

UNITED STATES OF AMERICA

The State of  Washington

Secretary of State

I, **SAM REED**, Secretary of State of the State of Washington and custodian of its seal, hereby issue this

CERTIFICATE OF INCORPORATION

to

KIRKLAND VILLAGE CONDOMINIUM ASSOCIATION

a/an WA Non-Profit Corporation. Charter documents are effective on the date indicated below.

Date: 12/23/2005

UBI Number: 602-568-992

APPID: 447561



Given under my hand and the Seal of the State of Washington at Olympia, the State Capital

Sam Reed, Secretary of State

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FILED
SECRETARY OF STATE
SAM REED
DECEMBER 23, 2005
STATE OF WASHINGTON

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ARTICLES OF INCORPORATION

OF

KIRKLAND VILLAGE CONDOMINIUM ASSOCIATION
A Washington Nonprofit Corporation

The undersigned, acting as incorporator of a corporation under the Washington Nonprofit Corporation Act, Ch. 24.03 RCW, adopts the following Articles of Incorporation:

ARTICLE 1

Name

The name of this corporation shall be Kirkland Village Condominium Association.

ARTICLE 2

Duration

The duration of this corporation shall be perpetual.

ARTICLE 3

Purposes

The purposes for which the corporation is organized are to provide an entity pursuant to the Washington Condominium Act (Ch. 64.34 RCW), hereinafter called the "Condominium Act," for the operation of Kirkland Village, a Condominium, located in King 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 laws 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 for Kirkland Village, a Condominium, filed with the Recorder of King County, Washington, under File No. _____, as it may from time to time be amended, hereinafter referred to as the "Declaration."

ARTICLE 4

Dissolution

On dissolution or final liquidation of the corporation, the assets of the corporation shall be distributed among the members of the corporation in accordance with the Declaration and the Condominium Act.

ARTICLE 5

Members

The corporation shall have one class of members, which shall consist of the owners of the units of Kirkland Village Condominiums.

ARTICLE 6
Registered Office and Agent

The address of the initial registered office of the corporation is 10777 Main Street, Suite 300, Bellevue, Washington 98004, and the name of the initial registered agent at such address is Hanson Baker Ludlow Drumheller P.S.

ARTICLE 7
Directors

The number of directors of this corporation shall be fixed by the bylaws and may be increased or decreased from time to time in the manner specified therein. The initial board of directors shall consist of three (3) directors. The names and addresses of the persons who shall serve as directors until the first meeting of the members and until their successors are elected and qualify, unless they resign or are removed, are:

<u>NAME</u>	<u>ADDRESS</u>
Sherman Stacey	1111 Bayside Drive, #111 Corona del Mar, California 92625
Lori Guay	1111 Bayside Drive, #111 Corona del Mar, California 92625
David Williams	1111 Bayside Drive, #111 Corona del Mar, California 92625

ARTICLE 8
Indemnification

To the full extent permitted by the Washington Nonprofit Corporation Act, each member of the board of directors, each member of a corporation committee, each officer of the corporation, the Declarant who filed the Declaration, and the managing agent of Kirkland Village, a Condominium, shall be indemnified by the corporation against all expenses and liabilities, including attorneys' fees reasonably incurred by or imposed in connection with any proceeding to which such person may be a party, or in which such person may become involved, by reason of holding or having held such position, or any settlement thereof, whether or not such person holds such position at the time such expenses or liabilities are incurred, except to the extent such expenses or liabilities are covered by insurance and except in such cases wherein such person is adjudged guilty of willful misfeasance in the performance of such person's duties; provided, that in the event of a settlement, the indemnification shall apply only when the board of directors approves such settlement and reimbursement as being for the best interests of the corporation.

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 director, 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 directors or members of the corporation shall not adversely affect any right or protection of any individual who is or was a director or officer of the corporation existing at the time of such repeal or modification.

ARTICLE 9
Incorporator

The name and address of the incorporator are:

Hanson Baker Ludlow Drumheller P.S.
300 Surrey Building
10777 Main Street
Bellevue, Washington 98004-5963

EXECUTED on December 21, 2005.

HANSON BAKER LUDLOW DRUMHELLER P.S.

By: Joshua Rosenstein
Joshua Rosenstein, Vice President

CONSENT TO SERVE AS REGISTERED AGENT

Hanson Baker Ludlow Drumheller P.S. hereby consents to serve as Registered Agent, in the State of Washington, for the following corporation:

Kirkland Village Condominium Association

Hanson Baker Ludlow Drumheller P.S. understands that as agent for the corporation, it will be its responsibility:

1. To receive service of process in the name of the corporation;
2. To forward all mail to the corporation; and
3. 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.

DATED this 21 day of December, 2005.

HANSON BAKER LUDLOW DRUMHELLER P.S.

By: Joshua Rosenstein
Joshua Rosenstein, Vice President

10777 Main Street, Suite 300
Bellevue, Washington 98004