

State of Alaska
Department of Community and Economic Development
Division of Banking, Securities and Corporations

**CERTIFICATE
OF
INCORPORATION
Nonprofit Corporation**

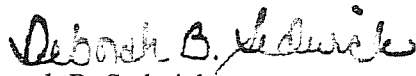
The undersigned, as Commissioner of Community and Economic Development of the State of Alaska, hereby certifies that Articles of Incorporation of

BIRCH RUN HOMEOWNERS ASSOCIATION

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

ACCORDINGLY, the undersigned, as Commissioner of Community and Economic Development, and by virtue of the authority vested in me by law, hereby issues this Certificate of Incorporation and attaches hereto the original copy of the Articles of Incorporation.

IN TESTIMONY WHEREOF, I execute this certificate and
affix the Great Seal of the State of Alaska on
DECEMBER 8, 1999


Deborah B. Sedwick
Commissioner of Community
and Economic Development

DEC 08 1999

Department of Community
And Economic Development

ARTICLES OF INCORPORATION

OF

BIRCH RUN HOMEOWNERS ASSOCIATION

The undersigned natural persons who are at least 19 years of age, acting as incorporators pursuant to the Alaska Nonprofit Corporation Act (AS 10.20), hereby adopt the following Articles of Incorporation:

ARTICLE I

The name of this corporation (hereinafter referred to as the "Association") is BIRCH RUN HOMEOWNERS ASSOCIATION.

ARTICLE II

The purposes for which the corporation is formed are as follows:

(1) To operate the homeowner's association known as Birch Run Homeowners Association, located in the Anchorage Recording District, in accordance with the requirements for an association of Owners charged with the administration of property under all applicable state, local and municipal laws, regulations and ordinances, including, without limiting the generality of the foregoing, the performance of the following acts and services on a not-for-profit basis:

(a) The management, supervision, care, operation, maintenance, renewal and protection of all buildings, structures, grounds, roadways and other facilities and installations and appurtenances thereto relating to the property of the Association; to provide maintenance for the common areas within the Association; to maintain lands of the Association; to supplement municipal services when necessary; to enforce any and all covenants, restrictions and agreements applicable to the Association; and insofar as permitted by law, to do any other thing that, in the opinion of the Board of Directors of the Association, will promote the common benefit and enjoyment of the residents of the Association.

(b) The preparation of estimates and budgets of the costs and expenses of rendering such services and performing, or contracting or entering into agreements for such performance, as provided for or contemplated by this subparagraph (b), and the apportionment of such estimated costs and expenses among, and the collection thereof from, the Owners obligated to assume or bear the same.

(c) Enforcing on behalf of said Unit Owners, the rewarded Covenants and such Rules as may be made or promulgated by the Board of Directors of the Association with respect to the safe occupancy, reasonable use and enjoyment of the buildings, structures, grounds and facilities within the Association, and to enforce compliance therewith, including the levying of fines.

(d) Performing, or causing to be performed, all such other and additional services and acts as are usually performed by managers or managing agents of real estate developments, including without limitation, keeping or causing to be kept, appropriate books-and records, preparing and filing necessary reports and returns, and making or causing to be made audits of books and accounts.

(2) To retain counsel, auditors, accountants, appraisers and other persons or services that may be necessary for or incidental to any of the activities herein described.

(3) To do and perform or cause to be performed all such other acts and services that may be necessary, suitable or incidental to any of the foregoing purposes and objects to the fullest extent permitted by law.

(4) To promote the health, safety, welfare, and common benefit of the residents of the Association.

(5) To do any and all acts and things permitted to be done by, and to have and to exercise any and all powers, rights and privileges which are granted to an Association under all applicable state, local and municipal laws, regulations and ordinances governing such Associations, the Declaration, the Bylaws, and the non-profit corporation statutes of the State of Alaska.

