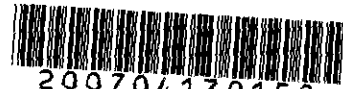


AFTER RECORDING RETURN TO:



200704130150
Skagit County Auditor

4/13/2007 Page

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5 3:42PM

COVER SHEET

Document Title: Articles of Incorporation
Homeowners' Association

Reference Number(s) of Documents Assigned or Released: N/A

Grantor(s): Thompson Place Homeowners' Association
Piazza, John

Grantee(s): Public

Abbreviated Legal Description: Sedro-Woolley Short Plat No. SW 2532-03
AFN 200704130151
Ptn of Lots 2 and 3
TROWBRIDGE ADDITION TO THE TOWN OF
SEDRO WOOLLEY

Assessor's Property Tax Parcel/Account Number(s): P77325, P77322, P77320

**ARTICLES OF INCORPORATION
OF
THOMPSON PLACE HOMEOWNERS' ASSOCIATION**

The undersigned persons, acting as the Incorporators of a corporation under the provisions of the Washington Nonprofit Act (RCW 24.03), adopts the following Articles of Incorporation for such corporation.

ARTICLE 1

The name of this corporation is THOMPSON PLACE HOMEOWNERS' ASSOCIATION

ARTICLE 2

The period of duration of the corporation shall be perpetual.

ARTICLE 3

The purpose for which the corporation is organized to provide an agency pursuant to the requirements of Sedro Woolley Municipal Code 6.04.080 for maintenance of streets and storm water facilities within Sedro Woolley Short Plat No.2532-03, which property is located in a portion of Tracts 2 and 3, TROWBRIDGE ADDITION TO THE TOWN OF SEDRO WOOLLEY, according to the plat thereof recorded in Volume 3 of Plats, page 33, records of Skagit County, Washington.

ARTICLE 4

The powers of the association shall include the following:

1. The association shall have all of the common law and statutory powers of a corporation not for profit which are not in conflict with the terms of these Articles.
2. The association shall have all of the powers and duties of a homeowners' association as set forth in RCW 64.38.020, and all of the powers and duties reasonably necessary to carry out the purposes of the association set forth in these Articles and Bylaws of the Association, and as they may be amended from time to time, including but not limited to the following:
 - a) to adopt and amend bylaws rules and regulations;
 - b) to adopt and amend budgets for revenues, expenditures and reserves, and to impose and collect assessments from the owners for expenses of the association;
 - c) to maintain, repair, replace and operate the streets, drainage facilities and any other properties or facilities for which it has maintenance responsibilities as a condition of Sedro Woolley approval of the above referenced plat or short plat;
 - d) to enforce by legal means the provisions of these Articles and Bylaws of the Association;
 - e) to place a lien, following notice as provided in bylaws, against the property of any owner who fails to pay assessments imposed under these articles and bylaws and to foreclose any such lien in the manner provided for foreclosure of mortgages;
 - f) to employ personnel to perform the services required for proper



maintenance of facilities that are the responsibility of the association.

3. The powers of the association shall be subject to, and shall be exercised in accordance with, the provisions of these Articles and the Bylaws adopted pursuant to these Articles.

ARTICLE 5

1. The members of the association shall consist of all of the record owners of properties within the above referenced Short Plat.

2. Change of membership in the association shall be established by the recording in public records of Skagit County, Washington, of a deed or other instrument establishing a record title to a parcel of real property within the Short Plat and the delivery to the association of a certified copy of such instrument, the owner designated by such instrument thereby becomes a member of the association. The membership of the prior owner shall be thereafter terminated.

3. The share of a member in the funds and assets of the association cannot be assigned, hypothecated, or transferred in any manner except as an appurtenance to his/her unit.

4. The voting rights of each member shall be as set forth in the Bylaws.

ARTICLE 6

The address of the initial registered office of the corporation shall be:

224 Stewart Road
Mount Vernon, WA 98273

The name of the initial registered agent of the corporation at such address shall be John J. Piazza.

