

BYLAWS OF FOXHALL COMMUNITY ASSOCIATION

ARTICLE I
PURPOSES.

Sec. 1. This corporation shall be conducted as a non-profit maintenance corporation for the purposes set forth in the Articles of Incorporation for the area situated in Thurston County, Washington, and more particularly described as follows

The east half of the northwest quarter of the southeast quarter lying northerly and easterly of county road known as Hawks Prairie Road; The east half of the southwest quarter of the northeast quarter; The northwest quarter of the northeast quarter of the southeast quarter; The south half of the northeast quarter of the northeast quarter; The north three-quarter of the southeast quarter of the northeast quarter; The west half of the south one-quarter of the southeast quarter of the northeast quarter; All in Section 33, Township 19 North, Range 1 West, W.M., Thurston County, State of Washington.

Lots 1 through 33, Foxhall, as recorded in Volume 21 of plats, page 144-5, records of the County Auditor's office for Thurston County, Washington, under said Auditor's File No. 8111170090, and subsequent divisions as may be added to Foxhall within the area described above.

The particular areas to be acquired, owned, operated and maintained by this corporation are:

Tracts A and B, Foxhall, Division I, as recorded in Volume 21 of plats, page 144-5 records of the County Auditor's Office for Thurston County, Washington, under said Auditor's File No. 8111170090 and such other areas as may be acquired.

Sec. 2. The corporation shall have power to levy and collect assessments against its members, against the tracts owned or purchased by them for the purposes in its Articles of Incorporation and Bylaws set forth, and to sell or forfeit their interest in the corporation for default with respect to any lawful provisions of said Articles of Incorporation and upon forfeiture of any such property as by law and in the Bylaws provided may transfer the membership of such directors.

ARTICLE II
MEMBERSHIP

Sec. 1. The corporation shall at all times hereafter be a joint and mutual association of the incorporator and such other persons as may thereafter be admitted to membership in accordance with these Bylaws and who shall be owners or purchasers of a lot or lots in the Plats of Foxhall, Lots 1 through 102.

Sec. 2. There shall be two classes of membership, namely, (a) single memberships and (b) multiple memberships. A single membership shall be issued to the owner or purchaser of one lot. A multiple membership shall be issued to the owner or purchaser of two or more lots. Fractional lots owned or purchased shall be computed to determine qualifications of a multiple membership, but only if the fractions total one lot. All questions involving fractional lots shall be determined by the Board of Directors.

Sec. 3. Membership and certificates evidencing the same shall be inseparably appurtenant to lots owned by the members, and upon transfer of ownership or contract for sale of any such lot or lots, membership and certificates of membership shall in fact be deemed to be transferred to the grantee or contract purchaser. No membership or certificates of membership may be transferred, assigned or conveyed in any manner other than in the manner herein set forth. In the event of the death of a member, the membership or certificate of membership of such deceased member shall be and become the property of the personal representative of such deceased member upon appointment and qualification as such in a judicial proceeding and such personal representatives shall have all the rights, privileges, and liabilities of such member until title shall be transferred or contracted to be transferred.

Sec. 4. The interest of each membership in the corporation shall be determined according to the number of lots owned by such member.

Sec. 5. The voting rights of each member shall be dependent upon the number of lots owned by such member. On all corporate matters coming before the membership, a single membership shall be entitled to one vote, and multiple memberships shall be entitled to the same number of votes as the number of lots owned by the multiple membership; provided, however, that no member shall be entitled to vote for an ownership of an ownership of any fractional part of a lot unless the fractional parts owned by a member would total one lot. If any lot is held by two or more persons, the several owners shall be considered and treated as one owner for voting purposes.

Sec. 6. No membership shall be forfeited nor shall any member be expelled except upon foreclosure for non-payment of assessments, and no member may withdraw except upon transfer of title to the real property to which his membership is appurtenant, as elsewhere herein provided. No compensation shall be paid by the corporation upon any transfer of membership and no member whose membership is transferred shall be entitled to share or participate in any of the property or assets of the corporation when and if it should be dissolved.

ARTICLE III DISSOLUTION

In the event of the dissolution of the corporation, each person who is then a member shall receive his pro-rata proportion of the property and assets after all of its debts have been paid.

ARTICLE IV DIRECTORS AND OFFICERS

Sec. 1. Corporate powers of the corporation shall be vested in a Board of Directors. The number of directors who shall manage the affairs of the corporation shall be five.

Sec. 2. Directors shall be elected to serve for two years or until their successors are elected and duly qualified.

Sec. 3. Each director shall be an incorporator or a member who shall not have lost his right to vote by reason of having disposed of land to which his membership is appurtenant.

Sec. 4. In the event a director, other than an incorporator, ceases to be the owner of the land to which his membership is appurtenant, or of a contract for the purchase thereof, he shall thereby cease to be a director and his office shall become vacant upon written notification without action other than to spread such fact upon the minutes of the Board of Directors.

