

(Revised 5/26/2006) **BY-LAWS**
Of
DRIFTWOOD POINT ASSOCIATION

ARTICLE I.
Purposes

Section 1. (Revised 5/26/2006) This corporation shall be conducted as a non-profit homeowner's association for the purposes set forth in the Articles of Incorporation for the area situated in Pierce County, Washington in close proximity to Lake Tapps.

Section 2. The corporation shall have power to levy and collect assessments against its members and against the tracts owned or purchased by them for the purposes in its Articles of Incorporation and By-Laws set forth, and to sell or forfeit their interest in the corporation for default with respect to any lawful provisions of said Articles of Incorporation and By-Laws and upon forfeiture of any such property as by law and in the By-Laws provided may transfer the membership of such defaulting member.

Section 3. (Revised 6/12/2004) The purposes for which this corporation was created may be altered, modified, enlarged or diminished by the vote of two-thirds of the members at a meeting duly called for such purpose, subject to the quorum requirements of Article V Section 3, notice of which meeting shall be given in the manner provided by the By-Laws for giving notice for the election of trustees.

ARTICLE II
Membership

Section 1. (Revised 5/26/2006) Membership of the corporation shall consist of and be limited to owners or contract purchasers of a tract in the area described in Article II in the Articles of Incorporation. The interest of each member shall be equal to that of any other member. Each lot shall have one vote. Members owning two to five lots shall have one vote for each lot, with the maximum number of votes allowed to any one member being five votes. No lot may have more than one vote regardless of the number of owners of that lot.

Section 2. Except as hereinbefore otherwise provided and as declaratory of the foregoing, no membership shall be voted unless represented by the owner or purchaser as aforesaid of an individual tract of tracts to which it is and shall be inseparably appurtenant.

Section 3. Membership and certificates of membership evidencing the same shall be inseparably appurtenant to tracts owned by the members, and upon transfer of ownership, or contract of sale, of any such tracts, membership or certificates of membership shall ipso facto be deemed to be transferred to the contract purchaser. No membership or certificate of membership may be transferred, assigned, or in any manner conveyed, other than in the manner hereinbefore set forth. In the event of the death of a member, the membership and certificate of membership of such member shall be and become the property of the personal representative of such deceased member upon the appointment and qualification as such in a judicial proceeding and such personal representative shall have all of the rights, privileges and liabilities of the deceased member until title shall be transferred or contracted to be transferred.

Section 4. No membership shall be forfeited nor member expelled except upon foreclosure for non-payment of assessments, and no member may withdraw except upon transfer of title to the real property to which his membership is appurtenant, as elsewhere herein provided; provided however, that the right to vote at membership meetings and the right to use the facilities of the corporation shall extend only to members who have paid the charges and assessments provided in Article IX within thirty days after the due date, which rights shall be reinstated immediately upon payment of such charges and assessments. No compensation shall be paid by the corporation upon any transfer of membership and no member whose membership is transferred shall be entitled to share or participate in any of the property or assets of the corporation.

Section 5. (Adopted 6/12/2004) (Revised 5/26/2006) Members of Driftwood Point Association, through their ownership or purchase of tracts in the area described in Article II of the Articles of Incorporation are bound by the Articles of Incorporation and by the By-Laws to cause no adverse affects relating to the peace, health, safety and/or general welfare of any other member property within said area.

Section 6. (Adopted 6/12/2004) (Revised 5/26/2006) Any member in good standing may request to see, giving reasonable advance notice, during normal working hours, current and/or past Articles of Incorporation and By-Laws, correct and adequate records of accounts and finances, officers and trustees names and addresses, minutes of all general meetings of trustees and members, and all proceedings of record. The association may impose and collect a reasonable charge for copies and any reasonable costs incurred by the Driftwood Point Association in providing access to records.

