

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 OF INCORPORATION

to

SIMMONS HEIGHTS HOMEOWNERS ASSOCIATION

a/an WA Non-Profit Corporation. Charter documents are effective on the date indicated below.

Date: 5/8/2008

UBI Number: 602-830-252

APPID: 1153768



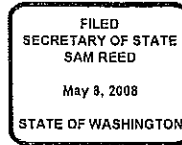
Given under my hand and the Seal of the State of Washington at Olympia, the State Capital

Sam Reed, Secretary of State

State of Washington

Secretary of State

CORPORATIONS DIVISION
James M. Dolliver Building
801 Capitol Way South
PO Box 40234
Olympia WA 98504-0234
360.753.7115



Application for NonProfit Corporation

Office Information

Application ID 1153768
Tracking ID 1501544
Validation ID 1285936-001
Date Submitted for Filing: 5/8/2008

Contact Information

Contact Name Michael Spence
Contact Address Harrison, Benis & Spence, LLP
2101 Fourth Avenue, Suite 1900
Seattle
WA
98121

Contact Email mspence@hbslegal.com
Contact Phone 206-448-0402

Articles of Incorporation

Preferred Name SIMMONS HEIGHTS HOMEOWNERS ASSOCIATION
Purpose Any Lawful Purpose
Duration Perpetual
Incorporation Date Effective Upon Filing by the Secretary of State
Expiration Date 5/31/2009
Distribution of Assets Per attached Articles of Incorporation
Separate Articles of Incorporation Uploaded ARTICLES_OF_INCORP.pdf

Registered Agent Information

Agent is Individual
Agent Name Michael Spence

Agent Street Address

Harrison, Benis & Spence, LLP
2101 Fourth Avenue, Suite 1900
Seattle
WA
98121

Agent Mailing Address Same as Street Address

Agent Email Address mspence@hbslegal.com

Submitter/Agent Relationship Submitter has signed consent of specified agent

Initial Directors Information

Director #1

Director Name Frank Granger
Title Director
Director Address 13308 SE 57th St.
Bellevue
WA
98006

Director #2

Director Name Susan Granger
Title Director
Director Address 13308 SE 57th St.
Bellevue
WA
98006

Incorporators Information

Incorporator #1

Incorporator Name Michael Spence
Incorporator Address Harrison, Benis & Spence, LLP
2101 Fourth Avenue, Suite 1900
Seattle
WA
98121

Signature Information

Signed By Victoria Garcia for M. Spence

ARTICLES OF INCORPORATION
OF
SIMMONS HEIGHTS HOMEOWNERS ASSOCIATION

The undersigned, acting as Incorporator of a corporation under the Washington Nonprofit Corporation Act, adopts the following Articles of Incorporation for the corporation.

ARTICLE I.
NAME

The name of the corporation shall be SIMMONS HEIGHTS HOMEOWNERS ASSOCIATION (the "Corporation").

ARTICLE II.
DURATION

The duration of this Corporation shall be perpetual.

ARTICLE III.
PURPOSES

The purpose for which the Corporation is organized is to provide an entity to manage and administer certain covenants, conditions, restrictions and easements for the benefit of the owners and for the operation of SIMMONS HEIGHTS, a development located in Thurston County, Washington, and to own and operate certain property as provided for in the Declaration. The Corporation shall engage in any and all activities as are incidental or conducive to the attainment of the objectives of the Corporation and all activities which are permitted to be done by a nonprofit corporation under any laws that may now or hereafter be applicable or available to this Corporation. The powers of this Corporation shall be subject to and shall be exercised in accordance with the Declaration of Covenants, Conditions and Restrictions for SIMMONS HEIGHTS as they may from time to time be amended, as recorded or to be recorded with the Recorder of Thurston County, Washington. The Declaration is incorporated herein as if fully set forth.

ARTICLE IV.
DISSOLUTION

On dissolution or final liquidation of the Corporation, the assets of the Corporation shall be distributed among the members of the Corporation in accordance with the Declaration, and the provisions of RCW 24.03.225 or its successor provisions.

ARTICLE V.
MEMBERS

The Corporation shall have one class of members, who shall consist exclusively of all the owners of the units of SIMMONS HEIGHTS. The members shall have the rights, privileges, and obligations set forth in the Declaration, the Bylaws of the Corporation, and as provided by law.

ARTICLE VI.
REGISTERED OFFICE AND AGENT

The address of the registered office of this Corporation is 2101 - 4th Ave, Suite 1900, Seattle, WA 98121 and the name of its registered agent at such address is Michael Spence.

