

BYLAWS
of
WINSPER COMMUNITY ORGANIZATION,
a Washington nonprofit corporation

ARTICLE I. OFFICES

This corporation shall have such offices as the board of directors may designate or its business may require from time to time.

ARTICLE II. NUMBER OF DIRECTORS

The initial number of directors of this corporation shall be three.

The number of directors is otherwise subject to change as provided in Section 2 of Article IV.

ARTICLE III. MEMBERS

Section 1. Annual Meeting. The annual meeting of the members shall be held on the first Wednesday in the month of March in each year beginning in 1990, at 7:30 p.m. for the purpose of electing directors if any are to be elected and for the transaction of such other business as may come before the meeting. If the day fixed for the annual meeting shall be a legal holiday in the state of Washington, the meeting shall be held on the next succeeding business day. If the annual meeting is not held on the day designated herein, the board of directors shall cause a special meeting of members to be held as soon thereafter as may be convenient to elect directors.

Section 2. Special Meetings. Unless otherwise prescribed by statute, special meetings of the members may be called for any purpose or purposes by the president or by the board of directors and shall be called by the secretary at the written request of any director or members holding not less than one-tenth of all the votes of the members.

Section 3. Place of Meeting. The annual meeting or special meetings of the members shall be held at such place within King County, Washington, as the board of directors may from time to time designate.

Section 4. Notice of Meetings. Written notice stating the place, day and hour of a meeting of members and, in case of a special meeting of members the purpose or purposes for which the meeting is called, shall be delivered to each member entitled to vote at such meeting not less than ten (10) days and not more than fifty (50) days before the meeting, either personally or by mail, by the secretary or by the person or persons authorized to call meetings of members. If written notice is placed in the United States mail, postage prepaid, addressed to a member at the member's address as it appears in the records of the corporation, notice shall be deemed to have been delivered to the member.

Section 5. Quorum. The presence in person or by proxy of holders of one-tenth of the votes of the members shall constitute a quorum at a meeting of members. If a quorum is present, a majority affirmative vote of the members present and entitled to vote shall be the act of the members unless the vote of a greater number or voting by classes is required by law, the Articles of Incorporation or these Bylaws.

Section 6. Method of Voting. The holder of a membership entitled to vote may vote in person or by mail or by proxy. No right to cumulate votes at the election of directors shall exist. Each membership shall have one vote on each matter submitted to a vote at a meeting of membership as is provided for in the Articles of Incorporation.

Section 7. Voting by Certain Members. The votes of memberships held by a corporation, domestic or foreign, may be voted by such officer, agent or proxy as the bylaws of such corporation may prescribe, or in the absence of such provision,

as the board of directors of such corporation may determine. A certified copy of a resolution adopted by such directors shall be conclusive as to their action.

The votes of memberships held by a partnership may be voted by any partner.

The votes of memberships which are held by administrators, executors, guardians or conservators may be voted by them, either in person or by proxy, without a transfer of such memberships into their names. The votes of memberships which are held by trustees may be voted by them either in person, or by proxy, but no trustee shall be entitled to vote memberships held by him without a transfer of such memberships into his name.

The votes of memberships which are held by receivers may be voted by such receivers, and memberships under the control of a receiver may be voted by the receiver without the transfer thereof into his name if authority to do so is contained in an appropriate order of the court by which such receiver was appointed.

Section 8. Informal Action by Members or Directors. Any action required to be taken at a meeting of the membership or directors or any other action which may be taken at a meeting of the membership or directors may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all the members or directors entitled to vote with respect to the subject matter thereof.

ARTICLE IV. BOARD OF DIRECTORS

Section 1. General Powers. The business and affairs of the corporation shall be managed by its board of directors.

