



Washington Profit Corporation
See attached detailed instructions

- Filing Fee \$30.00
- Filing Fee with Expedited Service \$80.00

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FILED

FEB 05 2015

WA SECRETARY OF STATE

UBI Number: 601117002

ARTICLES OF AMENDMENT

Chapter 23B.10 RCW

SECTION 1

NAME OF CORPORATION: (as currently recorded with the Office of the Secretary of State)

The Innis Arden Club, Inc

SECTION 2

AMENDMENTS were adopted on this **DATE:** Jan 21, 2015

SECTION 3

ARTICLES OF AMENDMENT WERE ADOPTED BY: (please check one of the following)

- Board of Directors (shareholder action was not required)
- Duly approved by shareholders in accordance with 23B.10.030 and 23B.10.040 RCW
- Incorporators (shareholder action was not required)

SECTION 4

AMENDMENTS TO ARTICLES ON FILE: (if necessary, attach additional information)

Purposes section (Article II) amended as set forth in attached Exhibit A.

SECTION 5

EFFECTIVE DATE OF ARTICLES OF AMENDMENT: (please check one of the following)

- Upon filing by the Secretary of State
- Specific Date: _____ (Specified effective date must be within 90 days AFTER the Articles of Amendment have been filed by the Office of the Secretary of State)

SECTION 6

SIGNATURE (see instructions page)

This document is hereby executed under penalties of perjury, and is, to the best of my knowledge, true and correct.

X T. Richard Leary T. RICHARD LEARY / president Jan. 28, 2015 206-546-2516

Signature Printed Name/Title Date Phone Number

**AMENDMENTS TO ARTICLES OF INCORPORATION
OF THE INNIS ARDEN CLUB, INC.**

The undersigned as President and Secretary of the above stated corporation certify that the following Amendments to the Articles of Incorporation have been approved by the Directors of the Innis Arden Club, Inc. and by its Shareholders in accordance with the Articles and Bylaws of the corporation, as well as RCW 23(b).10.030 and 23(b).10.040.

The following Amendments shall be in effect upon the state accepting the corporation's election to become a non-profit corporation under RCW 24.03.

Article I is amended to change the name of the corporation to "The Innis Arden Club".

Article II is amended to replace Sections (a) through (l) with the following purposes Section.

This corporation is organized for the following purposes:

(a) To operate and manage a Home Owners Association as defined under RCW 64.38.010(11);

(b) To, consistent with and in furtherance of the Innis Arden Restrictive Mutual Easements (Covenants) and Bylaws, establish, maintain, and operate a community club/homeowners association for the Innis Arden community and in connection therewith, to manage and protect Innis Arden property and assets, and engage in social, athletic, recreational, and community activities benefitting the Innis Arden community.

In furtherance of the foregoing purposes, this corporation shall have the following powers as implemented through Bylaws:

(c) To solicit, collect, receive, acquire, hold and invest money in property, both real and personal, including money and property received by gift, contribution, bequest, or devise; to sell and convert property, both real and personal, into cash; and to use the funds of this corporation and the proceeds, income, rents, issues, and profits derived from any property of this corporation for any of the purposes for which this corporation is formed.

(d) To purchase, acquire, own, hold, sell, assign, transfer, dispose of, mortgage, pledge, hypothecate, or encumber and to deal in shares, bonds, notes, debentures, or other securities or evidences of indebtedness of any person, firm, corporation, or association and while the owner or holder of them, to exercise all rights, powers and privileges or ownership.

(e) To purchase and acquire, own, hold, use, lease (either as lessor or lessee), sell, exchange, assign, convey, dispose of, mortgage, hypothecate or encumber real and personal property.

(f) To borrow money, incur indebtedness and to secure the repayment of the same by mortgage, pledge, deed of trust, or other hypothecation of property, both real and personal.

(g) To enter into, make, perform and carry out contracts of every kind for any lawful purpose without limit or amount, with any persons, firm, association or corporation, municipality, county, parish, state, territory, government, or other municipal governmental subdivision.

(h) To act as trustee under any trust incidental to the principal objects of the corporation and receive, hold, administer and expend funds and property subject to such trust.