ARTICLE III Dissolution

In the event of the dissolution of the corporation each person who is then a member shall receive his pro rata portion of the property and assets after all of its debts have been paid

ARTICLE IV Trustees and Officers

Section 1. Corporate powers of the corporation shall be vested in a Board of Trustees. The number of Trustees who shall manage the affairs of the corporation shall be three. At any meeting or special meeting called therefore the members may increase or decrease the number of Trustees to any number not more than nine or less than three minimum

Section 2. (Revised 5/26/2006) Trustees shall be elected to serve for three years, or until their successors are elected. Election of the Trustees shall be staggered, with at least two (2) Trustee positions up for election each fiscal year. For the first election in 2006, the newly elected Board shall determine the method of selection of elected Trustees for the initial staggered terms of 1 year, 2 years, or 3 years, e.g. volunteer, short straw, etc. Subsequent yearly elections will be for the above stated three years.

Section 3. Each Trustee shall be an incorporator or a member who shall not have lost his right to vote by reason of having disposed of land to which his membership is appurtenant.

Section 4. In the event a Trustee, other than an incorporator, ceases to be the owner of the land to which his membership is appurtenant, or of a contract for the purchase thereof, he shall thereby cease to be a Trustee and his office shall become vacant upon written notification without action other than to spread such fact upon the minutes of the Board of Trustees.

Section 5. (Revised 5/26/2006) At the first meeting of the Board of Trustees after each annual meeting of the members, the Board of Trustees shall elect a President, Vice President, Secretary and Treasurer. The Board may also at any time appoint an Executive Secretary and/or Assistant Secretary and/or Assistant Treasurer. Officers of the corporation so elected shall hold office for the term of one year. . Any officer may be suspended or removed by a two-thirds vote of all the Trustees.

Section 6. No Trustee or officer, except the Executive Secretary and/or the Assistant Secretary and/or the Assistant Treasurer shall receive any salary or compensation from the corporation.

Section 7. Any vacancy occurring in the Board of Trustees shall be filled by appointment by a majority of the remaining Trustees. The person so appointed shall hold office until the next regular meeting of the members of the corporation, at which annual or adjourned annual meeting the vacancies for the remainder of the original terms, if any, shall be filled by election by the members in the regular manner.

Section 8. (Adopted 6/12/2004) The Trustees shall be obligated to investigate members' claims of any members violation/s of the Articles of Incorporation and/or By-Laws, and if warranted and in keeping with the purpose of the corporation, take reasonable actions consistent with them, within the spending limitations set forth in Article VI, Section 7 to resolve said claim.

Section 9. (Adopted 5/26/2006) Trustee/s can be recalled by presentation to the Board of a verified petition signed by at least thirty (30) percent of the members. In the event of a recall there will be a special vote held forty-five (45) days after verification of the petition. A recall vote of at least fifty (50) percent of the ballots cast shall be sufficient to remove the Trustee/s. In the event any Trustee/s is recalled, the remaining Board members in accordance with Article IV Section 7 shall fill the vacancy. In the event a majority of Trustees are recalled, the members of the Association shall form an election committee to propose nominations and hold an election for new Trustee/s within forty-five (45) days of the special vote.

ARTICLE V Meetings

Section 1. (Revised 6/12/2004) Annual meetings of the members of the corporation shall be held at the principal place of business of the corporation or at such other place as the Board of Trustees may elect. The annual meetings shall be held-prior to April 30th at a time and place to be determined. Notice thereof shall be given by the Secretary by mailing notice to each member not less than ten days prior to the date of the meeting.

Section 2. Special meetings of the members may be called at any time by the President or a majority of the Board of Trustees or by members representing ten percent of the tracts within the jurisdiction of the corporation. Notice of the special meeting, stating the object thereof, shall be given by the Secretary by mailing such notice to each member not less than ten_days prior to the date on which such meeting is to be held.

