

**ARTICLES OF INCORPORATION**  
**of**  
**SHELTER BAY COMMUNITY, INC.**

Includes Additions/Revisions from July 1970 through May 2015



**ARTICLES OF INCORPORATION**

**of**

**SHELTER BAY COMMUNITY, INC.  
La Conner, WA 98257**

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KNOW ALL MEN BY THESE PRESENTS; That we, Allan F. Osberg, John W. Osberg and W. J. Pierce, each residing in the State of Washington, and being citizens of the United States, each being over the age of twenty-one years, and being desirous of forming a corporation under Title 24, Revised Code of Washington, relating to non-profit corporations, do hereby associate ourselves together for the purpose of forming a non-profit corporation, and make, execute and adopt, in triplicate, the following Articles of Incorporation, and certify as follows:

**Article I  
NAME**

The name of the corporation shall be Shelter Bay Community, Inc.

**Article II  
PURPOSES**

The purposes for which this corporation is formed are:

1. To lease, sublease, purchase, or otherwise acquire, possess, construct, improve, develop, repair, maintain, operate, care for and/or dispose of streets, roadways, easements, parkways, playgrounds, open spaces and recreational areas, greenbelts, tennis courts, beaches, boat landings, mooring basins, floats, piers, clubhouses, swimming pools and/or swimming areas, bathhouses, golf course, trails, places of amusement, community buildings, community clubhouses and in general community facilities appropriate for the use and benefit of its members, and the improvement and development of the property hereinafter acquired by the corporation.

2. To build, improve and maintain roadways, culverts, bridges and drainage areas, and to provide for the improving, cleaning and sprinkling of streets, and for collection and disposal of the street sweepings, garbage, ashes, rubbish and the like; to prevent and suppress fires, to provide police protection, and to make and collect charges to cover the costs and expenses therefor.

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3. To improve, light and/or maintain streets, roads, alleys, courts, walks, gateways, fences and ornamental features now existing or hereafter to be erected or created, and shelters, comfort stations and/or buildings and improvements ordinarily appurtenant to any of the foregoing; to improve, plant and maintain grass plots and other areas, trees and plantings within the lines of the streets immediately adjoining or within the property hereinafter described or referred to.

4. To care for any lots and plots in said property, to kill, destroy and/or remove from any said lots and plots, grass, weeds, rodents, predatory animals and any unsightly or obnoxious thing; and to take any action with reference to such lots and plots as may be necessary or desirable at the option of the board of directors of said corporation, to keep the property clean and in good order; to make and collect charges therefore. (5/09)

5. So far as it can legally do so, to grant franchises, rights of way and easements for public utilities or other purposes upon, over and/or under any of said property.

6. To acquire by gift, purchase, lease, sublease or otherwise, and to own, hold, enjoy, operate, maintain and to convey, sell, lease, transfer, mortgage and otherwise encumber, dedicate for public use and/or otherwise dispose of, real and/or personal property and interest therein wherever situate.

7. To keep records of building permits and/or other approvals or disapprovals made or issued by said corporation, to keep books and records showing all charges, levies, and assessments made; to furnish certified copies of any record which the board of directors may authorize to be furnished; to issue certificates of completion and compliance covering respective parcels of property upon which buildings, structures and/or other improvements have been erected or made, all as provided in the restrictions, conditions and covenants affecting said property or portions thereof; and to make and collect charges covering the cost and expense of such acts.

8. To make and enforce assessments, rentals, liens, charges, restrictions, conditions and covenants existing upon and/or created for the benefit of lots or tracts, real or personal property, within the lands known as Shelter Bay and in accordance with surveys, plats and/or subdivisions of lands therein contained and more specifically described in Article II hereof.

9. To pay any taxes and assessments which may be levied by any public authority upon any of the said property now or hereafter used or set apart for roadways, easements, parkways, parks, playgrounds, open areas, tennis courts, beaches, boat landings, mooring basins, greenbelts, trails, community clubhouses, community club buildings, places of amusement and/or recreation areas, or upon such other recreation spaces wherever situated, as may be maintained for the general benefit and use of the owners, lessees and/or contract purchasers thereof of lots in said property; to pay taxes and assessments levied by any public authority upon improvements upon any of said property or areas so used or set apart or maintained, and whether taxed or assessed as a part of said property or area or separately; and to pay any taxes and assessments levied by any public authority upon any property which may be held in trust for said corporation.

10. To exercise such powers of control, interpretation, construction, consent, decision, determination, modification, amendment, cancellation, annulment and/or enforcement of covenants,

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reservations, restrictions, liens and charges imposed upon said property, and as may be vested in, delegated to, or assigned to said corporation and such duties with respect thereto as may be assigned to and assumed by said corporation.

