

**RESTATED ARTICLES OF INCORPORATION
OF
GARDEN DISTRICT HOMEOWNERS ASSOCIATION**

KNOW ALL PERSONS BY THESE PRESENTS, that the undersigned, being the President and Secretary of GARDEN DISTRICT HOMEOWNERS ASSOCIATION, a Washington nonprofit corporation (this "Corporation"), for the purpose of restating the Articles of Incorporation of this Corporation, do hereby certify that: (i) the name of this Corporation is GARDEN DISTRICT HOMEOWNERS ASSOCIATION; (ii) these Restated Articles of Incorporation restate in their entirety the Articles of Incorporation of this Corporation, as heretofore amended and as amended by Articles of Amendment of even date, without further amendment thereof; (iii) these Restated Articles of Incorporation were duly adopted on the date hereof, in accordance with the provisions of the Washington Nonprofit Corporation Act, and (iv) these Restated Articles of Incorporation correctly set forth without change all of the provisions of the Articles of Incorporation of this Corporation, as amended, and these Restated Articles of Incorporation supersede the original Articles of Incorporation of this Corporation and all amendments to them; and the undersigned therefore certify and adopt the following Restated Articles of Incorporation (hereinafter referred to as these "Articles of Incorporation"):

**ARTICLE I.
NAME**

The name of the Corporation is GARDEN DISTRICT HOMEOWNERS ASSOCIATION.

**ARTICLE II.
DURATION**

The Corporation shall have perpetual existence.

**ARTICLE III.
PURPOSES AND POWERS**

Section 1. Purposes. The purposes for which this Corporation is formed consist of the following:

a. This Corporation is organized as a nonprofit corporation and does not contemplate the distribution of income to its Members, Trustees or officers, and its object is not the generation of pecuniary profit. This Corporation is organized to provide an entity pursuant to the Washington Uniform Common Interest Ownership Act (Ch. 64.90 RCW), hereinafter called "WUCIOA," for the operation of Garden District, a common interest community, located in Spokane County, Washington ("Garden District") and to provide for the acquisition, construction, management, operation, administration, maintenance, repair, improvement, preservation and architectural control of the property within Garden District, and to promote the health, safety, welfare, recreation, education, and social interaction of all residents within the above-described property and any additions thereto as may hereafter be brought within the jurisdiction of this Corporation for such purpose, all according to that certain Declaration of Covenants, Conditions and Restrictions and Reservation of Easements for Garden District (the "Declaration") recorded or to be recorded with respect to said property in the Office of the Auditor of Spokane County.

In furtherance of said purposes, and subject to the approval of Members as required by the Declaration, the Bylaws, or by law, this Corporation shall have power to:

(1) Perform all of the duties and obligations of the Corporation as set forth in the Declaration;

(2) Fix, levy, collect and enforce Assessments and fines as set forth in the Declaration;

(3) Pay all expenses and obligations incurred by the Corporation in the conduct of its business, including, without limitation, all licenses, taxes or governmental charges levied or imposed against the Corporation property;

(4) Acquire (by gift, purchase or otherwise), own, hold, improve, use, build upon, operate, maintain, convey, sell, lease, exchange, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Corporation;

(5) Make contracts and incur liabilities, borrow money and mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(6) Dedicate, sell, transfer, or grant easements over all or any part of any Common Area to any public agency, authority or utility for such purposes and subject to such conditions as may be agreed to by the Members;

(7) Participate in mergers and consolidations with other nonprofit corporations organized for the same purposes, or annex additional property to the property managed by the Corporation;

(8) Have and exercise any and all powers, rights, and privileges which a corporation organized under the Washington Nonprofit Corporation Act by law may now or hereafter have or exercise.

b. This Corporation shall be allowed to engage in any other lawful activity which may hereafter be authorized from time to time by the Board of Directors.

c. To do any and all lawful activities which may be necessary, useful or desirable for the furtherance, accomplishment, fostering or attainment of the foregoing purposes, either directly or indirectly and either alone or in conjunction or cooperation with others, whether such others be persons or organizations of any kind or nature, such as corporations, firms, associations, trusts, institutions, foundations, or governmental bureaus, departments, or agencies.

Section 2. Powers. In general, and subject to such limitations and conditions as are or may be prescribed by law, or in these Articles of Incorporation or Bylaws, the Corporation shall have all powers which now or hereafter are conferred by law upon a corporation organized for the purposes set forth above, or are necessary or incidental to the powers so conferred, or are conducive to the attainment of the Corporation's purposes.

