

**ARTICLES OF INCORPORATION
OF
LAKE MINTERWOOD BEACH CLUB**

A Nonprofit, Nonstock Corporation

WE, HOWARD ROLAND, ROBERT ROLAND, FLORENTENA SUTTON, MONROE H. PASTERMACK and STANLEY J. BURKEY, five individuals, each and all of whom are over twenty-one years of age and citizens of the United States, do hereby associate themselves for the purpose of forming a nonprofit, nonstock corporation under the provisions of Chapter 24.04 of the Revised Code of Washington, execute in triplicate these Articles of Incorporation:

ARTICLE I

The name of this corporation shall be LAKE MINTERWOOD BEACH CLUB.¹

ARTICLE II

The Corporation purposes are as follows:

1. The name of the corporation is the LAKE MINTERWOOD BEACH CLUB.
2. The amendment to the Articles of Incorporation adopted by said corporation is as follows:
 - a. To acquire, own and maintain a private lake known as LAKE MINTERWOOD and the water level thereof exclusively for the pleasure, recreation and other similar non-profitable purposes of the members.
 - b. To purchase water for the maintenance of the lake level and likewise to maintain the dam upon the lake for the recreational use of its members.
 - c. To acquire, own, maintain and encumber real property exclusively for the pleasure, recreation and similar non-profitable purposes of its members.
 - d. To enter into contracts; to mortgage, lease, encumber, sell and dispose of property of the corporation, to borrow money on the credit of the corporation; grant rights, easements and franchises for the use of the corporate property; to do and perform any and all things necessary, proper or convenient to carry out or accomplish these objectives and purposes; and to engage in any other activity incident to or encompassed within the fore-going purposes; provided, however, that this corporation shall not engage in any business, trade, avocation or profession for gain.

3. A meeting of the members of the LAKE MINTERWOOD BEACH CLUB having voting rights at which said amendment was adopted was held on September 21, 1979; a quorum was present at said meeting, and said amendment received two-thirds (2/3) of the votes which members present at said meeting or represented by proxy were entitled to cast.

ARTICLE III

The place where this corporation's principal place of business will be is Lake Minterwood, Pierce County, Washington, and its registered office will be P. O. Box 311, Vaughn, Washington.

ARTICLE IV

The duration of this corporation shall be perpetual.

ARTICLE V

The corporation shall be managed by a Board of Trustees elected from its members. The number, qualification, terms of office, manner of election, time and place of meeting, and the powers and duties of such trustees shall be as set forth in the Bylaws, except the number of trustees shall not be less than three. The authority to make or alter the bylaws of the corporation is expressly vested in the Board of Trustees, subject to the members' right to change or repeal such bylaws at any annual or special meeting called for such purpose, and provided the trustees may not make or alter any bylaws affecting their qualifications, term of office or compensation.

Any trustee may be removed at any annual or special meeting of the members by a vote of not less than two-thirds of the members present in person or by proxy. Notice of the proposed removal shall be stated in the notice of such meeting, whether annual or special. Proxies shall be counted as in favor of retention unless specifically stated in the proxy "to be in favor of removal."²

ARTICLE VI

The liability of the membership of this corporation, and each of them for the acts of the corporation shall be limited to the amount of the dues and charges which are levied against the membership in accordance with the Bylaws and which are due from and unpaid by such member.

ARTICLE OF INCORPORATION filed for record in the office of the Secretary of State on June 25, 1968.

AMENDED ARTICLES OF INCORPORATION filed for record in the office of the Secretary of State on May 16, 1974.

AMENDED ARTICLES OF INCORPORATION filed for record in the office of the Secretary of State on November 22, 1974.

1 Amendment filed November 22, 1974, with Secretary of State

2 Amendment filed May 16, 1974, with Secretary of State