Section 3. (Revised 5/26/2006) At all annual and special meetings of the members, twenty percent of all the members of the corporation shall constitute a quorum for the transaction of business. Each member shall be entitled to one vote per lot owned up to a maximum of five votes as stated in By-Laws Article II Section1.

Section 4. Special meetings of the Board of Trustees shall be called at any time by the Secretary on order of the President or of a majority of the Board of Trustees. The Secretary shall give each Trustee notice, personally, verbally, by mail, by e-mail, or by telephone, of all regular and special meetings at least one day previous thereto.

Section 5. (Revised) 6/12/2004) A member may exercise his/her right to vote by proxy. The proxy ballot, to be valid, must be postmarked by the deadline. The proxy ballot shall count towards satisfying the quorum requirement of Section 3 of this article. See the sample proxy in Addendum A.

Section 6. (Adopted 6/12/2004) (Revised 5/26/2006) The current edition of "Robert's Rules of Order Newly Revised" shall govern the association in the conduct of all meetings.

ARTICLE VI Powers and Duties of Trustees

Section 1. Subject to limitations in the Articles of Incorporation and the By-Laws and the laws of the State of Washington, all powers of the corporation shall be exercised by or under the authority of, and the business and affairs of the corporation shall be controlled by, the board of trustees. Without prejudice to such general powers, and subject to the same limitations, it is hereby expressly declared that the trustees shall have the following powers:

Section 2. To select and remove all the other officers, agents and employees of the corporation, prescribe such powers and duties for them as may not be inconsistent with law, with the Articles of Incorporation or the By-Laws, fix their compensation and require from them security for faithful service.

Section 3. To conduct, manage and control the affairs and business of the corporation, and to make such rules and regulations therefore not inconsistent with law, with the Articles of Incorporation or the By-Laws, as they may deem best.

Section 4. To issue certificates of membership only to the owners or purchasers of tracts hereinbefore described that request such, subject to such conditions or terms as provided in the Articles of Incorporation and the By-Laws.

Section 5. To charge and/or assess the several parcels of land and the owners thereof as hereinbefore more particularly set forth.

Section 6. To cause to be kept a complete record of all minutes and acts and to present a full statement to the regular annual meeting of members showing in detail the condition of the affairs of the corporation. This full statement of the condition and affairs of the corporation shall be distributed to each member at least ten days prior to the annual membership meeting.

Section 7. (Adopted 6/12/2004) To subject for approval by the membership, any expenditure over the total budget presented to the membership at the annual meeting.

ARTICLE VII Duties of Officers

Section 1. *President.* The President shall preside at all meetings of the Trustees and members; he/she shall sign as President all certificates of membership and all contracts or other instruments in writing authorized by the Board of Trustees; he/she shall call special meetings of the Trustees or of the members whenever he/she deems it necessary; he/she shall have and exercise under the direction of the Board of Trustees the general supervision of the affairs of the corporation.

Section 2. *Vice President.* The Vice-President shall preside at all meetings in the absence of the President, and in case of the absence or disability of the President shall perform all other duties of the President that are incidental to his/her office.

Section 3. *Secretary.* The Secretary shall issue all notices and shall attend and keep the minutes of all meetings; he/she shall have charge of all corporate books, records and papers; he/she shall be custodian of the corporate seal, shall attest his/her signature and impress with the corporate seal all written contracts of the corporation, and shall perform all such other duties as are incidental to his/her office.

Section 4. *Treasurer.* The Treasurer shall keep safely all monies and securities of the corporation and disburse the same under the direction of the Board of Trustees. He/she shall cause to be deposited all funds of the corporation in a bank selected by the Trustees. At each annual meeting of the members, and at any time directed by the Trustees, he/She shall issue and present a full statement showing in detail the condition of the affairs of the corporation.

Section 5. The Executive Secretary and/or Assistant Secretary and/or Assistant Treasurer, if appointed by the Board of Trustees shall perform such duties as may be designated by it.

Section 6. Any officer, other than the President, may occupy two offices concurrently if the Board of Trustees so directs.

