

**ARTICLES OF INCORPORATION FOR
SUNCADIA COMMUNITY COUNCIL**

FILED
SECRETARY OF STATE
SAM REED

07/20/2004 447182
\$40.00 Check #104082
Tracking ID: 752254
Doc No: 447182-001

JULY 20, 2004

ARTICLES OF AMENDMENT
TO
STATE OF WASHINGTON ARTICLES OF INCORPORATION
OF
MOUNTAINSTAR RESORT COMMUNITY COUNCIL

Pursuant to the provisions of Section 24.03 of the Revised Code of Washington, the undersigned Washington nonprofit corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. The original name of the corporation is MountainStar Resort Community Council.
2. Article 1 of the Articles of Incorporation is amended in its entirety to read as follows:

ARTICLE 1
NAME

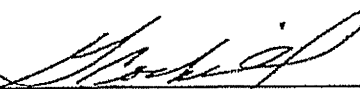
The name of this Corporation is Suncadia Community Council (hereinafter referred to as "the Community Council").

3. The corporation has no members that have voting rights. The foregoing amendment was adopted by the Board of Directors of the corporation pursuant to Consent in Lieu of Special Meeting dated June 3, 2004, in accordance with the provisions of RCW 24.03.165.

EXECUTED as of June 3, 2004.

MOUNTAINSTAR RESORT
COMMUNITY COUNCIL

By


Name: GEORGE C. COCKILL
Its: PRESIDENT

STATE of WASHINGTON



SECRETARY of STATE

I, SAM REED, Secretary of State of the State of Washington and custodian of its seal,

hereby issue this

CERTIFICATE OF INCORPORATION

to

MOUNTAINSTAR RESORT COMMUNITY COUNCIL

A Washington Non-Profit Corporation. Articles of Incorporation were filed for record in this office on the date indicated below

UBI Number: 602 241 223

Date: October 14, 2002



*Given under my hand and the Seal of the State
of Washington at Olympia, the State Capital*

Sam Reed

Sam Reed, Secretary of State

6002 241 223

FILED
SECRETARY OF STATE

OCT 14 2002

STATE OF WASHINGTON

**ARTICLES OF INCORPORATION
OF
MOUNTAINSTAR RESORT COMMUNITY COUNCIL**

TRENDWEST INVESTMENTS, INC., a Washington corporation ("Declarant"), 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 MountainStar Resort Community Council (the "Council").

ARTICLE 2.

DURATION

The Council shall have perpetual duration.

ARTICLE 3.

PURPOSES AND POWERS

The Council does not contemplate pecuniary gain or profit, direct or indirect.

3.1. In way of explanation and not of limitation, the purposes for which the Council is formed are:

3.1.1 to be and constitute the Council described in the Declaration of Covenants and Easements for MountainStar Resort Community Improvements (hereinafter, the "Declaration"), recorded or to be recorded in the records of Kittitas County, Washington, to perform all obligations and duties of the Council, and to exercise all rights and powers of the Council, as specified therein, in the Bylaws of the Community Council ("Bylaws"), and as provided by law; and

3.1.2 to provide an entity for the maintenance of that real property deemed to be of benefit to all of MountainStar Resort ("Community Improvements") as identified or provided for in the Declaration.

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

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:

- (a) to impose and collect assessments or other charges to be levied;
- (b) to manage, control, operate, maintain, repair, improve, and insure the Community Improvements as provided for in the Declaration or any other property for which the Council by rule, regulation, declaration, or contract has a right or duty to provide such services;
- (c) to enforce covenants, conditions, or restrictions affecting any property to the extent the Council may be authorized to do so under the Declaration or Bylaws;
- (d) 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 Council, with or in association with any other association, corporation, or other entity or agency, public or private;
- (e) to act as agent, trustee, or other representative of other corporations, firms, or individuals, and as such to advance the business or ownership interests in such corporations, firms, or individuals;
- (f) to adopt, alter, and amend or repeal such Bylaws as may be necessary or desirable for the proper management of the affairs of the Council; provided, however, such Bylaws may not be inconsistent with or contrary to any provisions of the Declaration; and
- (g) to do all other acts or things necessary or appropriate to the ordinary and necessary operation and maintenance of the Community Improvements and to preserve and protect the same in the event of any emergency.

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 permitted by law. The powers specified in each of the paragraphs of this Article are independent powers, not to be restricted by reference to or inference from the terms of any other paragraph or provisions of this Article.