ARTICLE VII.
DIRECTORS

The number of directors of this corporation shall be two and that number and may be increased or decreased from time to time in the manner specified herein. The name and addresses of the persons who shall serve as directors until the first meeting of the members and until their successors are elected and qualified, unless any of them resigns or is removed are:

Name:	Address:
Frank J. Granger	13308 SE 57 th St, Bellevue, WA 98006
Susan J. Granger	13308 SE 57 th St, Bellevue, WA 98006

ARTICLE VIII.
INDEMNIFICATION

The corporation shall indemnify any individual made a party to a proceeding because that individual is or was a director of the Corporation and shall advance or reimburse the reasonable expenses incurred by such individual in advance of final disposition of the proceeding, without regard to the limitations in RCW 23B.08.510 through 23B.08.550 of the Washington Business Corporation Act, or any such other limitation which may hereafter be enacted to the extent such limitation may be disregarded if authorized by the Articles of Incorporation, to the full extent and under all circumstances permitted by applicable law.

Any indemnification provided under this Article shall, unless limited by the terms of the undertaking to indemnify, continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of his or her heirs, executors, and administrators.

Any repeal or modification of this Article by the directors or members of the Corporation shall not adversely affect any right or protection of any individual who is or was a director or officer of the Corporation existing at the time of such repeal or modification.

ARTICLE IX.
LIMITATION OF LIABILITY

To the fullest extent permitted by the Washington Nonprofit Corporation Act, no director of this corporation shall have any personal liability to this Corporation or its members for monetary damages arising from the conduct of a director; provided that this provision shall not eliminate or limit the liability of a director for acts or omissions that involve intentional misconduct by a director or a knowing violation of law by a director, or for any transaction from which the director will personally receive a benefit and money, property or services to which the director is not legally entitled or for conduct violating Section 23B.08.030 of the Washington Business Corporation Act.

Any repeal or modification of this Article by the directors or members of the Corporation shall not adversely affect any right or protection of any individual who is or was a director of the Corporation which existed at the time of such repeal or modification.

ARTICLE X.
Amendment

Any amendment to these Articles of Incorporation shall require the approval of not less than sixty-seven percent (67%) of the members of the Corporation as defined in the Declaration or such greater number of votes as may be required in the Declaration.

ARTICLE XI.

Name of Incorporator

The name and address of the Incorporator is:

Michael Spence
HARRISON, BENIS & SPENCE, L.L.P.
2101 - 4th Ave., Suite 1900
Seattle, Washington 98121



Washington
Secretary of State
 SAM REED

RECEIVED

MAY 09 2008

HARRISON, BENIS & SPENCE, LLP
 ATTORNEYS AT LAW

Corporations Division
 James M. Dolliver Building
 601 Capitol Way South
 PO Box 40234
 Olympia, WA 98504-0234
 Tel 360.753.7115
 Fax 360.664.8781
 TDD 360.753.1485
 www.secstate.wa.gov/corps

Congratulations:

You have completed the initial filing to create a new business entity.

The next step in opening your new business is to complete a

Master Business Application. You may have completed this step

already. The Master Business Application can be completed online

or downloaded at: <http://www.dol.wa.gov/business/file.html>

If you have any questions about the master application, or would like

a master application package mailed to you, please call the

Department of Licensing at 360-664-1400.

IMPORTANT

You have completed the initial filing to create a new entity.

To keep your filing status active and avoid administrative dissolution, you must:

1. **File an Annual Report** and pay the annual license fee each year before the anniversary of the filing date for the entity. A notice to file your annual report will be sent to your registered agent. It is the corporation or LLC's responsibility to file the report even if no notice is received.
2. **Maintain a Registered Agent** and registered office in this state. You must notify the Corporations Division if there are any changes in your registered agent, agent's address, or registered office address. Failure to notify the Corporations Division of changes will result in misrouted mail, and possibly administrative dissolution.

If you have questions about report and registered agent requirements, please contact the Corporations Division at 360-753-7115 or visit our website at: <http://www.secstate.wa.gov/corps>

MICHAEL SPENCE
 HARRISON, BENIS & SPENCE, LLP
 2101 FOURTH AVENUE, SUITE 1900
 SEATTLE, WA 98121

**BYLAWS
OF
SIMMONS HEIGHTS HOMEOWNERS ASSOCIATION**

**ARTICLE ONE
PLAN OF HOME OWNERSHIP**

1.1 Applicability. These covenants and by-laws apply to the property situated on the following described real property:

(insert legal)

1.2 Assent. All present or future owners, tenants, future tenants, or their employees, or any other person that might use the facilities of the subject property in any manner, are subject to the regulations set forth in these bylaws. The mere acquisition or rental of any of the family homes, or the mere act of occupancy of any of the homes, will signify that these bylaws and provisions of the regulatory agreement are accepted, ratified, and will be complied with.

