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**ARTICLES OF INCORPORATION
OF
CARRINGTON MEADOWS
HOMEOWNERS ASSOCIATION**

FILED
SECRETARY OF STATE
SEP 25 2001
STATE OF WASHINGTON

GEONERCO, INC., a Washington corporation, for the purpose of forming a nonprofit corporation under Chapter 24.03 of the Revised Code of Washington, adopts the following Articles of Incorporation:

ARTICLE 1. NAME

The name of the corporation is Carrington Meadows Homeowners Association.

ARTICLE 2. DURATION

The Association shall have perpetual duration.

ARTICLE 3. PURPOSES AND POWERS

3.1 The Association does not contemplate pecuniary gain or profit, direct or indirect, to its members. In way of explanation and not of limitation, the purposes for which the Association is formed are:

3.1.1 To be and constitute the Association to which reference is made in the Declaration of Covenants, Conditions, Easements and Restrictions for Carrington Meadows (hereinafter the "Declaration"), to be recorded in the Records of King County, Washington, to perform all obligations and duties of the Association, and to exercise all rights and powers of the Association, as specified therein, in the Bylaws of the Association ("Bylaws") as adopted by the Board of Directors of the Association, and as provided by law; and

3.1.2 To provide an entity for the furtherance of the interests of the Owners in the development.

3.2 In furtherance of its purposes, the Association shall have the following powers, which, unless indicated otherwise by the Declaration or Bylaws, may be exercised by the Board of Directors:

3.2.1 All of the powers conferred upon nonprofit corporations by common law and the statutes of the State of Washington in effect from time to time;

3.2.2 All of the powers necessary or desirable to perform the obligations and duties and to exercise the rights and powers set out in these Articles, the Bylaws, or the Declaration, including, without limitation, the following:

(i) To adopt and amend budgets for revenues, expenditures and reserves and impose and collect assessments or other charges to be levied on members;

(ii) To manage, control, operate, maintain, repair, and improve property subjected to the Declaration or any other property for which the Association by rule, regulation, declaration, or contract has a right or duty to provide such services;

(iii) To enforce covenants, conditions, or restrictions affecting any property to the extent the Association may be authorized to do so under the Declaration or Bylaws;

(iv) To engage in activities which will actively foster, promote, and advance the common interests of all owners of property subject to the Declaration;

(v) To buy or otherwise acquire, sell, or otherwise dispose of, mortgage, or otherwise encumber, exchange, lease, hold, use, operate, and otherwise deal in and with real, personal, and mixed property of all kinds and any right or interest therein for any purpose of the Association;

(vi) To borrow money for any purpose;

(vii) To enter into, make, perform, or enforce contracts of every kind and description, and to do all other acts necessary, appropriate, or advisable in carrying out any purpose of the Association, with or in association with any other association, corporation, or other entity or agency, public or private; and

(viii) To adopt, alter, and amend or repeal such Bylaws as may be necessary or desirable for the proper management of the affairs of the Association; provided, however, such Bylaws may not be inconsistent with or contrary to any provisions of the Declaration.

3.3 The foregoing enumeration of powers shall not limit or restrict in any manner the exercise of other and further rights and powers which may now or hereafter be allowed or permitted by law; and the powers specified in each of the paragraphs of this Article 3 are

independent powers, not to be restricted by reference to or inference from the terms of any other paragraph or provisions of this Article 3.

ARTICLE 4. MEMBERSHIP

The Association shall be a membership corporation without certificates of shares of stock. Each Owner of a Lot (as such capitalized terms are defined in the Declaration) subject to the Declaration is a member and shall be entitled to vote as set forth herein and in the Declaration and the Bylaws. Membership in the Association shall consist exclusively of Lot Owners.

ARTICLE 5. BOARD OF DIRECTORS

The business and affairs of the Association shall be conducted, managed, and controlled by a Board of Directors. The Board shall initially consist of one (1) director. The name and address of the initial member of the Board of Directors is as follows:

John Merlino
1010 S. 336th Street; Suite 305
Federal Way, WA 98003

The number of directors may be increased or decreased from time to time by amendment to or in the manner provided for in the Bylaws. The method of election, term of office, removal and filling of vacancies shall be as set forth in the Bylaws. The Board may delegate its powers to operate the Association to such companies, individuals, or committees as it, in its discretion, may determine.

ARTICLE 6. LIABILITY OF DIRECTORS

To the full extent that the Washington Nonprofit Corporation Act permits the elimination or limitation of liability of directors, a director of the Association shall not be liable to the Association or its members for monetary damages for conduct as a director; provided that the liability of a director shall not be eliminated or limited for acts or omissions that involve intentional misconduct or a knowing violation of law, for approval of distributions or loans contrary to law, or for any transaction from which the director has personally received or will personally receive a benefit in money, property, or services to which the director is not legally entitled.

ARTICLE 7. DISSOLUTION

The Association may be dissolved only upon a resolution duly adopted by the Board of Directors and the affirmative vote of members who are Owners of not less than two-thirds (2/3) of the Lots (other than the Declarant) and the consent of the Declarant so long as the Declarant owns any property subject to the Declaration. Upon dissolution of the Association, so long as the United States Veterans Administration ("VA") is guaranteeing and/or the United States acting through the Department of Housing and Urban Development ("HUD") is insuring any mortgage in the Development, and unless otherwise agreed in writing by HUD or VA, as applicable, any

remaining real property assets of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization to be devoted to such similar purposes. No such restriction shall exist if VA is not guaranteeing and HUD is not insuring any mortgage in the Development; provided, however, HUD and/or VA shall be notified of such dissolution.

ARTICLE 8. MERGER AND CONSOLIDATION

The Association may merge or consolidate only upon a resolution duly adopted by the board of directors and the affirmative vote of members who are Owners of not less than two-thirds (2/3) of the Lots (other than the Declarant) and the consent of the Declarant so long as the Declarant owns any property subject to the Declaration.

ARTICLE 9. AMENDMENTS

These Articles may be amended only upon a resolution duly adopted by the Board of Directors and the affirmative vote of at least two-thirds (2/3) of the total eligible votes of the members.

ARTICLE 10. INCORPORATOR

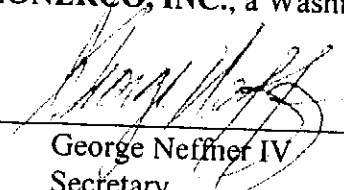
The name and address of the sole incorporator is Geonerco, Inc., 1300 Dexter Avenue North, Suite 500, Seattle, Washington 98109.

ARTICLE 11. REGISTERED AGENT AND OFFICE

The initial registered agent and office of the Association is G & D, Inc., a Washington corporation, located at 1420 Fifth Avenue, #3300, Seattle, Washington 98101-2390. The undersigned duly-authorized officer of the incorporator has signed these Articles of Incorporation at Seattle, Washington, on this 17th day of September, 2001.

GEONERCO, INC., a Washington corporation

By _____


George Neffner IV
Secretary

CONSENT TO SERVE AS REGISTERED AGENT

G & D, Inc., a Washington corporation, hereby consents to serve as Registered Agent, in the State of Washington, for Carrington Meadows Homeowners Association. It is understood that as agent for the Association, G & D, Inc., will have the responsibility to receive service of process in the name of the Association; to forward all mail to the Association; and to immediately notify the office of the Secretary of State in the event of its resignation, or of any changes in the registered office address of the Association for which it is agent.

G & D, Inc., a Washington corporation

4/20/2001
Date

By [Signature]
Assistant Secretary
Address: 1420 Fifth Avenue, Suite 3300
Seattle, Washington 98101-2390