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AUDITOR'S INDEXING FORM

DOCUMENT TITLE:	AMENDED AND RESTATED BYLAWS OF HIGHPOINTE HOMEOWNERS ASSOCIATION
GRANTOR:	HIGHPOINTE (FKA PIONEER RIDGE) HOMEOWNERS ASSOCIATION, INC.
GRANTEE:	HIGHPOINTE (FKA PIONEER RIDGE) HOMEOWNERS ASSOCIATION, INC.
LEGAL DESCRIPTION: Abbreviated form (lot, block, plat name, section-township-range)	PLAT OF PIONEER RIDGE
ASSESSOR'S PROPERTY TAX PARCEL OR ACCOUNT NUMBER:	
REFERENCE NUMBERS OF DOCUMENTS ASSIGNED OR RELEASED OR RELATED DOCUMENTS:	

RETURN
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**AMENDED and RESTATED BYLAWS
OF
HIGHPOINTE HOMEOWNERS ASSOCIATION
[Amended and Restated October 16, 2007]**

THESE **AMENDED AND RESTATED** Bylaws pertain to and amend and restate the Bylaws for the Highpointe (FKA Pioneer Ridge) Homeowners' Association, Inc. a Washington nonprofit corporation (the "association") which were adopted on December 31, 1991 by the developer (hereinafter the "Original Bylaws"). These Amended and restated Bylaws were approved by the affirmative vote, approval and agreement of the requisite number of members of the Association pursuant to Article IX, Section 1 of the Original Bylaws. These Amended and Restated Bylaws are substituted for and supersede entirely the Original Bylaws, effective on their date of approval.

**ARTICLE I
OFFICERS**

1.1 Executive Officers

The executive officers of the Corporation shall be a President, a Vice President, a Secretary and a Treasurer. These officers shall hold office for one year, after which time they shall be elected annually by the Board of Directors. They shall take office immediately after election. The officers of the Corporation for the first year need not be members of the Corporation. Thereafter, they shall be members of the Board of Directors and members of the Corporation.

1.2 President

Subject to the direction of the Board of Directors, the President shall be the chief executive officer of the Corporation, and shall perform such other duties as from time to time may be assigned to him by the Board. The President shall be ex-officio, a member of all committees.

1.3 Vice President

The Vice President shall have such power and perform such duties as may be assigned to him by the Board of Directors or the President. In case of the absence or disability of the President, the duties of that office shall be performed by the Vice President.

1.4 Secretary

The Secretary shall keep the minutes of all proceedings of the Board of Directors and all committees and the minutes of the members' meetings in books provided for that purpose; he shall have custody of the Corporate seal and such

books and papers as the Board may direct, and he shall, in general, perform all the duties incident to the office of Secretary, subject to the control of the Board of Directors and the President; and he shall also perform such other duties as may be assigned to him by the President or by the Board.

1.5 Treasurer

The Treasurer shall have custody of all receipts, disbursements, funds and securities of the Corporation and shall perform all duties incident to the office of Treasurer, subject to the control of the Board of Directors and the President. He shall perform such other duties as may from time to time be assigned to him by the Board or the President. If required by the Board, he shall give a bond for the faithful discharge of his duties in such sum as the Board may require.

1.6 Subordinate Officers

The President, with the approval of the Board of Directors, may appoint such other officers and agents as the Board may deem necessary, who shall hold office during the pleasure of the Board, and who shall have such authority and perform such duties as from time to time may be prescribed by the President or the Board.

ARTICLE II BOARD OF DIRECTORS

2.1 Number

The business and affairs of this Corporation shall be managed by a Board of Directors which shall consist of not less than three (3) nor more than seven (7) members. The first Board of Directors need not be members of the Corporation. At the inception of the Corporation, the Board shall consist of three (3) members named in the Articles of Incorporation, and thereafter the number of directors shall be fixed by the Board.

2.2 Executive Committee

The Board of Directors may elect from their number an executive committee consisting of not less than three (3) members of the Board, which committee shall have all the powers of the Board of Directors between meetings, regular or special. The President of the Corporation shall be a member of and shall be chairman of the executive committee.

2.3 Regular Meetings

The Board shall meet for the transaction of business at such place as may be designated from time to time.

