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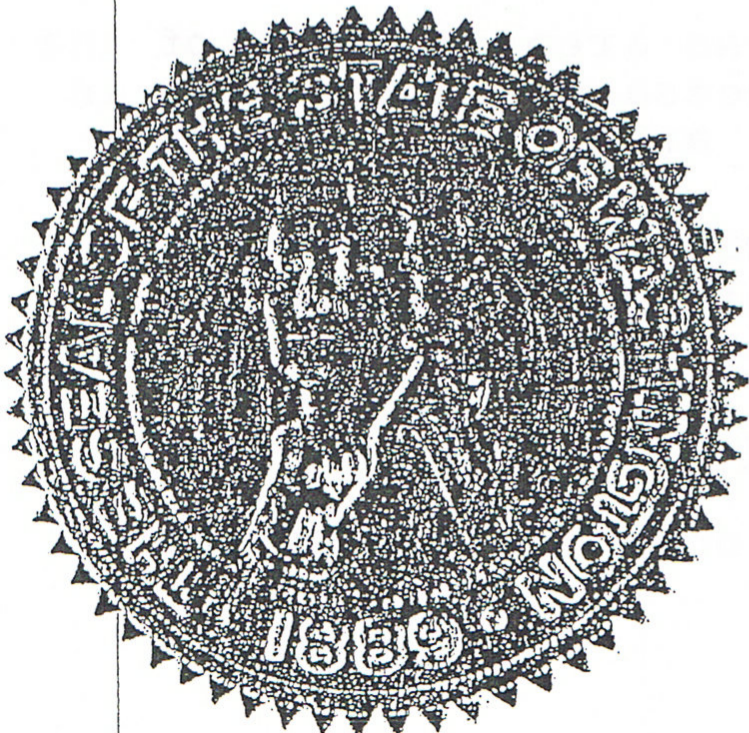
STATE OF WASHINGTON | DEPARTMENT OF STATE

I, **A. LUDLOW KRAMER**, Secretary of State of the State of Washington and custodian of its seal, hereby certify that

ARTICLES OF INCORPORATION

of LAKE OF THE WOODS COMMUNITY CLUB
a domestic corporation of Bremerton, Washington,

was filed for record in this office on this date, and I further certify that such Articles remain on file in this office.



In witness whereof I have signed and have affixed the seal of the State of Washington to this certificate at Olympia, the State Capitol,

November 8, 1972

A. LUDLOW KRAMER
SECRETARY OF STATE

ARTICLES OF INCORPORATION
OF
LAKE OF THE WOODS COMMUNITY CLUB

FILED
NOV 8 1972

A. LINDLOW JR. WASH
SECRETARY OF STATE

WE, the undersigned, natural persons over the age of twenty-one (21) years and citizens of the United States, acting as incorporators of a corporation under the provisions of the Washington Non-Profit Corporation Act (R.C.W. 24.03), adopt the following Articles of Incorporation for such corporation:

ARTICLE I

The name of the corporation shall be "LAKE OF THE WOODS COMMUNITY CLUB".

ARTICLE II

The corporation shall have perpetual existence.

ARTICLE III

The corporation is formed for the purpose of:

- (1) Promoting the mutual welfare of the property owners on Lake of the Woods, and any additions to the plat of Lake of the Woods located in Pierce County, Washington;
- (2) To own the community access areas on Lake of the Woods and to make any necessary improvements in the said community areas; and
- (3) To operate a non-profit water supply system within the plat of Lake of the Woods and any additions to the plat of Lake of the Woods.

ARTICLE IV

This corporation is one which does not contemplate

pecuniary gain or profit to the members thereof, and is organized only for non-profit purposes, and no part of the net earnings shall inure to the benefit of any member or any individual.

ARTICLE V

The principal place of business of the corporation shall be located at Lake of the Woods, in Pierce County, Washington, and the registered office of the corporation shall be located at 3421 Kitsap Way, Bremerton, Washington, 98310. The registered agent of the corporation shall be John A. Bishop at the same address.

ARTICLE VI

In the event of the dissolution of this corporation, any assets remaining shall be used to maintain the water system and community facilities located in the plat of Lake of the Woods and any additions to the plat of Lake of the Woods for the mutual benefit of all owners of property in the plat of Lake of the Woods and additions to said plat.

ARTICLE VII

The management of the corporation shall be vested in the Board of Trustees. The number of Trustees shall be not less than five (5) nor more than fifteen (15) and may be set from time to time by the By-Laws. The qualifications and terms of office, manner of election, time and place of meeting, and powers and duties of the Trustees shall be such as described in the By-Laws of the corporation.

ARTICLE VIII

The corporation reserves the right to amend, alter, change or repeal any provision that is contained in these Articles of Incorporation.

ARTICLE IX

The authority to make By-Laws for the corporation is hereby vested in the Board of Trustees.

ARTICLE X

The names and addresses of the Trustees who will first manage the affairs of the corporation for a period of not to exceed ninety (90) days from the date of these Articles of Incorporation are as follows:

JOHN A. BISHOP	3421 Kitsap Way Bremerton, Washington 98310
JERRY REID	P. O. Box 363 Gig Harbor, Washington 98335
HAL A. TURNLEY	P. O. Box 363 Gig Harbor, Washington 98335
JAMES A. BRIX	P. O. Box 823 Poulsbo, Washington 98370
PAUL E. REID	Route 4, Box 2040 Belfair, Washington 98528

IN WITNESS WHEREOF, we, the five mentioned incorporators have hereunto set our respective hands and seals on this 31 day of October, 1972.

John A. Bishop

Jerry Reid

Hal A. Turnley

James A. Brix

Paul E. Reid

STATE OF WASHINGTON
COUNTY OF KITSAP ss.

On this day personally appeared before me JOHN A. BISHOP, JERRY REID, HAL A. TURNLEY, JAMES A. BRIX and PAUL E. REID, to me known to be the individuals described in and who executed the foregoing Articles of Incorporation and acknowledged that they signed the same as their free and voluntary act and deed for the uses and purposes herein mentioned.

GIVEN under my hand and official seal this 31st day of October, 1972.

Virginia X. Seeger

 Notary Public in and for the State
 of Washington, residing at: _____