11. To approve and/or disapprove, as provided by restrictions, conditions and covenants affecting said property, plans and specifications for and/or location of fences, walls, poles, buildings and/or structures to be erected or maintained upon said property or any portion thereof; to approve or disapprove the kind, shape, height, and materials for same and/or plan indicating the location thereof of their respective building sites and such grading plans as may be required, and to issue permits for the same; to pay any and all expenses and charges in connection with the performance of any of said powers or the carrying out of any of said purposes; to supervise construction of any buildings or structures to the extent deemed necessary by the board of directors, and to establish rules therefor.

12. To regulate and/or prohibit the erection, posting, pasting or displaying upon any of said property billboards and/or signs of all kinds and character, and to remove and/or destroy any such billboards or signs erected or maintained upon said property with the authority of said corporation as provided in such restrictions, conditions and covenants, as may affect said property or any portion thereof.

13. To appropriate, purchase, divert, acquire and store water from streams, water courses, wells or any other source, and to distribute the water so appropriated and acquired to its members for use upon the lands of said members and for domestic purposes; to acquire, own, construct, hold, possess, use and maintain such pumping plants, tanks, pipe lines, reservoirs, ditches, buildings, roads, trails and appliances, and such other property, including water rights and shares of stock in other corporations as said corporation may from time to time desire to acquire or purchase for furnishing and supplying water to its members.

13a. Under terms and conditions subject to approval of the board of directors, use of the community water system is extended and limited to include:

- (a) Eagle's Nest
- (b) Pull-and-Be-Damned Point Water District
- (c) Swinomish Tribal Community (as alternate water source)

Use of the community sewer system is extended and limited to include Eagle's Nest.

14. To fix, establish, levy and collect annually such charges and/or assessments as may be necessary, in the judgment of the board of directors, to carry out any or all of the purposes for which this corporation is formed, but not in excess of the maximum from time to time fixed by the By-Laws.

15. To expend the moneys collected by said corporation from the assessments and charges and other sums received for the payment and discharge of costs, expenses and obligations incurred by said corporation in carrying out any or all of the purposes for which said corporation is formed. (5/09)

16. Generally, to do any and all lawful things which may be advisable, proper, authorized and/or permitted to be done by said corporation under or by virtue of any restrictions, conditions,

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and/or covenants or laws affecting said property, or any portions thereof (including areas now or hereafter dedicated to public use); and to do and perform any and all acts which may be either necessary for, or incidental to, the exercise of any of the foregoing powers or for the peace, health, comfort, safety and/or general welfare of owners, lessees, or sublessees of said property, or portions thereof, or residents thereon.

17. To borrow money and mortgage, pledge, or hypothecate any or all of the real or personal property of said corporation as security for money borrowed or debts incurred; and to do any and all things that a corporation organized under said laws of the State of Washington may lawfully do when operating for the benefit of its members or the property of its members hereinafter referred to, and without profit to said corporation.

18. Generally, to do and perform any and all acts which may be either necessary or proper for or incidental to the exercise of any of the foregoing powers and such powers granted by the provisions of title 24, Revised Code of Washington, and other laws of the State of Washington to non-profit corporations.

19. To have one or more offices at such place or places, either within or without the State of Washington, as the board of directors may from time to time determine or the business of the corporation require.

20. All of the foregoing purposes and powers are to be exercised and carried into effect for the purpose of doing, serving, and applying the things above set forth for the benefit of all property, including, but without in any way limiting the foregoing, any portion or portions of certain real property described as:

The following portions of Section 36, Township 34 N, Range 2 E, W.M.:

1) That portion of Government Lot 9 lying southwesterly of the southwesterly line of the road right-of-way granted Skagit County on June 6, 1955 less a tract described as follows: Beginning at the NW corner of Government Lot 9, thence easterly along the north line of said Government Lot 9 a distance of 150 feet; thence southerly along a line parallel to and 150 feet distant from the west line of said Government Lot 9, a distance of 100 feet; thence westerly along a line parallel to and 100 feet distant from the north line of said Government Lot 9, a distance of 150 feet to the west line of said Government Lot 9; thence northerly along the said west line, a distance of 100 feet to the point of beginning.

2) Government 10

3) S 1/2 NW quarter SW quarter

The following portions of Section 35, Township 34 N, Range 2 E, W.M.:

1) Government Lot 1

2) S 1/2 SW 1/4 SE 1/4

3) NE 1/4 SW 1/4 SE 1/4

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The following portions of Section 2, Township 33 N, Range 2 E, W.M.:

- 1) Government Lot 1
- 2) Government Lot 2
- 3) Government Lot 3
- 4) Government Lot 6
- 5) Government Lot 7
- 6) S 1/2 NW 1/4

The following portion of Section 1, Township 33 N, Range 2 E, W.M.:

- 1) Government Lot 1

Those certain tidelands lying northwesterly or northerly of the Swinomish Channel as same is now dredged and maintained by the Department of the Army, Corps of Engineers and fronting and abutting any of the above described lands. Excepting any and all rights of way or easements of record.