2.4 Special Meetings

Special meetings of the Board of Directors may be called by the President or by a majority of the Board for any time and place, provided reasonable notice of such meetings shall be given to each member of the Board before the time appointed for such meetings.

2.5 Quorum

The directors shall act only as a Board, and the individual directors shall have no power as such. A majority of the Board for the time being in office shall constitute a quorum for the transaction of business, but a majority of those present at the time and place of any regular or special meeting, although less than a quorum, may adjourn the same from time to time without notice until the quorum be at hand. The act of a majority of directors present at any meeting at which there is a quorum shall be the act of the Board of Directors, except as may be otherwise provided by law.

2.6 Annual Report

The Board of Directors, after the close of the fiscal year, shall submit to the members of the Association a report as to the condition of the Association and its property, and shall also submit an account of the financial transactions of the past year.

2.7 Vacancies

Whenever a vacancy in the membership of the Board shall occur, the remaining members of the Board shall have the power, by a majority vote, to select a member of the Association to serve the unexpired term of the vacancy.

ARTICLE III MEETINGS OF MEMBERS

3.1 Annual Meetings

There shall be one annual meeting of the members of the Association at such place as may be designated, on a Thursday in April of each year. Written notice of the time and location of such meeting shall be mailed to each member of record by ordinary mail at least ten (10) days prior to said meeting.

3.2 Special Meetings

Special meetings of the members shall be held whenever called by the Board of Directors or by the holders of at least ten memberships. Notice of each special meeting, stating the time, place, and in general terms the purpose or

purposes thereof, shall be sent by ordinary mail to the last known address of all members at least ten days prior to the meeting.

3.3 Proxy

Each member may cast one vote, either in person or by proxy, for each lot owned by that particular member. When more than one person holds an interest in any lot, the vote for such lot shall be exercised as they among themselves determine, but in no event shall more than one vote be cast with respect to any lot; provided further, that in the event any of the lots in Highpointe, including all divisions thereof, are platted or replatted into condominiums, the owner of any condominium unit shall be entitled to one vote per unit.

3.4 Quorum

Twenty-five percent (25%) of the members of the Association shall constitute a quorum at any meeting of the members, whether present in person or by proxy, and the majority of such quorum shall decide any issue that may come before the meeting, unless a greater percentage is required by the Declaration of Covenants, Conditions and Restrictions for Highpointe. If a member's voting rights are currently suspended by the Association, that member shall not be counted for purposes of quorum.

ARTICLE IV MEMBERSHIP

4.1 Qualifications

Every person or entity who is an owner of record of any lot which is subject by covenants of record to assessment by the Association shall be a member of the Association. Where two or more persons are the joint owners of real property, one and only one shall become a member. Where two or more persons are stockholders in a corporation owning real property in Highpointe, including all divisions thereof, one and only one shall become a member. No owner shall have more than one membership, and only member shall be entitled to vote. Membership shall be appurtenant to and may not be separated from ownership of any lot which is subject to assessment by the Association. Whenever a member shall cease to own real property in Highpointe, including all divisions thereof, or shall cease to own stock in a corporation that owns real property in such plat, such member shall automatically be dropped from the membership role of the Association.

4.2 Members

A member shall have no vested right, interest or privilege of, in, or to the assets, functions, affairs, or franchises of the corporation, or any right, interest, or

privilege which may be transferable or inheritable, or which shall continue after his membership ceases, or while he is not in good standing.

4.3 Manner of Admission

Any person or entity which becomes a record owner of any lot (excluding holders of security interests only), or becomes a purchaser under a real estate contract for any lot, shall automatically become a member. It shall be the duty of such member forthwith to advise the Secretary of the Association in writing of the member's name and address.

4.4 Annual Dues

Every member shall be required to pay annual dues in the amount established by the Board of Directors from year to year, or by the members.

ARTICLE V LOSS OF PROPERTY

5.1 The Board of Directors shall not be liable or responsible for the destruction or the loss of or damage to the property of any member or the guest of any member, or visitor, or other person.

