

UNITED STATES OF AMERICA

The State of



Washington

Secretary of State

I, **Sam Reed**, Secretary of State of the State of Washington and custodian of its seal,
hereby issue this

certificate that the attached is a true and correct copy of

ARTICLES OF INCORPORATION

of

THE INNIS ARDEN CLUB, INC.

as filed in this office on January 16, 2004.

Date: January 16, 2004



Given under my hand and the Seal of the State
of Washington at Olympia, the State Capital

A handwritten signature in cursive script that reads "Sam Reed".

Sam Reed, Secretary of State

ARTICLES OF INCORPORATION
OF
THE INNIS ARDEN CLUB, INC.

APPROVE
AND FILED
MAY 24 1950
EARL COE
SECRETARY OF STATE
BY *Earl Coe*
Assistant Secretary of State

KNOW ALL MEN BY THESE PRESENTS, that we, the undersigned, D. R. Drew, Hugh H. Russell and L. A. Pelton, all being citizens of the United States and over the age of twenty-one years, have voluntarily associated ourselves together for the purpose of forming a corporation under and by virtue of the Uniform Business Corporation Act of the State of Washington, and do hereby certify as follows:

ARTICLE I.

The Name of the Corporation is and shall be
THE INNIS ARDEN CLUB, INC.

ARTICLE II.

The objects and purposes for which this Corporation is formed are as follows:

(a) To establish, conduct and maintain a club or clubs for social, educational, athletic, recreational and community purposes and, in connection therewith, to initiate, sponsor and conduct social, educational, athletic, recreational and community activities of every kind and character, including without limiting the generality of the foregoing, the initiating, sponsoring and conducting of games, tournaments, contests, hobby groups, dances,

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parties, schools, study groups, classes for teaching the arts, kindergartens, community and neighborhood gatherings and meetings, gardening, lectures, shows, theatrical performances, and any other lawful activity.

(b) To engage in the business of operating restaurants, lunch rooms, stores for the sale of goods, wares and merchandise of every kind and description, bars and other places for the sale or serving of liquor, dance halls, and any other lawful enterprise or undertaking.

(c) To purchase, or otherwise acquire, and to construct, maintain and operate roads, bridges, street lighting systems, sewer systems, water systems, fire protection apparatus and equipment, recreation and athletic grounds, parks, play grounds, bathing and swimming beaches, tennis courts, club houses, bath houses, gardens and grounds.

(d) To carry on any other business, social, commercial or otherwise, which may seem to the Corporation capable of being conveniently carried on in connection with any branch of the Corporation's business or calculated directly or indirectly to enhance the value of or to render profitable any of the Corporation's property or rights or to further and promote the business and purposes of the Corporation.

(e) To purchase, lease, own, or otherwise acquire, and to sell, lease or otherwise dispose of real estate, personal property and any and all interests, fees and titles in real or personal

property, as may be necessary, convenient or useful in carrying on its corporate purposes.

(f) To purchase, subscribe for, or in any manner acquire, to sell, transfer or in any manner dispose of, and to exercise all the rights of individual natural persons with respect to:

(1) Bonds, mortgages, debentures, notes, obligations, contracts and evidences of indebtedness of, and claims, demands and choses in action against individuals, firms, corporations, public or municipal corporations, the Government of the United States and of any state or territory thereof; (2) Shares of stock of, and interests in corporations, firms and associations of every kind.

(g) To borrow money and to lend and advance money or give credit to such persons, firms, corporations and associations as may be deemed advisable and upon such terms and securities as may be deemed advisable.

(h) To enter into, make, perform and carry out contracts of every kind for any lawful purpose, without limit as to amount, with any person, firm, association or corporation.

(i) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, warrants and other negotiable or transferable instruments.

(j) To borrow money, to issue bonds, debentures, or obligations, secured or unsecured, of the Corporation from time to time, for moneys borrowed or in payment for property purchased or otherwise in connection with any operations of the Corporation;

to secure any of the same by mortgage or mortgages upon or by deed or deeds of trust of, or by pledge of, any or all of the property, real and personal, of the Corporation wherever situated, acquired or to be acquired; and to sell or otherwise dispose of any or all such bonds, debentures, or obligations in such manner and upon such terms as may be deemed advisable.