ARTICLE 4.

MEMBERSHIP

The Council shall have no members.

ARTICLE 5.

REGISTERED AGENT AND OFFICE

The initial registered office of the Council is 500 Galland Building, 1221 Second Avenue, Seattle, WA 98101-2925, and the initial registered agent at such address is Hillis Clark Martin & Peterson, P.S.

ARTICLE 6.

BOARD OF DIRECTORS

The business and affairs of the Council shall be conducted, managed, and controlled by a Board of Directors. Declarant shall appoint an interim board of three (3) directors, who shall serve as the Board until replaced by Declarant or until their successors take office. The names and addresses of the interim directors are as follows:

William F. Peare

P.O. Box 887

Roslyn, WA 98941

Jon L. Barkee

P.O. Box 887

Roslyn, WA 98941

George C. Cockill

P.O. Box 887

Roslyn, WA 98941

The number of directors, method of election or appointment, term of office, removal and filling of vacancies shall be as set forth in the Bylaws. The Board may delegate such operating authority to such companies, individuals, or committees as it, in its discretion, may determine.

ARTICLE 7.

LIABILITY OF DIRECTORS

To the fullest extent that the Washington Nonprofit Corporation Act, as it exists on this date or as it may be amended, permits the limitation or elimination of the liability of directors, no director of the Council shall be personally liable to the Council, any

owners of real property in MountainStar Resort, any community or owners association having jurisdiction over property within MountainStar Resort, or their respective members for any damage, loss or prejudice suffered or claimed on account of any action or failure to act in the performance of his or her duties, except for acts of gross negligence or intentional wrongful acts. No amendment to or repeal of this Article shall apply to or have any effect on the liability or alleged liability of any director of the Council for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal. In the event any director of the Council is made a party to any proceeding because the individual is or was a director or officer of the Council, the Council shall indemnify such individual against liability and expenses incurred to the maximum extent permitted by law.

ARTICLE 8.

DISSOLUTION

8.1. The Council may be dissolved only upon a resolution duly adopted by the Board and the consent of the Declarant so long as the Declarant owns any property subject to the Declaration or which may be unilaterally subjected to the Declaration by the Declarant in accordance with the terms therein. In the event the Council is at any time dissolved, it shall automatically be succeeded by an unincorporated entity of the same name.

8.2. In the event of dissolution, liquidation, or winding up of the Council, subject to the Declaration, the Council's assets remaining after payment, or provisions of payment, of all known debts and liabilities of the Council shall be divided among and distributed to those persons or entities obligated under the Declaration to pay assessments to the Council in accordance with their respective rights therein.

ARTICLE 9.

MERGER AND CONSOLIDATION

The Council may merge or consolidate only upon a resolution duly adopted by the Board and the consent of the Declarant so long as the Declarant owns any property subject to the Declaration or which may be unilaterally subjected to the Declaration by the Declarant.

ARTICLE 10.

AMENDMENTS

These Articles may be amended only upon a resolution duly adopted by the Board and the consent of the Declarant so long as the Declarant owns any property subject to the Declaration or which may be unilaterally subjected to the Declaration by the Declarant.

ARTICLE 11.

INCORPORATOR

The name and address of the sole incorporator is Trendwest Investments, Inc., P.O. Box 887, Roslyn, WA 98941.

ARTICLE 12.

DEFINITIONS

Unless otherwise defined herein, the words used in these Articles shall have the same meaning as set forth in the Declaration, unless the context shall prohibit.

IN WITNESS WHEREOF, the undersigned duly authorized officer of the incorporator, has executed these Articles of Incorporation this 9th day of October, 2002.

TRENDWEST INVESTMENTS, INC.

By

Name:

Its:

George C. Cocking
President

CONSENT TO SERVE AS REGISTERED AGENT

Hillis Clark Martin & Peterson, P.S., hereby consents to serve as Acting Registered Agent in the State of Washington for MountainStar Resort Community Council. It is understood that, as acting agent for the Council, Hillis Clark Martin & Peterson, P.S., will have the responsibility to receive service of process in the name of the Council; to forward all mail to the Council; 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 Council for which it is acting agent.

DATED this 11th day of October, 2002.

HILLIS CLARK MARTIN & PETERSON, P.S.

By Richard M. Peterson
Name: Richard M. Peterson
Title: ~~Principal~~ Vice President

Address: 500 Galland Building
1221 Second Avenue
Seattle, WA 98101-2925