

# State of Alaska

Department of Commerce and Economic Development

## Certificate

NONPROFIT CORPORATION

The undersigned, as Commissioner of Commerce and Economic Development of the State of Alaska, hereby certifies that duplicate originals of the Articles of Incorporation of

HERMITAGE PARK HOME OWNERS ASSOCIATION, INC.

have been received in this office and are found to conform to law.

ACCORDINGLY, the undersigned, as such Commissioner of Commerce and Economic Development, and by virtue of the authority vested in him by law, hereby issues this Certificate of Incorporation and attaches hereto a duplicate original of the Articles of Incorporation.



IN TESTIMONY WHEREOF, I execute this certificate and affix the Great Seal of the State of Alaska this

20th day of June, A. D. 1983

A handwritten signature in black ink, appearing to read "Richard A. Lyon".

Richard A. Lyon  
COMMISSIONER OF COMMERCE AND  
ECONOMIC DEVELOPMENT

JUN 20 1983

ARTICLES OF INCORPORATION  
OF  
HERMITAGE PARK HOME  
OWNERS ASSOCIATION, INC.

DEPARTMENT OF COMMERCE  
& ECONOMIC DEVELOPMENT

We, the undersigned, being citizens of the State of Alaska and over the age of 19 years, acting as incorporators of a corporation not for profit under the requirements of AS 10.20, hereby adopt the following Articles of Incorporation for such corporation.

ARTICLE I

NAME

The name of this corporation is HERMITAGE PARK HOME OWNERS ASSOCIATION, INC.

ARTICLE II

PERIOD OF DURATION

The period of duration of this corporation is perpetual.

ARTICLE III

PURPOSES FOR WHICH ORGANIZED

The purpose for which this corporation is organized is to provide for maintenance, preservation, and architectural control of the Lots, Living Units, and Common Areas within that certain tract of property described as:

Lots 25N and the south portion of Lot 12N, and Lots 26N-1 and 27N-1, Block N, WOODLAND PARK ADDITION, located within the Northwest one-quarter (NW 1/4) of Section 25, Township 14 North, Range 4 West, Seward Meridian, Alaska, containing one (1.00) acre, more or less.

and to promote the health, safety, and welfare of the residents within the above-described property, and any additions thereto as may hereafter be subject to regulation and assessment by this corporation, and for these purposes, to:

(a) exercise all of the powers and privileges and perform all of the duties and obligations contemplated to be

performed by the corporation as set forth in that certain Declaration Submitting Real Property to the Horizontal Property Regimes Act of the State of Alaska for HERMITAGE PARK CONDOMINIUMS applicable to the property described above, or additions thereto, as recorded or to be recorded in the Anchorage Recording District, Third Judicial District, State of Alaska, and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth at length;

(b) fix, levy, collect, and enforce payment, by any lawful means, all charges or assessments which may be provided for in any Declaration of Covenants, Conditions, and Restrictions, Declaration Submitting Real Property to the Horizontal Property Regimes Act of the State of Alaska, or Bylaws pertaining to the association applicable to the property or additions thereto; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the corporation, including all licenses, taxes, or governmental charges levied or imposed against the property of the corporation;

(c) acquire (by gift, purchase, or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use, or otherwise dispose of real or personal property in connection with the affairs of the corporation;

(d) borrow money, and with the assent of two-thirds of the members (subject to restrictions protecting lenders in the association's Declaration and Bylaws), mortgage, pledge, grant deeds of trust, or hypothecate any and all of its real or personal property as security for money borrowed or debts incurred;

(e) dedicate, sell, or transfer all or any part of the Common Area to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the members; provided, however, no such dedication or sale or transfer shall be effective without the written agreement of no less than two-thirds of the members (subject to restrictions protecting lenders in the association's Declaration and Bylaws); and, notwithstanding the general purpose and authority of the corporation to deal with the common area, the corporation shall not transfer, convey, or hypothecate all or any portion of the common areas (except to a public authority or to a public utility company for utility or similar easements) unless the written consent to such transfer, conveyance, or hypothecation has previously been obtained from no less than two-thirds of the holders of first mortgages or Deeds of Trust based on one vote for each mortgage held on the lots in the described real property;

(f) participate in mergers and consolidations with other non-profit corporations organized for the same purposes, or to annex additional residential property and common areas, provided that any such merger, consolidation, or annexation shall have the prior written assent of no less than two-thirds of the members; and

(g) have and to exercise any and all powers, rights, and privileges which a corporation organized under the Non-Profit Corporation Act of the State of Alaska may legally now or hereafter have or exercise.

#### ARTICLE IV

##### MEMBERSHIP

Every person or entity who is a record owner of a fee or undivided fee interest in any unit (as such term is defined in the said Declaration) which is subject by covenants of record to assessment by the Corporation, including contract sellers, shall be a member of the Corporation. The foregoing is not intended, however, to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any unit which is subject to assessment by the Corporation.

#### ARTICLE V

##### VOTING RIGHTS

The Association shall have one class of voting memberships. Members shall all be owners, with one vote for each Unit owned. When more than one person holds an interest in any Unit, all such persons shall be members. The vote for such Unit shall, however, be exercised as they among themselves determine, but in no event shall more than one vote be cast with respect to any Unit.