The Corporation shall have the power to do all lawful acts or things necessary, appropriate or desirable to carry out and in furtherance of its purposes described in this Article III.

ARTICLE IV. MEMBERS

The Corporation shall have one class of members, which shall consist of the owners of the Lots within Garden District. The rights, privileges, and obligations of the members are set forth in WUCIOA, the Declaration, and the Bylaws of the Corporation.

ARTICLE V. REGISTERED OFFICE AND AGENT

The address of the initial registered office of the Corporation is 1421 N. Meadowwood Lane, Suite 200, Liberty Lake, WA 99019. The name of the initial registered agent of the Corporation at such address is Joseph Frank.

ARTICLE VI. DIRECTORS

The powers and duties, number, qualifications, terms of office, manner of election, time and criteria for removal of directors shall be as set forth in the Bylaws of the Corporation.

ARTICLE VII. DIRECTOR LIABILITY LIMITATIONS

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 VIII. INDEMNIFICATION

Section 1. Right to Indemnification. Each person who was, or is threatened to be made a party to or is otherwise involved (including, without limitation, as a witness) in any actual or threatened action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a director or officer of the Corporation or, while a director or officer, he or she is or was serving at the request of the Corporation as a director, trustee, officer, employee or agent of another corporation or of a partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, whether the basis of such proceeding is alleged action in an official capacity as a director, trustee, officer, employee or agent or in any other capacity while serving as a director, trustee, officer, employee or agent, shall be indemnified and held harmless by the Corporation, 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 these Articles of Incorporation, to the full extent permitted by applicable law as then in effect, against all expense, liability and loss (including attorney's fees, judgments, fines, ERISA excise taxes or penalties and amounts to be paid in settlement) actually and reasonably incurred or suffered by such person in connection therewith, and such indemnification shall continue as to a person who has ceased to be a director, trustee, officer, employee or agent and shall inure to the benefit of his or her heirs, executors and administrators; provided, however, that except as provided in Section 2 of this Article with respect to proceedings seeking solely to enforce rights to indemnification, the Corporation shall indemnify any such person seeking indemnification in connection with a proceeding (or part thereof) initiated by such person only if such proceeding (or part thereof) was authorized by the board of directors of the Corporation. The right to indemnification conferred in this Article VII, Section 1 shall be a contract right and shall include the right to be paid by the Corporation the expenses incurred in defending any such proceeding in advance of its final disposition; provided, however, that the payment of such expenses in advance of the final disposition of a proceeding shall be made only upon delivery to the Corporation of an undertaking, by or on behalf of such director or officer, to repay all amounts so advanced if it shall ultimately be determined that such director or officer is not entitled to be indemnified under this Article VII, Section 1 or otherwise.

Section 2. Right of Claimant to Bring Suit. If a claim for which indemnification is required under Section I of this Article is not paid in full by the Corporation within sixty (60) days after a written claim has been received by the Corporation, except in the case of a claim for expenses incurred in defending a proceeding in advance of its final disposition, in which case the applicable period shall be twenty (20) days, the claimant may at any time thereafter bring suit against the Corporation to recover the unpaid amount of the claim and, to the extent successful in whole or in part, the claimant shall be entitled to be paid also the expense of prosecuting such claim. The claimant shall be presumed to be entitled to indemnification under this Article upon submission of a written claim (and, in an action brought to enforce a claim for expenses incurred in defending any proceeding in advance of its final disposition, where the required undertaking has been tendered to the Corporation), and thereafter the Corporation shall have the burden of proof to overcome the presumption that the claimant is not so entitled. Neither the failure of the Corporation (including its board of directors, independent legal counsel or its members, if any) to have made a determination prior to the commencement of such action that indemnification or reimbursement or advancement of expenses of the claimant is proper in the circumstances nor an actual determination by the Corporation (including its board of directors, independent legal counsel or its members, if any) that the claimant is not entitled to indemnification or to the reimbursement or advancement of expenses shall be a defense to the action or create a presumption that the claimant is not so entitled.

Section 3. Nonexclusively of Rights. The right to indemnification and the payment of expenses incurred in defending a proceeding in advance of its final disposition conferred in this Article shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of these Articles of Incorporation, Bylaws, agreement, vote of members, if any, or disinterested directors or otherwise.

