

Filed
Feb 18, 1986
Secretary of State
State of Washington
#2-370595-7

ARTICLES OF INCORPORATION
OF
NEWPORT YACHT CLUB

The purpose of this instrument is to re-incorporate Newport Yacht Club under RCW Chapter 24.03, the Washington Nonprofit Corporation Act, on the same terms to the extent permitted by law as the Articles of Incorporation originally signed September 30, 1960 with amendments by members of the Club December 1, 1970 under RCW Chapter 24.03. Newport Yacht Club as established by the prior Articles of Incorporation as amended reportedly ceased to exist in 1978 according to the records of the Secretary of State of Washington by operation of RCW 24.03.302 then in effect (Ch. 128 of 1971 1st Ex. Sess.). Any such lapse is understood by the undersigned incorporator to have been inadvertent rather than intentional and continuity of Club operations is intended pending verification as to whether or not lapse legally occurred through strict compliance with said provisions of RCW 24.03.302.

ARTICLE I

The name of this corporation shall be NEWPORT YACHT CLUB.

ARTICLE II

The purposes and objects of this corporation are as follows:

1. To establish and maintain a social club for the residents (other than lessees) of Newport Shores, as hereinafter described, and persons owning a real property interest there, for the purpose of facilitating and encouraging the establishment and maintenance of a colony of congenial persons as residents of said area and promoting friendly relations among them. Such persons shall be hereinafter called "Resident Members."
2. To facilitate and encourage yachting among its members in the waters of Lake Washington and Puget Sound, and the full enjoyment by its resident members of the canals and waterways of Newport Shores; and to encourage and promote the science of seamanship and navigation.
3. To admit other persons to participate in the Club in other membership classes enumerated in the By-laws as may be desirable and appropriate to the social, yachting and other purposes of the Club; and to extend to such persons in such other membership classes such of the club privileges as may be determined by the By-laws, other than the right to vote or hold office
4. To provide a suitable clubhouse and other appropriate facilities for the use of members.
5. To perform the duties delegated to it under the Declarations and Agreements with respect to Replat of Division #1 of Newport recorded April 1, 1960, in the Office

of the auditor of King County, Washington, under Auditor File No. 51446946 and any amendments or supplements thereto, and under Auditor File No. 5146946 and any amendments or supplements thereto, and under such similar Declarations as may hereafter be made with respect to adjoining lands in Newport Shores.

6. Generally to engage in any lawful activity which may in the judgment of the Trustees at any time be necessary, useful or advantageous in connection with the accomplishment of the purpose and objects of this Club, whether or not such activity is similar in nature to the purposes and objects heretofore set forth in this Article II, provided, that in no event shall this Club engage in any business, trade, avocation, or profession for profit.

In furtherance and not in limitation of the general powers conferred by the laws of the State of Washington and the purposes and objects heretofore stated, it is expressly provided that this Club shall also have the following powers:

- a. To purchase, hold and convey real and personal property as the purposes and objects of the Club may require.
- b. To borrow or raise money for any proper activity of the Club upon such terms as the Board of Trustees may determine, and to mortgage, pledge, hypothecate, or otherwise encumber any of the assets of the Club as security therefore.
- c. To advance or lend money with or without security to, and to aid by endorsement, guaranty, or otherwise, any corporation, association, firm or individual, whenever, in the judgment of the Board of Trustees, it may be necessary or advisable to do so carry out or further any of the purposes or objects of the Club.
- d. To receive gifts and legacies and bequests.
- e. To enter into and perform lawful contracts, and to incur obligations, necessary, convenient or incidental to the accomplishment of the purposes and objects of the Club, or which may be calculated, directly or indirectly, to promote the welfare or interest of the Club or enhance the value of its properties or rights.
- f. To do such acts and things and have such powers as are permitted or granted to non-profit membership corporations generally by the laws of the State of Washington.

Newport Shores shall be deemed to consist of the land embraced within the Replat of Division #1 of Newport according to the plat thereof recorded in Volume 61 of Plats, page 25, records of King County, together with such adjoining land as may hereafter be platted by Newport, Inc. for similar residential use as contemplated under the Declaration (King County Auditor File No. 514946) above referred to.

ARTICLE III

The time of the existence of this corporation shall be perpetual.

ARTICLE IV

1. This corporation is a membership corporation and shall have no capital stock. The interest of each incorporator and member shall be equal to that of any other in his membership class, and no incorporator or member can acquire any interest which will entitle him to any greater voice, vote (if any), authority, or interest in the corporation than any other member in his membership class.
2. The incorporator is Edward G. Lowry III, 18 Columbia Key, Bellevue, WA 98006.
3. Membership in the corporation shall not be transferable and no assignment thereof shall be recognized for any purpose.
4. Club privileges and the use or enjoyment of the Club property may be denied members who are not in good standing by reason of non-payment of dues or assessments or violation or failure to observe other membership rules or obligations, all as may be provided by the By-laws as from time to time amended.
5. Membership in the corporation shall be terminated only by voluntary withdrawal, death, or as otherwise provided in the By-laws. Upon such termination of membership all interest of such member in the property and assets of the corporation shall likewise terminate; and no such member or his estate shall be entitled to any further participation in, distribution of, or reimbursement for, any part thereof.
6. As required by RCW 24.03.025(8) it is provided that in the event that the corporation is dissolved, its net assets shall be equitable distributed in accordance with applicable law then in effect to the members of the corporation then in good standing as provided by the By-laws and paragraph 4 of this Article.

ARTICLE V

1. The Board of Directors of the corporation, which may be designated as the (Board of Governors”, shall manage the corporation’s affairs and shall consist of ten (10) Directors.
2. The first Directors of this corporation and their address are as follows:

<u>Name</u>	<u>Address</u>
L. Keith Kay	80 Skagit Key, Bellevue, WA 98006
Gordon Lowell	7 Lummi Key, Bellevue, WA 98006
Ted Barr	33 Skagit Key, Bellevue, WA 98006
Roberts Takeuchi	6 Lopez Key, Bellevue, WA 98006
Wallis Adams	51 Glacier Key, Bellevue, WA 98006
Howard Allen	26 Cascade Key, Bellevue, WA 98006
Mary Axter	11 Columbia Key, Bellevue, WA 98006
Norma McCullough	55 Skagit Key, Bellevue, WA 98006
George Johnson	51 Cascade Key, Bellevue, WA 98006
Robert Guilbeault	26 Tulalip Key, Bellevue, WA 98006

3. The term of office of the first Directors shall be until the first annual meeting of the corporation to be held at such time as may be provided by the By-laws, not less

than 2 months, nor more than 6 months, after the date the formation of this corporation shall have been completed.

ARTICLE VI

The initial registered office of this corporation shall be Newport Yacht Club, 81 Skagit Key, Bellevue, Washington 98006, and the name of its initial registered agent at such address is Dawn E. O'Connor, Club Manager.

IN WITNESS WHEREOF the Incorporator has executed these Articles of Incorporation in duplicate this 15th day of February 1986.

Edward G. Lowry III, Incorporator
18 Columbia Key
Bellevue, WA 98006