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ARTICLES OF INCORPORATION
OF

FILED
STATE OF WASHINGTON

MAY 27 1999

RALPH BLUNCK
SECRETARY OF STATE

BAYVIEW TOWNHOMES HOMEOWNERS ASSOCIATION

The undersigned, acting as incorporator of a corporation under the Washington Nonprofit Corporation Act, adopts the following Articles of Incorporation:

ARTICLE 1

Name. The name of this corporation shall be Bayview Townhomes Homeowners Association.

ARTICLE 2

Duration. The duration of this corporation shall be perpetual.

ARTICLE 3

Purposes. The purposes for which the corporation is organized are to provide an entity pursuant to the Washington Condominium Act (Ch. 64.34 RCW), hereinafter called the "Condominium Act," for the operation of Bayview Townhomes, a Condominium, located in 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 Bylaws that now or hereafter are applicable or available to this corporation. The powers of this corporation shall be subject to and shall be exercised in accordance with the provisions of the Declaration for Bayview

Townhomes, a Condominium, filed with the Recorder of King County, Washington, under File No. _____, as it may from time to time be amended, hereinafter referred to as the "Declaration."

ARTICLE 4

Dissolution. On 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 Condominium Act.

ARTICLE 5

Members. The corporation shall have one class of members, which shall consist of the owners of the Units of Bayview Townhomes, a Condominium.

ARTICLE 6

Registered Office and Agent. The address of the initial registered office of the corporation is 4030 Lake Washington Boulevard N.E., Suite 201, Kirkland, Washington 98033, and the name of the initial registered agent at such address is Eric Wells.

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 three (3) directors. The names and addresses of the persons who shall serve as directors until the first meeting of the members and until their successors are elected and qualify, unless they resign or are removed, are:

<u>Name</u>	<u>Address</u>
Eric Wells	4030 Lake Washington Blvd. N.E., Suite 201 Kirkland, WA 98033
Lori Chisman	4030 Lake Washington Blvd. N.E., Suite 201 Kirkland, WA 98033
Christine Felix	4030 Lake Washington Blvd. N.E., Suite 201 Kirkland, WA 98033

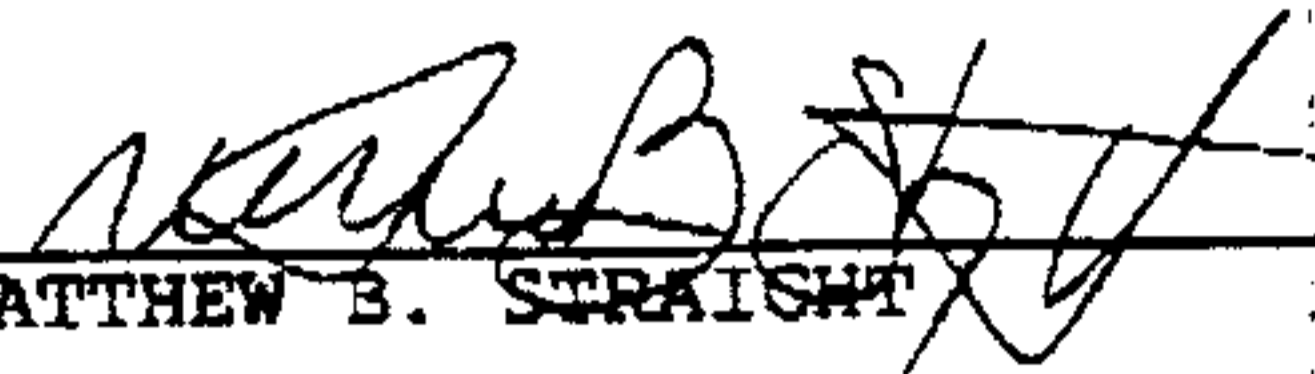
ARTICLE 8

Indemnification. To the full extent permitted by the Washington Nonprofit Corporation Act, each member of the Board of Directors, each member of a corporation committee, each officer of the corporation, the Declarant who filed the Declaration, and the Manager of Bayview Townhomes, a Condominium, shall be indemnified by the corporation against all expenses and liabilities, including attorneys' fees reasonably incurred by or imposed in connection with any proceeding to which he may be a party, or in which he may become involved, by reason of holding or having held such position, or any settlement thereof, whether or not he holds such position at the time such expenses or liabilities are incurred, except to the extent such expenses or liabilities are covered by insurance and except in such cases wherein such person is adjudged guilty of willful misfeasance in the performance of his duties; provided, that in the event of a settlement, the indemnification shall apply only when the Board of Directors approves such settlement and reimbursement as being for the best interest of the corporation.