Section 4. Insurance, Contracts and Funding. The Corporation may maintain insurance at its expense to protect itself and any director, trustee, officer, employee or agent of the Corporation or another corporation, partnership, joint venture, trust or other enterprise against any expense, liability or loss, whether or not the Corporation would have the power to indemnify such persons against such expense, liability or loss under the Washington Business Corporation Act, as applied to nonprofit corporations. The Corporation may, without further membership

action, enter into contracts with any director or officer of the Corporation in furtherance of the provisions of this Article and may create a trust fund, grant a security interest or use other means (including, without limitation, a letter of credit) to ensure the payment of such amounts as may be necessary to effect indemnification as provided in this Article.

Section 5. Indemnification of Employees and Agents of the Corporation. The Corporation may, by action of its Board of Directors from time to time, provide indemnification and pay expenses in advance of the final disposition of a proceeding to employees and agents of the Corporation with the same scope and effect as the provisions of this Article with respect to the indemnification and advancement of expenses of directors and officers of the Corporation or pursuant to rights granted pursuant to, or provided by, the Washington Business Corporation Act, as applied to nonprofit corporations, or otherwise.

ARTICLE IX. AMENDMENT

Any amendment to these Articles of Incorporation shall require the consent of the owners of two-thirds of all Lots together with the approval or ratification of a majority of the Board.

ARTICLE X. DISSOLUTION

In the event of the dissolution, liquidation or winding up of the Corporation, after paying or adequately providing for the debts and obligations of the Corporation, the Directors or person in charge of the liquidation shall distribute the remaining assets to a nonprofit corporation or other entity charged with the administration of the project. If the project is terminated or if there is no such entity formed to take over administration of the project, then the remaining assets of the Corporation shall be distributed among the members in accordance with WUCIOA and the Declaration.

ARTICLE XI. INCORPORATOR

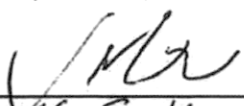
The name and address of the incorporator of the Corporation is as follows:

Name	Address
Joseph Frank	1421 N. Meadowwood Lane, Suite 200 Liberty Lake, WA 99019

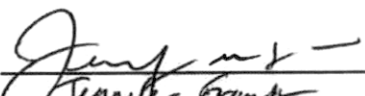
[Signature page follows]

IN WITNESS WHEREOF, the undersigned have hereunto set their hands as of the 29
day of JULY, 2021.

GARDEN DISTRICT HOMEOWNERS ASSOCIATION,
a Washington nonprofit corporation

By: 
Name: JAMES FRANK
Its: PRESIDENT

ATTEST:

By: 
Name: JENNIFER FRANK
Its: Secretary

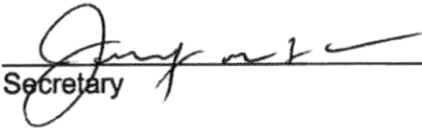
Signature Page to Restated Articles of Incorporation
Garden District

**CERTIFICATE
OF
SECRETARY**

KNOW ALL PERSONS BY THESE PRESENTS, that the undersigned, being the Secretary of GARDEN DISTRICT HOMEOWNERS ASSOCIATION, makes this Certificate with respect to the above and foregoing Restated Articles of Incorporation of GARDEN DISTRICT HOMEOWNERS ASSOCIATION, and the undersigned does hereby certify as follows:

1. **Name**. The name of this Corporation is **GARDEN DISTRICT HOMEOWNERS ASSOCIATION**.
2. **Amendment**. These restated Articles of Incorporation correctly set forth without change the provisions of the Articles of Incorporation of this Corporation, as amended.

DATED as of the 29 day of July, 2021.


Secretary

EMILY HOWLETT
ehowlett@lukins.com
Direct Fax: (509) 363-2493
Direct Dial: (509) 242-2211

August 12, 2021

Washington Secretary of State
Corporations and Charities Division
PO Box 40234
Olympia, WA 98504-0234

Re: Garden District Homeowners Association
Reference Nos. 2021080900477835 - 1 & 2021080900477835 - 2

To Whom It May Concern:

Please find enclosed (i) revised Articles of Amendment for Garden District Homeowners Association (Ref. No. 2021080900477835 - 1); and (ii) Restated Articles of Incorporation for Garden District Homeowners Association (Ref. No. 2021080900477835 - 2).

If you have any questions or concerns regarding the enclosed documents, please don't hesitate to contact us.

Sincerely,



EMILY HOWLETT
Legal Assistant to HANNAH G KITZ

Enclosures (2)