

MAY 12 1999

PAUL H. HENNING
SECRETARY OF STATE

601 953 923

ARTICLES OF INCORPORATION
OF
SUNLAND DIVISION 17 OWNERS ASSOCIATION

I.

Name

The name of the corporation shall be SUNLAND DIVISION 17 OWNERS ASSOCIATION.

II.

Duration

The duration of this corporation shall be perpetual.

III.

Purpose

The purpose for which the corporation is organized is to present a unified effort to the members in protecting the value of the property of the members of the Association, SunLand Division 17, Clallam County, Washington, and to engage in such other activities as may be to the mutual benefit of the Owners of the property in said association.

IV.

Registered office

The address of the initial registered office of the

corporation shall be, 239 E Washington St., Sequim, Washington 98382. The name of the initial registered agent of the corporation at such address shall be Kevin W. Estes.

V.

Board of Directors

The number of directors constituting the Board of Directors of the Corporation shall be three (3) Directors. The names and addresses of the persons who are to serve as the Directors of the Corporation upon filing these Articles of Incorporation are as follows:

<u>Name</u>	<u>Address</u>
Kevin W. Estes	877 Medsker Rd. Sequim, WA 98382
Richard Stuhr	137 Fairway Drive Sequim, WA 98382
Jerry Strawn	229 Taylor Ct. Sequim, WA 98382

VI.

LIMITATION OF LIABILITY AND INDEMNIFICATION

A. Limitation of Liability. To the fullest extent permitted by Washington law, including RCW 54.24.264, RCW S23B.08.320, and RCW S24.03.325(4)(c), and amended, and subject to the Bylaws of this corporation, a Director, officer, employee or agent of this corporation shall not be made personally liable to the corporation or its members (if any) for damages arising from or in connection with his or her conduct as a Director, officer, employee, or agent.

B. Indemnification.

1. Indemnification generally.

To the fullest extent permitted by Washington law, including RCW SS23B.08.500-600, RCW S24.03.035(14), and RCW S24.03.043. as amended, and subject to the Bylaws of this corporation. The corporation shall indemnify any Director, officer, employee or agent of this corporation against all liability, damage and expenses incurred by him or her arising from or in connection with his or her conduct as a Director, officer, employee or agent.

2. Indemnification for lawsuits.

Each person who was or is made a party or is threatened to be made a party to or is involved (including, without limitation, as a witness) in any actual or threatened action, suit, or proceeding, whether civil, criminal, administrative or investigative, by reason of that fact that he or she is or was a director, officer, employee or agent of the corporation or, being or having been such a director, officer, employee or agent, he or she is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation or of a partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, whether the basis of such proceeding is alleged action in an official capacity as a director, officer, employee or agent or in any other capacity while serving as a director, officer, employee or agent in any other capacity, shall be indemnified and held

harmless by the corporation to the full extent permitted by Washington law, as amended, against all expense, liability and loss (including, without limitation, attorneys fees, judgement, fines, ERISA taxes or penalties and amounts to be paid in settlement) actually or reasonably incurred or suffered by such person in connection herewith. Such indemnification shall 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. No indemnification shall be provided under this Article [VI] to any such person if, in the opinion of legal counsel, payment of such indemnification would subject the corporation to imposition of excise taxes under the Internal Revenue Act of 1986, as amended, or would cause the corporation to lose its tax exempt status (if any) from federal income taxation. The right to indemnification conferred in this Section shall be a contract right and shall include the right to be paid by the corporation the expenses incurred in defending any such proceeding in advance of its final disposition; provided, however, that the paying of such expenses in advance of the final disposition of a proceeding shall be made to or on behalf of a director, officer, employee or agent only upon delivery to the corporation of a written agreement, by or on behalf of such director, officer, employee or agent, to repay all amounts so advanced if it shall ultimately be determined that such director, officer, employee or agent is not entitled to be indemnified under this Article or otherwise. This written agreement may be unsecured and may be accepted with reference to financial ability to make repayment.

3. Indemnification is Nonexclusive.

The right to indemnification and the payment of expenses incurred in defending a proceeding in advance of its final disposition conferred in this Article shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the Articles of Incorporation, Bylaws, agreement, or vote of members.

4. Indemnification Insurance.

The corporation shall have the power to purchase and maintain insurance at its own expense, to protect itself and any director, officer, employee or agent of the corporation or another corporation, partnership, joint venture, trust or other enterprise against any expense, liability or loss, whether or not the corporation would have the power to indemnify such person against such expense, liability or loss under Washington law. The corporation may enter into contracts with any director, officer, employee or agent of the corporation in furtherance of the provisions of this Article and may create a trust fund, grant a security interest or use other means (including, without limitation, a letter of credit) to ensure the payment of such amounts as may be necessary to effect indemnification as provided in this Article.

C. Effect of Modification

1. Indemnification Generally

Any amendment to or repeal of this Article shall not adversely affect any right of a director, officer employee or agent of this corporation hereunder with respect to any acts or omissions of the director, officer, employee or agent occurring prior to amendment or repeal.

VII
DISSOLUTION OF CORPORATION

In the event of dissolution of the corporation, the net assets are to be distributed equally to the SunLand Homeowners Association, a Washington non-profit corporation and Sunland Associates, a Washington general partnership or their successors in interest in Sunland Division 17, Clallam County. Washington.

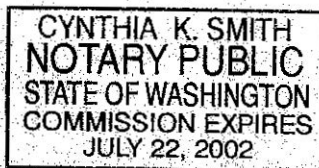
STATE OF WASHINGTON)
) ss.
COUNTY OF CLALLAM)

I, Kevin W. Estes, being first duly sworn, on oath depose and say: That I am the incorporator named in the foregoing Articles of Incorporation; that I have read said Articles of Incorporation, know the contents thereof, and believe the same to be true.



Kevin W. Estes

SUBSCRIBED AND SWORN to before me this 11th day of May, 1999.



CYNTHIA K. SMITH
Cynthia K. Smith
NOTARY PUBLIC in and for the
State of Washington, residing
at Sequim.
My appointment expires:

07-22-02

CONSENT TO SERVE AS REGISTERED AGENT FOR
SUNLAND DIVISION 17 OWNERS ASSOCIATION

I, Kevin W. Estes, hereby consent to serve as
Registered Agent in the State of Washington for:

SUNLAND DIVISION 17 OWNERS ASSOCIATION

My address is 239 E. Washington St., Sequim, WA 98382

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.

Date this _____ day of May, 1999.

See attached

Kevin W. Estes
239 E. Washington / PO Box 3127
Sequim, WA 98382

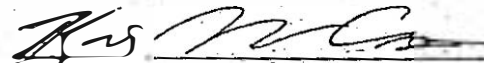
NAME AND ADDRESS OF WASHINGTON STATE REGISTERED AGENT

Name Kevin W. Estes

Street Address (Required) 239 E. Washington St City Sequim State WA ZIP 98382

PO Box (Optional - Must be in same city as street address) P.O. Box 3127 ZIP (If different than street ZIP) _____

I consent to serve as Registered Agent in the State of Washington for the above named corporation. I understand it will be my responsibility to accept Service of Process on behalf of the corporation; to forward mail to the corporation; and to immediately notify the Office of the Secretary of State if I resign or change the Registered Office Address.


Signature of Agent

KEVIN W. ESTES
Printed Name

4.20.99
Date