**ARTICLE TWO
VOTING, MAJORITY OF OWNERS, QUORUM, PROXIES**

2.1 Voting. Each unit shall have one vote.

2.2 Majority of Owners. As used in these bylaws the term "majority of owners" shall mean 50% + 1 of votes of the Association after the Transition Date as defined in Article XX of the Declarations.

2.3 Quorum. Except as otherwise provided in these bylaws, the presence in person or by proxy of a "majority of owners" as defined in the preceding paragraph of this article shall constitute a quorum. A quorum is present throughout the meeting if one is present at the beginning of the meeting.

2.4 Proxies. Votes may be cast in person or by proxy. Proxies must be filed with the secretary before the appointed time of each meeting.

**ARTICLE THREE
ADMINISTRATION**

3.1 Association Responsibilities. The owners of the units will constitute the Simmons Heights Homeowners' Association, hereinafter referred to as the Association, who through the Board of Directors will have the responsibility of administering the complex, including the community tracts and stormwater facilities, approving the annual budget and establishing and collecting monthly assessments. The Association may arrange for the management of the complex pursuant to an agreement containing provisions relating to the duties, obligations, removal, and compensation of the management agent. Except as

otherwise provided, decisions and resolutions of the Association shall require approval by a majority of owners.

3.2 Place of Meetings. Meetings of the Association shall be held at the principal office of the complex or such other suitable place convenient to the owners as may be designated by the board of directors.

3.3 Annual Meetings. The annual meetings of the Association shall be held during the first quarter of the calendar year. At such meetings there shall be elected by ballot a board of directors in accordance with the requirements of Section Five of Article IV of these bylaws. The owners may also transact such other business of the Association as may properly come before them.

3.4 Special Meetings. It shall be the duty of the president to call a special meeting of the owners as directed by resolution of the board of directors or on a petition signed by a twenty percent (20%) of the owners and having been presented to the secretary, or at the request of the federal housing commissioner or his or her duly authorized representative.

3.5 Notice of Meetings. It shall be the duty of the secretary to mail a notice of each annual or special meeting, stating the purpose thereof as well as the time and place of the meeting, to each owner of record, at least five but not more than XX days prior to such meeting. The mailing of notice in the manner provided in this section shall be considered notice served.

3.6 Adjournment of Meetings. If any meeting of owners cannot be organized because of a lack of a quorum, the owners who are present either in person or by proxy may adjourn the meeting to a time not less than 48 hours from the time the original meeting was called.

3.7 Order of Business. The order of business at all Association meetings shall be as follows:

- (a) Roll call.
- (b) Proof of notice of meeting or waiver of notices.
- (c) Reading of minutes of preceding meeting.
- (d) Reports of officers.
- (e) Report of committees.
- (f) Election of directors.
- (g) Unfinished business.
- (h) New business.

3.8 Roberts' Rules of Order. All Association meetings shall be conducted using the most recent edition of Roberts' Rules of Order.

ARTICLE FOUR **BOARD OF DIRECTORS**

4.1 Number and Qualification. The Association's affairs shall be governed by a board of directors composed of four (4) persons, all of whom must be owners of units in the complex.

4.2 Powers and Duties. The board of directors shall have the powers and duties necessary for the administration of the Association's affairs and may do all such acts and

things as are not by law or by these bylaws directed to be exercised and done by the owners.

4.3 Other Duties. In addition to duties imposed by these bylaws or by resolutions of the Association, the board of directors shall be responsible for the following:

(a) Care and upkeep of the complex, including all common areas and facilities, limited common areas, landscaped areas including the planting strips and the exteriors and roofs of the buildings.

(b) Collection of monthly assessments from the owners.

(c) Designation and dismissal of the personnel necessary for the maintenance and operation of the complex, the common areas and facilities, and the restricted common areas and facilities.

4.4 Management Agent The board of directors may employ for the Association a management agent at a compensation established by the board to perform such duties and services as the board shall authorize, including, but not limited to, the duties listed in Section Three of this article.

