

**BY-LAWS
OF
WINTERWOOD PARK HOMEOWNERS ASSOCIATION**

ARTICLE I

Name and Location of Meetings

The name of the corporation is Winterwood Park Homeowners Association, hereinafter referred to as the "Association." Meetings of the Owners and Directors may be held at such places within the State of Washington, County of Pierce, as may be designated by the Board Directors.

ARTICLE II

Ownership

The Ownership of the Association shall consist of one class of Owners, being any individual who is the owner of a residential lot within the Winterwood Park plat filed with the Pierce County Auditor under Auditor's Recording No. 200906035001, 200908145005, 200107285002 & 200912035002. At any meeting of the Ownership of the corporation each owner so present shall be entitled to one vote. If an Owner shall be in arrears in the payment of any assessment due the Owner's voting rights shall be suspended.

ARTICLE III

Management

The business and property of the Association shall be managed by a Board of Directors.

ARTICLE IV

Meeting of Owners

Section 1: Annual Meeting. The regular annual meeting of the Owners shall be held on the day and at the time specified each year commencing with the date that the Declarant shall no longer be able to act or appoint Board of Directors as provided for in the Declaration.

Section 2: Special Meetings. Special meetings of the Owners may be called at any time by the President or by the Board of Directors, or upon written request of the Owners who are entitled to vote and comprising at least ten percent (10%) of all of the votes of the Ownership.

Section 3: Notice of Meetings. Written notice of each meeting of the Owners shall be given by, or at the direction of, the secretary or person authorized to call the meeting, by mailing a copy of such notice, postage prepaid, at least thirty (30) days before such meeting to each Owner entitled to vote thereat, addressed to the Owner's address last appearing on the books for the Association, or supplied by such Owner to the Association for the purpose of notice. Such notice shall specify the place, day and hour of the meeting, and, in the case of a special meeting, the purpose of the meeting.

Section 4: Quorum. A Quorum shall be constituted by the presence at a meeting of Owners, or proxies entitled to cast, of twenty-five percent (25%) of all the votes of the Ownership for any action. If, however, such quorum shall not be present or represented at any meeting, the Owners entitled to vote thereat shall have the power to adjourn the meeting, from time to time, without notice other than announcement at the meeting. If a quorum cannot be achieved after 30 days, a simple majority of the eligible votes of the Association may be used for any action. The provisions of RCW 64.38.025(3) shall apply to quorum and votes on budget matters.

Section 5: Proxies. At all meetings of Owners, each Owner may vote in person or by proxy. All proxies shall be in writing and filed with the secretary. Every proxy shall be revocable and shall automatically cease upon conveyance by the Owner of his Residential Lot.

Section 6: Owners. Every Owner of a Residential Lot shall be an Owner of the Association. Ownership shall be appurtenant to and may not be separated from ownership of any Residential Lot which is subject to assessment by the Association.

Section 7: Voting Rights. The Association shall have one class of voting Ownership comprised of all Owners who shall be entitled to one vote for each Residential Lot owned. When more than one person holds an interest in any Residential Lot, all such persons shall be Owners. The vote for such Residential Lot shall be exercised as they determine, but in no event shall more than one vote be cast with respect to any Residential Lot.

Section 8: Definition. "Owner" shall mean and refer to the record owner, whether one or more persons or entities, of the fee simple title to any lot which is a part of the plat of Winterwood Park and which may be more particularly defined in Article 1.15 of the Declaration of Covenants, Conditions and Restrictions.

ARTICLE V

Board of Directors: Selection, Term of Office

Section 1: Number. The affairs of this Association shall be managed by a Board of one (1) Director, however, at such time as the permanent Board of Directors is elected

pursuant to the Declaration then the number of Directors shall be at least three (3), but not more than five (5) Directors, and each Director must be an Owner of the Association.

Section 2: Term of Office. The first directors, which are elected by the lot owners, shall have one director be elected for a term of one year, two directors for a term of two years and two directors for a term of three years. Thereafter, at each annual meeting of the Owners, they shall elect those directors, whose terms have expired, for a term of three years.

Section 3: Removal. Any Director may be removed from the Board, with or without cause, by a majority vote of all the Owners of the Association at a meeting called for that purpose. Any vacancy in the Board of Directors, created or caused by any reason whatsoever, may be filled by an election held at a special meeting of the Owners of the Association called for that purpose or may be filled by appointment by the remainder of the members of the Board.

