

FILED

SEP 08 2016

WA SECRETARY OF STATE

RESTATED ARTICLES OF INCORPORATION
FOR
LUDLOW MAINTENANCE COMMISSION

After having been duly adopted by Board resolution, on the 8th day of July, 2016, at a special meeting of the members of the Association, Articles of Amendment for the Ludlow Maintenance Commission were approved by Association members voting in person or by proxy.

These Restated Articles of Incorporation, duly adopted by resolution of the Board in compliance with RCW 24.03.183, set forth all of the operative provisions of the Articles of Incorporation, and correctly set forth without change the provisions of the Articles of Incorporation, as amended.

These Restated Articles of Incorporation supersede the original Articles of Incorporation and all amendments thereto. These Restated Articles of Incorporation are effective upon the date of filing with the Secretary of State, and shall not change the identity of the Original Incorporators of this corporation.

ARTICLE I
NAME

The name of the corporation shall be:

LUDLOW MAINTENANCE COMMISSION

ARTICLE II
DURATION

The duration of the corporation shall be in perpetuity.

ARTICLE III
PURPOSES

(a) The corporation is organized as a nonprofit corporation under Chapter 24.03 RCW, to operate as the homeowners' association under Chapter 64.38 RCW that exists to manage the affairs of the Port Ludlow North Bay Development in Port Ludlow, Washington. To this end, the corporation shall have the power to insure, protect, beautify

and improve the common property, to provide park space and common facilities and services to members as the Board of Trustees sees fit, to maintain control and orderliness of vacant property, to sponsor the provision of utility services, or to provide utility services and in so doing to make such applications and hold such permits and franchises as may be appropriate thereto, to pay taxes upon common property, to construct and control the use of structures appropriate for the common benefit and to make such undertakings as may be useful to the accomplishment of the purposes hereof, and for the health, safety or enjoyment of members to the fullest extent permitted by law and as may be required by recorded declarations of covenants applicable to any real property whose owners are members hereof.

(b) The corporation is organized to levy, collect and enforce assessments upon members, as liens upon the lots or condominium units of members, for the provision of funds necessary or appropriate for the purposes of the corporation.

(c) The corporation is organized to provide community services of every kind and nature deemed by the Board of Trustees to be in the best interests of the corporation, in favor of the lots and condominium units owned by members subject hereto, except that no such activity shall be entered into for profit or for purposes other than as permitted to a non-profit corporation.

ARTICLE IV
REGISTERED OFFICE & REGISTERED AGENT

The registered agent at time of filing these Restated Articles of Incorporation is:

Brian Belmont, Association General Manager

The registered office at time of filing these Restated Articles of Incorporation is:

121 Marina View Drive
Port Ludlow, Washington 98365

ARTICLE V
BOARD OF TRUSTEES

The corporation shall be governed by a Board of Trustees (the "Board"), as set forth in the Bylaws. The number of Trustees of the corporation, as well as their election, appointment, removal, term length and other particulars, shall be as set forth in the Bylaws.

At the time of filing these Restated Articles of Incorporation, the currently serving Trustees and their addresses are:

Trustee	Ronald Racki 53 Jackson Lane Port Ludlow, WA 98365
Trustee	Randolph Deering 181 North Bay LN #2 Port Ludlow, WA 98365
Trustee	Sally Orsborn 31 Forester LN Port Ludlow, WA 98365
Trustee	Michael Nilssen 46 Village Way PMB 117 Port Ludlow, WA 98365
Trustee	Viktor Gecas 10 Foster LN Port Ludlow, WA 98365
Trustee	Linda Haskin 50 Keefe LN Port Ludlow, WA 98365
Trustee	Allan Kiesler PO Box 65275 Port Ludlow, WA 98365
Trustee	Carol Ann Napheys 105 Gamble LN Port Ludlow, WA 98365
Trustee	Kay Raffo 100 Pathfinder LN Port Ludlow, WA 98365

ARTICLE VI
POWERS

The corporation shall have all the powers granted under the Washington Nonprofit Corporations Act (Chapter 24.03 *et seq.*), the Washington Homeowners Associations Act (Chapter 64.38 *et seq.*), and those powers set forth in the Bylaws of the

corporation, as amended. Except for those actions specifically reserved to a vote of corporation members under the Bylaws or recorded covenants, the aforementioned powers shall be exercised by the Board of Trustees on behalf of the corporation.

