

**ARTICLES OF INCORPORATION
OF
1116 SUMAS AVENUE CONDOMINIUM OWNERS ASSOCIATION**

**ARTICLE 1
NAME**

The name of the corporation shall be the 1116 Sumas Avenue Condominium Owners Association (hereinafter "Association").

**ARTICLE 2
OFFICE**

The principal office and mailing address of the Association shall be at 8758 Vinup Road, Lynden, Washington 98264 or at such other place as may be subsequently designated by the Board of Directors. All books and records of the Condominium Association shall be kept at its principal office or at such other place as may be permitted by law.

**ARTICLE 3
PURPOSE**

The purpose for which the Association is organized is to provide an entity pursuant to the Washington Uniform Common Interest Ownership Act (hereinafter the "Act") for the operation of that certain condominium located in Whatcom County, State of Washington known as the 1116 Sumas Avenue Condominium (the "Condominium").

**ARTICLE 4
DEFINITIONS**

For convenience, these Articles of Incorporation of the Association shall be referred to as the "Articles" and the Bylaws shall be referred to as the "Bylaws". The other terms used in these Articles shall have the same definitions and meanings as those set forth in the Condominium Declaration for the 1116 Sumas Avenue Condominium ("Declaration").

**ARTICLE 5
POWERS**

5.1 General

The Association shall have all the common law and statutory powers of a not-for-profit corporation under the laws of the State of Washington, except as expressly limited or restricted by the terms of the Condominium Documents or the Act, and all the powers and duties

reasonably necessary to operate the Association.

5.2 Association Property.

All funds and the title to all properties acquired by the Association and their proceeds shall be held for the benefit and use of the members in accordance with the provisions of the Condominium Documents.

ARTICLE 6 MEMBERS

6.1 Membership.

The members of the Association shall consist of all of the record title owners of Units in the Condominium from time-to-time, and after termination of the Condominium shall also consist of those who were members at the time of such termination, and their successors and assigns.

6.2 Assignment.

A member cannot assign, hypothecate or transfer in any manner its share of the funds and assets of the Association except as an appurtenance to the Unit for which that share is held.

6.3 Voting.

The voting interests for each Unit are set forth in the Bylaws. All votes shall be exercised or cast in the manner provided by the Declaration and Bylaws. Any person or entity owning more than one Unit shall be entitled to cast the aggregate number of votes attributable to all Units owned.

6.4 Meetings.

The Bylaws shall provide for an annual meeting of members, and may make provision for regular and special meetings of members other than the annual meeting.

ARTICLE 7 TERM OF EXISTENCE

The Association shall have perpetual existence.

**ARTICLE 8
INCORPORATOR**

The name and address of the incorporator of this Corporation is:

Andrew White
8758 Vinup Road
Lynden, Washington 98264

**ARTICLE 9
OFFICERS**

The affairs of the Association shall be administered by the officers holding the offices designated in the Bylaws. The officers shall be elected by the Board of Directors of the Association at its first meeting following the annual meeting of the members of the Association and shall serve at the pleasure of the Board of Directors. The Bylaws may provide for the removal from office of officers, for filling vacancies and for the duties and qualifications of the officers.

**ARTICLE 10
DIRECTORS**

10.1 Number and Qualification.

The property, business and affairs of the Association shall be managed by a board consisting of the number of Directors determined in the manner provided by the Bylaws. The method of election of Directors shall be as stated in the Bylaws.

10.2 Duties and Powers.

All of the duties and powers of the Association existing under the Act and the Condominium Documents shall be exercised exclusively by the Board of Directors, its agents, contractors or employees, subject only to approval by Unit owners when such approval is specifically required.

