

ARTICLES OF INCORPORATION
OF
WEST SOUND WATER ASSOCIATION

FILED
MAY 18 1987
SECRETARY OF STATE
STATE OF WASHINGTON

I, the undersigned person, acting as the incorporator of a corporation under the provisions of the Washington Non-profit Corporation Act (R.C.W. Chapter 24.03) adopt the following Articles of Incorporation for such corporation:

ARTICLE I

The name of the corporation shall be West Sound Water Association. For the sake of brevity it may also be referred to as the association or WSWA.

ARTICLE II

The corporation shall have perpetual existence.

ARTICLE III

The purposes for which the corporation is organized are as follows:

a. To own, maintain, improve and operate a common domestic water production and distribution system for the benefit of the real property owned by members of the association, the property being located in approximately the west one-half of Section 4, and the North East one-quarter of the North East one-quarter of the North West one-quarter of Section 9, Township 36 North, Range 2 West, W.M., San Juan County, Washington, as more specifically to be described in the BY-LAWS of the association.

b. To enter into an operating agreement with any other Orcas Island Water Association or municipality for the purposes of obtaining additional domestic water sources.

c. To provide for the financing of the land acquisition, construction, and operation of a water distribution system.

d. To do and perform any and all acts and things and to have and exercise any and all powers as may be necessary or convenient to accomplish any of the purposes and objectives of the association and as may be permitted by the Act under which the corporation is formed as the same is now or hereafter may become in effect; provided, however, that the corporation shall not carry on a business, trade, avocation or profession for profit.

e. To have, to hold, and to execute the powers that are conferred upon non-profit corporations under the laws of the state of Washington.

ARTICLE IV

The corporation shall have two classes of members. "Charter" and "General". The qualifications and rights of the members of each class shall be as provided in the By-Laws. Certificates evidencing membership in said corporation shall be issued by the corporation to all members.

ARTICLE V

The address of the initial registered office of the corporation shall be:

West Sound Water Association
Rural Route 1 Box 73
Eastsound, WA 98245

The name of the initial registered agent of the corporation at such address shall be: R. J. Buzz Bosone

ARTICLE VI

The number of directors of the corporation shall be five. The names and addresses of the persons who are to serve as the initial directors of the corporation are as follows:

Name	Address
R. J. Buzz Bosone	Rural Route 1 Box 73 Eastsound, WA 98245
Lewis W. Lehmann	Star Rt Box 4 Olga, WA 98279
Robert Otis	RR 1 Box 72D Eastsound, WA 98245
Patricia S. Pomeroy	RR 1 Box 63B Eastsound, WA 98245
Dorothy Watcher	2205 Henry Street Bellingham, WA 98225

Any change in the number of directors of the corporation shall be made only by amendment to the Articles of Incorporation.

ARTICLE VII

The Board of Directors shall have the responsibility and authority to make and enforce the By-Laws for the corporation, but these By-Laws made by the Board shall be subject to the power of the members of this corporation to change or repeal said By-Laws.

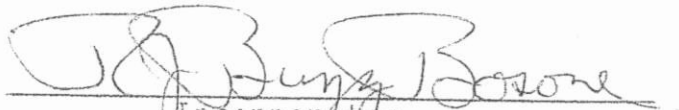
The Board of Directors must obtain the approval of the majority of the membership before any changes to the member approved By-Laws can be made if such changes affect the qualifications, classifications, terms in office, or compensation of any Board of Directors member.

ARTICLE VIII

The name and address of the incorporator is: R. J. Buzz Bosone, Rural Route 1 Box 73, Eastsound, Washington 98245.

ARTICLE IX

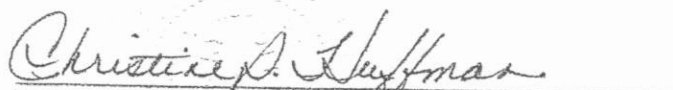
In the event that this corporation is dissolved, the first priority will be the payment or provisions for payment of all debts and liabilities of the corporation then the remaining assets of the corporation are to be distributed to the members of the corporation, in equal shares as tenants in common.


Incorporator

STATE OF WASHINGTON))ss.
COUNTY OF KING)

THIS IS TO CERTIFY that on this 15 day of May, 1987, there appeared personally before me R. J. Buzz Bosone, to me personally known to be the person described in and who executed the foregoing Articles of Incorporation and he did acknowledge and declare to me that he executed the same freely and voluntarily for the uses and purposes therein mentioned.

GIVEN under my hand and official seal the day and year first above written.


Christine A. Huffman
Notary Public in and for the State of Washington, residing in King Co.