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Corp
acct # 09214776

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STATE OF WASHINGTON
JUN 12 2000
RALPH MCINTO
SECRETARY OF STATE

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**NONPROFIT CORPORATION
ARTICLES OF INCORPORATION**

The undersigned, for the purpose of forming a corporation under the nonprofit laws of the State of Washington, RCW 24.03, hereby adopts the following Articles of Incorporation:

ARTICLE I

The name of the corporation shall be: Bywater Way Road Maintenance Association

ARTICLE II

The term of existence shall be: perpetual

ARTICLE III

The purposes for which the corporation is organized are as follows:

To establish and administer a meaningful road maintenance program for the property owners whose properties are accessed via Bywater Way, Bywater Way North, Hidden Springs and other subsidiary roads accessed off of the aforementioned streets. To solicit and review bids from prospective contractors for road maintenance and recommend a course of action to property owners. To collect from and hold in trust for property owners an annual road maintenance assessment for annual road maintenance. To disperse funds to contractors for road maintenance.

ARTICLE IV

The name of the Registered Agent of the corporation is: James McGillis

The street address of the Registered Office, which is also the address of the Registered Agent is as follows:

782 Bywater Way N
Port Ludlow, WA 98365

ARTICLE V

There shall be three (3) directors serving as the initial Board of Directors. Their names and addresses are as follows:

James McGillis	782 Bywater Way N	Port Ludlow	WA	98365
Roger Dunn	583 Olympic Ridge Drive	Port Ludlow	WA	98365
Ken Patterson	669 Bywater Way	Port Ludlow	WA	98365

ARTICLE VI


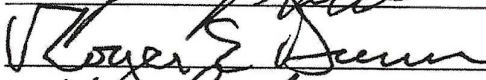
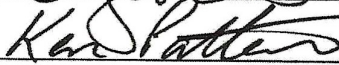
In the event of dissolution of the corporation, the net assets shall be distributed in equal shares to all property owners of record at the time of dissolution.

ARTICLE VII

The name and address of each incorporator is as follows:

James McGillis	782 Bywater Way N	Port Ludlow	WA	98365
Roger Dunn	583 Olympic Ridge Drive	Port Ludlow	WA	98365
Ken Patterson	669 Bywater Way	Port Ludlow	WA	98365

IN WITNESS HEREOF each incorporator has affixed his signature on the _____ day of _____, 2000

CONSENT TO APPOINTMENT AS REGISTERED AGENT

I, James J. McGillis hereby consent to serve as registered agent in the State of Washington for the corporation herein named. I understand that as agent for the corporation, it will be my responsibility to accept service of process in the name of the corporation; to forward all mail to the corporation; and to immediately notify 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.

3 June 00
(Date)


(Signature of agent designated in Article IV)