Section 7. (Adopted 6/12/2004) All officers shall be familiar with, understand, and administer fairly and reasonably, the Articles of Incorporation and By-Laws, Covenants and Restrictions, Rules and Regulations and all laws governing the corporation.

ARTICLE VIII Certificates of Membership and Transfers

Section 1. A certificate of membership in the corporation shall be available to each member. All such certificates shall be signed by the president, or vice-president, and the secretary.

Section 2. All memberships and certificates evidencing same shall be inseparably appurtenant to the tract, tracts or fractional tracts owned by the holders thereof and upon sale or contract to sell such

memberships and such certificates shall become the property of the grantee or purchaser as hereinbefore provided. No transfer of membership shall entitle the transferee to vote the same until it has been established to the satisfaction of the secretary that the transfer is bona fide and has been made in the manner provided.

Section 3. Unless specifically requested by the owner and holder thereof, it shall not be necessary that certificates of membership be actually issued but any owner or purchaser of a tract or tracts within the said district may exercise all of the rights and privileges and shall be subject to all of the liabilities of membership without the actual issuance and possession of such certificate of membership.

ARTICLE IX Assessments

Section 1. (Revised 6/12/2004) The members of the corporation shall be liable for the payment of such charges or assessments as may from time to time be fixed and levied by the Board of Trustees pursuant to the Articles of Incorporation and these By-Laws and subject to the provisions of said Articles and By-Laws. The amount of such charges and assessments levied upon a member for the dues years of May 1, 2003 to April 30, 2004 and May 1, 2004 to April 30, 2005 shall be increased by \$50.00 to \$160.00, with the \$50.00 increase for dues year May 1, 2003 to April 30 2004 due by April 15, 2004. Beginning with the Dues year of May 1, 2005 to April 2006 there shall be an annual increase of \$10.00 per year for each subsequent dues year. The Annual dues will be reviewed at least every five (5) years. Charges and assessments against all members shall be levied by the Board of Trustees at a uniform rate per parcel without distinction or preference of any kind. All charges or assessments, when collected by the corporation, shall remain the property of the members until such time as such charges or assessments are expended pursuant to the Articles of Incorporation and By-Laws of the corporation.

Section 2. (Revised 5/26/2006) From time to time, as and when any such assessments in this Article IX are levied, each member with respect to the land or interests therein to which his membership is appurtenant, shall pay the amount of such assessment against the same to the corporation, at its office. Such assessment shall be due and payable on May 1 of each year, and the amount of such assessment, together with (#1) a late payment penalty of fifty dollars (\$50.00) for assessments not paid within thirty days after the due date and (#2) interest at the rate of one percent (1%) per month on the delinquent amount commencing with the thirty-first day after day due date and running until such assessment has been paid, together with all expenses, attorney's fees and costs reasonably incurred in enforcing the same, shall be paid by the members and shall be a lien upon said land and the membership appurtenant thereto, superior to any and all other liens (except as in Section 3 of this Article otherwise provided) created or permitted by the owner of such land and enforceable by foreclosure proceedings in the manner provided by law for foreclosure of mortgages upon land; provided, that no proceedings for foreclosure of any said liens in this Article IX provided shall be commenced except upon the expiration of four months from and after the date of mailing said notice of assessment in this section described.

Section 3. First mortgage liens placed upon any of said tracts which are recorded in accordance with the laws of the State of Washington shall be, from the date of the recordation of such, superior to such assessments and the liens resulting therefrom as are levied by the corporation subsequent to

the date of the recordation of the first mortgage; provided, however, that the corporation is notified in writing of such first mortgage within thirty days after recordation of such.