(k) To issue, purchase, hold, sell, transfer, re-issue or cancel shares of its own capital stock or its own securities or obligations in the manner and to the extent now or hereafter authorized or permitted by the laws of the State of Washington.

(l) In general, to do any or all of the things hereinbefore set forth, and such other things as are incidental or conducive to the attainment of the objects and purposes of the Corporation or any of them, as principal, factor, agent, contractor or otherwise, either alone or in conjunction with any person, firm, association or corporation; and in carrying on its business and for the purpose of attaining or furthering any of its objects, to enter into, make, perform and carry out contracts with any person, partnership, association, combination, organization, entity, corporation, government, governmental subdivision, or other body whatsoever; and to do such acts and things, and to exercise any and all such powers to the same extent as a natural person might or could lawfully do to the full extent authorized or permitted to a corporation under any laws that may be now or hereafter applicable or available to the Corporation.

The foregoing clauses shall each be construed as purposes, objects and powers, and the matters expressed in each clause shall, except as otherwise expressly provided, be in nowise limited by reference to, or inference from terms of any other clause, but shall be regarded as independent purposes, objects and powers and the enumeration of specific purposes, objects and powers shall not be construed to limit or restrict in any manner the meaning of the general terms or the general powers of the Corporation, nor shall the expression of one thing be deemed to exclude another, although it be of like nature, not expressed.

The purposes for which the Corporation is formed and the business or objects to be transacted, promoted and carried on by it are any one or more of the acts and things herein set forth, and for the accomplishment of these purposes and the transaction, promotion and carrying on of said business and objects, the Corporation shall have and may exercise all powers conferred upon it by the laws of the State of Washington now or hereafter in effect.

ARTICLE III.

The duration of the existence of this Corporation shall be perpetual.

ARTICLE IV.

The location of the registered office of the Corporation shall be in the County of King, State of Washington, at Room 1106, 1411 Fourth Avenue Bldg., Seattle, Washington, and its post office

address shall be Room 1106, 1411 Fourth Avenue Bldg., Seattle 1, Washington.

ARTICLE V.

The capital stock of the Corporation shall consist of one thousand (1,000) shares of common stock, all without par value.

Shares of stock shall not be issued or transferred to any person who is not a bona fide and beneficial owner of one or more building sites in any of the following properties, namely:

(a) Tracts eighty-six (86) and eighty-seven (87) of the unrecorded plat of The Highlands, as particularly described in the deed from The Highlands, Inc. to W. E. Boeing dated July 20, 1909, filed for record with the Auditor of King County, Washington March 30, 1911 under file number 739019 and recorded on pages 347-51 of Volume 780 of Deeds, records of King County, Washington.

(b) The tract described in the deed from The Highlands, Inc. to W. E. Boeing dated August 31, 1917 filed for record with the Auditor of King County, Washington, October 13, 1917 under file number 1166589 and recorded on pages 538-40 of Volume 991 of Deeds, records of King County, Washington.

(c) Tract eighty-five (85) of the unrecorded plat of The Highlands, as particularly described in the deed from John Harrington Edwards and Florence H. Edwards, his wife, to William E. Boeing, dated November 10, 1920, filed for record with the Auditor of King County, Washington, November 18, 1920 under file number 1469360 and recorded on pages 146-47 of Volume 1129 of Deeds, records of King County, Washington.

(d) Innis Arden, an addition to King County, Washington, as shown by plat thereof recorded in Volume 37 of Plats, at pages 25 and 26, records of King County, Washington.

(e) Innis Arden No. 2, an addition to King County, Washington, as shown by plat thereof recorded in Volume 41 of Plats, at pages 20, 21 and 22, records of King County, Washington.

(f) Innis Arden No. 3, an addition to King County, Washington, as shown by plat thereof recorded in Volume 46 of Plats, at pages 42, 43, 44 and 45, records of King County, Washington.