Section 4: Compensation. No Director shall receive compensation for any service he may render to the Association. However, any Director may be reimbursed for his actual expenses incurred in the performance of his duties.

Section 5: Action Taken Without a Meeting. The Directors shall have the right to take any action in the absence of a meeting which they could take at a meeting by obtaining the written approval of all the Directors. Any action so approved shall have the same effect as though taken at a meeting of the Directors.

ARTICLE VI Nomination and Election of Directors

Section 1: Nomination. Nomination for election to the Board of Directors shall be made by a Nominating Committee. Nominations may also be made from the floor at the annual meeting. The Nominating Committee shall consist of a Chairman, who shall be a current member of the Board of Directors, and two or more Owners of the Association. The Nominating Committee shall be appointed by the Board of Directors prior to each annual meeting of the Owners, to serve from the close of such annual meeting until the close of the next annual meeting. The Nominating Committee shall make as many nominations for election to the Board of Directors as it shall in its discretion determine, but not less than the number of vacancies that are to be filled.

Section 2: Initial Election of Directors by Owners. At such time as the Declarant shall no longer be able to act or appoint the Board of Directors as provided for in the Declaration, the Declarant shall appoint a nominating committee consisting of the Declarant and three other Owners who are not presently members of the board of directors who shall make as many nominations for election to the board of directors as it shall in its discretion determine but not less than the number of directors previously appointed by the

Declarant. Once the nominating committee has made its nominations, then a list of the nominations, together with a ballot, shall be sent to all Owners by regular mail. Said ballots by mail shall be returned to such person or entity as may be designated by the nominating committee at such time, but in any event, no longer than two weeks from the date of mailing. Those persons receiving the largest number of votes shall be elected to the vacant director positions. They shall then constitute the initial elected board of directors until the next annual meeting of the Owners.

Section 3: Election. At the election of Directors the Owners, or their proxies, may cast, in respect to each vacancy, as many votes as they are entitled to exercise. The persons receiving the largest number of votes shall be elected. Cumulative voting is not permitted.

ARTICLE VII Meetings of Directors

Section 1: Regular Meeting. Regular meetings of the Board of Directors shall be held at such time and place as the Board of Directors may fix. If any day fixed for a regular meeting shall be a legal holiday at the time where the meeting is to be held, the meeting shall instead be held at the same hour on the next succeeding business day. Notice of regular meetings of the Board of Directors need not be given except as otherwise required by statute or these By-Laws.

Section 2: Special Meetings. Special meetings of the Board of Directors shall be held when called by the president of the Association, or by any one Director, after not less than ten (10) days notice to each Director.

Section 3: Quorum. A majority of the number of Directors shall constitute a quorum for the transaction of business. Every act or decision done, or made by a majority of the Directors present at a duly held meeting at which a quorum is present, shall be regarded as the act of the Board.

Section 4: Waiver of Notice. Attendance of a Director at a meeting shall constitute a waiver of notice for such meeting, except where a Director attends for the express purpose of objecting to this transaction of any business because the meeting is not lawfully called or convened. A waiver of notice signed by the Directors whether before or after the time stated for the meeting shall be equivalent to the giving of notice.

ARTICLE VIII
Powers and Duties of the Board of Directors

Section 1: Powers. The Board of Directors shall have power to:

(a) exercise for the Association all powers, duties and authority vested in or delegated to this Association and not reserved to the Ownership by other provisions of these By-Laws, the Articles of Incorporation, or the Protective Covenants and Restrictions;

(b) declare the office of a member of the Board of Directors to be vacant in the event such member shall be absent from three (3) consecutive regular meetings of the Board of Directors;

(c) employ a manager, an independent contractor, or such other employees as they deem necessary, and to prescribe their duties;

(d) file legal action on behalf of the Association to enforce any covenants affecting the properties;

(e) adopt and publish rules and regulations governing the use of the facilities and the personal conduct of the Owners and their guests thereon, and to establish penalties for the infraction thereof;

(f) suspend the voting rights of a Owner during any period in which such Owner shall be in default in the payment of any assessment levied by the Association. Such rights may also be suspended after notice and hearing, for a period not to exceed 60 days for infraction of published rules and regulations.

