

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

**THE ESPLANADE CONDOMINIUM ASSOCIATION**

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

Date: 5/1/2006

UBI Number: 602-609-186

APPID: 556404



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

A handwritten signature in cursive script that reads "Sam Reed".

Sam Reed, Secretary of State



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 (i) for acts or omissions which involve intentional misconduct by the director or a knowing violation of law by the director, (ii) 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 (iii) 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 sixty-seven percent (67%) of the votes of the members of the corporation and such other approvals as may be required in Article 24 of the Declaration.

ARTICLE 11. INCORPORATOR. The name and address of the incorporator is:

Joseph P. McCarthy  
Kantor Taylor McCarthy P.C.  
1501 4th Avenue, Suite 1610  
Seattle, WA 98101-1662

IN WITNESS WHEREOF, the incorporator has hereunto set his hand and seal this 26<sup>th</sup> day of April, 2006.

  
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Joseph P. McCarthy

CONSENT TO SERVE AS REGISTERED AGENT

Kantor Taylor McCarthy P.C. hereby consents to serve as registered agent in the State of Washington for The Esplanade Condominium Association. Kantor Taylor McCarthy P.C. understands that as agent for the corporation, it will be responsible 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 it resigns or changes its address, or the corporation changes the address of its registered office.

Address of Registered Agent:  
Kantor Taylor McCarthy P.C.  
1501 Fourth Avenue Suite 1610  
Seattle, WA 98101

Kantor Taylor McCarthy P.C.



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Joseph R. McCarthy, Vice President