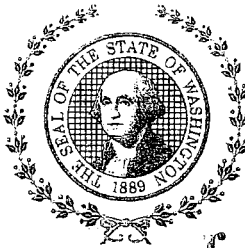


UNITED STATES OF AMERICA

The 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

OSPREY ON LAKE ENTIAT ASSOCIATION

a/an WA Non-Profit Corporation. Charter documents are effective on the date indicated below.

Date: 2/11/2005

UBI Number: 602-472-826

APPID: 231051



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

Sam Reed, Secretary of State

FILED
SECRETARY OF STATE
SAM REED

FEB 11, 2005

STATE OF WASHINGTON

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\$50.00 Check #7904
Tracking ID: 855234
Doc No: 564834-001

ARTICLES OF INCORPORATION
OF
OSPREY ON LAKE ENTIAT ASSOCIATION

KNOW ALL MEN BY THESE PRESENTS:

The undersigned, a resident of the State of Washington, and of legal age, for the purpose of forming a non-profit association under the provisions of Chapter 24.03, Revised Code of Washington, signs and acknowledges the following Articles of Incorporation, as follows:

ARTICLE I

Name

The name of the Association shall be OSPREY ON LAKE ENTIAT ASSOCIATION.

ARTICLE II

Purposes

The purposes for which this Association is being formed are as follows:

1. To acquire, own, develop, repair and maintain an irrigation water system, pipes, pumps, storage tanks, transmission pipe lines and all other necessary parts and accessories to supply a source of irrigation water for yards, lawns and gardens to the real property and improvements thereon owned by the members of this Association on the hereafter described real property. To

construct, repair and maintain common easements and railroad crossings and obtain such licenses or permits as may be reasonably required for any such easements and/or railroad crossings.

2. To levy and collect assessments and charges upon the members for the sole purpose of meeting expenses of the Association incurred in the furtherance of the purposes of the Association.

3. To exercise powers granted to non-profit corporations under the laws of the State of Washington.

4. To own stock in any other corporation which is necessary to carry out the purposes of this Association, but for no other purposes, and never for carrying on of any business, trade or profession for profit.

ARTICLE III

Registered Agent

The name of the initial Registered Agent for the Association is: Linda E. Martin.

The initial registered office of the Association shall be: 130 Riverview Drive, East Wenatchee, Washington 98802.

ARTICLE IV

Existence and Dissolution

The duration of the Association shall be perpetual; provided, if the Association is dissolved, the net assets shall be distributed to those persons or entities who are members of the Association as of the date of dissolution.

ARTICLE V

General Provisions

1. Membership shall be restricted to each owner of an improved property of the following described real property:

See EXHIBIT "A" attached hereto and by reference incorporated herein

2. The Association shall have no capital stock and shares shall not be issued. The interest of each member, however, may be evidenced by a membership certificate subject to the Bylaws of the Association. The Bylaws of this Association shall be adopted by the members of the Association and the Bylaws as so adopted shall prescribe the manner in which they may be amended; provided, however, the Bylaws shall, at all times, contain the following provisions, and nothing inconsistent therewith shall be adopted as a Bylaw:

A. Voting rights in the Association shall be proportionate to the number of improved properties served by the Association and owned by the members. Each member shall have a vote. No expulsion of members or cancellation of voting rights shall be allowed. A husband and wife, or other joint owners of any lot, shall be considered the single member with only one vote. If a husband and wife, or other joint owners of a lot cannot agree on how to vote on a matter, the vote attributed to such lot shall not be counted. A person who is purchasing a lot or parcel on a Real Estate Contract, and who is entitled to possession from the seller, shall be considered the owner of the property for membership and voting purposes in this Association.

B. No expulsion of members or cancellation of voting shall be allowed. Suspension of the services provided by the Association shall be permitted, as set forth in the Bylaws, for the non-payment of assessments, dues or service charges, but only for the period of

time during which such charges are delinquent as set forth in the Bylaws and the Bylaws shall provide for the prompt restoration of service or use of the Association's facilities upon payment of the charges after suspension. Liens for such assessments, dues or service charges shall be permitted as provided in the Bylaws.

C. Proxies shall be permitted but shall not be valid beyond eleven (11) months from the date of execution and shall not be binding upon the purchaser of real property from the grantor of the proxy.

D. The monthly charges established by the Board of Directors shall be payable quarterly, and if not paid at that time, shall become delinquent and shall be a lien upon the lot or parcel assessed and shall bear interest from the date of assessment at the rate of twelve percent (12%) per annum. If the Association, its assigns or successors, undertakes any action to collect such obligation, the Association shall be entitled to recover a reasonable sum for the cost and attorney's fees against the owner of said lot or parcel.

E. These Articles cannot be amended, repealed or altered in any manner other than by a two-thirds (2/3) majority vote of all members of the Association.

ARTICLE VI

Board of Directors

The affairs of the Association shall be managed by a board of three (3) Directors, or such greater number as may be set forth in the Bylaws hereafter. Notwithstanding the foregoing, the board shall be managed by said lesser number on directors until such time as there are three members of the Association. The qualifications, terms of office, manner of election, time and place of meeting, powers and duties of said Directors shall be provided as are prescribed by the Bylaws

of the Association; provided, however, all Directors must be members of the Association. The Directors who shall manage the affairs of the Association until their successors are elected by the members are as follows:

Suellen Harris
Joshua Corning
Linda E. Martin

ARTICLE VII

Name and Address of Incorporator

The name and address of the incorporator is as follows:

Linda E. Martin
130 Riverview Drive
East Wenatchee, WA 98802

IN WITNESS WHEREOF, the incorporator has hereunto set his hand in duplicate this

30th day of December, 2004.

Linda E. Martin
LINDA E. MARTIN