

ARTICLES OF INCORPORATION OF THE CANYON LAKES PROPERTY OWNERS' ASSOCIATION

The undersigned, acting as incorporator under the Washington Miscellaneous and Mutual Corporations Act, adopts the following articles of incorporation for the formation of a mutual corporation:

ARTICLE I

The name of this corporation is The Canyon Lakes Property Owners' Association and its duration shall be perpetual.

ARTICLE II

The purpose for which the corporation is organized is to carry out the responsibilities and perform the functions of the homeowners' association to be created pursuant to the Master Declaration of Covenants, Conditions, and Restrictions for the Community of Canyon Lakes.

ARTICLE III

All owners of residential lots and condominium units within the Community of Canyon Lakes shall automatically be members of the corporation. Membership shall be appurtenant to the ownership of the property within the Community of Canyon Lakes and shall not be separately transferable. Each member shall be entitled to one vote for each condominium unit or residential lot owned by the member. A member may vote at any meeting in person, by mail or by proxy executed in writing by the member or by his or her duly authorized attorney-in-fact. Votes may be taken by mail if the name of each candidate and the text of each proposal to be voted upon at the meeting are set forth in a writing accompanying or contained in the notice of the meeting. Persons voting by mail shall be deemed present for all purposes of quorum, count of votes and percentages of total voting power voting.

ARTICLE IV *Inactive Article*

ARTICLE V

The corporation shall have no capital stock.

ARTICLE VI

If the board of directors determines that the corporation has surplus funds, such funds shall be distributed among the members in proportion to the total number of condominium units or residential lots subject to assessment which are owned by each member.

ARTICLE VII

Upon dissolution of the corporation, after all liabilities and obligations are paid, satisfied and discharged, or adequate provision is made therefore, the surplus funds shall be distributed among the members in proportion to the total number of condominium units or residential lots subject to assessment which are owned by each member.

ARTICLE VIII

In determining the amount payable to a dissenting member, there shall be taken into account the fact that the member's membership is appurtenant to property in the Community of Canyon Lakes.

ARTICLE IX

Amendment of these articles of incorporation shall require approval of the board of

Directors and the written consent of members owning at least 50 percent of the condominium units or residential lots in the Community of Canyon Lakes

ARTICLE X

The address of the initial registered office of the corporation is 3700 West Canyon Lakes Drive, Kennewick, Washington 99336, and the name of its initial registered agent at such address is Kristine M. Kelley.

ARTICLE XI

The number of directors constituting the initial board of directors of the corporation is five and the names and addresses of the persons who are to serve as directors until the first annual meeting of members or until their successors are elected and shall qualify are:

ORIGINAL ARTICLES OF INCORPORATION DATED NOVEMBER 15, 1981. ORIGINALS ON FILE

THIS DOCUMENT HAS BEEN AMENDED TO REFLECT THE RECORDED AMENDMENT DATED APRIL 22, 1944 ORIGINALS ON FILE

SEPTEMBER 2005