(i) To do all things necessary, expedient, or appropriate to accomplishment of any of the objects and purposes for which this corporation is formed.

Article V shall be amended so that there shall be no stock issued nor shareholders. The corporation will have members who will be voting members. The members shall be owners of one or more building sites located within the property legally described as:

Innis Arden, an addition to King County, Washington, as shown by plat thereof recorded in Volume 37 of Plats, at pages 25 and 26, records of King County, Washington.

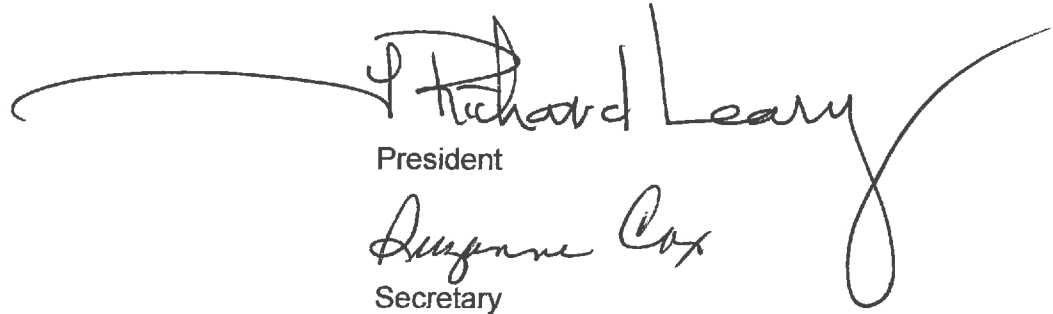
Innis Arden No. 2, an addition to King County, Washington, as shown by plat thereof recorded in Volume 41 of Plats, at pages 20, 21 and 22, records of King County, Washington.

Innis Arden No. 3, an addition to King County, Washington, as shown by plat thereof recorded in Volume 46 plats, at pages 42, 43, 44 and 45, records of King County, Washington.

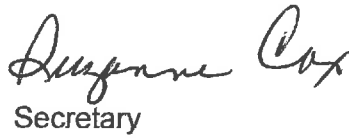
As used herein, the term "building site" is as defined in the Restrictions of Innis Arden, King County Auditor's File No. 3181336, the Restrictions of Innis Arden No. 2, King County Auditor's File No. 3226288, the Restrictions of Innis Arden No. 3, King County Auditor's File No. 3896280.

The authorized number and qualifications of the members of the corporation, different classes of the membership, voting and other rights, privileges of members, liability for dues and assessments and the method for collection thereof shall be set forth in the Bylaws.

DATED: Jan. 28, 2015

A large, stylized handwritten signature in black ink that reads "J. Richard Leary". The signature is written in a cursive style with a long horizontal flourish extending to the left and a large loop at the end.

President

A handwritten signature in black ink that reads "Suzanne Cox". The signature is written in a cursive style.

Secretary

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FEB 05 2015

RESTATED ARTICLES OF INCORPORATION

WA SECRETARY OF STATE

OF

THE INNIS ARDEN CLUB

The undersigned, as President and Secretary of the above stated corporation, certify that the following articles have been approved in accordance with the terms and conditions of the articles and bylaws of the corporation and in accordance with the Washington Non-Profit Corporation Act, and do hereby adopt the Articles of Incorporation for such corporation set forth below.

These Restated Articles of Incorporation correctly set forth without change the provisions of the Articles of Incorporation as amended and the Restated Articles of Incorporation supersede the original Articles of Incorporation and all amendments thereto.

ARTICLE I

The name of the corporation is: The Innis Arden Club, and its existence shall be perpetual.

ARTICLE II

This corporation is organized for the following purposes:

(a) To operate and manage a Homeowners Association ("HOA") including an HOA as defined under RCW 64.38.010(11), and as it presently exists or may be amended;

(b) To, consistent with and in furtherance of the Innis Arden Restrictive Mutual Easements (Covenants) and Bylaws, establish, maintain, and operate a community club/homeowners association for the Innis Arden community and in connection therewith, to manage and protect Innis Arden property and assets, and engage in social, athletic, recreational, and community activities benefitting the Innis Arden community

ARTICLE III

In furtherance of the foregoing purposes, this corporation shall have the following powers as implemented through Bylaws:

(a) To solicit, collect, receive, acquire, hold and invest money in property, both real and personal, including money and property received by gift, contribution, bequest, or devise; to sell and convert property, both real and personal, into cash; and to use the funds of this corporation and the proceeds, income, rents, issues, and profits derived from any property of this corporation for any of the purposes for which this corporation is formed.