Sec. 5. At the first meeting of the Board of Directors after each annual meeting of the members, the Board of Directors shall elect a president, vice-president, secretary, and treasurer. Any two of the offices of vice-president, secretary and treasurer may be combined by the Board of Directors. The board may also at any time appoint an executive secretary and/or assistant secretary and/or assistant treasurer. Officers of the corporation so elected shall hold office for the term of one year and until their successors are qualified.

Sec. 6. No director or officer, except the executive secretary and/or the assistant secretary and/or the assistant treasurer shall receive any salary or compensation from the corporation.

Sec. 7. Any vacancy occurring in the Board of Directors shall be filled by appointment by a majority of the remaining directors. The person so approved shall hold office until the next annual or adjourned annual meeting of the members of the corporation, at which meeting the vacancies for the remainder of the original term, if any, shall be filled by election by the members in the regular manner.

ARTICLE V
MEETINGS

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Sec. 1. Annual meetings of the members of the corporation shall be held at the principal place of business of the corporation or at such other place as the Board of Directors may elect. The annual meeting shall be held on the last Monday of April of each year at 8 o'clock p.m. Notice thereof shall be given by the secretary by mailing notice to each member not less than ten (10) days prior to the date of the meeting.

Sec. 2. Special meetings of the members may be called at any time by the president or a majority of the Board of Directors or by members representing thirty percent of the lots within the jurisdiction of the corporation. Notice of special meetings, stating the object thereof, shall be given by the secretary by mailing such notice to each member not less than five (5) days prior to the date on which such meeting is to be held.

Sec. 3. At all annual and special meetings of the members, ten per cent of all of the members of the corporation shall constitute a quorum for the transaction of business. Each single membership shall be entitled to one vote and multiple memberships shall be entitled to one vote per lot owned and they shall be similarly counted to determine the presence of a quorum.

Sec. 4. Special meetings of the Board of Directors shall be called at any time by the secretary on order of the president or a majority of the Board of Directors. The secretary shall give each director notice, personally, verbally, or by mail or by telephone, of all regular and special meetings at least one (1) day prior thereto.

Sec. 5. A member may exercise his right to vote by proxy.

ARTICLE VI
POWER AND DUTIES OF DIRECTORS

Sec. 1. Subject to limitations in the Articles of Incorporation and the Bylaws and the law of the State of Washington, all powers of the corporation shall be exercised by or under the authority of, and the business and affairs of the corporation shall be controlled by the Board of Directors. Without prejudice to such general powers, and subject to the same limitations, it is hereby expressly declared that the directors shall have the following powers:

Sec. 2. To select and remove all the officers, agents, and employees of the corporation, prescribe such powers and duties for them as may not be inconsistent with law, with the Articles of Incorporation or the Bylaws, fix their compensation and require from them security for faithful service.

Sec. 3. To conduct, manage and control the affairs and business of the corporation, and to make such rules and regulations therefore not inconsistent with law, with the Articles of Incorporation or the Bylaws, as they may deem best.

Sec. 4. To issue certificates of membership only to the owners or purchasers of tracts hereinbefore described, subject to such condition or terms as provided in the Articles of Incorporation and the Bylaws.

Sec. 5. To charge and/or assess the several parcels of land and the owners thereof as herein more particularly set forth.

Sec. 6. To cause to be kept a complete record of all minutes and acts and to present a full statement to the regular annual meeting of the members showing in full detail the condition of the affairs of the corporation.

ARTICLE VII
DUTIES OF OFFICERS

Sec. 1. PRESIDENT. The president shall preside at all meetings of the directors and members; he shall sign as president all certificates of membership and all contracts or other instruments in writing authorized by the Board of Directors; he shall call special meetings of the directors or of the members whenever he deems it necessary; he

shall have and exercise under the direction of the Board of Directors the general supervision of the affairs of the corporation.

Sec. 2. VICE-PRESIDENT. The vice-president shall preside at all meetings in the absence of president, and in case of absence or disability of the president, shall perform all other duties of the president which are incidental to his office.

Sec. 3. SECRETARY. The secretary shall issue all notices and shall attend and keep the minutes of all meetings; he shall have charge of all corporate books, records and papers; he shall be custodian of the corporate seal, shall attest the president's signature and impress with the corporate seal all written contracts of the corporation, and shall perform all such other duties as are incidental to his office.

Sec. 4. TREASURER. The treasurer shall keep safely all moneys and securities of the corporation and disburse the same under the direction of the Board of Directors. He shall cause to be deposited all funds of the corporation in a bank selected by the directors. At each annual meeting of the members, and at any time directed by the directors, he shall issue and present a full statement showing in detail the condition of the affairs of the corporation.

Sec. 5. The executive secretary and/or assistant secretary, and/or assistant treasurer, if appointed by the Board of Directors, shall perform such duties as may be designated by it.

Sec. 6. Any officer, other than the president, may occupy two offices concurrently if the Board of Directors so directs.

