union Avenue
Tacoma, WA 98405

William Ostrusko
P.O. Box 725
Gig Harbor, WA 98335

Douglas A. Tait, M.D.
P.O. Box 164
Buckley, WA 98321

Marlene Barnett
3020 South Union Avenue
Tacoma, WA 98405

Heldi L. Barnett
3020 S. Union Avenue
Tacoma, WA 98405

The number, qualifications, terms of office, manner of election, time and place of meetings, and powers and duties of the Directors shall be prescribed in the Bylaws.

**ARTICLE IX
LIMITATION OF DIRECTOR LIABILITY**

A Director of the Association shall not be personally liable to the Association or its members for monetary damages for conduct as a Director, except for liability of the Director: (i) for acts or omissions which involve intentional misconduct by the Director or a knowing violation of law by the Director; or, (ii) for any transaction from which the Director will personally receive a benefit in money, property, or services to which the Director is not legally entitled. If the Washington Nonprofit Corporation Act is amended to authorize corporate actions further eliminating or limiting the personal liability of Directors, then the liability of a Director of the Association shall be eliminated or limited to the fullest extent permitted by the Washington

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Nonprofit Corporation Act, as so amended. Any repeal or modification of the foregoing paragraph by the members of the Association shall not adversely affect any right or protection of a Director of the Association existing at the time of such repeal or modification.

**ARTICLE X
INDEMNIFICATION OF DIRECTORS & OFFICERS**

The Association shall indemnify its Directors and Officers against all liability, damage, and expenses arising from or in connection with service as Directors and Officers with this Association to the maximum extent and under all circumstances permitted by law.

**ARTICLE XI
INCORPORATOR**

The name and address of the incorporator is Lynn Barnett, 3020 South Union Avenue, Tacoma, WA 98405.

**ARTICLE XII
EARNINGS**

No part of the net earnings of the Association shall inure to the benefit of any Member or other individual other than by acquiring, constructing, or providing management, maintenance, and care of Association property, and other than by a rebate of excess membership dues, fees, or assessments.

**ARTICLE XIII
MEMBERS**

Every Owner of a Lot shall be a member of this Association. Membership shall be appurtenant to and may not be separated from ownership of any Lot which is subject to assessment. Natural persons, partnerships, corporations, trusts, or other lawful business entities may own or have an ownership interest in a Lot.

**ARTICLE XIV
AMENDMENT**

These Articles may be amended by the assent of sixty percent (60%) of the entire membership; provided, however, that the Board of Directors shall have the authority to appoint a new registered agent, and the Directors shall be appointed as stated in the Bylaws.

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ARTICLE XV
TERMS

The terms used in these Restated Articles of Incorporation shall have the same meaning as in the Declaration.

These Restated Articles of Incorporation correctly set forth without change the provisions of the Articles of Incorporation of Nine-Mile Ranch Homeowners Association, as amended, and supersede the original Articles of Incorporation and all amendments thereto.

IN WITNESS WHEREOF, the Association has caused these Restated Articles of Incorporation of Nine-Mile Ranch Homeowners Association to be executed on this 3rd day of June, 1996.




LYNN R. BARNETT
President

STATE OF WASHINGTON)
 : ss.
County of Pierce)

On this day before me, the undersigned, a Notary Public in and for the State of Washington, duly commissioned and sworn, personally appeared LYNN R. BARNETT, to me known to be the President of NINE-MILE RANCH HOMEOWNERS ASSOCIATION, the corporation that executed the foregoing instrument, and acknowledged said instrument to be the free and voluntary act and deed of said corporation for the uses and purposes therein mentioned.

Given under my hand and official seal this 3rd day of June, 1996.



Type/Print Name Doris J. Cratsenberg
Notary Public in And For the State of Washington,
residing at Tacoma
My appointment expires: 2-10-97

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SECRETARY OF STATE

I, RALPH MUNRO, Secretary of State of the State of Washington and custodian of its seal,

hereby certify this certificate that the attached is a true and correct copy of

CERTIFICATE OF AMENDMENT

of

NINE-MILE RANCH HOMEOWNERS ASSOCIATION

Restating Articles

as filed in this office on June 10, 1996.



Date: April 1, 1999

Given under my hand and the Seal of the State of Washington at Olympia, the State Capital

Ralph Munro, Secretary of State