(g) An addition which may be known as Innis Arden No. 4 or by any other name which is not yet platted but which will be embraced within the northeast quarter ($NE\frac{1}{4}$), and the northeast quarter ($NE\frac{1}{4}$) of the northwest quarter ($NW\frac{1}{4}$) of section thirteen (13), township twenty-six (26) north, range three (3) east of the Willamette Meridian and the southeast quarter ($SE\frac{1}{4}$) and the east half ($E\frac{1}{2}$) of the southwest quarter ($SW\frac{1}{4}$) of section twelve (12), township twenty-six (26) north, range three (3) east of the Willamette Meridian, less certain portions platted as Innis Arden No. 3.

As used herein, the term "building site" is as defined in the Restrictions of Innis Arden, King County Auditor's File No. 3181336, the Restrictions of Innis Arden No. 2, King County Auditor's File No. 3226288, the Restrictions of Innis Arden No. 3, King County Auditor's File No. 3896280, and the restrictions on the above described area which may be called Innis Arden No. 4, or by any other name, as the same may hereafter be filed with the King County Auditor.

There shall not be issued to any person nor may any person own or vote (except as proxy for another) a greater number of shares of stock than the number of lots owned by him in said properties. Fractional shares may be issued with respect to fractional lot ownerships. When any shareholder of the Corporation

shall cease to be the owner of any such building site in one of said properties, he shall likewise cease to be the owner of the share or fraction of share of stock issued with respect to said building site, and such share or fraction of share shall, as a matter of course and without further action, pass to and become the property of the person to whom title to said building site has passed; provided, that if such transferee advises the Corporation in writing that he declines to accept the transfer of said share, then said share shall pass to and become the property of the Corporation, without cost to the Corporation, and shall be held as treasury stock subject to such disposition as the Board of Directors shall determine.

A shareholder shall be entitled to a certificate signed by: (1) the President or Vice President and (2) the Treasurer or Secretary certifying the number of shares owned by him. Each certificate shall indicate the lot and block number of the building site or sites to which it corresponds.

The Secretary of the Corporation shall have exclusive custody and possession of certificates for all allotted shares. A shareholder entitled to a certificate, in lieu of possession thereof, shall receive an appropriate receipt, also indicating the lot and block number of the building site or sites to which it corresponds, signed on behalf of the Corporation by the Secretary.

When title to a building site or sites, and thereby title to a share or shares, shall be transferred, the receipt of the

transferor, who thereby ceases to be a shareholder of a share or of shares corresponding to a building site or sites transferred, immediately and without further action shall be totally null and void.

When title to a building site or sites, and thereby title to a share or shares, shall be transferred, the transferee, who thereby becomes a shareholder entitled to a certificate of his share or shares, shall call upon the Secretary of the Corporation and, upon presentation of evidence of his entitlement to a certificate, he shall sign an appropriate endorsement of transfer and a special power of attorney printed on the reverse side of the certificate to which he is entitled, which shall grant to the Secretary of the Corporation the power by delivery to transfer title to the certificate to the person who thereafter may become entitled thereto. The Secretary of the Corporation, after the transferee has so endorsed his certificate, shall sign and deliver to the transferee the receipt described hereinabove.

A shareholder shall be permitted to examine and transcribe his certificate by arranging therefor with the Secretary of the Corporation at a reasonable time and under reasonable circumstances but no shareholder shall be permitted to remove a certificate from the custody of the Secretary of the Corporation.

Without action by or consent of the shareholders, the Board of Directors may issue the common stock of the Corporation, or any part thereof, from time to time for such consideration in cash,

other property, tangible or intangible, or necessary services actually rendered to the Corporation as may be fixed from time to time by said Board, and any and all such shares so issued, when the consideration therefor as fixed by the Board of Directors has been fully paid, delivered or rendered, shall be full paid stock and not liable for any further cost or assessment thereon.

ARTICLE VI.

The amount of paid-in capital with which the Corporation shall begin business is Five Hundred Dollars (\$500.00).

ARTICLE VII.

The business of this Corporation shall be managed by a Board of Directors, the number, qualifications, terms of office, manner of election, time and place of meetings and the powers and duties of such directors to be prescribed in the By-Laws of the Corporation, provided that the number of directors shall not be less than three nor more than nine.