ARTICLE VIII CERTIFICATES OF MEMBERSHIP AND TRANSFERS

Sec. 1. An appropriate certificate of single or multiple membership in the corporation may be issued to each member. All such certificates shall indicate on the face thereof, whether it is single or multiple and shall be signed by the president or vice president and the secretary.

Sec. 2. All membership and certificates evidencing same shall be inseparably appurtenant to the lot or lots owned by the holders thereof, and upon sale or contract to sell such real property such certificates shall become the property of the grantee or purchaser as hereinbefore provided. No transfer of membership shall entitle the transferee to vote the same until he has been established to the satisfaction of the secretary that such transfer is bona fide and has been made in the manner provided.

Sec. 3. Unless specifically requested by the owner and holder thereof, it shall not be necessary that certificates of membership be actually issued, but any owner or purchaser of a lot or lots within the said district may exercise all of the rights and privileges and shall be subject to all of the liabilities of membership without the actual issuance and possession of such certificate of membership.

ARTICLE IX ASSESSMENTS

Sec. 1. The members of the corporation shall be liable for the payment of such charges or assessments as may from time to time be fixed and levied by the Board of Directors for acquisition, operation and maintenance of the Foxhall Community Association recreation areas and facilities, pursuant to the Articles of Incorporation and these Bylaws, and subject to the provisions thereof. The amount of such charges and assessments levied upon a member shall in no event, except as herein- after provided, exceed in any one year the sum of Sixty Dollars (\$60.00) for each lot owned by the member. Fractional lots shall be proportionately assessed. Charges and assessments against all members shall be levied by the Board of Directors at a uniform rate per lot without distinction or preference of any kind. All charges or assessments, when collected by the corporation, shall remain the property of the members until such time as such charges or assessments are expended pursuant to the Articles of Incorporation and Bylaws of the corporation. The developer of

the real property previously described in these Bylaws as the property to which persons are entitled to obtain membership in this corporation, shall not be obligated as the developer to pay any membership or dues or assessment fees on the property purchased by them until such time as it has been sold out in lots and at the time the membership dues and assessments shall be paid by the purchasers of said property on the sale by the developer and not by the developer.

Sec. 2. From time to time, as and when any such assessment in this Article is levied, each member with respect to the land or interest therein to which is membership is appurtenant, shall pay the amount of such assessment against the sale to the corporation, at its office, within thirty days after the mailing of the notice of such assessment to the members; and the amount of such assessment, plus interest at 12% per annum on delinquencies, together with all expenses, attorney's fees and costs reasonably incurred in enforcing the same, shall be paid by the members and shall be a lien upon said land, enforceable by foreclosure proceedings in the manner provided by law for foreclosure of mortgages upon land; provided, that no proceedings for the foreclosure of any said liens in this Article shall be commenced except upon the expiration of four months from and after the date of mailing said notice of assessments in this section described.

Sec. 3. First mortgage liens placed upon any of said lots which are recorded in accordance with the laws of the State of Washington shall be, from the date of the recordation of such mortgage, superior to such assessments and the liens resulting therefrom as are levied by the corporation subsequent to the date of the recordation of the first mortgage.

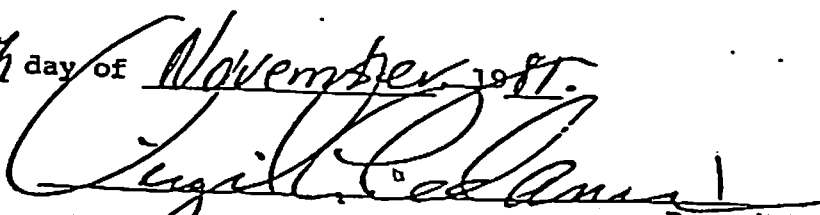
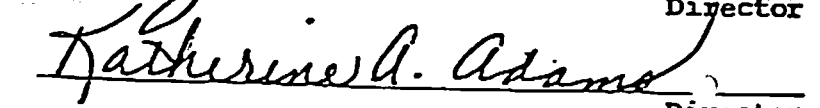
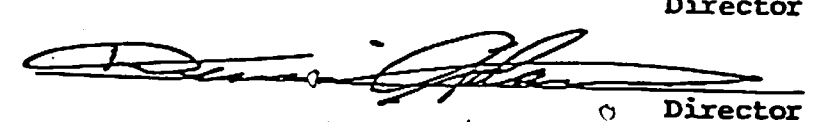
ARTICLE X
AMENDMENTS

The Bylaws may be amended at any time by a vote of a majority of the members of the corporation present at any meeting of the membership duly called for such purpose.

ARTICLE XI
CORPORATE SEAL

The seal of the corporation shall be in circular form and shall contain the words "FOXHALL COMMUNITY ASSOCIATION" and the words "Corporate Seal of Washington 1981" in the form and style as affixed to these Bylaws for the impression of said corporate seal.

ACCEPTED AND APPROVED this 17th day of November 1981.


Director

Director

Director