

FILED  
STATE OF WASHINGTON

MAY 13 1991

RALPH MUNRO  
SECRETARY OF STATE

ARTICLES OF INCORPORATION  
OF  
SUNRISE MASTER ASSOCIATION

I, the undersigned person of the age of eighteen (18) years or more, hereby adopt in duplicate the following Articles of Incorporation, for the purpose of forming a corporation under the Washington Nonprofit Corporation Act, Chapter 24.03 of the Revised Code of Washington.

ARTICLE I. NAME AND DURATION

The name of this corporation shall be Sunrise Master Association, and its existence shall be perpetual.

ARTICLE II. PURPOSE AND POWERS

The purpose for which the corporation is organized is to provide for the recreation, health, safety and welfare of the Sunrise community and its residents located on South Hill of Puyallup in Pierce County, Washington, and to engage in all such activities as are incidental or conducive to the attainment of the objectives of the corporation and all activities which are permitted to be done by a nonprofit corporation under any law that

may now or hereafter be applicable or available to this corporation. The powers of this corporation shall be subject to and shall be exercised in accordance with the provisions of the Declaration and Covenants, Conditions, Restrictions, and Easements for Sunrise: A Master-Planned Community, filed with the Department of Records and Elections of Pierce County, Washington, under Recording No. 9105010059, as it may from time to time be amended, hereinafter referred to as the "Declaration."

### ARTICLE III. REGULATION OF INTERNAL AFFAIRS

Provisions for the regulation of the internal affairs of the corporation shall be set forth in By-Laws, and in the Declaration.

### ARTICLE IV. DISTRIBUTION OF ASSETS ON DISSOLUTION OR FINAL LIQUIDATION

Upon dissolution or final liquidation of the corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the corporation, distribute any remaining assets of the corporation, to the extent permitted under any applicable law, to such organization or organizations as may be selected by the Board of Directors. Any such assets not so distributed shall be disposed of as by the Board of Directors in accordance with any applicable laws.

ARTICLE V. MEMBERS

The corporation shall have one class of members, which shall consist of the owners of lots and living units in the Sunrise community, as provided for in the Declaration.

ARTICLE VI. INITIAL DIRECTORS

The initial directors of this corporation shall be three (3) in number, and their names and addresses are as follows:

Edmund F. Jacobs  
114 East Meeker Avenue  
Puyallup, Washington 98372

Thomas G. Reynolds  
108 West Stewart Avenue  
Puyallup, Washington 98371

Laurie M. Ford  
108 West Stewart Avenue  
Puyallup, Washington 98371

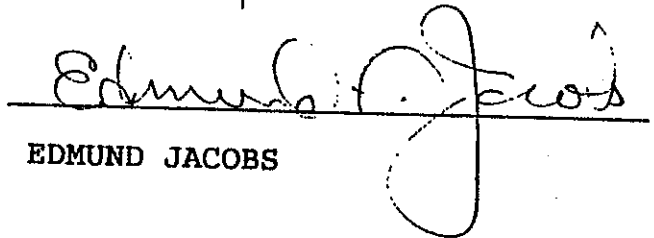
ARTICLE VII. REGISTERED AGENT

The name and address of the registered agent for the corporation is Edmund F. Jacobs, 114 East Meeker Avenue, Puyallup, Washington, 98372.

ARTICLE VIII. INCORPORATOR

The name and address of the Incorporator is Edmund Jacobs, 114 East Meeker Avenue, Puyallup, Washington 98372.

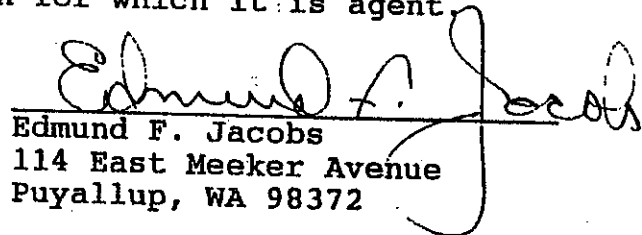
DATED this 10<sup>th</sup> day of May, 1991

  
EDMUND JACOBS

CONSENT TO SERVE AS REGISTERED AGENT

EDMUND F. JACOBS hereby consents to serve as Registered Agent, in the State of Washington, for Sunrise Association, with the understanding that the agent for the corporation, it will have the responsibility to receive service of process in the name of the corporation; to forward all mail to the corporation; and to immediately notify the office of the Secretary of State in the event of its resignation, or of any changes in the registered office address of the corporation for which it is agent.

May 10, 1991  
Date

  
Edmund F. Jacobs  
114 East Meeker Avenue  
Puyallup, WA 98372

COPY

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JUN 15 1992

RALPH MUNRO  
SECRETARY OF STATE

ARTICLES OF AMENDMENT

\* \* \* \* \*

Pursuant to the provisions of RCW 24.03 of the Washington Business Corporation Act, the following Articles of Amendment to Articles of Incorporation are herewith submitted for filing.

ARTICLE I:

The name of record of the corporation is:

SUNRISE MASTER ASSOCIATION

ARTICLE II:

That amendment to the Articles of Incorporation as adopted is as follows:

ARTICLE VI is hereby deleted in its entirety and the following is inserted in its place and stead:

ARTICLE V. CLASSES OF MEMBERSHIP

The corporation shall have three (3) classes of membership, Class A, Class B, and Class C, which shall be the owners of lots and living units in the Sunrise community, as provided for in the Declaration.

ARTICLE III:

The date of adoption of the amendment was December 3, 1991.

ARTICLE IV:

The amendment was adopted by the Membership.

ARTICLE V:

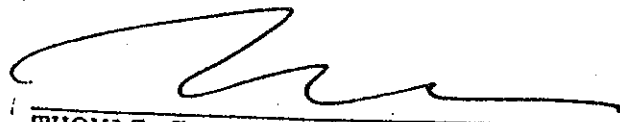
The number of votes of the corporation outstanding at the time of such adoption was 4,640; and the number of votes entitled to vote on the adoption was 4,640. <sup>3,446</sup>

ARTICLE VI:

The number of votes for the amendment was 4,611; and the number of votes against the amendment was none.

I certify that I am an officer of the above-named corporation and am authorized to execute these Articles of Amendment on behalf of the corporation.

DATED: December 3, 1991.

  
THOMAS G. REYNOLDS, President