ARTICLE VI MAINTENANCE CHARGES

6.1 The Board of Directors shall have the right and power to subject the property situated in the plat of Pioneer Ridge, including all divisions thereof, except the Common Areas located therein, to assess an annual maintenance charge. Each owner of property in Highpointe, including all divisions thereof, other than the developer, shall pay to the Association, in advance, the maintenance charges assessed against his property, and such payments shall be used by the Association as hereinafter stated. The charge will be delinquent when not paid within thirty (30) days after it becomes due. In the event that an owner acquires title to property in Highpointe, including any divisions thereof, after the annual due date for maintenance charge, then such owner shall be given a pro rata credit for the annual maintenance charge from the due date to the date on which such owner acquires title, or becomes a contract purchaser.

6.2 The annual charge may be adjusted or reduced from year to year by the Board of Directors as the needs of the property, in its judgment, may require, but in no event shall the increase in any year exceed the sum of twenty-five percent (25%) of the preceding year's assessment.

6.3 The Maintenance Fund

The Maintenance Fund may be used:

6.3.1 For lighting, improving and maintaining streets and dedicated right of way areas maintained for the general use of the owners and occupants of land included in Highpointe, including all divisions thereof;

6.3.2 For paying real estate taxes and insurance premiums on the Common Areas;

6.3.3 For initiating actions to enforce the covenants, restrictions or other regulations including retaining counsel;

6.3.4 For employing policemen and watchmen;

6.3.5 For establishing and maintaining any park or recreational facilities on the common areas of Highpointe, including all divisions thereof; and

6.3.6 For doing any other thing necessary or desirable, in the opinion of the Board of Directors of the Association, to keep the property neat and in good order, and to eliminate fire hazards, or which in the opinion of the Board of Directors may be of general benefit to the owners or occupants of the land included in Highpointe.

6.4 The Association shall have a lien on all the lots in Highpointe, including all divisions thereof, to secure the payment of maintenance charges due and to become due, and the record owners of such lots shall be personally liable for all maintenance charges.

6.5 Upon demand, the Association shall furnish to any owner or mortgagee or other interested person a certificate showing the unpaid maintenance charges against any lot or lots.

6.6 The Association may, in its discretion, subordinate in writing, for limited periods of time, the liens of the Association against any lot or lots for the benefit or better security of a mortgagee.

ARTICLE VII NOTICE

7.1 Whenever, according to these Bylaws, a notice shall be required to be given to any member, it shall not be construed to mean personal notice, but such notice may be given in writing by the depositing of same in a post office in a postage prepaid, sealed envelope addressed to such member at his address as

the same appears on the books of the Association, and the time when such notice is mailed shall be the time of giving of such notice.

7.2 Waiver of Notice

Any notice required to be given by these Bylaws may be waived by the person entitled thereto.

ARTICLE VIII FISCAL YEAR

8.1 Fiscal year of the Corporation shall begin on the first day of February, and terminate on the thirty-first day of January of each year.

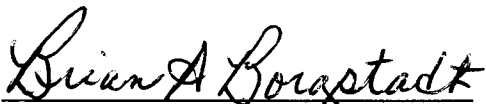
ARTICLE IX

9.1 These Bylaws may be amended at any regular or special meeting of the Association by a vote of at least two-thirds (2/3) of the members of the Association. PROVIDED, HOWEVER, no amendment shall have the effect of limiting or eliminating use of or access to Common Areas by members whose membership will be derived from ownership of lots in subsequent divisions of Highpointe for which the final plats have not been recorded.

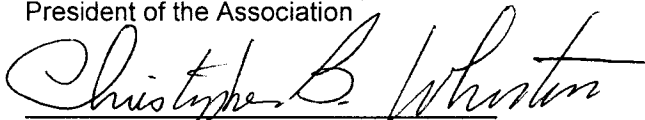
ATTESTATION OF OFFICERS

The undersigned, as President and Secretary of the Association, certify and attest to the fact that these Amended and Restated Bylaws were properly adopted and approved by a vote of two-thirds (2/3) or more of the total number of members of the Association pursuant to Article IX, Section 1 of the Original Bylaws and any related covenant or other provisions governing amendments to the Bylaws, and this instrument accurately states the Original Bylaws provisions and the amendments to it so adopted in these Amended and Restated Bylaws.

Dated: October 16, 2007.



Print Name: Brian A. Borgstadt
President of the Association



Print Name: Christopher B Whorton
Secretary/Treasurer of the
Association