



STATE OF WASHINGTON
SECRETARY OF STATE

ARTICLES OF AMENDMENT
WASHINGTON
NONPROFIT CORPORATION

(Per Chapter 24.03 RCW)

• Please PRINT or TYPE in black ink
• Sign, date and return original AND ONE COPY to:

CORPORATIONS DIVISION
801 CAPITOL WAY SOUTH • PO BOX 40234
OLYMPIA, WA 98504-0234

• BE SURE TO INCLUDE FILING FEE. Checks should be made payable to "Secretary of State"

FILED
SECRETARY OF STATE
SAM REED

JULY 25, 2008

STATE OF WASHINGTON

FEE: \$20

EXPEDITED (24-HOUR) SERVICE AVAILABLE - \$20 PER ENTITY
INCLUDE FEE AND WRITE "EXPEDITE" IN BOLD LETTERS
ON OUTSIDE OF ENVELOPE

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07/25/08 1335081-001
\$40.00 K #2539
5d:1544935

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IMPORTANT! Person to contact about this filing Justin Gudweeks	Daytime Phone Number (with area code) 206-388-0660
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AMENDMENT TO ARTICLES OF INCORPORATION

NAME OF CORPORATION (As currently recorded with the Office of the Secretary of State) The Esplanade Homeowners Association		
UBI NUMBER 602609186	CORPORATION NUMBER (if known)	AMENDMENTS TO ARTICLES OF INCORPORATION WERE ADOPTED ON Date: July 21, 2008
EFFECTIVE DATE OF ARTICLES OF AMENDMENT (Specified effective date may be up to 30 days AFTER receipt of the document by the Secretary of State) <input type="checkbox"/> Specific Date: _____ <input checked="" type="checkbox"/> Upon filing by the Secretary of State		
ADOPTION OF THE ARTICLES OF AMENDMENT (Please check ONE of the following) <input checked="" type="checkbox"/> The amendment was adopted by a meeting of members held on (specify date): July 21, 2008. A quorum was present at the meeting and the amendment received at least two-thirds of the votes which members present or represented by proxy were entitled to cast. <input type="checkbox"/> The amendment was adopted by a consent in writing and signed by all members entitled to vote. <input type="checkbox"/> There are no members that have voting rights. The amendment received a majority vote of the directors at a board meeting held on (specify date): _____		

AMENDMENTS TO THE ARTICLES OF INCORPORATION ARE AS FOLLOWS
If necessary, attach additional amendments or information.

See Attached "First Amendment to Articles of Incorporation of The Esplanade Homeowners Association"

SIGNATURE OF OFFICER <i>This document is hereby executed under penalties of perjury, and is, to the best of my knowledge, true and correct.</i>		
	James R. Muri, Vice President	July 24, 2008
Signature of Officer	Printed Name	Date

INFORMATION AND ASSISTANCE - 360/753-7115 (TDD - 360/753-1485)

008-005 (9/00)

FIRST AMENDMENT TO
ARTICLES OF INCORPORATION OF
THE ESPLANADE HOMEOWNERS ASSOCIATION

WHEREAS, the original Articles of Incorporation of The Esplanade Homeowners Association were adopted on April 26, 2006; and

WHEREAS at a meeting of members on July 21, 2008, ~~2007~~, at which a quorum of members was present in person or by proxy, at least 67% of the Association's members present at such meeting, or represented by proxy, consented in writing to amend the Articles of Incorporation as hereinafter set forth,

NOW THEREFORE, the President and the Secretary of the The Esplanade Homeowners Association certify that the Articles of Incorporation have been amended in the following particulars:

- A. Article 8 is hereby deleted in its entirety, and a new Article 8 is substituted in its place as follows:*

"ARTICLE VIII

Limitation of Liability

To the fullest extent permitted by the Act as now or hereafter in effect, so long as a director of this corporation, officer of this corporation, or agent of this corporation (except a director, officer or agent appointed or selected by the Declarant of the Esplanade Condominiums) has acted in good faith, without willful or intentional misconduct, upon the basis of such information as may be possessed by such person, no such person shall be personally liable to any member of the corporation or other party, including the corporation, for any damage, loss or prejudice suffered or claimed on account of any act, omission, error or negligence (except gross negligence), any discretionary decision, or failure to make a discretionary decision, by such person in such person's official capacity; provided, that this shall not apply where the consequences of such act, omission, error or negligence are covered by insurance. The Board and Members agree that the prior version of this Article 8, Limitation on Liability, as drafted and implemented by the Declarant of the Esplanade Condominiums, was an unconscionable, self-dealing effort to limit the fiduciary duties of the Declarant and Declarant-appointed members of the Board of Directors, such that this change properly takes away all rights of directors, officers and agents appointed by the Declarant with respect to their acts, omissions, errors, and negligence occurring prior to adoption of this Article 8."

- B. Article 9 is hereby deleted in its entirety, and a new Article 9 is substituted in its place as follows:*

ORIGINAL

"ARTICLE 9
Indemnification

Any Director, Officer, or committee member who was neither appointed by nor affiliated with the declarant shall be indemnified by the Association against all expenses and liabilities, including attorney fees, reasonably incurred by or imposed in connection with any proceedings to which such person may be made a party, or in which such person may become involved, by reason of being or having held such position at the time such expenses or liabilities are incurred, except in such cases wherein such person is adjudged guilty of intentional misconduct, or gross negligence or a knowing violation of the law in the performance of his duties and except in such cases where such person has participated in a transaction from which said person will personally receive a benefit in money, property, or services to which said person is not legally entitled; provided, that in the event of a settlement, the indemnification shall apply only when the Board approves such settlement and reimbursement as being in the best interest of the Association.

The Association may, but is not required to, defend and/or indemnify any Director, Officer, or committee member appointed by, or affiliated with, the declarant. The Board of Directors shall decide, based on the best interests of the Association, whether to defend and/or indemnify any Director, Officer, or committee member appointed by, or affiliated with, the declarant.

The Board and Members agree that the prior version of this Article 9, Indemnification, as drafted and implemented by the Declarant of the Esplanade Condominiums, was an unconscionable, self-dealing effort to limit the fiduciary duties of the Declarant and Declarant-appointed members of the Board of Directors, such that this change properly takes away all rights of directors, officers and agents appointed by the Declarant with respect to their acts, omissions, errors, and negligence occurring prior to adoption of this Article 9."

DATED this 21st day of July, 2008 *Jan*



RICHARD H. LEVIN
JERRY H. STEIN
LEONARD D. FLANAGAN
JUSTIN D. SUDWEEKS
DANIEL S. HOUSER

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July 24, 2008

EXPEDITE

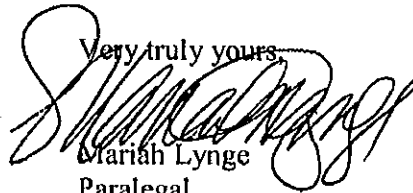
Secretary of State
Corporations Division
James M. Dolliver Building
801 Capitol Way South
Olympia, WA 98504

**Re: The Esplanade Homeowners Association
UBI # 602 609 186**

Dear Secretary of State:

Enclosed please find the original and one copy of the First Amendment to the Articles of Incorporation for The Esplanade Homeowners Association. Please file this Amendment on an expedited basis. A check in the amount of \$40.00 (forty dollars) is enclosed for the cost of filing the document and the fee for expedited service.

If you have any questions, please do not hesitate to contact the undersigned. Thank you for your cooperation in this matter.

Very truly yours,

Mariah Lyng
Paralegal

Enclosure: Check # 2539

cc: File (Esplanade)
Accounting