

ARTICLES OF INCORPORATION
of
POTLATCH DRIVE ROAD MAINTENANCE ASSOCIATION

The undersigned person being of legal age, under the provisions of the Washington Nonprofit Corporation Act, Chapter 24.03, Revised Code of Washington, as amended, does hereby adopt the following Articles of Incorporation:

ARTICLE I.
NAME

The name of the corporation is POTLATCH DRIVE ROAD MAINTENANCE ASSOCIATION.

ARTICLE II.
PURPOSE

The corporation shall be incorporated to implement the road Maintenance Agreement (the "Agreement") recorded on April 5, 1994, in San Juan County, Washington, a copy of which shall be appended to the By Laws of the corporation, and any subsequent agreements governing the road covered by the Agreement. The corporation shall also be allowed to carry out all non-profit corporation purposes allowed by Washington law.

ARTICLE III.
POWERS

This corporation shall have and possess all powers which may be lawfully exercised by a nonprofit corporation under the laws of the State of Washington, so long as the exercise of such powers are not inconsistent with the provisions of Article II.

ARTICLE IV.
PROHIBITED ACTIVITIES

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including, without limitation, the publishing, lobbying or distribution of statements) any political campaign on behalf of any candidate for public office.

ARTICLE V.
DURATION

The period of existence of this corporation shall be perpetual.

ARTICLE VI.
PLACE OF BUSINESS

The principal place of business of this corporation shall be 437 Potlatch Drive, PO Box 50, Deer Harbor, WA 98243, which shall also be the registered office of the corporation. The registered agent of the corporation at such address shall be Suzi Rose.

ARTICLE VII.
BOARD OF DIRECTORS

The business of the corporation shall be managed by a board of directors. The number of directors of the corporation and their terms and time of election shall be determined in the manner specified in the bylaws and may be amended in the manner provided therein. The following individuals will act as the initial board directors of this corporation until their successors are elected and qualified:

xxxxxx 473 Potlatch Drive, PO Box 92, Deer Harbor, WA 98243
xxxxxx 412 Potlatch Drive, Eastsound, WA 98245
xxxxxx 476 Potlatch Drive, PO Box 1794, Eastsound, WA 98245
xxxxxx PO Box 50, Deer Harbor, WA 98243
xxxxxx PO Box 107, Deer Harbor, WA 98243

ARTICLE VIII.
AMENDMENTS

These Articles may be amended by a majority vote of the directors at any regular meeting or special meeting called for that purpose.

ARTICLE IX.
DISSOLUTION

Upon the dissolution of the corporation, the board of directors shall, after paying or making provisions for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for the same purposes as this corporation, as the board of directors shall determine. Any such assets not so disposed of shall be disposed of by the Superior Court of Snohomish County, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE X.
LIMITATION OF LIABILITY

To the maximum extent permitted by applicable law and effective immediately, no director of the corporation shall be personally liable to the corporation or its members for monetary damages for conduct as a director, except for acts or omissions that involve intentional misconduct by a director, a knowing violation of law by a director, or 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.

ARTICLE XI.
INCORPORATOR

Azuriel Mayo 473 Potlatch Drive, PO Box 92, Deer Harbor, WA 98243

ARTICLE XII.
MEMBERS

The members of the corporation shall be the present and, if any property is sold, the subsequent owners of the real property benefited or burdened by the Agreement. The initial By Laws of the corporation shall be adopted by the members and shall provide for the terms, conditions and assessments contemplated by the Agreement. The initial By Laws shall require a majority vote of the members. Each member shall be entitled to one vote.

IN WITNESS WHEREOF, I have hereunto set my hand this _____ day of November, 2006.

Incorporator, Azuriel Mayo