Section 2. Initial Directors. The members of the initial board of directors shall serve for an initial term until 75% of the Lots defined in Article IV of the Articles of Incorporation have had single family residences constructed thereon

and are or have been occupied as residences, or until December 31, 1992, whichever first occurs. Any vacancy occurring in the initial board of directors, regardless of the cause therefor, shall be filled by the action of the remaining directors on the board. Upon the expiration of the initial term of the initial board of directors, three directors shall be elected. One director shall be elected for a term of two years and two directors shall be elected for a term of one year. The term of such directors shall end on the day of the month on which the annual meeting of members is held; provided that in any event each of such directors shall serve a term of at least one full year. Thereafter, at the expiration of the term of each of such directors, a director shall be elected for a term of two years to fill the vacancy. In any event, each director shall serve until a successor is elected and qualified and shall be elected at an annual meeting of members.

Section 3. Change In Number, Tenure and Qualifications.

The number of directors may be increased or decreased consistent with statutory requirements and subject to the provisions of this Article IV by amendment to these Bylaws. After the initial term of directors ends, no person shall thereafter be qualified to be elected as director of this corporation or to continue to hold office as director of this corporation unless such person is a member of this corporation, except that an employee of a corporation which is a member or a person who is a partner of a partnership which is a member or an employee of a partnership which is a member shall be qualified to serve as director of this corporation. Except as provided in the Articles of Incorporation and unless removed in accordance with the provisions of these Bylaws, each director shall hold office until the second annual meeting of the members after the meeting at which he was elected and until his successor shall have been elected and qualified.

Section 4. Election. A person receiving the most votes at an election of directors shall be elected regardless whether such person receives a majority. If more than one director is to be elected at a meeting, then each director shall be elected separately so that, for example, the first vacancy shall be filled by election before the nominations are closed and the election is held for the second vacancy. Nominations shall be made separately for each vacancy, may be made by committee appointed by the president and may be made from the floor.

Section 5. Regular Meetings. Without other notice than this bylaw, a regular meeting of the board of directors shall be held immediately after and at the same place as the annual meeting of members. The board of directors may provide by resolution the time and place, within the state of Washington as the place for holding any other regular meetings of the board of directors or committees called by them. In addition the president or any director may call a special meeting of the board of directors.

Section 6. Notice. Written notice of special meetings of the board of directors stating the time and place thereof shall be given at least two (2) days prior to the date set for such meeting by the person authorized to call such meeting or the secretary of the corporation either by personal delivery to each director or by mail addressed to the business address of each director or by telegram. If mailed, the notice shall be deemed to be given when deposited in the United States mail, postage prepaid, so addressed to the director. If notice is given by telegram, the notice shall be deemed given when the telegram is delivered to the telegraph company for transmission. If no place for such meeting is designated in the notice thereof, the meeting shall be held at the registered office of the corporation. Any director may waive notice of any meeting at any time. The attendance of a director at a meeting shall

constitute a waiver of notice of the meeting except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the board of directors need be specified in the notice or waiver of notice of such meeting.

Section 7. Quorum. A majority of the number of directors fixed by these Bylaws shall constitute a quorum for the transaction of any business at any meeting of directors.

Section 8. Manner of Acting. The act of the majority of the directors present at a meeting or adjourned meeting at which a quorum is present shall be the act of the board of directors unless the act of a greater number is required by the Articles of Incorporation or these Bylaws.

Section 9. Removal. At a special meeting of the membership called for that purpose, any one or more of the board of directors may be removed from office with or without cause by a majority vote of the membership. Except until the initial term of the directors has expired if any one or more directors is so removed, new directors may be elected at this same meeting.

Section 10. Vacancies. Any vacancy occurring in the board of directors, including a vacancy occurring by removal during the initial term of directors, may be filled by the affirmative vote of a majority of the remaining directors though less than a quorum of the board of directors. A director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office. Any directorship to be filled by reason of an increase in the number of directors shall be filled by the board of directors for a term of office continuing only until the next election of directors by members.