4.5 Election and Term of Office. At the first annual meeting of the Association the term of office of two (2) directors shall be fixed for three years. The term of office of two (2) directors shall be fixed for two years, and the term of office of one (1) director shall be fixed for one year. At the expiration of the initial term of office of each respective director, his or her successor shall be elected to serve a term of three years. The directors shall hold office until their successors have been elected and hold their first meeting.

4.6 Vacancies. Vacancies in the board of directors caused by any reason other than the removal of a director by a vote of the Association shall be filled by vote of the majority of the remaining directors, even though they may constitute less than a quorum; and each person so elected shall be a director until a successor is elected at the Association's next annual meeting.

4.7 Removal of Directors. At any regular or special meeting duly called, any one or more of the directors may be removed with or without cause by a majority of the owners, and a successor may then and there be elected to fill the vacancy thus created. Any director whose removal has been proposed by the owners shall be given an opportunity to be heard at the meeting.

4.8 Organizational Meeting. The first meeting of the newly elected board of directors shall be held within 10 days of the election at such place as shall be fixed by the directors at the meeting at which such directors were elected, and no notice shall be necessary to the newly elected directors in order legally to constitute such meeting, provided a majority of the whole board shall be present.

4.9 Regular Meetings. Regular meetings of the board of directors may be held at such time and place as shall be determined, from time to time, by a majority of the directors, but at least two such meetings shall be held during each fiscal year. Notice of regular meetings of the board of directors shall be given to each director, personally or by mail, telephone, facsimile or e-mail at least three days prior to the day named for such meeting.

4.10 Special Meetings. Special meetings of the board of directors may be called by the president on three days' notice to each director, given personally or by mail, telephone,

facsimile or e-mail, which notice shall state the time, place (as hereinabove provided), and purpose of the meeting.

4.11 Waiver of Notice. Before or at any meeting of the board of directors, any director may, in writing, waive notice of such meeting and such waiver shall be deemed equivalent to the giving of such notice. Attendance by a director at any meeting of the board shall be a waiver of notice by him or her of the time and place thereof. If all the directors are present at any meeting of the board, no notice shall be required and any business may be transacted at such meeting.

4.12 Board of Director's Quorum. At all meetings of the board of directors, a majority of the directors shall constitute a quorum for the transaction of business, and the acts of the quorum shall be the acts of the board of directors. If, at the beginning of any meeting of the board of directors, there be less than a quorum present, the members present may adjourn the meeting from time to time. At any such meeting, any business that might have been transacted at the meeting as originally called may be transacted without further notice.

4.13 Indemnity. The Association shall indemnify every board member or officer, and his or her heirs, executors and administrators. This policy shall be strictly limited to indemnify board members and officers only in their capacities as board members and officers.

ARTICLE FIVE

OFFICERS

5.1 Designation. The principal officers of the Association shall be a president, a vice-president, a secretary, and a treasurer, all of whom shall be elected by and from the board of directors. The directors may appoint an assistant treasurer, and an assistant secretary, and such other officers as in their judgment may be necessary. The offices of vice president, treasurer and secretary may be filled by the same person.

5.2 Election of Officers. The officers of the Association shall be elected annually by the board of directors at the organization meeting of each new board and shall hold office at the pleasure of the board.

5.3 Removal of Officers. On an affirmative vote of a majority of the members of the board of directors, any officer may be removed, either with or without cause, and his or her successor elected at any regular meeting of the board of directors, or at any special meeting of the board called for such purpose.

5.4 President. The president shall be the chief executive officer of the Association. He or she shall preside at all meetings of the Association and of the board of directors. He or she shall have all of the general powers and duties that are usually vested in the office of president of an Association, including but not limited to the power to appoint committees from among the owners from time to time as he may in his or her discretion decide is appropriate to assist in the conduct of the Association's affairs.

5.5 Vice-President The vice-president shall take the place of the president and perform his or her duties whenever the president shall be absent or unable to act. If neither the president nor the vice-president is able to act, the board of directors shall appoint some other member of the board to do so on an interim basis. The vice-president shall also perform such other duties as shall from time to time be imposed on him or her by the board of directors.

5.6 Secretary. The secretary shall keep the minutes of all meetings of the board of directors and the minutes of all meetings of the Association; he or she shall have charge of such books and papers as the board of directors may direct; and he shall, in general, perform all the duties incident to the office of secretary.

5.7 Treasurer. The treasurer shall have responsibility for Association funds and securities and shall be responsible for keeping full and accurate accounts of all receipts and disbursements in books belonging to the Association. He or she shall be responsible for the deposit of all moneys and other valuable effects in the name, and to the credit of, the Association in such depositories as may from time to time be designated by the board of directors.