Section 4. Adopted 5/26/2006) The Board of Trustees may set up policies or procedures for the purpose of levying any fine or assessment against any member for violation of any provision/s of the Articles of Incorporation, By-Laws, covenants and restrictions, or law. The Board shall set such fines or assessments based upon the following:

- A. Negative impact of a property or tract to adjacent properties or tracts and/or to the community.
- B. Any costs incurred by the corporation in pursuing corrective action.
- C. Deterrent value due to successful completion and communication (anonymous) of action.
- D. Any other factor/s which may be deemed reasonable by members and consistent with the responsibilities of the Board of Trustees to manage the affairs of the corporation for the benefit of all members.

ARTICLE X Amendments

These By-Laws may be amended at any annual meeting of the members or a special meeting of the members called for that purpose by a favorable vote of sixty percent (60%) of the members voting in person or by proxy, subject to the quorum requirements of Article V, Section 3.

ARTICLE XI Corporate Seal

(Revised 5/26/2006) The seal of the corporation shall be in circular form and shall contain the words "Driftwood Point Association." and the words "Incorporated 1957" in the form and style as affixed in these By-Laws by the impression of said corporate seal.

ARTICLE XII Date of Adoption

These By-Laws are duly adopted by the corporation and the corporate seal thereof affixed on the 22nd day of June, 1957.

s/BENJAMIN M. CLIFFORD

President

ATTEST:

s/MORRIS J. ALHADEFF
Secretary

Subscribed and sworn to before me this 22nd day of June, 1957.

s/ELEANORE LAEUGER

NOTARY PUBLIC in and for the State of Washington, residing at Seattle.

Addendum A

**Driftwood Point Association (DPA)
PROXY BALLOT**

___ I hereby authorize and instruct my proxy to use his best judgment on all matters that properly come before the membership. (As authorized by the By-Laws of DPA Article V, Section 5.)

___ I hereby authorize and specifically instruct my proxy to cast my vote/s in reference to the following matters. (As authorized by the By-Laws of DPA Article V, Section 5.)

Election of Trustees

Please check the name/s of your choice/s. You may choose up to three names.

___ _____
___ _____
___ _____

Other business matters: (To be completed by the duly authorized board representative using the following format.)

Issue 1. (Description)

- ___ For
- ___ Against
- ___ Abstain

Repeat as necessary

Dated: _____ **Grantor signature:** _____

Grantor Name (print): _____ Lot # _____

Grantee Signature: _____

Grantee name: (print) _____ Lot # _____

This proxy ballot expires ninety - (90) days from above date.

(Revised 5/26/2006) **ARTICLES OF INCORPORATION**
Of
DRIFTWOOD POINT ASSOCIATION

KNOW ALL MEN BY THESE PRESENTS, that we, BENJAMIN M. CLIFFORD, RICHARD A. CLIFFORD, EDWARD A. CLIFFORD, MORRIS J. ALHADEFF and J. E. S WANSON, JR., residing in the State of Washington and being citizens of the United States, each being over the age of twenty-one years, and being desirous of forming a corporation under Title 24, Revised Code of Washington, relating to nonprofit corporations, do hereby associate ourselves together for the purpose of forming a non-profit corporation, and do make, subscribe, execute and adopt, in triplicate, the following Articles of Incorporation, and certify as follows:

ARTICLE I.

(Revised 5/26/2006) The name of the corporation shall be **DRIFTWOOD POINT ASSOCIATION**

ARTICLE II.

The purposes for which this corporation is formed are:

1. To purchase or otherwise acquire, construct, improve, develop, repair, maintain, operate, care for and/or dispose of parkways, playgrounds, open spaces and recreational areas, tennis courts, beaches, boat landings, floats, piers, clubhouses, swimming pools, and/or swimming areas, bathhouses, places of amusement, community buildings, community clubhouses, and in general community facilities appropriate for the use and benefit of its members, and/or for the improvement and development of the property hereinafter referred to.
2. To improve, develop, repair, maintain, operate and care for water fronts and lake areas, and to cut and remove snags, stumps, vegetation and debris throughout the Lake Tapps area.
3. To build, improve and maintain roadways, culverts bridges and drainage areas, and to provide for the improving, cleaning and sprinkling of streets, and for collection and disposal of street sweepings, garbage, ashes, rubbish, and the like; to prevent and suppress fires, to provide police protection and to make and collect charges to cover the costs and expenses therefor.
4. To improve, light, and/or maintain streets roads, alleys, courts, walks, gateways, fences, and ornamental features now existing or hereafter to lie erected or created, and shelters, comfort stations, and/or buildings and improvements ordinarily appurtenant to any of the foregoing; to improve, plant and maintain grass plots and other areas, trees and plantings within the lines of the streets immediately adjoining or within the property hereinafter described or referred to.
5. To care for any lots and plots in said property, to kill, destroy and/or remove from any said lots and plots grass, weeds, rodents, predatory animals, and any unsightly or obnoxious thing; and to take any action with reference to such lots and plots as may be necessary or desirable in the opinion of the board of trustees of said corporation, to keep the property clean and in good order, to make and collect charges therefor.

6. So far as it can legally do so, to grant franchises rights of way, and easements for public utilities or other purposes upon, over and/or under any of said property.
7. To acquire by gift, purchase, lease or otherwise, and to own, hold, enjoy, operate, maintain, and to convey, sell, lease, transfer, mortgage and otherwise encumber, dedicate for public use and/or otherwise dispose of, real and/or personal property wherever situate.
8. To keep records of building permits and/or other approvals or disapprovals made or issued by said corporation; to keep books and records showing all charges, levies, and assessments made; to furnish certified copies of any record which the board of trustees may authorize to be furnished; to issue certificates of completion, and compliance covering respective parcels of property upon which buildings, structures and/or other improvements have been erected or made, all as provided in the restrictions, conditions and covenants affecting said property or portions thereof; and to make and collect charges covering the cost and expense of such acts.
9. To enforce liens, charges, restrictions, conditions and covenants existing upon and/or created for the benefit of parcels of real property over which said corporation has jurisdiction and to which said parcels may be subject to the extent that said corporation has the legal right to enforce the same, and to pay all expenses incidental thereto; and to enforce decisions and rulings with respect to any of said property under the jurisdiction of said corporation to the extent that it is authorized in said restrictions and conditions, and covenants to enforce same and to pay the expenses in connection therewith.
10. To pay the taxes and assessments which may be levied by any public authority upon any of the said property now or hereafter used or set apart for parks, parkways, playgrounds, open areas, tennis courts, beaches, boat landings, community club houses, community club buildings, places of amusement and/ or recreation areas, or upon such other recreation spaces whenever situate, as may be maintained for the general benefit and use of the owners of lots in said property; to pay taxes and assessments levied by any public authority upon improvements upon any of said property or areas so used or set apart or maintained, and whether taxed or assessed as a part of said property or area or separately; and to pay taxes and assessments levied by any public authority upon any property which may be held in trust for said corporation.
11. To exercise such powers of control, interpretation, construction, consent, decision, determination, modification, amendment, cancellation, annulment, and/or enforcement of covenants, reservations, restrictions, liens, and charges imposed upon said property, and as may be vested in, delegated to, or assigned to said corporation and such duties with respect thereto as may be assigned to and assumed by said corporation.
12. To approve and/or disapprove, as provided by restrictions, conditions and covenants affecting said property, plans and specifications for and/or location of fences, walls, poles, buildings and/or structures to be erected or maintained upon said property or any portion thereof; to approve or disapprove the kind, building sites and such grading plans as may be required, and to issue permits for the same; to pay any and all expenses and charges in connection with the performance of any of said purposes; to supervise construction of any buildings or structures to the extent deemed necessary by the board of trustees, and to establish rules therefor.