Section 2: Duties. It shall be the duty of the Board of Directors to:

(a) cause to be kept a complete record of all its acts and corporate affairs and to present a statement thereof to the Owners at the annual meeting of the Owners, or any special meeting which such meeting has been called by the Owners;

(b) supervise all officers, agents and employees of this Association, and to see that their duties are properly performed;

(c) perform their role as more fully provided in the Protective Covenants, Conditions and Restrictions of Winterwood Park Homeowners Association, as amended, to:

(1) fix the amount of any assessments against a Residential Lot and to send a written notice of such assessment to every owner at least thirty (30) days in advance of such assessment.

(2) foreclose any liens against the property for which assessments are not paid within thirty (30) days after due date or to bring an action at law against the Owner personally obligated to pay the same.

(d) procure and maintain at the discretion of the Board of Directors adequate hazard insurance on property owned by the Association;

(e) cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate; and

(f) cause the property held by the Association to be maintained in accordance with the provisions of the Protective Covenants and Restrictions.

ARTICLE IX
Officers

Section 1: The officers of the corporation shall be elected annually by the board of directors at a meeting scheduled for that purpose.

Section 2: President. The President of the Board of Directors shall supervise all activities of the corporation; execute all instruments in its behalf; preside at all meetings of the Board of Directors and of the Ownership of the corporation; and perform such other duties usually inherent in such office.

Section 3: Secretary. It shall be the duty of the Secretary of the Board of Directors to keep all records of the Board of Directors and of the corporation and to perform such other duties as the President may direct.

Section 4: Treasurer. The Treasurer shall receive and be accountable for all funds belonging to the corporation; pay all obligations incurred by the corporation and maintain bank accounts in depositories designated by the Board of Directors; and render periodic financial reports.

Section 5: Directors. Members of the Board of Directors that have a full executive vote and full executive power and are directly responsible to support the board and the community in any capacity needed while in their position of office. They shall also perform any such other duties as the President may direct.

Section 6: Resignation and Removal. Any Officer may be removed from office with or without cause by the Board. Any Officer may resign at any time giving written notice to the Board, the President or Secretary. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 7: Vacancies. A vacancy in any office of the Board of Directors may be filled by appointment by the remaining members of the Board for the remainder of the term of office of the member being replaced. The vacancy may also be filled by an election held at a special meeting of the Owners of the Association called for that purpose.

Section 8: Multiple Offices. One Board member may hold multiple offices.

ARTICLE X
Assessments

Section 1: Each Owner is deemed to covenant and agree to pay the Association:

1. An annual assessment or charge.
2. Special assessments for capital improvements.
3. Purposes of Assessment. The assessments shall be used exclusively for the purposes as set forth in the Covenants, Conditions and Restrictions for Winterwood Park Homeowners Association.

Section 2: Annual Assessment. Within thirty (30) days after the adoption by the Board of Directors of any proposed regular or special budget of the Association, the Board shall set a date for a meeting of the owners to consider ratification of the budget not less than fourteen (14), nor more than sixty (60) days after mailing of the summary. Unless at that meeting the owners, of a majority of the votes in the Association reject the budget, in person or by proxy, the budget is ratified, whether or not a quorum is present. In the event the proposed budget is rejected, or the required notice is not given, the periodic budget last ratified by the owners shall be continued until such time as the owners ratify a subsequent budget proposed by the Board of Directors.

Section 3: Special Assessments for Capital Improvements. In addition to the annual assessments authorized above, the Association may levy special assessments for capital improvements. Any such levy by the Association shall be for the purpose of defraying in whole, or in part, the cost of any construction or reconstruction, or replacement of a described capital improvement upon the common areas as defined in the Covenants, Conditions and Restrictions of Winterwood Park Homeowners Association, provided that any such assessment shall have the assent of 66% of the votes of all lot owners, written notice of which shall be sent to all Owners not less than thirty (30) days, nor more than sixty (60) days in advance of the meeting setting forth the purpose of the meeting.

Section 4: Uniform Rate. Both annual and special assessments shall be fixed at a uniform rate for all lots. In the event the annual assessment is increased or decreased as provided for in these By-Laws, then the new assessment rate shall begin on the first day of the year following the meeting at which the annual assessment rate was changed. The due date of any special assessment as provided herein shall be fixed by the resolution authorizing such assessment.