All of said property located in Skagit County, Washington; and known as Shelter Bay, and real estate associated therewith, which may be acquired by the corporation or by Shelter Bay Company, situated in Skagit County, Washington, which is, or shall become, so subject to the jurisdiction of said corporation.

**Article III**  
**MEMBERSHIP**

This corporation shall at all times hereafter be a joint and mutual association of the incorporators, and such other persons as may hereafter be admitted to membership in accordance with the By-Laws of the corporation. Regular membership and certificates evidencing the same shall be inseparably appurtenant to lots or tracts owned, leased, assigned and/or purchased by contract thereof by the members, and upon transfer of ownership, lease or sublease or contract sale or otherwise, of any such lot or tract, membership and certificate of membership shall ipso facto be deemed to be transferred to the grantee or contract purchaser, lessee, sublessee and/or assignee thereof. No membership or certificate of membership may be transferred, assigned, or conveyed in any manner other than the manner therein 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 representative shall have all of the rights, privileges and liabilities of such member until title shall be transferred or contracted to be transferred. The property in possession of this corporation shall be managed by the board of directors hereinafter mentioned and only alienated and disposed of in accordance with the By-Laws of the corporation.

The owner, contract purchaser, sublessee and/or assignee or holder of an interest in a lot or tract of Shelter Bay with a right to acquire such ownership or to use such lot shall be a regular member of Shelter Bay Community, Inc. Each regular member shall be entitled to one vote only regardless of the number of types of interests in Shelter Bay lots held by such member. Provided, further, such right to vote shall be suspended for as long as any dues, assessments or other charges remain due and payable to the corporation in excess of 60 days. The decision of the secretary of the corporation with respect to the individual or entity entitled to regular membership shall be final and conclusive unless appealed to

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the board of directors of the corporation. The decision of the board of directors upon such appeal shall be final, binding and conclusive upon all parties.

If there is more than one individual qualifying for regular membership, such as husband and wife, both parties or all parties having such interest in a lot of Shelter Bay must agree upon the vote for such regular membership on any issue before the membership at any regular or special meeting, and in the absence of such agreement, the secretary shall disregard such vote.

"Types of interest" in Shelter Bay lots shall refer to real property interest that such member may hold from time to time in various lots in the several plats of Shelter Bay (Divisions 1, 2, 3, 4 and 5). Interest in real property is defined as any interest in real estate such as leasehold (lessor or lessee) interest; mortgage or beneficiary interest under deed of trust; contract vendor or vendee interest; judgment creditor interest by lien; or any lien or claim against such real property defined as a Shelter Bay lot. Provided, however, Shelter Bay lots are for use as defined in Section 1 of Article IV of the Shelter Bay Protective Covenants and regular membership shall be extended only to such person or persons who have the right to occupy and use a Shelter Bay lot for single family residence purposes only.

**Article IV  
DIRECTORS**

The number of directors of this corporation shall be nine (9). Directors shall be elected as provided for in the By-Laws. The number of directors can be changed from time to time by amendment of the By-Laws. The names and addresses of the initial directors of this corporation are:

Allan F. Osberg, 15630 38th N. E., Seattle, WA 98155  
John W. Osberg, No.4 Dogwood Place, Woodway Park, Edmonds, WA  
W. J. Pierce, 16021 Inglewood Rd., Bothell, WA 98011

**Article V  
DURATION**

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

**Article VI  
REGISTERED OFFICE AND AGENT**

The registered office of this corporation shall be 1000 Shoshone, La Conner, WA 98257. The name of the registered agent of this corporation at said address shall be the current president of the corporation as elected by the board of directors. (5/09, 5/15)



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**Article VII**  
**QUALIFICATIONS**

The qualifications of the members of said corporation, the property, voting and other rights and privileges, and the liabilities as to the charges and assessments of the members shall be as set forth in these Articles of Incorporation and the By-Laws of the corporation.

IN WITNESS WHEREOF, we, the undersigned, the incorporators of this corporation, have this 1<sup>st</sup> day of July, 1969, hereunto set our hands and seals in triplicate.

/s/ Allan F. Osberg

/s/ John W. Osberg

/s/ W. J. Pierce

Subscribed and sworn to before me this 1st day of July, 1969.

/s/ Ella B. Ranger  
NOTARY PUBLIC in and for the State of  
Washington, residing at Seattle