

ARTICLES OF INCORPORATION  
OF  
MILLER BAY YACHT & BEACH CLUB

KNOW ALL MEN BY THESE PRESENTS: I, the undersigned, being a natural person of 21 years or more, and a citizen of the United States, acting as incorporator of the corporation hereinafter named pursuant to the provisions of the Washington Non-Profit Corporation Act (T.C.W. Chpt. 24.03) do adopt the following as the Articles of Incorporation of said corporation.

ARTICLE I

The name of the corporation shall be Miller Bay Yacht & Beach Club.

ARTICLE II

The duration of the corporation shall be perpetual.

ARTICLE III

The purposes for which the corporation is formed are the following:

1. To provide adequate means, financial or otherwise, for the maintenance, repair, replacement, upkeep, control and use of the property corporation, whether real or personal, together with all appurtenances thereunto appertaining, including, but not limited to, specific property or properties hereinafter enumerated.

2. To purchase, accept or otherwise acquire, own and hold, construct, improve, develop, repair, maintain, operate care for and/or dispose of recreational area, water systems, fences, walks, alleys, community buildings, and/or club houses, wharves, docks, boat landings, and other marine appurtenances, utilities of any kind or nature whatsoever, and in general, community facilities appropriate for the convenience, entertainment, relaxation, use and benefit of the members of this corporation.

3. To acquire by gift, purchase, lease or otherwise, and to won, hold, enjoy, maintain and to convey, sell, lease, transfer, mortgage and otherwise encumber and dedicate for public use and/or otherwise dispose of, real and personal property where situated.

4. To pay taxes and assessments.

5. To levy and collect annually such charges and/or assessments as may be necessary in the judgment of the Board of Trustees and in pursuance of the By-Laws of this corporation; to carry out any and all of the purposes for which this corporation was formed; to extend such money so collected in accordance with the By-Laws of this corporation, and the payment of the costs, expenses and obligations incurred by such corporation in carrying out any or all its purposes.

6. To do and perform any and all acts which may be either necessary or incidental to the exercise of any of the foregoing purposes and/or powers.

7. All of the foregoing purposes and/or powers are to be exercised and carried into effect for the purpose of serving and applying the things above set forth for the benefit of all lot or tract owners of the Plat of Miller Bay Yacht & Beach Club and/or additions or subdivisions thereof as situated in Kitsap County, State of Washington, and any other areas adjacent thereto which hereafter may be developed as tracts or divisions of the Plan of Miller Bay Yacht & Beach Club.

8. This corporation is organized exclusively for pleasure, recreation and other nonprofitable purposes, no part of the net earnings of which inures to the benefit of any private shareholder.

#### ARTICLE IV

There shall be but one class of membership in which shall be vested all voting rights and privileges of the corporation. Membership shall be inseparable appurtenant to lots within the above mentioned plat and/or plats owned by the members and upon transfer of ownership or the execution by any member of a contract for the sale of any such lot or lots such membership shall ipso facto be deemed to be transferred to the grantee or contract purchaser.

#### ARTICLE V

The corporation shall have no capital stock. The interest of each member in the corporation shall be represented by a membership certificate. The secretary of the corporation is irrevocably appointed attorney in fact for each person holding membership in the corporation for the purpose of endorsing and transferring any membership certificate upon the occurrence of an event requiring transfer of such certificate.

#### ARTICLE VI

Upon dissolution, any assets of the corporation remaining after settlement of all debts, obligations and liabilities of the corporation shall be distributed to any organization which is exempt under the provisions of section 501 of the Internal Revenue Code of the United States. The organization or organizations to which a distribution shall be made shall be selected by a majority of the members as of the date of such dissolution.

#### ARTICLE VII

The address of the initial registered office of this corporation shall be 8180 SE Seawind, Poulsbo, Wa 98370. The name of its initial registered agent at such address is Judy Collins.

#### ARTICLE VIII

The number of directors of this corporation shall be not less than three (3). Subject to such limitation the number of directors shall be fixed by the By-Laws from time to time. The names and addresses of the three persons constituting the initial Board of Directors are as follows:

<u>Name</u>	<u>Address</u>
Barbara E. Follett	7865 NE Seawind Ave, Poulsbo 98370
Lita West	21880 Apollo, Poulsbo 98370
Denise Walsh	Wavecrest Road, Poulsbo 98370

ARTICLE IX

The name and address of the incorporator of this corporation is as follows: Barbara Follett, 7865 NE Seawind Ave., Poulsbo 98370.

ARTICLE X

The corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute and all rights conferred upon the members of the corporation herein are subject to this reservation.

IN WITNESS WHEREOF, I, the undersigned incorporator of this corporation have hereunto set my hand and seal, in triplicate, on this, the 8th day of August, 1983.

Barbara Follett