(b) To purchase, acquire, own, hold, sell, assign, transfer, dispose of, mortgage, pledge, hypothecate, or encumber and to deal in shares, bonds, notes, debentures, or other securities or evidences of indebtedness of any person, firm, corporation, or association and while the owner or holder of them, to exercise all rights, powers and privileges or ownership.

(c) To purchase and acquire, own, hold, use, lease (either as lessor or lessee), sell, exchange, assign, convey, dispose of, mortgage, hypothecate or

encumber real and personal property.

(d) To borrow money, incur indebtedness and to secure the repayment of the same by mortgage, pledge, deed of trust, or other hypothecation of property, both real and personal.

(e) To enter into, make, perform and carry out contracts of every kind for any lawful purpose without limit or amount, with any persons, firm, association or corporation, municipality, county, parish, state, territory, government, or other municipal governmental subdivision.

(f) To act as trustee under any trust incidental to the principal objects of the corporation and receive, hold, administer and expend funds and property subject to such trust.

(g) To do all things necessary, expedient, or appropriate to accomplishment of any of the objects and purposes for which this corporation is formed.

(h) Notwithstanding any of the above statements, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are inconsistent with the primary purposes of this corporation.

ARTICLE IV

This corporation is organized pursuant to the general nonprofit corporation law of the State of Washington, and the property of this corporation is dedicated to the purposes of The Innis Arden Club, per the Innis Arden Restrictive Mutual Easements ("Covenants"). No part of the net income of this organization shall ever inure to the

benefit of any other organization or of any director, officer or member thereof or to the benefit of any private person. Upon the dissolution or winding-up of the corporation, its assets remaining after payment of, or provision for payment of, all debts and liabilities of this corporation, shall be distributed as follows:

(a) Assets held by the corporation upon condition requiring return, transfer or conveyance, which condition occurs by reason of the dissolution, shall be returned, transferred or conveyed in accordance with such requirements;

(b) Assets received and held by the corporation subject to limitations permitting their use only for charitable, religious, eleemosynary, benevolent, educational or similar purposes, but not held upon a condition requiring return, transfer or conveyance by reason of the dissolution, shall be transferred or conveyed to one or more domestic or foreign corporations, societies or organizations engaged in activities substantially similar to those of the dissolving corporation, pursuant to a plan of distribution adopted as provided in this chapter;

(c) Other assets, if any, shall be distributed to the Members in accordance with a plan of distribution adopted in accordance with Washington law.

ARTICLE V

The registered agent of the corporation shall be Peter Eglick. The location and post office address of the registered office of the corporation in this State shall be 1000 2nd Ave, Suite 3130, Seattle, WA 98104

ARTICLE VI

The number of directors may be fixed or changed from time to time by

Bylaws duly adopted by the vote or written assent of the members of this corporation pursuant to the Bylaws. The directors of the corporation must be members of the corporation and shall serve without compensation.

ARTICLE VII

The membership of the corporation shall consist of those persons who are owners of one or more building sites of the properties legally described below. There are a total 538 possible members of the corporation.

Innis Arden, an addition to King County, Washington, as shown by plat thereof recorded in Volume 37 of Plats, at pages 25 and 26, records of King County, Washington.

Innis Arden No. 2, an addition to King County, Washington, as shown by plat thereof recorded in Volume 41 of Plats, at pages 20, 21 and 22, records of King County, Washington.

Innis Arden No. 3, an addition to King County, Washington, as shown by plat thereof recorded in Volume 46 plats, at pages 42, 43, 44 and 45, records of King County, Washington.

As used herein, the term "building site" is as defined in the Restrictions of Innis Arden, King County Auditor's File No. 3181336, the Restrictions of Innis Arden No. 2, King County Auditor's File No. 3226288, the Restrictions of Innis Arden No. 3, King County Auditor's File No. 3896280.

