

UNITED STATES OF AMERICA



The State of Washington

Secretary of State

I, **SAM REED**, Secretary of State of the State of Washington and custodian of its seal, hereby issue this

CERTIFICATE OF INCORPORATION

to

PACIFIC TOWER CONDOMINIUM ASSOCIATION

A Washington Non-Profit Corporation. Articles of Incorporation were filed for record in this office on the date indicated below

UBI Number: 602 313 612

Date: July 22, 2003

Given under my hand and the Seal of the State of Washington at Olympia, the State Capital



Sam Reed
Secretary of State

Association. The Association shall provide for maintenance, preservation, and architectural control of the buildings, grounds and Common Areas. The Association shall promote the health, safety, and welfare of the owners of the Property, all in accordance with the provisions of the Declaration.

ARTICLE IV

POWERS

Without limiting the foregoing, the Association shall have the right and authority to exercise any powers conferred by the WCA, Declaration, or Bylaws, as currently enacted or hereafter amended or superseded; exercise all other powers that may be exercised in this state for the same type of nonprofit corporation as the Association; and, exercise any other powers necessary and proper for the governance and operation of the Association.

ARTICLE V

DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by Unit Owners of Units to which at least eighty percent (80%) of the votes in the Association are allocated. In the event of such dissolution, then, unless otherwise authorized by law and by a vote of Members of the Association having at least eighty percent (80%) of the total votes in the Association, the assets of the Association shall be distributed among and owned by all Members of the Association in common according to their percentages of undivided interest in Common Areas and facilities, in accordance with WCA and as set forth in the Declaration.

ARTICLE VI

REGISTERED OFFICE AND AGENT

The address of the initial registered office of the Association is: 1201 Pacific Avenue, Suite 2200, PO Box 1157, Tacoma, Washington 98401. The name of the registered agent at that address is William E. Holt.

ARTICLE VII

MANAGEMENT

The affairs of the Association shall be managed by a Board of Directors. The right to make, alter, or repeal the Bylaws of the Association is vested in the Board of Directors as set forth in the Bylaws.

ARTICLE X

INDEMNIFICATION OF DIRECTORS & OFFICERS

The Association shall indemnify its Directors and Officers against all liability, damage, and expenses arising from or in connection with service as Directors and Officers with this Association to the maximum extent and under all circumstances permitted by law.

ARTICLE XI

INCORPORATOR

The name and address of the incorporator is William E. Holt, 1201 Pacific Avenue, Suite 2200, PO Box 1157, Tacoma, Washington 98401.

ARTICLE XII

EARNINGS

No part of the net earnings of the Association shall inure to the benefit of any Member or other individual other than by acquiring, constructing, or providing management, maintenance, and care of Association property, and other than by a rebate of excess membership dues, fees, or assessments.

ARTICLE XIII

MEMBERS

Every Owner of a Unit that is a part of the Property shall be a Member of this Association. Membership shall be appurtenant to and may not be separated from ownership of any Unit that is subject to assessment. Natural persons, partnerships, corporations, trusts, or other lawful business entities may own or have an ownership interest in a Unit.

ARTICLE XIV

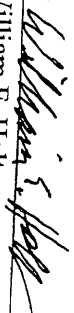
AMENDMENT

These Articles may be amended by the assent of sixty-seven percent (67%) of the entire Membership and such other approvals as may be required in the Declaration; provided, however, that the Board of Directors shall have the authority to appoint a new registered agent, and the Directors shall be appointed as stated in the Bylaws.

CONSENT TO APPOINTMENT AS REGISTERED AGENT

William E. Holt, does hereby consent to serve as Registered Agent in the State of Washington, for Pacific Tower Condominium Association, a Washington nonprofit corporation. William E. Holt understands that as agent for the corporation, he will be solely responsible to receive service of process in the name of the corporation, to forward all mail to the corporation, and to immediately notify the office of the Secretary of State in the event of his resignation or of any changes in the registered office address of the corporation for which it is agent.

DATED this 15th day of July, 2003.



William E. Holt

Registered Office Address:

1201 Pacific Avenue, Suite 2200 PO Box 1157
Tacoma, WA 98401

**ARTICLES OF INCORPORATION
OF
PACIFIC TOWER CONDOMINIUM ASSOCIATION**

The undersigned, acting as incorporator of a nonprofit corporation under the Washington Nonprofit Corporation Act, Chapter 24.03 of the Revised Code of Washington, organizes a Unit Owners' Association pursuant to the Washington Condominium Act, Chapter 64.34 of the Revised Code of Washington ("WCA") and adopts the following Articles of Incorporation:

ARTICLE I

NAME

The name of the corporation shall be PACIFIC TOWER CONDOMINIUM ASSOCIATION, hereinafter referred to as the "Association."

ARTICLE II

DURATION

The period of duration of the Association shall be perpetual.