ARTICLE 9

Incorporator. The name and address of the incorporator is:
Matthew B. Straight, Oseran, Hahn, Van Valin & Watts, P.S., 10900
N.E. Fourth Street, Suite 850, Bellevue, WA 98004.

EXECUTED in duplicate on the 26 day of May, 1998.


MATTHEW B. STRAIGHT

STATE OF WASHINGTON)
) ss.
COUNTY OF KING)

MATTHEW B. STRAIGHT, being first duly sworn, on oath says:

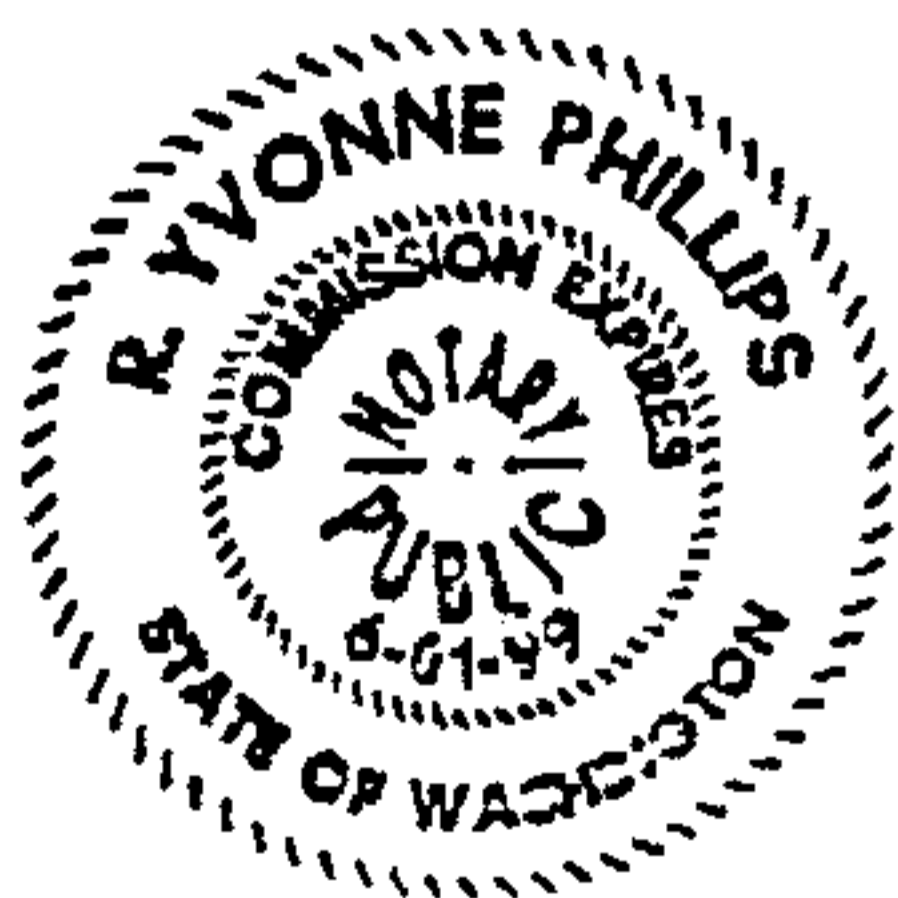
That he is the incorporator of Bayview Townhomes Homeowners Association, that he has read the foregoing Articles of Incorporation, knows the contents thereof, and believes the same to be true.


Dated as of the 26 day of May, 1998.


MATTHEW B. STRAIGHT

SUBSCRIBED AND SWORN to before me this 26th day of May, 1998.

[SEAL OR STAMP]

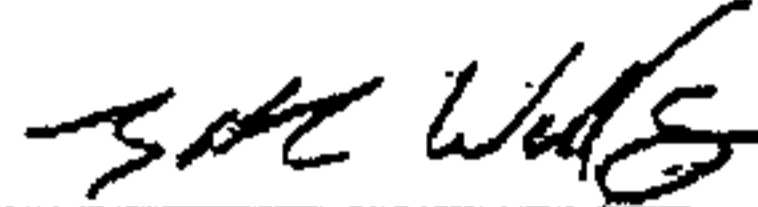



[Print Name] R. YVONNE PHILLIPS
NOTARY PUBLIC in and for the State of Washington, residing at Seattle.
My Appointment Expires: 6-1-99

CONSENT TO SERVE AS DESIGNATED AGENT

I, Eric Wells, hereby consent to serve as the Designated Agent, in the State of Washington, for Bayview Townhomes Homeowners Association. I understand that as Designated 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 office address of the corporation for which I am the agent.

Date: May 26, ~~1998~~ 1999.



ERIC WELLS

Address:
c/o Polygon Northwest Company
4030 Lk. Wash. Blvd. NE, #201
Kirkland, WA 98033