ARTICLE 7

The number of Directors constituting the initial Board of Directors of the corporation shall be one (1) director, the name and address of the person who is to serve as the initial Director of the corporation is as follows:

- 1) John J. Piazza
224 Stewart Road
Mount Vernon, WA 98273

At such time as ownership of properties within the Short Plat exceeds three (3), the number of Directors may be increased to a maximum of four (4) by a vote of 60% of the total membership.

Every Director and every officer of the association shall be indemnified by the association against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him/her in connection with any proceeding to which he/she may be a party, or in which he may become involved by reason of his/her being or having



been a Director or officer of the association, or any settlement thereof, whether or not he/she is a Director or officer at the time such expenses are incurred, except in such cases wherein the Director or officer is adjudged guilty of willful misfeasance in the performance of his duties; provided that in the event of a settlement, the indemnification herein shall apply only when the Board of Directors interests of the association. The foregoing right of indemnification shall be in addition to and not exclusive to all other rights to which such Director or officer may be entitled.

ARTICLE 8

The first Bylaws of the association shall be adopted by the Board of Directors herein named and may be altered, amended or rescinded in the manner provided in the Bylaws.

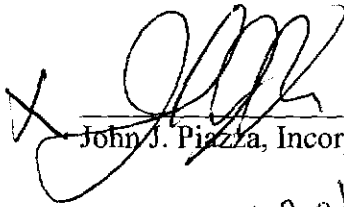
ARTICLE 9

The name and address of the incorporator is: John J. Piazza, 224 Stewart Road, Mount Vernon, WA 98273.

ARTICLE 10

This association is not organized, nor shall it be operated, for pecuniary gain or profit, and it does not contemplate the distribution of gains, profits or dividends to the members thereof and is organized solely for nonprofit purposes. The property, assets, profits and net income of this association are irrevocably dedicated the purposes for which the association is formed, which are set forth above, and no part of the profits or net income of this association shall ever inure to the benefit of any Director, officer or member thereof, or to the benefit of any private shareholder or individual. Upon the dissolution or winding up of this association, its assets remaining after payment of, or provision for payment of, all debts and liabilities of this association shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under section 501(c) (3) of the Internal Revenue Code and section 23701(d) of the Revenue and Taxation Code, or to the state, county or city. If this association holds any assets in trust, such assets shall be disposed of in such manner as may be directed by a decree of the Superior Court of the county which this association's principal offices are located upon petition therefore by the Attorney General or by any person concerned in the liquidation.

IN WITNESS WHEREOF, for the purpose of forming this association under the general Nonprofit Corporation Act of the State of Washington, the undersigned has executed these Articles of Incorporation, in duplicate, on this 21 day of March, 2007.



John J. Piazza, Incorporator

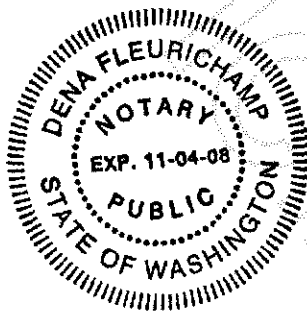
Notary



STATE OF WASHINGTON)
 : SS.
COUNTY OF SKAGIT)

I, the undersigned, a Notary Public duly authorized to take acknowledgments and administer oaths in the State of Washington, do hereby certify that JOHN J. PIAZZA, being the incorporator referred to in the Articles, personally appeared before me and swore to truth of the facts therein stated.

WITNESS my hand and seal this 21st day of March, 2007.



Dena Fleurichamp
Print Name: Dena Fleurichamp
NOTARY PUBLIC in and for the State of
Washington, residing at Sedro Woolley
My commission expires: 11/4/2008

CONSENT TO SERVE AS REGISTERED AGENT

I consent to serve as registered agent in the State of Washington for THOMPSON PLACE HOMEOWNERS' ASSOCIATION, INC., a Washington nonprofit corporation. I understand it will be my responsibility to accept service of process on behalf of the corporation; to forward mail to the corporation; and to immediately notify the Office of the Secretary of State if I resign or change the Registered Office Address.

Dated this 21 day of March, 2007.

John J. Piazza
John J. Piazza, Registered Agent