The foregoing statements of purpose shall be construed as statements of both purposes and of powers, and purposes and powers in each clause shall not be limited or restricted by reference to or inference from the terms or provisions of any other clause, but shall be broadly construed as independent purposes and powers. The Association shall not engage in any activities or exercise any powers that are not in furtherance of the primary purposes of the Association.

For the purposes of the foregoing Article and the following 2 Articles, the following definitions are applicable:

"Declaration": The instrument by which the property is restricted pursuant to the provisions of the Uniform Common Interest Ownership Act (AS 34.08, et seq.), recorded in Book 2979 at Page 440, September 25, 1999, and as it may be from time to time amended.

"Association": Birch Run Homeowners Association, a Non-Profit corporation, organized under AS 10.20 and an association of Owners pursuant to the statutes of the State of Alaska.

"Bylaws": The Bylaws of the Association, as they may be amended from time to time.

"Common Elements": Each portion of the Common Interest Community of the Association other than a Unit.

"Common Interest Community": The real property of the Association described in the Declaration.

"Director": A member of the Board of Directors of the Association.

"Unit": A physical portion of the Common Interest Community (a lot) designated for separate ownership or occupancy.

ARTICLE III

The duration of the Association shall be perpetual.

ARTICLE IV

The Association shall be a non-profit corporation, without shares of stock.

ARTICLE V

The authorized number and qualifications of members of the Association, the property, voting and other rights and privileges of the members, and their liability for dues and assessments and the methods of collection thereof, shall be as set forth in the Bylaws and Declaration of the Association.

ARTICLE VI

The address of the registered office of the Association is c/o Snow's Management Services, Inc., whose address is 200 West 34th Avenue, PMB 966 Anchorage, Alaska 99503.

ARTICLE VII

The registered agent of the Association is Snow's Management Services, Inc., whose address is 200 West 34th Avenue, PMB 966 Anchorage, Alaska 99503.

ARTICLE VIII

The number of Directors of the Association shall be fixed by the Bylaws and may be increased or decreased from time to time in the manner specified therein, provided that in no event may the number of Directors be less than three (3).

ARTICLE IX

The names and addresses of the incorporators are:

1. Shane J. Osowski, 550 West 7th Ave., Suite 1850, Anchorage, Alaska 99501
2. Dorothy J. Pree, 550 West 7th Ave., Suite 1850, Anchorage, Alaska 99501
3. Amanda L. Fandel, 550 West 7th Ave., Suite 1850, Anchorage, Alaska 99501

ARTICLE X

The names and addresses of the original Board of Directors are:

1. Mike Corey, 9010 Spruce Run Circle, Anchorage, Alaska 99507
2. Kathy Goodwin, 4243 Birch Run Drive, Anchorage, Alaska 99507
3. Charlie Hewitt, 4229 Birch Run Drive, Anchorage, Alaska 99507

ARTICLE XI

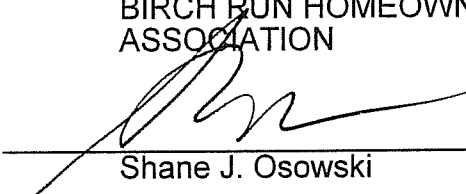
Amendments of these Articles shall require the consent of three-fourths (3/4) of the members entitled to vote present at or represented by proxy at a meeting called for such purpose.

ARTICLE XII

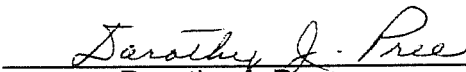
The Board of Directors shall have the power to adopt, amend or repeal the Bylaws of the Association, provided that the members are notified of all amendments to the Bylaws made by the Board of Directors pursuant to the provisions of the Declaration of the Association. The members shall also have the power to amend or repeal the Bylaws of the Association or adopt new Bylaws. No amendments shall be effective until recorded in the property records of the Anchorage Recording District, Third Judicial District, State of Alaska.

DATED this 6th day of December, 1999.

BIRCH RUN HOMEOWNERS
ASSOCIATION



Shane J. Osowski



Dorothy J. Free



Amanda L. Fandel