10.3 Standards.

A Director shall discharge his or her duties as a director: (i) in good faith; (ii) with the care an ordinary prudent person in a like position would exercise under similar circumstances; and (iii) in a manner reasonably believed to be in the best interests of the Association. Unless a Director has knowledge concerning a matter in question that makes reliance unwarranted, a Director in discharging his duties may rely on information, opinions, reports or statements, including financial statements and other data, if prepared or presented by: (a) one or more officers or employees of the Association whom the Director reasonably believes to be reasonable and competent in the manners presented or (b) legal counsel, public accountants or other persons as

to matters the Director reasonably believes are within the persons' professional or expert competence. A Director is not liable for any action taken as a Director, or any failure to take action, if he or she performed the duties of his or her office in compliance with the foregoing standards.

**ARTICLE 11
FIRST BOARD OF DIRECTORS**

The name and addresses of the members of the first Board of Directors who, subject to the provisions of the laws of the State of Washington, these Articles of Incorporation and the Bylaws, shall hold office for the first year of the Association's corporate existence or until the end of Declarant control, and thereafter until their successors are selected and have qualified, are as follows:

Andrew White
8758 Vinup Road
Lynden, Washington 98264

Tessa White
8758 Vinup Road
Lynden, Washington 98264

**ARTICLE 12
FIRST OFFICERS**

The officers of the Corporation, who shall hold office until their successors are elected pursuant to these Articles of Incorporation and the Bylaws and have qualified, shall be the following:

President
Andrew White
8758 Vinup Road
Lynden, Washington 98264

Vice President/Secretary/Treasurer
Tessa White
8758 Vinup Road
Lynden, Washington 98264

**ARTICLE 13
INDEMNIFICATION**

13.1 Indemnitees

The Association shall indemnify any person who was or is a party to any proceeding (other than an action by the Association) by reason of the fact that he or she is or was a Director, officer, employer or agent (each, an "Indemnitee") of the Association against liability incurred in connection with such proceeding, including any appeal thereof, if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Association and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any proceeding by judgment, order, settlement, or conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she

reasonably believed to be in, or not opposed to, the best interests of the Association.

13.2 Indemnification.

The Association shall indemnify any person who was or is a party to any proceeding by the Association to procure a judgment in its favor by reason of the fact that he or she is or was a Director, officer, employee, or agent of the Association against expenses and amount paid in settlement not exceeding, in the judgment of the Board of Directors, the estimated expense of litigating the proceeding to conclusion, actually and reasonably incurred in connection with the defense or settlement of such proceeding, including any appeal thereof. Such indemnification shall be authorized if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Association, except that no indemnification shall be made under this Section 13.2 in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable unless, and only to the extent that, the court in which such proceeding was brought, or any other court of competent jurisdiction, shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

ARTICLE 14 BYLAWS

The first Bylaws of the Association shall be adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided in the Bylaws and the Declaration.

ARTICLE 15 AMENDMENTS

Amendments to these Articles shall be proposed and adopted in the following manner:

15.1 Notice.

Notice of a proposed amendment shall be included in the notice of any meeting at which the proposed amendment is to be considered and shall be otherwise given in the time and manner provided in the Bylaws. Such notice shall contain the proposed Amendment or a summary of the changes to be affected thereby.

15.2 Adoption.

All amendments to these Articles shall require the approval of a majority of all votes in the Association, either by a vote at a duly called meeting at which quorum is present or by written consent. No amendment shall be made that is in conflict with the Act, the Declaration or the Bylaws, nor shall any amendment make any changes which would in any way affect any of the rights, privileges, powers or options herein provided in favor of or reserved to the Developer, unless the Developers shall join in the execution of the amendment.

15.3 Records.

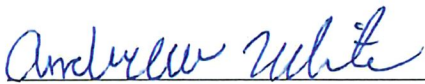
A copy of each amendment shall be filed with the Secretary of State of the State of Washington.

ARTICLE 16

INITIAL REGISTERED OFFICE; ADDRESS AND NAME OF REGISTERED AGENT

The initial registered agent of this corporation shall be Andrew White, with an address of 8758 Vinup Road, Lynden, Washington 98264.

The Incorporator has affixed his signature on this 9 day of February 2026.



Andrew White, Incorporator