

**ARTICLES OF AMENDMENT  
OF  
THE ARTICLES OF INCORPORATION  
OF  
HERONWOOD ESTATES HOMEOWNERS ASSOCIATION  
aka  
QUAIL RUN ESTATES HOMEOWNERS ASSOCIATION**

Pursuant to the provisions of RCW 24.03.170 et seq., the following Articles of Amendment are executed in duplicate by HERONWOOD ESTATES HOMEOWNERS ASSOCIATION, a Washington non-profit corporation.

1. The name of the corporation currently is HERONWOOD ESTATES HOMEOWNERS ASSOCIATION.

2. The Articles of Incorporation are amended as follows:

**ARTICLE I**

The name of the corporation is Heronwood Estates Homeowners Association formerly known as Quail Run Estates Homeowners Association, hereinafter called the "Association"

**ARTICLE II**

The terms used in these Articles of Incorporation shall have the same meaning as in the By-Laws and the Declaration. In case of any conflict between the Articles of Incorporation and the By-Laws, the Articles shall control. In the case of any conflict between the Declaration and the By-Laws, the Declaration shall control.

**ARTICLE III**

The period of duration of the Association shall be perpetual.

**ARTICLE IV**

Said corporation is organized exclusively as a homeowners association within the meaning of Section 528 of the Internal Revenue Code of 1954 (or the corresponding provision of any future U.S. Internal Revenue law). This Association does not contemplate pecuniary gain or profit to its members.

The specific purposes for which this Association was formed are to provide for maintenance, preservation, and architectural control of the buildings, grounds, and common areas of certain property in Pierce County, Washington, more particularly described in Exhibit "A --- Plat Map" to these amended Articles for Heronwood Estates Homeowners Association. The Association shall also promote the health, safety, and welfare of the residents within said property, all in accordance with the provisions of the Declaration. Without limiting the foregoing, the Association shall have the authority to:

- (a) Exercise all of the powers and privileges and perform all of the duties and obligations of the Association as are set forth in the Declaration applicable to the property and recorded or to be recorded in the Office of the Pierce County Recorder, and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth at length.
- (b) Fix, levy, collect and enforce payment by any lawful means, of all charges or assessments pursuant to the terms of the Declaration, and pay all expenses in connection therewith, and all office and other expenses incident to the conduct of the business of the Association, including all licenses, taxes of governmental charges levied or imposed against the property of the Association.
- (c) Acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Association.
- (d) Borrow money, and with the assent of two-thirds (2/3) of the total voting membership, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred.
- (e) Dedicate, sell, or transfer all or any part of the Common Area to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the members. No such dedication or transfer shall be effective unless an instrument has been signed by two-thirds (2/3) of the total voting membership, agreeing to such dedication, sale or transfer.
- (f) Participate in mergers and consolidations with other nonprofit corporations organized for the same purposes or annex additional residential property and Common Area, provided that any such merger, consolidation or annexation shall have the assent of two-thirds (2/3) of the total voting membership.
- (g) Have and exercise any and all powers, rights, and privileges which a corporation organized under the Non-Profit Corporation Law of the State of Washington by law may now or hereafter have or exercise.

#### ARTICLE V

The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of the total voting membership. Upon dissolution of the Association, other than incident to a merger or consolidation, the 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 equally to the members of the Association at the time of dissolution.

## ARTICLE VI

The name and mailing address of the Registered Agent: Jacob L. Potak, 5801 Soundview Drive, Suite 258, Gig Harbor, WA 98335. The Business address of the Corporation: Heronwood Estates Homeowners Association, P.O. Box 2225, Gig Harbor, Washington, 98335

## ARTICLE VII

The affairs of the corporation shall be managed by the Board of Directors chosen as specified in these documents from the Association membership. The Board of Directors may, from time to time, by vote of majority of its members, make, alter, or repeal By-Laws of this corporation not inconsistent with laws as such now exist or may hereafter be amended; provided, however, that the right to change or repeal actions of the Board of Directors is reserved with the members of the Association.

## ARTICLE VIII

The number of Directors constituting the initial Board of Directors of the Association is three (3). The number, qualifications, terms of office, manner of election, time and place of meetings, and powers and duties of the Directors shall be prescribed in the By-Laws.

## ARTICLE IX

No part of the net earnings of the corporation shall inure (other than by acquiring, constructing, or providing management, maintenance and care of Association property, and other than by a rebate of excess membership dues, fees, or assessments) to the benefit of any private shareholder or individual.

## ARTICLE X

Every owner of a lot shall be a member of this Association. Membership shall be appurtenant to and may not be separated from ownership of any lot. When more than one person holds an interest in any lot, all such persons shall be members. However, the vote for such lot shall be divisible and exercised as the owners determine, but in no event shall more than one vote be cast with respect to any lot.

## ARTICLE XI

These Articles may be amended by proxy or in person at a regular or special meeting of the Association members by a vote of seventy-five percent (75%) of the total voting membership of the Association.

3. The date of the adoption of the amendment by the members is the 20<sup>th</sup> day of August 2003 whereby over 75% of the membership entitled to vote approved the amendment in writing through proxy voting.