Section 11. Architectural Control. The directors of

this corporation shall act as the architectural control committee described in the Declaration of Protective Covenants for Winsper as described in Article III of the Articles of Incorporation.

ARTICLE V. OFFICERS

Section 1. Number. The officers of the corporation shall be a president, one or more vice presidents, a secretary and a treasurer, each of whom shall be elected by the board of directors. Such other officers and assistant officers as may be deemed necessary or appropriate may be elected or appointed by the board of directors. Any two or more offices may be held by the same person except the offices of president and secretary.

Section 2. Election and Term of Office. The officers of the corporation to be elected by the board of directors may be elected for such term as the board may deem advisable not to exceed three years. Officers of the corporation shall be elected at the first meeting of directors following the expiration of the term of office. Each officer shall hold office until his successor shall have been duly elected and qualified regardless of his term of office, except in the event of his prior death or resignation or his removal in the manner hereinafter provided.

Section 3. Removal. Any officer or agent elected or appointed by the board of directors may be removed by the board of directors whenever in its judgment the best interests of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer or agent shall not of itself create contract rights or rights to compensation.

Section 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise,

may be filled by the board of directors for the unexpired portion of the term.

ARTICLE VI. CONTRACTS, LOANS, CHECKS DEPOSITS

Section 1. Contracts. The board of directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instruments in the name of and on behalf of the corporation, and that authority may be general or confined to specific instances. A director or officer of the corporation shall not be disqualified by his office from dealing or contracting with the corporation either as a vendor, purchaser, creditor, debtor or otherwise. The fact that any director or officer, or any firm of which any director of the corporation is a member, officer or director, is in any way interested in any transaction or contract shall not make the transaction or contract void or voidable, or require the director or officer of the corporation to account to the corporation for any profits therefrom if the transaction or contract is or shall be authorized, ratified or approved by vote of a majority of a quorum of the board of directors excluding the interested director.

Section 2. Loans. No loans shall be contracted on behalf of the corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the board of directors. That authority may be general or confined to specific instances. No loans shall be made by the corporation to its members, officers or directors.

Section 3. Checks, Drafts, Deposits, etc. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation shall be signed by the officer or officers, agent or agents of the corporation and in the manner as shall from time to time be determined by resolution of the board of directors. All funds of the corporation not otherwise employed shall be deposited

from time to time to the credit of the corporation in the banks, trust companies or other depositaries as the board of directors may select.

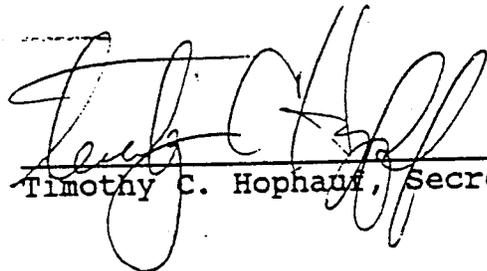
ARTICLE VII. WAIVER OF NOTICE

Whenever any notice is required to be given to any member or director of the corporation under the provisions of these Bylaws, the Articles of Incorporation or law, a waiver thereof in writing, signed by the person or persons entitled to notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of notice.

ARTICLE VIII. AMENDMENTS

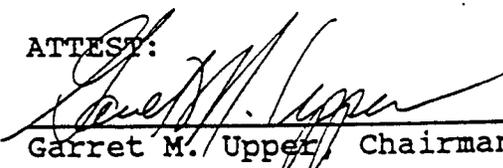
Except for Sections 2 and 3 of Article IV which may only be amended with the unanimous consent of all of the memberships entitled to vote, these Bylaws may be altered, amended, or repealed and new bylaws may be adopted by the affirmative vote of a majority of the board of directors at a meeting called for that purpose.

The foregoing was adopted as the Bylaws of Winsper Community Organization at the first meeting of directors held on March 13, 1989.



Timothy C. Hopham, Secretary

ATTEST:



Garret M. Upper, Chairman