13. To regulate and/or prohibit the erection, posting, pasting or displaying upon any of said property billboards and/or signs of all kinds and character; and to remove and/or destroy any such billboards or signs erected or maintained upon said property without the authority of said corporation as provided in such restrictions, conditions and covenants, as may affect said property or any portion thereof.
14. To appropriate, purchase, divert, acquire and store water from streams, water courses, wells or any other source, and to distribute the water so appropriated and acquired to its members for use upon the lands of said members and for domestic purposes; to acquire, own, construct, hold, possess, use and maintain such pumping plants, tanks, pipe lines, reservoir, ditches, buildings, roads, trails and appliances, and such other property, including water rights and shares of stock in other corporations as said corporation may from time to time desire to acquire or purchase for furnishing and supplying water to its members; provided that this corporation shall not use or dispose of such water as a public utility, but solely for the use and benefit of its members and for the irrigation of lands and domestic and other useful and beneficial purposes.
15. To fix, establish, levy, and collect annually such charges and/or assessments as may be necessary, in the judgment of the board of trustees to carry out any or all of the purposes for which this corporation is formed, but not in excess of the maximum from time to time fixed by the By-Laws.
16. To expend the moneys collected by said corporation from assessments and charges and other sums received for the payment and discharge of costs, expenses, and obligations incurred by said corporation in carrying out any or all of the purposes for which said corporation is formed.
17. Generally, to do any and all lawful things which may be advisable, proper, authorized and/or permitted to be done by said corporation under or by virtue of any restrictions, conditions, and/or covenants or laws affecting said property or any portion thereof (including areas now or hereafter dedicated to public use); and to do and perform any and all acts which may be either necessary for, or incidental to, the exercise of any of the foregoing powers or for the peace, health, comfort, safety, and/or general welfare of owners of said property, or portions thereof, or residents thereon.
18. To borrow money and mortgage, pledge or hypothecate any or all of the real or personal property of said corporation as security for money borrowed or debts incurred; and to do any and all things that a corporation organized under said laws of the State of Washington may lawfully do when operating for the benefit of its members or the property of its members, and without profit to said corporation.
19. Generally, to do and perform any and all acts which may be either necessary or proper for or incidental to the exercise of any of the foregoing powers and such powers granted by the provisions of Title 24, Revised Code of Washington and other laws of the State of Washington relating to non-profit corporations.
20. Nothing contained in these Articles of Incorporation shall be construed as authorizing or permitting said corporation to own, manage or operate any real or personal property for profit. It is the intention and purpose that the business of said corporation shall not be carried on for profit either to itself or for the benefit of its members, and wherever it is authorized to collect charges or assessments it shall have no power or authority to use said charges or assessments except as necessary to cover the actual cost or expense of the act, duty, power or transaction performed.

21. To have one or more offices at such place or places, either within or without the State of Washington as the board of trustees may from time to time determine or the business of the corporation require.

All of the foregoing purposes and powers are to be exercised and carried into effect for the purpose of doing, serving and applying the things above set forth for the benefit of all property, including, but without in any way limiting the foregoing, any portion or portions of certain real property situated in Pierce County, Washington, which is, or shall become, so subject to the jurisdiction of said corporation and which is situated in Sections 3, 4, 5, 8, 9, 10,14, 15, 16, 17, 20, 21, 22, 23, 27, and 28, all in Township 20 North, Range 5 E.W.M., Pierce County, Washington.

ARTICLE III.

This corporation shall at times hereafter be a joint and mutual association of the above named in incorporators, and such other persons as may hereafter be admitted to membership in accordance with the by-laws of the corporation. Membership and certificates evidencing the same shall be inseparably appurtenant tracts owned by the members, and upon transfer of ownership or contract for sale of any such tract, membership and certificate of membership shall ipso facto be deemed to be transferred to the grantee or contract purchaser. No membership or certificate of membership may be transferred, assigned, or conveyed in any manner other than in the matter herein set forth. In the event of the death of a member, the membership or certificate of membership of such deceased member shall be and become the property of the personal representative of such deceased member upon appointment and qualification as such in a judicial proceeding and such personal representative shall have all of the rights, privileges and liabilities of such member until title shall be transferred or contracted to be transferred. The property in possession of this corporation shall be managed by the board of trustees hereinafter mentioned and only alienated and disposed of in accordance with the by-laws of the corporation. The interest of each incorporator or member shall be equal to that of any other and no incorporator or member can acquire any interest which will entitle him to any greater voice, vote, authority or interest in the corporation than any other member.

