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SECRETARY OF STATE
JAN 11 2007
STATE OF WASHINGTON

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ARTICLES OF INCORPORATION
OF
HORIZON POINTE LACEY HOME OWNERS ASSOCIATION

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Horizon Pointe LLC, a Washington limited liability company, for the purpose of forming a nonprofit corporation under Chapter 24.03 of the Revised Code of Washington, adopts the following Articles of Incorporation:

ARTICLE I
NAME

The name of the corporation shall be HORIZON POINTE LACEY HOME OWNERS ASSOCIATION ("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, as amended (or the corresponding provision of any future U.S. Internal Revenue law). This Association does not contemplate pecuniary gain or profit to its Members.

The specific purposes for which this Association is formed are to provide for maintenance, preservation, and architectural control of the buildings, grounds, and Common Areas of certain property in Thurston County, Washington (the "Property"), referred to as Horizon Pointe.

The Property is subject to a Declaration of Covenants, Conditions, and Restrictions and Reservation of Easements (the "Declaration") which was recorded on October 14, 2005 under Thurston County Auditor's No. 3776151 and which authorizes the formation of the Association. The Association shall promote the health, safety, and welfare of the Members within the Property, all in accordance with the provisions of the Declaration.

ARTICLE IV
POWERS

Without limiting the foregoing, the Association shall have the authority to exercise any powers conferred by the Declaration or Bylaws as currently enacted or hereafter amended or superseded; exercise all other powers that may be exercised in this state for the same type of corporation as the Association; and exercise any other powers necessary and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 Members holding at least eighty percent (80%) of the total voting power of the Association (as determined by the Declaration and the Bylaws). Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created. In the event that such dedication is not accepted, or in the event that there is not an appropriate public agency, such assets shall be granted, conveyed, and assigned to any nonprofit corporation, association, trust or other organization to be devoted to such similar purposes.

ARTICLE VI
REGISTERED OFFICE AND AGENT

The address of the initial registered office of the Association is: 1500 – 79th Avenue SE, Olympia, Washington 98501. The name of the registered agent at that address is Pacific Investment Group LLC.

ARTICLE VII
MANAGEMENT

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

ARTICLE VIII
DIRECTORS

The number of Directors constituting the initial Board is one (1), 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:

J. Scott Griffin
6820 – 20th Street East, Suite A
Fife, Washington 98424

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.

ARTICLE IX
LIMITATION OF DIRECTOR LIABILITY

A Director 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. If the Washington Nonprofit Corporation Act (the "Act") is amended to authorize corporate actions further eliminating or limiting the personal liability of

Directors, then the liability of a Director shall be eliminated or limited to the fullest extent permitted by the Act, as so amended. Any repeal or modification of the foregoing paragraph by the Members shall not adversely affect any right or protection of a Director 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 Horizon Pointe LLC, 6820 – 20th Street East, Suite A, Puyallup, Washington 98373.

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

ARTICLE XIV
AMENDMENT

These Articles may be amended by the vote of sixty-seven percent (67%) of the total voting power of the Association (as determined by the Declaration and the Bylaws); provided, however, that the Board shall have the authority to appoint a new registered agent, and the Directors shall be selected as stated in the Bylaws.

ARTICLE XV
TERMS

Capitalized terms used in these Articles of Incorporation shall have the same meaning as defined in the Declaration.

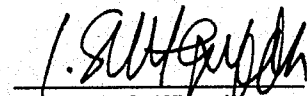
For the purpose of forming this Association under the laws of the State of Washington, the undersigned, constituting the Incorporator of this Association, has executed these Articles of Incorporation this 10th day of January, 2007.

HORIZON POINTE LLC, a Washington limited liability company

By: PAF PROPERTIES LLC, a Washington limited liability company, Manager

By: FREESTONE, INC., a Washington corporation, Manager

By:



J. Scott Griffin, Jr.,
President

By: PACIFIC INVESTMENT GROUP LLC, a Washington limited liability company, Manager

By:



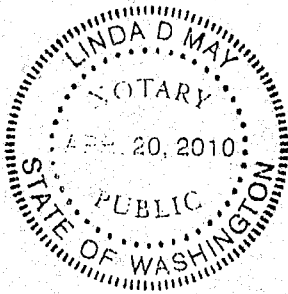
Tri Vo, Manager

STATE OF WASHINGTON)

COUNTY OF Thurston)ss.

On this 10th day of January, 2007, before me, the undersigned, a Notary Public in and for the State of Washington, duly commissioned and sworn, personally appeared J. Scott Griffin, Jr., to me known to be the President of Freestone, Inc., a Washington corporation, the Manager of PAF Properties LLC, a Washington limited liability company, a Manager of Horizon Pointe LLC, a Washington limited liability company, who executed the foregoing instrument, and acknowledged the said instrument to be the free and voluntary act and deed of said company, for the uses and purposed therein mentioned, and on oath stated that he is authorized to execute the said instrument.

WITNESS my hand and official seal hereto affixed the day and year first above written.



Linda D. May

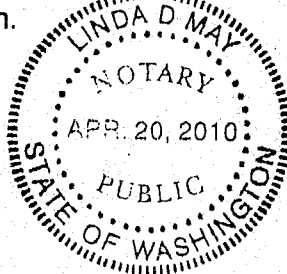
(Type/Print name)
Notary Public in and for the State of Washington,
Residing at Rochester
My Appointment Expires: April 20, 2010

STATE OF WASHINGTON)

COUNTY OF Thurston)ss.

On this 10th day of January, 2007, before me, the undersigned, a Notary Public in and for the State of Washington, duly commissioned and sworn, personally appeared Tri Vo, to me known to be the Manager of Pacific Investment Group LLC, a Washington limited liability company, a Manager of Horizon Pointe LLC, a Washington limited liability company, who executed the foregoing instrument, and acknowledged the said instrument to be the free and voluntary act and deed of said company, for the uses and purposed therein mentioned, and on oath stated that he is authorized to execute the said instrument.

WITNESS my hand and official seal hereto affixed the day and year first above written.



Linda D. May

(Type/Print name)
Notary Public in and for the State of Washington,
Residing at Rochester
My Appointment Expires: April 20, 2010

**CONSENT TO APPOINTMENT
AS REGISTERED AGENT**

The undersigned hereby consents to serve as registered agent, in the State of Washington, for the following corporation: HORIZON POINTE LACEY HOME OWNERS ASSOCIATION.

DATED: January 10, 2007.

Pacific Investment Group LLC



Pacific Investment Group LLC, its President
1500 79th Avenue SE
Olympia, WA 98501

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

HORIZON POINTE LACEY HOME OWNERS ASSOCIATION

a/an WA Non-Profit Corporation. Charter documents are effective on the date indicated below.

Date: 1/11/2007

UBI Number: 602-684-745

APPID: 729883



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

A handwritten signature in cursive script that reads "Sam Reed".

Sam Reed, Secretary of State