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JAN 24 1992

RALPH MUNRO
SECRETARY OF STATE

ARTICLES OF INCORPORATION
OF

NORTHWEST LANDING COMMERCIAL OWNERS ASSOCIATION

WEYERHAEUSER REAL ESTATE COMPANY, Land Management Division, for the purpose of forming a nonprofit corporation under Chapter 24 of the Revised Code of Washington, adopts the following Articles of Incorporation:

Article 1. Name. The name of the corporation is Northwest Landing Commercial Owners Association (the "Commercial Association").

Article 2. Duration. The Commercial Association shall have perpetual duration.

Article 3. Purposes and Powers. The Commercial Association does not contemplate pecuniary gain or profit, direct or indirect, to its Members.

(a) In way of explanation and not of limitation, the purposes for which it is formed are:

(i) to be and constitute the Commercial Association to which reference is made in the Declaration of Covenants, Conditions, and Restrictions for Northwest Landing Commercial Property (hereinafter the "Declaration"), recorded or to be recorded in the Records of Pierce County, Washington, to perform all obligations and duties of the Commercial Association, and to exercise all rights and powers of the Commercial Association, as specified therein, in the By-Laws of the Commercial Association ("By-Laws") and as provided by law; and

(ii) to provide an entity for the furtherance of the interests of the Owners in the development.

(b) In furtherance of its purposes, the Commercial Association shall have the following powers, which, unless indicated otherwise by the Declaration or By-Laws, may be exercised by the Board of Directors:

(i) all of the powers conferred upon nonprofit corporations by common law and the statutes of the State of Washington in effect from time to time;

(ii) all of the powers necessary or desirable to perform the obligations and duties and to exercise the rights and powers set out in these Articles, the By-Laws, or the Declaration, including, without limitation, the following:

(1) to fix and to collect assessments or other charges to be levied;

(2) to manage, control, operate, maintain, repair, and improve property subjected to the Declaration or any other property for which the Commercial Association by rule, regulation, declaration, or contract has a right or duty to provide such services;

(3) to enforce covenants, conditions, or restrictions affecting any property to the extent the Commercial Association may be authorized to do so under the Declaration or By-Laws;

(4) to engage in activities which will actively foster, promote, and advance the common interests of all Owners of property subject to the Declaration;

(5) to buy or otherwise acquire, sell, or otherwise dispose of, mortgage, or otherwise encumber, exchange, lease, hold, use, operate, and otherwise deal in and with real, personal, and mixed property of all kinds and any right or interest therein for any purpose of the Commercial Association;

(6) to borrow money for any purpose;

(7) to enter into, make, perform, or enforce contracts of every kind and description, and to do all other acts necessary, appropriate, or advisable in carrying out any purpose of the Commercial Association, with or in association with any other association, corporation, or other entity or agency, public or private;

(8) to act as agent, trustee, or other representative of other corporations, firms, or individuals, and as such to advance the business or ownership interests in such corporations, firms, or individuals;

(9) to adopt, alter, and amend or repeal such By-Laws as may be necessary or desirable for the proper management of the affairs of the Commercial Association; provided, however, such By-Laws may not be inconsistent with or contrary to any provisions of the Declaration; and

(10) to provide any and all supplemental services as may be necessary or proper.

(c) The foregoing enumeration of powers shall not limit or restrict in any manner the exercise of other and further rights and powers which may now or hereafter be allowed or permitted by law; and the powers specified in each of the paragraphs of this Article 3 are independent powers, not to be restricted by reference to or inference from the terms of any other paragraph or provisions of this Article 3.

Article 4. Membership. The Commercial Association shall be a membership corporation without certificates or shares of stock. Each Person who is the record owner of a Unit subject to the Declaration is a Member and shall be entitled to vote as set forth herein and in the Declaration and the By-Laws.

Article 5. Board of Directors. The business and affairs of the Commercial Association shall be conducted, managed, and controlled by a Board of Directors. The initial Board shall consist of three (3) members. The names and addresses of the initial Board of Directors are as follows:

Robert L. Shedd
33650 - 6th Avenue South
Federal Way, Washington 98003

J.J. McCament
33650 - 6th Avenue South
Federal Way, Washington 98003

Vern Moore
P.O. Box 100
Dupont, Washington 98327

The number of directors, method of election, term of office, removal and filling of vacancies shall be as set forth in the By-Laws. The Board may delegate such operating authority to such companies, individuals, or committees as it, in its discretion, may determine.

Article 6. Liability of Directors. To the fullest extent that the Washington Nonprofit Corporation Act, as it exists on the date hereof or as it may hereafter be amended, permits the limitation or elimination of the liability of directors, no director of the Commercial Association shall be personally liable to the Commercial Association or its Members for monetary damages for breach of duty of care or other duty as a director. No amendment to or repeal of this Article shall apply to or have any effect on the liability or alleged liability of any director of the Commercial Association for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal.

Article 7. Dissolution. The Commercial Association may be dissolved only upon a resolution duly adopted by the Board of Directors and the affirmative vote of Members holding not less than sixty-seven percent (67%) of the Class "A" votes of the Commercial Association and the consent of the Declarant so long as the Declarant owns any property subject to the Declaration or which may be unilaterally subjected to the Declaration by the Declarant.

Article 8. Merger and Consolidation. The Commercial Association may merge or consolidate only upon a resolution duly adopted by the Board of Directors and the affirmative vote of Members holding not less than sixty-seven percent (67%) of the Class "A" votes of the Commercial Association and the consent of the Declarant so long as the Declarant owns any property subject to the Declaration or which may be unilaterally subjected to the Declaration by the Declarant.

Article 9. Amendments. These Articles may be amended only upon a resolution duly adopted by the Board of Directors and the affirmative vote of Members holding at least sixty-seven percent (67%) of the Class "A" votes of the Commercial Association and the consent of the Declarant so long as the Declarant owns any property subject to the Declaration or which may be unilaterally subjected to the Declaration by the Declarant.

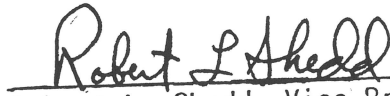
Article 10. Incorporator. The name and address of the sole incorporator is WEYERHAEUSER REAL ESTATE COMPANY, Land Management Division, WRE1-1, Tacoma, Washington 98477.

Article 11. Registered Agent and Office. The initial registered office of the Commercial Association is 33650 - 6th Avenue South, Federal Way, Washington 98003 and the initial registered agent at such address is Robert L. Shedd.

Article 12. Definitions. Unless otherwise defined herein, the words used in these Articles of Incorporation shall have the same meaning as set forth in the Declaration, unless the context shall prohibit.

IN WITNESS WHEREOF, the undersigned duly authorized officer of the incorporator, has executed these Articles of Incorporation this 30th day of December, 1991.

WEYERHAEUSER REAL ESTATE COMPANY, Land
Management Division



Robert L. Shedd, Vice President

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