#### ARTICLE VI

##### PHASED DEVELOPMENT

It is contemplated that the construction and development of HERMITAGE PARK CONDOMINIUMS shall occur in two phases. No assurances are made or given that all phases will be undertaken or completed or, if they are undertaken and completed, when such completion will occur.

Accordingly, any time after two-thirds of the units in Phase I (as hereinafter defined) have been conveyed to Owners, said Owners may call for a special meeting to nominate and elect new directors to manage the affairs of the Association as provided in the Bylaws; provided, however, that no actions may be taken or resolutions adopted which in any way would or could:

(a) interfere with the planned completion of Phase I by the Declarant;

(b) preclude an Owner of a unit in subsequent phases of development from becoming a member concurrent with him or her becoming a Unit Owner as herein contemplated; or

(c) interfere with or restrain Declarant from completing the remaining phase, including the right of Declarant to make changes of whatever nature in any subsequent phase.

#### Phases Defined

The two contemplated phases of HERMITAGE PARK CONDOMINIUMS are defined as follows:

Phase I. Phase I will consist of two buildings on Lot 26N-1 and Lot 27N-1, Woodland Park Addition, and will contain eight units.

Phase II. Phase II will consist of one building on Lot 25N and the south portion of Lot 12N, Woodland Park Addition, and will contain six units.

#### ARTICLE VII

#### SUPPLEMENTAL DECLARATIONS

The corporation, its successors, and assigns, without the consent of the members, shall have the power and authority, by recording from time to time before December 31, 1986, amendments to the Declaration to subject additional real property located within Woodland Park Addition to assessment and regulation by this corporation, provided such additions are in accord with a general plan of development for Hermitage Park Condominiums.

ARTICLE VIII

BOARD OF DIRECTORS

Three directors shall constitute the initial board of directors of this corporation. The names and addresses of those persons, each of whom shall serve as a director until the first annual meeting of members or until his or her successor is elected and qualified, are as follows:

<u>Name</u>	<u>Address</u>
<u>James Kubitz</u>	<u>4504 Spenard Road,</u> <u>Suite #2, Anchorage,</u> <u>Alaska 99503</u>
<u>Jay Hanseth</u>	<u>4504 Spenard Road,</u> <u>Suite #2, Anchorage,</u> <u>Alaska 99503</u>
<u>James K. Cash</u>	<u>4504 Spenard Road,</u> <u>Suite #2, Anchorage</u> <u>Alaska 99503</u>

ARTICLE IX

INITIAL REGISTERED OFFICE AND AGENT

The name of the initial registered agent, and the address of the initial registered office of the Association is:

Cynthia A. Parker  
Anchorage Neighborhood Housing Services, Inc.  
4504 Spenard Road, Suite #2  
Anchorage, Alaska 99503

ARTICLE X

DISSOLUTION

The Corporation may be dissolved with the assent, given in writing and signed by not less than two-thirds of the members. Upon dissolution of the Corporation, other than incident to a merger or consolidation, the assets of the Corporation shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Corporation was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed, and assigned to any non-profit corporation, association, trust, or other organization to be devoted to such similar purposes.

ARTICLE XI

AMENDMENT OF ARTICLES

Amendment of these Articles of Incorporation shall require the assent of two-thirds of the total votes outstanding in the membership.

ARTICLE XII

AMENDMENT OF BYLAWS

The power to alter, amend, or repeal the Bylaws of the corporation, and to adopt new Bylaws, is reserved to the members of the corporation; provided, however, the initial Bylaws of the corporation shall be adopted by the Board of Directors.

ARTICLE XIII

INCORPORATORS

The names and addresses of the incorporators of the Corporation are:

<u>Name</u>	<u>Address</u>
<u>Cynthia A. Parker</u>	<u>4504 Spenard Rd,</u> <u>Suite #2, Anchorage,</u> <u>Alaska 99503</u>
<u>Sharyn G. Campbell</u>	<u>1031 W. 4th Avenue,</u> <u>Suite 500, Anchorage,</u> <u>Alaska 99501</u>
<u>Richard S. Thwaites, Jr.</u>	<u>1031 W. 4th Avenue,</u> <u>Suite 500, Anchorage,</u> <u>Alaska 99501</u>

ARTICLE XIV

NON-RESIDENT ALIEN AFFILIATION

There is no non-resident alien affiliation with this corporation.

DATED this 27<sup>th</sup> day of May, 1983.

Cynthia A. Parker

Sharyn G. Campbell

Richard S. Thwaites, Jr.

STATE OF ALASKA )  
 ) ss:  
THIRD JUDICIAL DISTRICT )

<sup>3</sup> THIS IS TO CERTIFY that on this 27<sup>th</sup> day of <sup>May</sup> ~~July~~, 1982, before me, the undersigned, a Notary Public in and for the State of Alaska, personally appeared Cynthia A. Parker, Sharyn G. Campbell, Richard S. Thwaites, Jr. to me known to be the persons named in the foregoing Articles of Incorporation of Hermitage Park Home Owners Association Inc., and they each acknowledged to me that they signed and sealed the within and foregoing instrument as their free and voluntary acts and deeds for the uses and purposes therein stated.

WITNESS my hand and notarial seal on the day and year in this certificate first above written.

Deborah Steadman  
Notary Public in and for Alaska  
My commission expires: 3-3-84