

Articles of Incorporation
For
Spokane RV Resort Owner's Association

INDEX OF ARTICLES OF INCORPORATION
OF
SPOKANE RV RESORT OWNERS' ASSOCIATION
DEER PARK, WASHINGTON

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ARTICLES OF INCORPORATION
OF
SPOKANE RV RESORT OWNERS ASSOCIATION

The undersigned hereby executes the following Articles of Incorporation for the purpose of forming a corporation under the Washington Nonprofit Corporation Act (Revised Code of Washington, Chapter 24.03).

ARTICLE I

Name

The name of this corporation is SPOKANE RV RESORT OWNERS ASSOCIATION

ARTICLE II

Period of Duration

This corporation shall have a period of duration which is perpetual.

ARTICLE III

Purpose

1. This corporation is organized to collect, account for and distribute members dues.
2. To engage in any other lawful business for which corporations may be formed under the Washington Nonprofit Corporation Act, RCW 24.03.

ARTICLE IV

Members

This corporation shall have members of a single class. The relative rights and responsibilities of each member will be identical to those of each other member. Only owners of lots in the Spokane RV Park may be members of this Association, and to be active members, all owners must pay the monthly membership fees established from time to time by the Board of Directors. A person's membership in this corporation is terminated when he/she no longer is an owner of a lot.

ARTICLE V

No Capital Stock

This corporation shall not be authorized to issue capital stock of any kind.

ARTICLE VI

Distributions of Surplus Funds

If and whenever the Board of Directors determines that the corporation has accumulated more funds than are necessary to accommodate the corporation's current and anticipated needs, including the funding of reserves to meet unexpected contingencies, the corporation may distribute

all or any portion of such excess, as determined by the Board of Directors, in equal shares to its then-current members.

ARTICLE VII

Distributions upon Dissolution

Upon dissolution or final winding up of this corporation under the laws of the State of Washington, all of its assets remaining after payment of creditors will be distributed, or sold and the sales proceeds distributed, to the members of this corporation in equal shares.

ARTICLE VIII

Limitation on Dissenter's Rights

If, as permitted under applicable law, any member of this corporation dissents from (a) any plan of merger or consolidation to which this corporation is a party; (b) any sale or exchange of all (or substantially all) of the property and assets of this corporation not made in the usual and regular course of its business (including a sale in dissolution); (c) any amendment to the Articles of Incorporation which changes voting or property rights of members other than by changing the number of memberships; or (d) any amendment to these Articles of Incorporation which reorganizes the corporation under the provisions of RCW 24.06, then such member shall be entitled only to a return of the consideration paid to or retained by this corporation for such member's membership in the corporation, or, if less, the then-current fair market value of that membership.

ARTICLE IX

Registered Office and Agent

A. The street address of this corporation's initial registered office is 1205A North Country Club Drive, Deer Park, Washington 99006.

B. J. Craig Barrile is the corporation's initial registered agent at such office.

ARTICLE X

Initial Directors

The initial Board of Directors of this corporation consists of three (3) directors. The names and addresses of such directors are as follows:

Larry Robertson
PO Box 995
Chehalis, WA 98532

Robert Fallis
1205A North Country Club Dr.
Deer Park, WA 99006

J. Craig Barrile
23 E. Crawford
Deer Park, WA 99006

These initial directors shall serve until the next annual meeting of members or until the election and qualification of their successors. The number of directors constituting the Board of Directors of this corporation may be increased or decreased from time to time in the manner specified in the Bylaws of this corporation. Any director may be removed for cause by the vote of two-thirds (2/3) of the Board of Directors, and with or without cause by the vote of two-thirds (2/3) of the members of this corporation.

ARTICLE XI

Incorporator

The name and address of the incorporator of this corporation is as follows:

<i>Name</i>	<i>Address</i>
J. Craig Barrile	PO Box 1189, Deer Park, Washington 9906

ARTICLE XII

Director 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 for: (i) acts or omissions that involve intentional misconduct or a knowing violation of law by the director, or (ii) any transaction from which the director will personally receive a benefit in money, property, or services to which the director is not legally entitled. If applicable law is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the corporation shall be eliminated or limited to the fullest extent permitted by law, as so amended. Any repeal or modification of the foregoing paragraph by the members of the corporation shall not adversely affect any right or protection of a director of the corporation existing at the time of such repeal or modification.

ARTICLE XIII

Indemnification

The corporation shall indemnify its directors against all liability, damage, or expense resulting from the fact that such person is or was a director, to the maximum extent and under all circumstances permitted by law.

ARTICLE XIV

Notice of Regular Members' Meetings

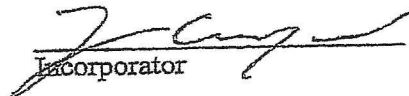
Notice of regularly scheduled members' meetings (other than the annual meeting) may be given by providing each member with the adopted schedule of regular meetings for the ensuing year at any time after the annual meeting and ten (30) days prior to a regular meeting and at any time when requested by a member. Alternatively, notice may be given in any other manner prescribed by the Washington Nonprofit Corporation Act.

ARTICLE XV

Amendment

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation in any manner now or hereafter permitted by statute. All rights of members of the corporation and all powers of directors of the corporation are granted subject to this reservation.

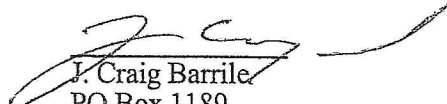
DATED this 17 day of November, 2006.


Incorporator

CONSENT TO APPOINTMENT AS REGISTERED AGENT

I, J. Craig Barrile, hereby consent to serve as registered agent, in the State of Washington, for the following corporation: SPOKANE RV PARK OWNERS ASSOCIATION. 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 and license renewals to the appropriate officer(s) of the corporation; and to immediately notify the Office of the Secretary of State of my resignation or of any changes in the address of the registered office of the corporation for which I am agent.

DATED: This 17 day of November, 2006


J. Craig Barrile
PO Box 1189
23 E. Crawford
Deer Park, Washington 99006