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STATE OF WASHINGTON

JUL 14 1993

RALPH MUNRO
SECRETARY OF STATE

ARTICLES OF INCORPORATION
OF
FORSTER WOODS OWNERS' ASSOCIATION

The undersigned, acting as incorporator of a corporation under the Washington Nonprofit Corporation Act (Ch. 24.03 RCW), adopts the following Articles of Incorporation for the corporation.

ARTICLE 1. Name

The name of this corporation is Forster Woods Owners' Association.

ARTICLE 2. Duration

The duration of this corporation is perpetual.

ARTICLE 3. Purposes

This corporation is organized to provide an owners association pursuant to the Declaration and Covenants, Conditions, Restrictions, Easements and Reservations of Forster Woods, as recorded under No. 9208200364 in the real property records of King County, Washington, and as subsequently amended (hereinafter called the "Declaration"), to provide for maintenance, preservation, and architectural control of the lots and common areas of the Plat of Forster Woods residential subdivision, as more particularly described in the Declaration, located in the City of North Bend, King County, Washington, and to engage in all such 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 laws of the State of Washington and with the Declaration as amended from time to time.

ARTICLE 4. Dissolution

Upon 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 Bylaws.

ARTICLE 5. Members

The corporation shall have one class of members, which shall consist of the Owners of the Lots in the Plat of Forster Woods, as set forth in the Declaration. The rights, privileges and obligations of the members are set forth in the Declaration and in the Bylaws of the corporation.

ARTICLE 6. Registered Office and Agent

The name of the initial registered agent of the corporation is Ms. Beth A. Clark. The address of the initial registered office of the corporation is Foster Pepper & Shefelman, 1111 Third Avenue, Suite 3400, Seattle, Washington 98101.

ARTICLE 7. Directors

The number of directors of this corporation shall be fixed by the Bylaws and may be increased or decreased from time to time in the manner specified therein. The initial Board of Directors shall consist of two directors. The names and addresses of the persons who shall serve as directors until their successors are elected and qualify, unless they resign or are removed are:

Mr. Jeffrey Wright
J. Wright Development Company
Suite 3100, 1111 Third Avenue
Seattle, Washington 98101

Mr. Robert W. Young
Suite 3100, 1111 Third Avenue
Seattle, Washington 98101

ARTICLE 8. Limitation of Liability

A director of the corporation shall not be personally liable to the corporation or its members for monetary damages for conduct as a director, except for liability of the director (i) for acts or omissions which involve intentional misconduct by the director or a knowing violation of law by the director, or (ii) for any transaction from which the director will personally receive a benefit in money, property or services to which the director is not legally entitled.

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 9. Indemnification

To the full extent permitted by the Washington Nonprofit Corporation Act, the corporation shall indemnify against all expenses and liabilities, including reasonable attorneys' fees, any individual made a party to a proceeding because that individual is or was a director or officer 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 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 10. Amendment


Any amendment to these Articles of Incorporation shall require the approval of sixty percent (60%) of the votes of the members of the corporation and such other approvals as may be required in the Declaration.

ARTICLE 11. Incorporator

The name and address of the incorporator is as follows:

Roger A. Pearce
Foster Pepper & Shefelman
1111 Third Avenue, Suite 3400
Seattle, Washington 98101

Executed in duplicate on June 29, 1993.

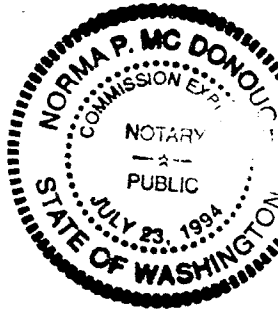


ROGER A. PEARCE

STATE OF WASHINGTON)
)
) ss.
COUNTY OF KING)

Roger A. Pearce, being first duly sworn on oath says: That he is the incorporator of Forster Woods Owners' Association, that he has read the foregoing Articles Of Incorporation Of Forster Woods Owners' Association, knows the contents thereof, and believes the same to be true.

Dated this 29th day of June, 1993.



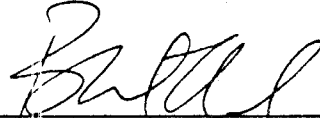
Norma P. McDonough
NORMA P. MCDONOUGH
Notary Public in and for the
state of Washington, residing
at Seattle
My appointment expires 7/23/94

CONSENT TO SERVE AS REGISTERED AGENT

I, Beth A. Clark, hereby consent to serve as Registered Agent, in the State of Washington, for the following corporation: Forster Woods Owners' Association. 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 changes in the registered office address of the corporation for which I am agent.

6/28/93

(date)



(signature of agent)

Foster Pepper & Shefelman
1111 Third Avenue, Suite 3400
Seattle, Washington 98101