

**ARTICLES OF INCORPORATION**  
**OF**  
**VINEYARD LANE OWNERS ASSOCIATION**

The undersigned, in order to form a nonprofit corporation under the Washington Nonprofit Corporation Act (Ch. 24.03 RCW) and a Condominium Management Association under Section 528 of the Internal Revenue Code, adopts the following Articles of Incorporation.

ARTICLE 1. NAME

The name of the corporation is Vineyard Lane Owners Association (the "Corporation").

ARTICLE 2. DURATION

The duration of the Corporation is perpetual.

ARTICLE 3. PURPOSES

The Corporation is organized to provide an entity pursuant to the Washington Condominium Act (Ch. 64.34 RCW) (the "Condominium Act"), for the operation of Vineyard Lane, a condominium located in Bainbridge Island, 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 laws that may now or hereafter be applicable or available to the Corporation. The powers of the Corporation shall be subject to and shall be exercised in accordance with the Condominium Act and the provisions of the Condominium Declaration for Vineyard Lane, a condominium, as it may from time to time be amended (the "Declaration").

ARTICLE 4. DISSOLUTION

Upon 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 Condominium Act and the Declaration.

ARTICLE 5. MEMBERS

The Corporation shall have one class of members, which shall consist exclusively of all of the owners of the units at Vineyard Lane, a condominium. The rights, privileges, and obligations of the members are set forth in the Condominium Act, the Declaration, and the Bylaws of the Corporation.

ARTICLE 6. REGISTERED OFFICE AND AGENT

The name of the initial registered agent of the Corporation is The Winery, LLC, a Washington limited liability company. The address of the initial registered office of the Corporation is 755 Winslow Way East, Suite 200, Bainbridge Island, Washington 98110.

ARTICLE 7. DIRECTORS

The number of directors of the 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 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 duly elected and qualified, unless they resign or are removed are:

Name: Andrew Lonseth  
Address: 755 Winslow Way E., Suite 200  
Bainbridge Island, WA 98110

Name: Bill Carruthers  
Address: 755 Winslow Way E., Suite 200  
Bainbridge Island, WA 98110

Name:  
Address:  
Bainbridge Island, WA 98110

ARTICLE 8. LIMITATION OF LIABILITY

A director of the Corporation shall not be personally liable to the corporation or its members for monetary damages for conduct as a director, except for liability of the director (a) for acts or omissions which involve intentional misconduct by the director or a knowing violation of law by the director, (b) for any transaction from which the director will personally receive a benefit in money, property or services to which the director is not legally entitled, or (c) for conduct violating Section 23B.08.310 of the Washington Business Corporation Act.

Any repeal or modification of this Article by the directors or members of the Corporation shall not adversely affect any right or protection of any individual who is or was a director of the Corporation which existed at the time of such repeal or modification.

ARTICLE 9. INDEMNIFICATION

The Corporation shall indemnify any individual made a party to a proceeding because that individual is or was a director of the Corporation and shall advance or reimburse the reasonable expenses incurred by such individual in advance of final disposition of the proceeding, without regard to the limitations in RCW 23B.08.510 through 23B.08.550 of the Washington Business Corporation Act, or any other limitation which may hereafter be enacted to the extent such limitation may be disregarded if authorized by the Articles of Incorporation, to the full extent and under all circumstances permitted by applicable law.

Any indemnification provided under this Article shall, unless limited by the terms of the undertaking to indemnify, continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of his or her heirs, executors, and administrators.

Any repeal or modification of this Article by the directors or members of the Corporation shall not adversely affect any right or protection of any individual who is or was a director or officer of the Corporation existing at the time of such repeal or modification.

ARTICLE 10. AMENDMENT

Any amendment to these Articles of Incorporation shall require the approval of not less than sixty-seven percent (67%) of the members of the Corporation as defined in the Declaration or such greater number of votes as may be required in the Declaration.

ARTICLE 11. INCORPORATOR

The name of the incorporator is Andrew Lonseth. His address is 755 Winslow Way E., Suite 200, Bainbridge Island, WA 98110.

Executed on \_\_\_\_\_, \_\_\_\_\_

\_\_\_\_\_  
Andrew Lonseth, INCORPORATOR

CONSENT TO SERVE AS REGISTERED AGENT

Bainbridge Projects LLC, a Washington limited liability company (“Agent”) hereby consents to serve as Registered Agent in the State of Washington for Vineyard Lane Owners Association. Agent understands that as agent for the Corporation, it will be its 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 its resignation, or of any changes in the registered office address of the Corporation for which it is agent.

THE WINERY LLC, a Washington limited liability company

By Bainbridge Projects LLC, a Washington limited liability company, Its Manager

\_\_\_\_\_  
(date)

By \_\_\_\_\_  
Printed Name: \_\_\_\_\_  
Title: \_\_\_\_\_

NAME OF REGISTERED AGENT:  
ADDRESS OF REGISTERED AGENT:

Bainbridge Projects, LLC  
755 Winslow Way E., Suite 200  
Bainbridge Island, WA 98110