



STATE of WASHINGTON SECRETARY of STATE

I, Ralph Munro, Secretary of State of the State of Washington and custodian of its seal, hereby issue this

CERTIFICATE OF INCORPORATION

to

KLAHAYA SWIM AND TENNIS CLUB

a Washington Non Profit corporation. Articles of Incorporation were filed for record in this office on the date indicated below.

Corporation Number: 601 054 067

Date: November 5, 1987

Given under my hand and the seal of the State of Washington, at Olympia, the State Capitol.

[Handwritten signature of Ralph Munro]

Ralph Munro, Secretary of State

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SECRETARY OF STATE
STATE OF WASHINGTON ES

**ARTICLES OF INCORPORATION
OF
KLAHAYA SWIM AND TENNIS CLUB**

The undersigned, being over the age of eighteen (18) years, and acting as the incorporator of a Corporation organized under the provisions of the Washington Nonprofit Corporation Act, Title 24, Revised Code of Washington (the "Act"), adopts in duplicate the following Articles of Incorporation:

**ARTICLE I
Name**

The name of the Corporation shall be KLAHAYA SWIM AND TENNIS CLUB.

**ARTICLE II
Existence**

The existence of the Corporation shall be perpetual.

**ARTICLE III
Purpose**

The Corporation is organized for any lawful purpose or purposes permitted under the Act, including, without limitation, the creation, operation, and maintenance of a swim and tennis club, and such other incidental objects as are appropriate in the conduct of its recreational activities. The Corporation is organized pursuant to and shall be operated exclusively within the meaning of Section 501(c)(7) of the Internal Revenue Code of 1986, as amended (the "Code").

**ARTICLE IV
Powers**

The Corporation shall have and hold all powers conferred by the Act which are consistent with exemption from federal income taxation under Section 501(c)(7) of the Code.

**ARTICLE V
Members**

The Corporation shall have one class of members whose qualifications, rights, and liabilities are set forth in the Bylaws of the Corporation.

**ARTICLE VI
Registered Agent and Office**

(A) The initial registered agent of the Corporation shall be Bruce M. Pym, whose address is 3400 Rainier Bank Tower, 1301 Fifth Avenue, Seattle, WA 98101, which is also the address of the registered office of the Corporation.

(B) The registered agent and office of the Corporation may be changed at any time by the Board of Directors.

**ARTICLE VII
Board of Directors**

(A) The management of the affairs of the Corporation shall be vested in the Board of Directors. Any Director may be removed at any time by the affirmative vote of a majority of the Board of Directors.

(B) The number of Directors constituting the initial Board of Directors of the Corporation shall be nine (9). The names and addresses of the persons who are to serve as initial Directors of the Corporation are as follows:

Name	Address
Carolyn Ballo	18623 17th NW Seattle, WA 98177
Elaine Chapman	20104 21st Avenue NW Seattle, WA 98177
Dale Hollingsworth	20414 13th NW Seattle, WA 98177
Jim Kinyoun	434 NW 196th Place Seattle, WA 98177
Jeannette Kunnen	19334 8th Avenue NW Seattle, WA 98177
Corliss Liekkio	20128 Richmond Beach Dr. NW Seattle, WA 98177
Virginia Low	1408 NW 198th Place Seattle, WA 98177
Bill McAndrew	Point Edwards Place Edmonds, WA 98020
Bill McLaughlin	19513 14th Ave. NW Seattle, WA 98177

(C) The term of office of such initial Directors shall be as specified in the Bylaws of the Corporation.

(D) Upon affirmative vote of two-thirds of the members in good standing, the members shall have the power to alter, amend, or repeal the Bylaws of the Corporation, or to adopt new Bylaws.

**ARTICLE VIII
Director Liability**

A Director of the Corporation shall incur no personal liability to the Corporation or to its Members for monetary damages for conduct as a Director, except to the extent the Director is held accountable for (i) acts or omissions which involve intentional misconduct or a knowing violation of the law, or (ii) any transaction from which the Director personally

obtained a benefit in money, property, or services to which the Director is not legally entitled. If the Washington Nonprofit Corporation Act is amended to authorize corporate action further eliminating or limiting the personal liability of Directors, then the liability of a Director to the Corporation shall be eliminated or limited to the fullest extent permitted by the Washington Nonprofit Corporation Act, as so amended. Any repeal or modification of the foregoing paragraph by the Members of the Corporation shall not adversely affect any right or protection of a Director of the Corporation existing at the time of such repeal or modification.

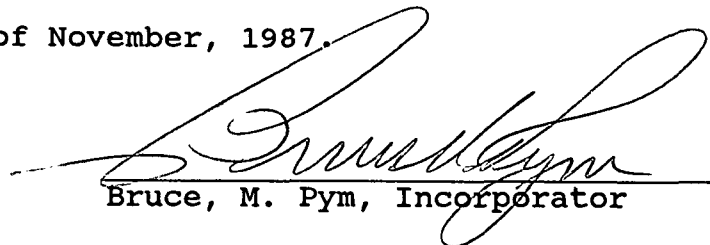
**ARTICLE IX
Disposition of Assets Upon Dissolution**

Upon dissolution of the Corporation, the Board of Directors shall, after making provision for the payment of all existing liabilities of the Corporation, distribute the remaining assets of the Corporation in equal shares to the persons who are then members of the Corporation.

**ARTICLE X
Incorporator**

The name and address of the incorporator of this Corporation is Bruce M. Pym, 3400 Rainier Bank Tower, Seattle, Washington 98101.

DATED this 4th day of November, 1987.


Bruce, M. Pym, Incorporator

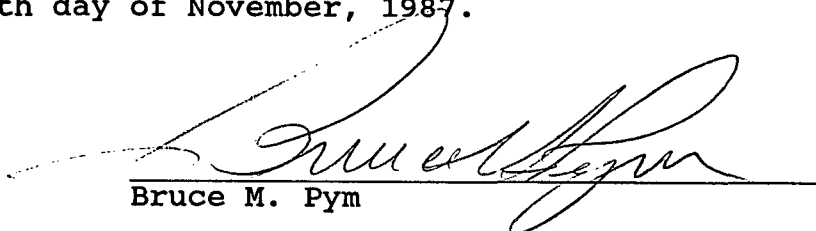
CONSENT TO SERVE AS REGISTERED AGENT

FOR

KLAHAYA SWIM AND TENNIS CLUB

I, BRUCE M. PYM, hereby consent to serve as registered agent in the State of Washington for KLAHAYA SWIM AND TENNIS CLUB, a Washington nonprofit corporation. I understand that as agent for the Corporation it will be my 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 my resignation or of any change in the registered office address of the Corporation for which I am agent.

DATED as of this 4th day of November, 1987.


Bruce M. Pym

Address:

3400 Rainier Bank Tower
1301 Fifth Avenue
Seattle, WA 98101