ARTICLE IV.

The number of trustees of this corporation shall not be less than three (3) nor more than nine (9). The names of the trustees who shall manage the affairs of the corporation for not more than six (6) months until the corporation for not more than six (6) months until the trustees are elected by the members are:

Name	Residence
<i>Benjamin M. Clifford</i>	<i>10125 16th Ave. S., Seattle, Wa.</i>
<i>Morris J. Alhadef</i>	<i>216 29th Ave, Seattle, Wa.</i>
<i>Richard A. Clifford</i>	<i>8028 Crest Drive, Seattle, Wa.</i>

ARTICLE V.

The time of existence of this corporation shall be perpetual.

ARTICLE VI.

(Revised 5/26/2006) The registered office and post office address of this corporation shall be P.O Box 64, Sumner WA, 98390

ARTICLE VII.

The qualifications of the members of said corporation, the property, voting and other rights and privileges, and the liabilities to charges and assessments of the member's, shall be as set forth in the By-Laws of the corporation.

IN WITNESS WHEREOF, we, the undersigned, the incorporators of this corporation have this 17th day of June 1957, hereunto our hand and seals, in triplicate.

s/BENJAMIN M. CLIFFORD
s/MORRIS J. ALHADEFF
s/RICHARD A. CLIFFORD
s/EDWARD A. CLIFFORD
s/J.E. SWANSON, JR.

STATE OF WASHINGTON
COUNTY OF KING
ss

THIS IS TO CERTIFY that on the 17th day of June, 1957, before me, the undersigned, a Notary Public in and for the State of Washington, duly commissioned and sworn, personally appeared BENJAMIN M. CLIFFORD, RICHARD A. CLIFFORD, EDWARD A. CLIFFORD, MORRIS J. ALHADEFF and J.E. SWANSON, JR., to me known to be the individuals described in and who executed the within and foregoing instrument, and acknowledged to me that they signed and sealed the same as their free and voluntary act and deed, for the uses and purposes therein mentioned. WITNESS my hand and official seal the day and year in this certificate first above written.

NOTARY PUBLIC in and for the State of Washington, residing at Seattle.

The following restrictions are hereby declared to be covenants running with the land and binding upon future owners, their heirs, successors or assigns:

1. All tracts on said property shall be used for single family residential purposes only.
2. No livestock or chickens shall be permitted on any tract on said property.
3. All construction shall be new construction. The exterior of any construction started shall be completed within 12 months from the date of commencement. This restriction shall not exclude any units moved onto a tract and completely refinished on the exterior within 90 days.
4. All plumbing facilities and sewage disposal shall conform with the Pierce County Health Code. A Pierce County Building permit shall be required before any structure is commenced.
5. All construction on said tracts shall conform to all R1 Building Code requirements of Pierce County.
6. The use of fire arms is prohibited on any of the tracts on said property.
7. Before construction of any structure is commenced, all plans must be approved by the Architectural Committee appointed by Driftwood Point Maintenance Co. All construction shall be in conformity with the plans as approved.
8. The breach of any of the foregoing conditions shall constitute a cause of action against the persons committing the breach by any of the property owners in said property or by the Lake Tapps Maintenance Co. No signs shall be posted on any tract in said property except with the written approval of the Driftwood Point Maintenance Co.
9. If any of the foregoing restrictions are declared to be legally unenforcible with respect to all or any portion of said property, the applicability shall not otherwise be effected.