ARTICLE SIX

OBLIGATIONS OF THE OWNERS

6.1 Assessments. As provided for in the Declarations, all owners are obligated to pay monthly assessments imposed by the Association to meet all common expenses, which include care and upkeep of the complex, including all common areas and facilities, limited common areas, landscaped areas including the planting strips and the exteriors and roofs of the buildings. The assessments may also include a liability insurance policy premium and an insurance premium for a policy to cover repair and reconstruction work in case of hurricane, fire, earthquake or other hazard and directors' indemnity insurance. Such assessments shall include monthly payments to a general operating reserve and a reserve fund for replacements, upkeep and maintenance.

6.2 Maintenance, repair and replacement. Every owner must perform promptly all maintenance, repair and replacement work within his or her own home which, if omitted, would affect the complex in its entirety or in a part belonging to other owners, being expressly responsible for the damages and liabilities that his or her failure to do so may engender. All the maintenance, repair or replacement of internal installations of the home shall be at the owner's expense. An owner shall reimburse the Association for any expenditures incurred in maintaining, repairing or replacing any common area and facility damaged through his or her fault.

6.3 Right of Entry. An owner shall grant the right of entry to the management agent or to any other person authorized by the board of directors or the Association in case of any emergency originating in or threatening his or her home, whether the owner is present at the time or not.

6.4 Fines/Liens

The Board of the Association may levy fines on home owners for violations of any section of these By-Laws, the Declarations and any other rules and regulations promulgated by the Board. Before imposing fines, the Board shall first give the alleged violator written notice of the alleged violation and a reasonable opportunity to comply. The schedule of fines shall be as follows:

1st violation: \$25.00
2nd violation: \$50.00
3rd violation: \$100.00
successive violations: \$100.00

If said fines remain unpaid, the Board may file a lien on the unit and/or unit owner in accordance with applicable laws.

**ARTICLE SEVEN
AMENDMENTS**

7.1 Bylaws. These bylaws may be amended by the Association in a duly constituted meeting for such purpose, and no amendment shall take effect unless approved by owners representing at least XX% + 1 of the units.

**ARTICLE EIGHT
COMPLIANCE**

8.1 Compliance. These bylaws are set forth to comply with applicable local, state or federal law. In case any of these bylaws conflict with the provisions of that statute, it is hereby agreed and accepted that the provisions of the statute will apply.

**ARTICLE NINE
MISCELLANEOUS**

9.1 Fiscal Year. The fiscal year of the Association shall be from January 1 to December 31 of any given year.

9.2 Corporate Status. The Association shall be organized and duly registered as a not for profit corporation under the laws of the State of Washington

9.3 Severability. If any portion of these covenants and by-laws is declared illegal, unconstitutional or unenforceable by a court of law of other tribunal, the remainder of the covenants and by-laws shall remain intact and shall not be considered abandoned or repealed.

9.4 Waiver. Failure of the Board or the Association to enforce the rights, obligations or remedies contained in these covenants and by-laws does not constitute a waiver by the Board or the Association of its rights to enforce said rights, obligations or remedies on subsequent occasions involving the same or other home owners or outside parties.

9.5 Attorneys Fees. If suit is brought under these covenants and by-laws, the substantially prevailing party shall be entitled to an award of costs and reasonable attorney's fees.

9.6 Headings. The headings of any section of these covenants and by-laws do not necessarily reflect the content of said section.

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Declarations and by-laws adopted this 31st day of July, ~~2007~~ 2008

SIMMONS HEIGHTS HOMEOWNERS ASSOCIATION

G MOSES LLC

By:

Frank J. Granger
FRANK J. GRANGER
President

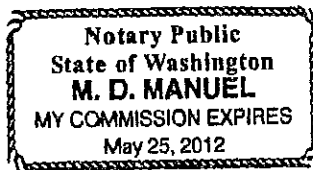
Its

STATE OF WASHINGTON)
): ss
COUNTY OF THURSTON)

On this 31st day of July, 2008, I certify that I know or have satisfactory evidence that is the person(s) who appeared before me, and said person acknowledged that he/she signed this instrument and acknowledged it to be his/her free and voluntary act for the uses and purposes mentioned in this instrument.

M. D. Manuel
(Notary's Signature)

M. D. MANUEL
(Notary's Name Typed/Printed)



NOTARY PUBLIC, in and for the State of Washington,

Residing at: Renton, WA (initials)

My commission expires: 5.25.2009 2012