ARTICLE III

PURPOSES

The Association is organized exclusively as a homeowners' association within the meaning of Section 528 of the Internal Revenue Code of 1986 (or the corresponding provision of any future U.S. Internal Revenue law). The powers of this Association shall be subject to and shall be exercised in accordance with the WCA and the provisions of the Condominium Declaration for Pacific Tower, as it may from time to time be amended, hereinafter referred to as the "Declaration." This Association does not contemplate pecuniary gain or profit to its Members.

The Association is being formed for the operation of Pacific Tower, a Condominium, located in Tacoma, Washington, created by the Condominium Declaration yet to be recorded by the Pierce County Auditor (the "Declaration"). The Association shall engage in all such activities as are incidental or conducive to the attainment of the objectives of the Association and all activities that are applicable or available to this

Association. The Association shall provide for maintenance, preservation, and architectural control of the buildings, grounds and Common Areas. The Association shall promote the health, safety, and welfare of the owners of the Property, all in accordance with the provisions of the Declaration.

ARTICLE IV

POWERS

Without limiting the foregoing, the Association shall have the right and authority to exercise any powers conferred by the WCA, Declaration, or Bylaws, as currently enacted or hereafter amended or superseded; exercise all other powers that may be exercised in this state for the same type of nonprofit corporation as the Association; and, exercise any other powers necessary and proper for the governance and operation of the Association.

ARTICLE V

DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by Unit Owners of Units to which at least eighty percent (80%) of the votes in the Association are allocated. In the event of such dissolution, then, unless otherwise authorized by law and by a vote of Members of the Association having at least eighty percent (80%) of the total votes in the Association, the assets of the Association shall be distributed among and owned by all Members of the Association as tenants in common according to their percentages of undivided interest in Common Areas and facilities, in accordance with WCA and as set forth in the Declaration.

ARTICLE VI

REGISTERED OFFICE AND AGENT

The address of the initial registered office of the Association is: 1201 Pacific Avenue, Suite 2200, PO Box 1157, Tacoma, Washington 98401. The name of the registered agent at that address is William E. Holt.

ARTICLE VII

MANAGEMENT

The affairs of the Association shall be managed by a Board of Directors. The right to make, alter, or repeal the Bylaws of the Association is vested in the Board of Directors as set forth in the Bylaws.

ARTICLE VIII
DIRECTORS

The number of Directors constituting the initial Board of Directors of the Association is three (3), and the name and address of the persons who are to serve as Directors until the first annual meeting of the Members or until their successors are elected and qualified is as follows:

Jean Marie Patterson
c/o 9318 South Steele Street, Suite 7
Tacoma, WA 98444

Oscar Hokold
9318 South Steele Street, Suite 7
Tacoma, WA 98444

Olliva Hokold
9318 South Steele Street, Suite 7
Tacoma, WA 98444

The number, qualifications, terms of office, manner of election, time and place of meetings, and powers and duties of the Directors shall be prescribed in the Bylaws and may be changed from time to time in the manner specified therein.

ARTICLE IX

LIMITATION OF DIRECTOR LIABILITY

A Director of the Association shall not be personally liable to the Association or its Members for monetary damages for conduct as a Director, except for liability of the Director: (i) for acts or omissions which involve intentional misconduct by the Director or a knowing violation of law by the Director; or, (ii) 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, (iii) for conduct violating Section 23B.08.310 of the Washington Business Corporation Act. If the Washington Nonprofit Corporation Act is amended to authorize corporate actions further eliminating or limiting the personal liability of Directors, then the liability of a Director of the Association shall be eliminated or limited to the fullest extent permitted by the Washington Nonprofit Corporation Act, as so amended. Any repeal or modification of the foregoing paragraph by the Members of the Association shall not adversely affect any right or protection of a Director of the Association existing at the time of such repeal or modification.

ARTICLE X

INDEMNIFICATION OF DIRECTORS & OFFICERS

The Association shall indemnify its Directors and Officers against all liability, damage, and expenses arising from or in connection with service as Directors and Officers with this Association to the maximum extent and under all circumstances permitted by law.

ARTICLE XI

INCORPORATOR

The name and address of the incorporator is William E. Holt, 1201 Pacific Avenue, Suite 2200, PO Box 1157, Tacoma, Washington 98401.

ARTICLE XII

EARNINGS

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ARTICLE XIV

AMENDMENT

These Articles may be amended by the assent of sixty-seven percent (67%) of the entire Membership and such other approvals as may be required in the Declaration; provided, however, that the Board of Directors shall have the authority to appoint a new registered agent, and the Directors shall be appointed as stated in the Bylaws.

ARTICLE XV

TERMS

The terms used in these Articles of Incorporation shall have the same meaning as in the Declaration. The term "Unit" will mean a condominium Unit created by the Declaration or any amendment thereto. The term "Member" shall mean the Owner of a Unit, but for voting purposes, only one (1) vote will be allocated to each Unit.

IN WITNESS WHEREOF, for the purpose of forming this Association under the laws of the State of Washington, the undersigned, constituting the incorporator of this Association, has executed these Articles of Incorporation this _____ day of December, 2002.

William E. Holt
1201 Pacific Avenue, Suite 2200
PO Box 1157
Tacoma, Washington 98401