

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
THE VILLAGES OF GARRISON CREEK HOMEOWNERS ASSOCIATION
UBI Number: 602 287 510 (established 2003-04-14)**

KNOW ALL PERSONS BY THESE PRESENTS: That the incorporator hereinafter designated, for the purpose of forming a corporation under the Washington Non-profit Corporation Act, hereby certifies and adopts in duplicate the following Articles of Incorporation.

ARTICLE 1. Name

The name of this corporation shall be THE VILLAGES OF GARRISON CREEK HOMEOWNERS ASSOCIATION.

ARTICLE 2. Duration

The period of duration of this corporation shall be perpetual.

ARTICLE 3. Non-Profit

This corporation is not organized for profit. There shall be no capital stock, and membership shall be determined pursuant to the provisions of these Articles. Private property of the Directors or Members shall not be liable for the debts of the corporation.

ARTICLE 4. Purposes and Powers

The purposes for which this corporation is formed are as follows:

- a) To manage the affairs of The Villages of Garrison Creek Homeowners Association ("The Villages"), which consist of all residential units and common areas, all of which property is made subject to the Restated Declaration of Covenants, Conditions, and Restrictions of The Villages of Garrison Creek ("Declaration") filed in the Walla Walla County Auditor's office under Auditor's Recording No. 2002-10482, together with any amendments thereto.
- b) To adopt and enforce Declaration of Covenants, Conditions, and Restrictions, Bylaws, and other rules and regulations ("Governing Documents") covering the use of common areas and management of The Villages.
- c) To make and collect assessments against Members to defray the costs, expenses, and losses of management.
- d) To use the assessments to pay for common expenses and goods and services as reasonably necessary or convenient for the efficient and orderly functioning of The Villages and the properties subject to the Declaration.
- e) To contract with a professional management agent if deemed appropriate.

- f) To purchase, lease, rent, hire, or otherwise acquire real or personal property of every kind and description.
- g) To sell, rent, lease, convey, encumber, and manage real or personal property of every kind and description, or any part thereof.
- h) To exercise each and every right of the Owners on behalf of The Villages.
- i) To borrow money and give security.
- j) To enter into, make, perform, and carry out contracts of every kind for every lawful purpose pertaining to business of The Villages with any individual, entity, firm, association, or corporation.
- k) To have and exercise all powers as allowed by law for a non-profit corporation and to have and exercise all powers necessary or convenient to effect any and all purposes for which property management is organized.
- l) To merge and consolidate with any other non-profit corporation of similar type as such matters may be permitted by law.

ARTICLE 5. Membership

Each Owner or Contract Purchaser of any lot, living unit, or proposed living unit made subject to the Declaration shall automatically become a Member of this Association (the "Association"). The number of memberships available shall equal the total number of living units within The Villages. Membership in the Association, once obtained, will be terminated only by selling or disposing of an ownership interest or property interest covered under the Declaration.

ARTICLE 6. Assets

The Association will hold title to and own certain land and other common areas within The Villages. No Member shall have an ownership interest in such funds or assets of the Association, but shall have the right to use the same in common with other Members according to Governing Documents established for the Association.

ARTICLE 7. Voting Rights

The voting power of each Member shall be equal to every other Member. Each unit Owner or Contract Purchaser shall be entitled to one vote for each lot or living unit owned and subject to the Declaration. The voting interest of each lot or living unit must be cast as a single vote.

ARTICLE 8. Board of Directors

The affairs of the Association shall be managed by a Board of Directors elected by the Members of the Association in accordance with the Declaration and Governing Documents.

ARTICLE 9. Registered Office and Agent

The address of the registered office of the corporation is P.O. Box 694, College Place, WA 99324 or as filed in the Annual Report to the State of Washington.

The Registered Agent of the corporation shall be as stated in the annual report to the State of Washington.

ARTICLE 10. Indemnification

No Director, officer, or employee of the corporation shall be liable to the corporation or its Members for monetary damages for conduct as an agent of the corporation on account of any act, action, or omission by him or her on behalf of the corporation if such person acted in good faith and in a manner he or she reasonably believed to be in the best interests of this corporation. This limit of liability shall not apply to acts or omissions that involve intentional misconduct, knowing violation of law, or any transaction for which the individual personally receives a benefit in money, property, or services to which such individual is not legally entitled.

The corporation shall indemnify and hold harmless each Director, officer, and employee who was or is a party, or is threatened to be made a party, to any suit or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that he or she is or was a Director, officer, or employee of the corporation, against expenses (including attorney fees, judgments, fines, and amounts paid in settlement) actually and reasonably incurred by such person in connection with such action, suit, or proceeding if he or she acted in good faith and in a manner reasonably believed to be in, or not opposed to, the best interest of this corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. This indemnification, however, shall not indemnify a Director, officer, or employee from or on account of acts or omissions finally adjudged to be intentional misconduct or a knowing violation of law, or from, or on account of, conduct finally adjudged to be a violation of RCW 23B.08.510(4) or from, or on account of, any transaction with respect to which it was finally adjudged that such individual personally received a benefit in money, property, or services to which the individual was not legally entitled. Each such indemnity may continue as to the person who has ceased to be employed by or associated with the corporation and may inure to the benefit of the heirs, executors, and administrators of such person.

ARTICLE 11. Dissolution

The Association may be dissolved with the assent given in writing and signed by not less than ninety percent (90%) of the total membership by vote.

Upon dissolution of the Association, the Members shall be required to adopt a plan of dissolution which describes the manner in which the creditors of the Association shall be paid or provided for and which sets forth the terms of any sale of all or any portion of the property to be sold following termination.

Any remaining assets shall be dedicated to the City of College Place or other municipality in which The Villages are located, or conveyed to a non-profit organization with similar purposes as the Association.

ARTICLE 12. Amendments

To amend these Articles of Incorporation, the Board of Directors shall adopt a resolution setting forth the proposed amendment and then submit the same to a vote at an annual meeting or special meeting of the Members. Written notice setting forth the proposed amendment or summary of changes shall be given to each Member entitled to vote at such meeting within the time and manner provided by law. The proposed amendment shall be adopted in accordance with Washington law.

ARTICLE 13. Bylaws

The Directors of the corporation shall have the power to adopt Bylaws and other Governing Documents consistent with the laws of the State of Washington, these Articles, and the Declaration, which shall provide and shall designate the manner in which the purposes of this corporation shall be carried out.

ARTICLE 14. Incorporator

The Corporation was established in 2003 as UBI "602 287 510". The post office address is P.O. Box 694, College Place, WA 99324. The Registered Agent as specified in the current Annual Report for the State of Washington acts as Incorporator.