4. The amendment was duly approved by the members in accordance with RCW 24.03.170.

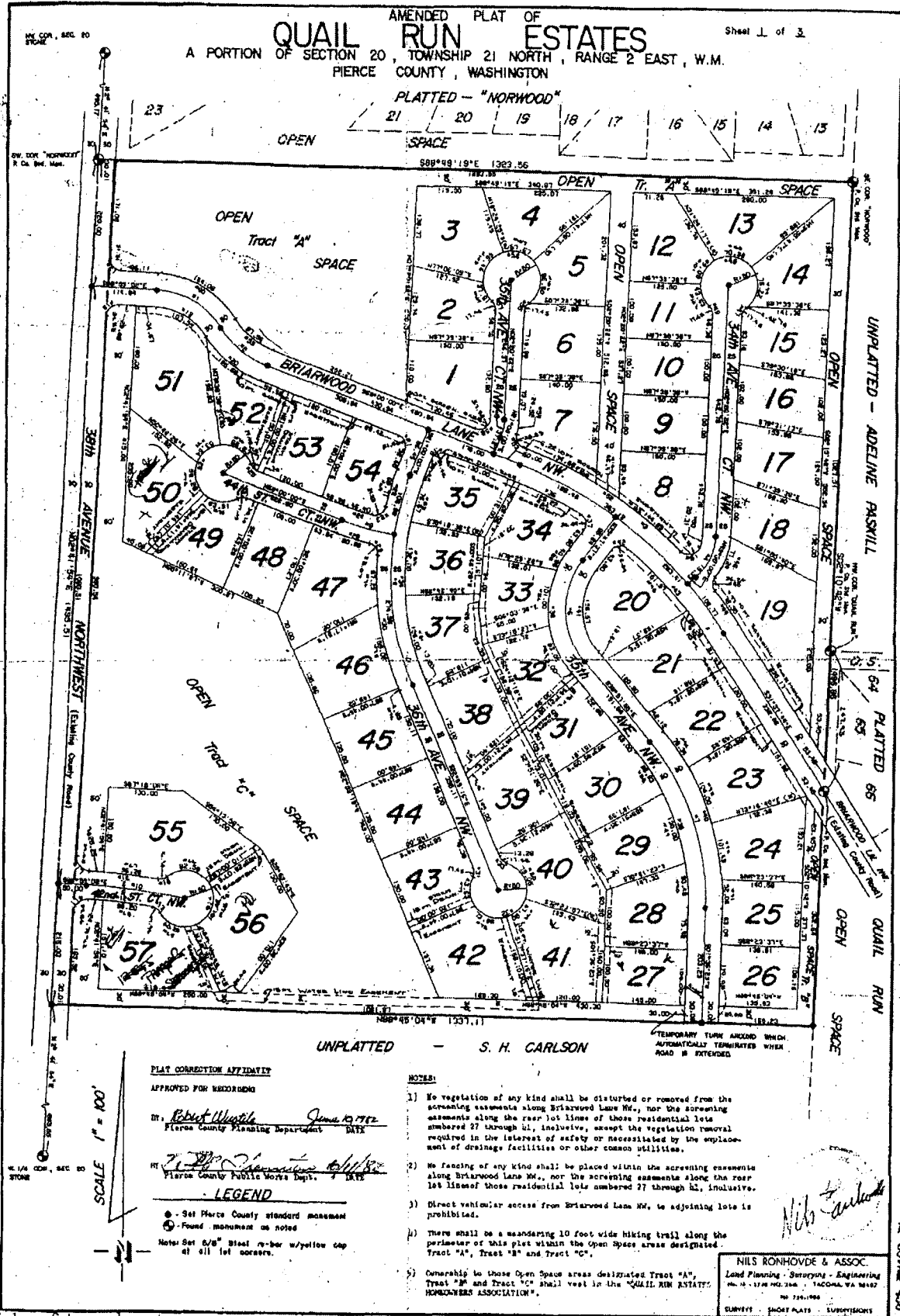
5. This document is hereby executed under penalty of perjury, and is, to the best of my knowledge true and correct.

DATED this 24 day of JANUARY 2004.

By: Kevin Stevens  
Kevin Stevens, President

Phone: 253/ 851-1634

EXHIBIT A --- Plat



PLAT CORRECTION AFFIDAVIT  
 APPROVED FOR RECORDING  
 BY: *Robert W. Smith* June 19, 1992  
 Pierce County Planning Department DATE  
 BY: *William J. ...*  
 Pierce County Public Works Dept. DATE

LEGEND  
 ● - Set Pierce County standard monument  
 ○ - Found monument as noted  
 Note: Set 6/8" Blast re-bar w/yellow cap at all lot corners.

- NOTES:
- 1) No vegetation of any kind shall be disturbed or removed from the screening easements along Briarwood Lane NW., nor the screening easements along the rear lot lines of those residential lots numbered 27 through 41, inclusive, except the vegetation removal required in the interest of safety or necessitated by the placement of drainage facilities or other common utilities.
  - 2) No fencing of any kind shall be placed within the screening easements along Briarwood Lane NW., nor the screening easements along the rear lot lines of those residential lots numbered 27 through 41, inclusive.
  - 3) Direct vehicular access from Briarwood Lane NW. to adjoining lots is prohibited.
  - 4) There shall be a meandering 10 foot wide hiking trail along the perimeter of this plat within the Open Space areas designated Tract "A", Tract "B" and Tract "C".
  - 5) Ownership to those Open Space areas designated Tract "A", Tract "B" and Tract "C" shall vest in the "QUAIL RUN ESTATES HOMEOWNERS ASSOCIATION".

NILS RONHOVDE & ASSOC.  
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 SURVEYS - SHOOT PLATS - SURVEYORS