ARTICLE VII
LIMITATION OF LIABILITY & INDEMNIFICATION

(a) A Trustee of this corporation shall not be personally liable to the corporation or its members for monetary damages for conduct as a Trustee, except for liability of the Trustee for acts or omissions which involve intentional misconduct by the Trustee or a knowing violation of law by the Trustee or for any transaction from which the Trustee will personally receive a benefit in money, property or services to which the Trustee is not legally entitled. Any repeal or modification of this Article by the Trustees or the members of the corporation shall not adversely affect any right or protection of any individual who is or was a Trustee of the corporation at the time of such repeal or modification.

(b) As may be set forth in further detail in the Bylaws, the corporation shall indemnify any individual made a party to a proceeding because that individual is or was a Trustee, officer, committeeperson or other person, and shall advance or reimburse the reasonable expenses incurred by such individual in advance of final disposition of the proceeding, without regard to the limitations in RCW 23B.08.510 through 23B.08.550 of the Washington Business Corporation Act, or any other limitation which may hereafter be enacted to the extent such limitation may be disregarded if authorized by the Articles of Incorporation, to the full extent and under all circumstances permitted by applicable law. Any indemnification provided under this Article shall, unless limited by the terms of the undertaking to indemnify, continue as to a person who has ceased to be a Trustee or officer, employee or agent and shall inure to the benefit of his or her heirs, executors and administrators. Any repeal or modification of this Article by the Trustees or members of the corporation shall not adversely affect any right or protection of any individual who is or was a Trustee or officer of the corporation existing at the time of such repeal or modification.

ARTICLE VIII
MEMBERSHIP

The qualifications for membership in this corporation, the different classes of membership (if any), the proprietary voting and other rights and privileges of each class of membership, as well as the liability of each of all classes of membership for assessments, expenses, costs, and capital contributions, the method of collecting said assessments, expenses, costs and contributions, and all such other matters necessary and proper to carry out the purposes for which the corporation is formed, shall be as set forth in the Bylaws of the corporation.

ARTICLE IX
AMENDMENT OF ARTICLES & MISC. APPROVAL REQUIREMENTS

(a) The corporation may amend, alter, change or repeal any provisions contained in its Articles of Incorporation in any manner now or hereinafter provided by law; provided that, no amendment of these Articles shall be made unless approved by a two-thirds affirmative vote of all participating Lot Owners and two-thirds affirmative vote of all participating Unit Owners.

(b) As used in subparagraph (c) directly below, "capital assessment" shall have the meaning set forth in the Bylaws at Section 4.14.7.3, as amended.

(c) All matters involving (i) the imposition of capital assessments, (ii) the liquidation or dissolution of this corporation, (iii) the sale or disposition of principal assets of the corporation, (iv) the imposition of restrictions on the availability of corporate properties or facilities to members of the corporation, or (v) the amendment of this subparagraph shall be approved by a two-thirds affirmative vote of all participating Lot Owners and two-thirds affirmative vote of all participating Unit Owners, and shall also require the affirmative vote of at least fifty percent (50%) of the Owners, regardless of whether they are Lot or Unit Owners.

(d) "Participating" or "participating," as used herein, shall mean attending an annual or special Association meeting in person, by proxy, or by any other form of voting designated by the Board.

ARTICLE X
DISSOLUTION

The method by which the corporation may be dissolved shall be as set forth in the Bylaws.

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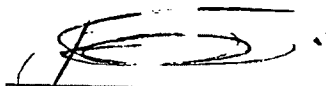
The undersigned President and Secretary of the corporation certify that the foregoing is true and correct, and that these Restated Articles of Incorporation set forth all amendments to the Articles of Incorporation that have been validly adopted by the corporation's members, as well as all currently operative provisions of the Articles of Incorporation.


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Dated this 30th day of April, 2016.

Signed:

Attest that these Restated Articles of Incorporation were properly adopted:

By: 
RONALD RACKS
Its President

By: 
Sally Orsborn
Its Secretary

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