The first directors of this Corporation, all of whom are citizens of the United States, and their respective post office addresses are as follows:

<u>Name</u>	<u>Post Office Address</u>
D. R. Drew	Room 1106, 1411 Fourth Avenue Bldg., Seattle 1, W
Hugh H. Russell	Room 1106, 1411 Fourth Avenue Bldg., Seattle 1, W
L. A. Pelton	Room 1106, 1411 Fourth Avenue Bldg., Seattle 1, W

The term for which said first directors shall serve shall be until March 5, 1951, or until their respective successors are elected and qualified.

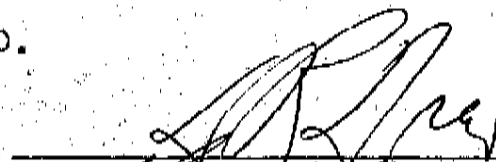
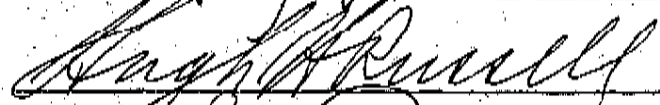
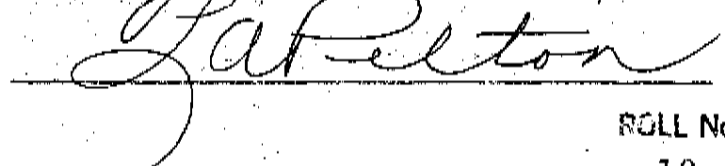
The authority to make and alter the By-Laws of the Corporation is hereby expressly vested in the Board of Directors of the Corporation subject to the power of the shareholders to change or repeal such By-Laws and provided always that the Board of Directors shall not make or alter any By-Laws fixing their qualifications, classifications, term of office or compensation.

ARTICLE VIII.

The names and respective post office addresses of each of the incorporators and the number of shares subscribed by each and the class of shares (there being only one such class) which each subscribed is as follows:

<u>Name</u>	<u>Post Office Address</u>	<u>No. of Shares Subscribed</u>
D. R. Drew	Room 1106, 1411 Fourth Avenue Bldg., Seattle 1, Washington	1
Hugh H. Russell	Room 1106, 1411 Fourth Avenue Bldg., Seattle 1, Washington	1
L. A. Felton	Room 1106, 1411 Fourth Avenue Bldg., Seattle 1, Washington	1

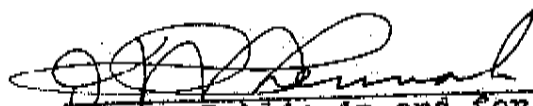
IN WITNESS WHEREOF, we, the said D. R. DREW, HUGH H. RUSSELL, and L. A. FELTON, have hereunto set our hands and seals in triplicate this 17th day of May, 1950.

STATE OF WASHINGTON }
 COUNTY OF KING } ss.

On this 17th day of May, 1950, before me, the undersigned, a Notary Public in and for the State of Washington, duly commissioned and sworn, personally appeared D. R. DREW, HUGH H. RUSSELL and L. A. PELTON, to me known to be the individuals described in and who executed the foregoing Articles of Incorporation of The Innis Arden Club, Inc., and acknowledged to me that they signed the said instrument as their free and voluntary act and deed for the uses and purposes therein mentioned.

WITNESS my hand and official seal hereto affixed the day and year in this certificate above written.



Notary Public in and for the State
 of Washington, residing at Seattle.

No 115527

Articles of Incorporation

OF THE

The Lund's Arden Club, Inc.

Place of business Seattle

Time of existence Perpetual years

Capital stock, \$ 50,000.00

STATE OF WASHINGTON, ss.

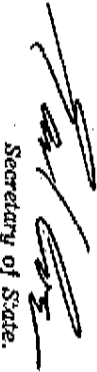
Filed for record in the office of the Sec-

tary of State May 24, 1950

at 2:30 o'clock P. M.

Recorded in Book 10 Page 947-960

Domestic Corporations



Secretary of State.

Filed at request of

Holman, Mickelwait, Marton, Prince &

Hoge Building
Black

Seattle 4, Washington

Filing and recording fee, \$ 25.00

License to June 30, 19 50, \$ 15.00

Certificate mailed JUN 2 1950

to above address.

Indexed

Photographed

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