The authorized number and qualifications of members of the corporation, different classes of membership, voting and other rights, privileges of members, liability for dues and assessments and the method of collection thereof, shall be set forth in the Bylaws.

ARTICLE VIII

The names and addresses of the persons who currently comprise the

board of directors, and who shall serve until their successors are elected in accordance with the terms and provisions of the Bylaws of the Corporation are as follows:

President: Richard Leary
Vice-President: David Fosmire

Board of Directors: Aaron Bush
Brian Branagan
Suzanne Cox
John Hollinrake
Steve Johnston
Jamie Holter
Kathi Peterson

Address for all members of the Board of Directors:

C/O: Innis Arden Club
P.O. Box 60038
Richmond Beach, WA 98160

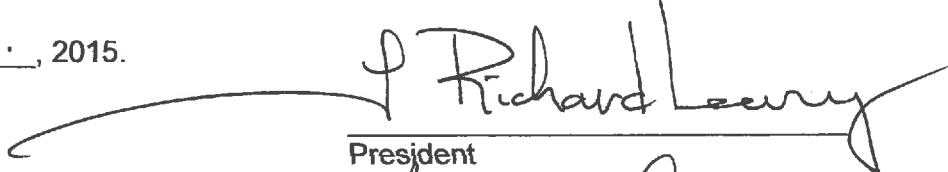
ARTICLE IX

Any action required or permitted to be taken by the Board of Directors of this corporation pursuant to these Articles or by statute, may be taken without a meeting, if all of the members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board.

IN WITNESS WHEREOF, I have hereunto set my hand this 4th day of

June Feb., 2015.

TTL
Feb 5 2015



President



Secretary

STATE OF WASHINGTON)
)ss.
COUNTY OF KING)

I certify that I know or have satisfactory evidence that T. RICHARD LEARY signed this instrument as President of The Innis Arden Club and acknowledged it to be his / her free and voluntary act for the uses and purposes mentioned in this instrument.

DATED February 4, 2015



June E Howard
JUNE E HOWARD

Printed Name:
NOTARY PUBLIC in and for the
State of Washington.
Commission Expires 5/27/2017

STATE OF WASHINGTON)
)ss.
COUNTY OF KING)

I certify that I know or have satisfactory evidence that Suzanne Coy signed this instrument as Secretary of The Innis Arden Club and acknowledged it to be his / her free and voluntary act for the uses and purposes mentioned in this instrument.

DATED February 4, 2015



June E. Howard
JUNE E HOWARD

Printed Name:
NOTARY PUBLIC in and for the
State of Washington.
Commission Expires 5/27/2017

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**Statement of Election
Conversion of Corporation to a Non Profit Corporation
Pursuant to RCW 24.03.017**

WA SECRETARY OF STATE

The governing body of the undersigned corporation has adopted a resolution to convert its status to that of a non profit corporation under RCW 24.03. The undersigned, as President, and Secretary of the Corporation and as Members of the Board certify the following:

Name of the Corporation

Prior Name: The Innis Arden Club, Inc
Name after Election: The Innis Arden Club

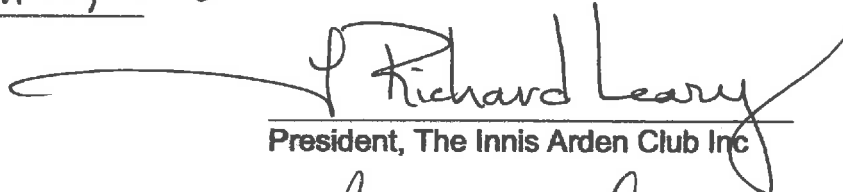
Act Which Created the Corporation

The Innis Arden Club Inc was incorporated under the laws of the State of Washington, RCW 23B. The UBI number is 601117002.

Election

The governing body of the corporation is its board of directors. The board of directors has elected to have RCW 24.03 and the provisions thereof, apply to this corporation.

Dated: Jan. 30, 2015


Richard Leary

President, The Innis Arden Club Inc


Suzanne Cox

Secretary, The Innis Arden Club Inc