Section 5: Date of Commencement of Annual Assessment; Due Dates. As to each particular lot involved, the liability for the annual assessment shall begin on 1st day of January of each calendar year and shall be payable on or before the 1st day of January of each year so long as the assessment is in effect. In the event the annual assessment is increased or decreased as provided for in these By-Laws, then the new assessment rate shall begin on the first day of January following the meeting at which the annual

assessment rate was changed. The due date of any special assessment as provided in herein shall be fixed by the resolution authorizing such assessment.

Section 6: Effect of Non-payment of Assessments; Remedies. If any assessment is not paid within thirty (30) days after it was first due and payable, the assessment shall bear interest from the date on which it was due at the rate of twelve per cent (12%) per annum, and the Association may bring an action at law against the one personally obligated to pay the same and/or foreclose the lien against the property, and interest, costs, and reasonable attorney's fees of any such action shall be included in any judgment or decree entered in such suit.

ARTICLE XI Compensation

That neither the officers nor Owners of the board of directors shall receive compensation for their services; however, the Association may reimburse such director or officers for any out-of-pocket expenses incurred for and on behalf of the Association.

ARTICLE XII Committees

The Board shall appoint other committees as deemed appropriate in carrying out its purposes. The Architectural Control Committee shall consist of Owners by appointment as set forth in the Declaration.

ARTICLE XIII Books and Records

The books, records, and papers of the Association shall at all times, during reasonable business hours, be subject to inspection by any Owner. The Declaration, the Articles of Incorporation and By-Laws of the Association shall be available for inspection by any Owner. Copies may be purchased at a reasonable price.

ARTICLE XIV Contracts, Loans, Checks, and Deposits

Section 1: Contracts. The Board of Directors may authorize any officer or officers, or agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

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. Such authority may be general or confined to specific instances. No loans shall be made by the corporation to its directors or officers.

Section 3: Checks, Notes, Drafts, Etc. All checks, notes, drafts or other orders for the payment of money of the corporation shall be signed, endorsed or accepted in the name of the corporation by such officer, officers, person or persons as from time to time may be designated by the Board of Directors or by any officer or officers authorized by the Board of Directors to make such designation.

Section 4: Deposits. All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Board of directors may designate.

ARTICLE XV Waiver of Notice

Whenever any notice is required to be given to any Owner or director of the corporation under the provisions of these By-Laws or under the provisions of the Articles of Incorporation or under the provisions of the Washington Non-Profit Corporation Act, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XVI Indemnification

To the full extent permitted by the Washington Non-Profit Corporation Act, the Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any civil, criminal, administrative or investigative action, suit or proceeding (whether brought by or in the right of the Corporation or otherwise) by reason of the fact that said person is or was a director or officer of the corporation, or is or was serving at the request of the corporation as a director or officer of another corporation, against expenses (including attorneys' fees, judgment, fines and amounts paid in settlement) actually and reasonably incurred by said person in connection with such action, suite or proceeding; and the Board of Directors may, at any time, approve indemnification of any other person which the corporation has the power to indemnify under the Washington Non-Profit Corporation Act.

ARTICLE XVII Amendments

Section 1: These By-Laws may be amended only with written approval of a majority of the Board of Directors. Any Amendment will be signed by the approving Directors and copies delivered to all members within thirty (30) days of adoption.

Section 2: In the case of any conflict between the Articles of Incorporation and these By-Laws, the Articles shall control; and in the case of any conflict between the Declaration and these By-Laws, the Declaration shall control; and in the case of any conflict between the Articles of Incorporation and the Declaration, the Declaration shall control.

IN WITNESS WHEREOF I, being the President of the Board of Directors of Winterwood Park Homeowners Association, has hereunto set my hand this 18 day of August, 2014.


Winterwood Park Homeowners
Association, President

CERTIFICATION

I, the undersigned, do hereby certify that I am the duly elected and acting Secretary of Winterwood Park Homeowners Association; the foregoing By-Laws constitute the original By-Laws of said Association as adopted at a meeting of the Directors hereof.

IN WITNESS WHEREOF, I have subscribed my name this 18th day of August, 2014.


Winterwood Park Homeowners
Association, Secretary