

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

HIGHLAND POINTE TOWNHOME CONDOMINIUM 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 30, 2003.

Edgar Blatchford

Edgar Blatchford
Commissioner

DEC 30 2003

Department of Community
and Economic Development

**ARTICLES OF INCORPORATION OF
HIGHLAND POINTE TOWNHOME CONDOMINIUM ASSOCIATION**

We, the undersigned, being natural persons over the age of nineteen (19) years, desiring to form a non-profit corporation pursuant to the Alaska Non-profit Corporation Action, do hereby certify as follows:

**ARTICLE I
NAME**

The name of this corporation ("Association" herein) is HIGHLAND POINTE TOWNHOME CONDOMINIUM ASSOCIATION.

**ARTICLE II
PURPOSES**

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

1. The general and primary purposes are to provide for maintenance, preservation and architectural control and enforcement of covenants, conditions and restrictions of a condominium development located within the Municipality of Anchorage, Alaska, under the terms of the Declaration recorded for Highland Pointe Townhome Condominiums.

2. The specific purposes and powers are:

(a) To promote the health, safety and welfare of the owners and residents within said condominium development.

(b) To exercise all of the powers and privileges and to perform all of the duties and obligations of the Association arising from the Declaration applicable to the property described above, including architectural review of proposed improvements.

(c) To fix, levy, collect and enforce payment by lawful means, all charges or assessments pursuant to the terms of the Declaration; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association, including all licenses, taxes or governmental charges levied or imposed against the property of the Association.

(d) To have and to exercise any and all powers, rights and privileges which a corporation organized under the non-profit corporation law of the State of Alaska may now or hereafter have or exercise.

(e) To act in the capacity of principal, agent, joint venturer, partner or otherwise.

The foregoing statements of purpose shall be construed as a statement both of 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. Notwithstanding any of the above statements or purposes and powers, the Association shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purposes of the Association.

ARTICLE III DURATION

The duration of the Association shall be perpetual.

ARTICLE IV NON-PROFIT EXISTENCE

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

ARTICLE V QUALIFICATION OF MEMBERS

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

ARTICLE VI REGISTERED OFFICE

The initial registered office of the corporation shall be located at 6811 Lewis Place, #B, Anchorage, Alaska 99507.

ARTICLE VII
REGISTERED AGENT

The initial registered agent of the corporation shall be Robert D. Carleson whose address is the same as the registered office set forth above.

ARTICLE VIII
INITIAL BOARD AND INCORPORATORS

The initial Board of Directors shall consist of three (3) persons, and said number may be changed by a duly adopted provision of or amendment to the Bylaws, except that in no event may the subsequent number of Directors be less than three. The name and address of the persons who shall serve as incorporators and initial Directors until their successors shall be elected and qualified are as follows:

<u>Name</u>	<u>Address</u>
Robert D. Carleson	6811 Lewis Place, #B Anchorage, Alaska 99507
Cora L. Carleson	851 Westpoint Drive, #101 Wasilla, Alaska 99654
Jesse Bunn	6811 Lewis Place, #B Anchorage, Alaska 99507

ARTICLE IX
LIMITATION OF DIRECTORS' LIABILITY

To the full extent permitted by law and subject to the limitations expressly stated in AS 10.20.151(d), no director of this corporation shall have any personal liability to the corporation for monetary damages for any breach or alleged breach of the director's fiduciary duty to the corporation.

ARTICLE X
INDEMNIFICATION

The corporation has the power to indemnify, and to purchase and maintain insurance for its directors, officers, trustees, employees, and other persons and agents, and (without limiting the generality of the foregoing) shall indemnify its directors, against

all liability, judgments, damages, fines, settlements and expenses arising from or in connection with service for, employment by, or other affiliation with this corporation or other firms or entities to the maximum extent permitted by law.

ARTICLE XI
AMENDMENT TO ARTICLES AND BYLAWS

Amendment of these Articles shall require the consent of at least sixty-six and two-thirds percent (66-2/3%) of the Owners' vote as defined in the Bylaws. Amendment of the Bylaws to be adopted hereunder shall be accomplished by the consent of not less than fifty percent (50%) of the Owners' vote of the Owners present at a meeting at which a quorum is present, as defined in the Bylaws.

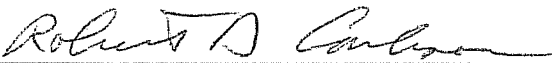
ARTICLE XII
DISTRIBUTION OF ASSETS

In the event the Association is dissolved or liquidated as provided by law, the assets, if any, will be distributed to each owner in the same percentage that that Owner's membership constitutes in the Association.


IN WITNESS WHEREOF, the undersigned have hereunto set their hands and in the execution of these Articles of Incorporation, in duplicate, this 15th day of December, 2003.

Name and Signature

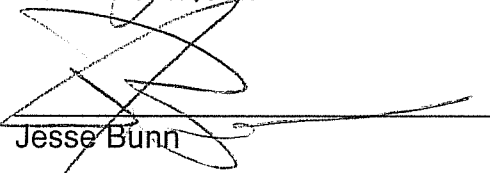
Address


Robert D. Carleson

6811 Lewis Place, #B
Anchorage, Alaska 99507


Cora L. Carleson

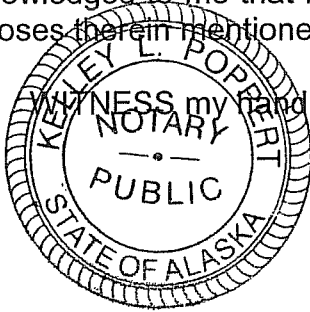
851 Westpoint Drive, #101
Wasilla, Alaska 99654


Jesse Bunn

6811 Lewis Place, #B
Anchorage, Alaska 99507

STATE OF ALASKA)
) ss.
THIRD JUDICIAL DISTRICT)

On this 15th day of December, 2003, before me, the undersigned, a Notary Public in and for the State of Alaska, personally appeared ROBERT D. CARLESON, to me known and known to me to be the person named in the foregoing, and acknowledged to me that he executed the same freely and voluntarily for the uses and purposes therein mentioned.

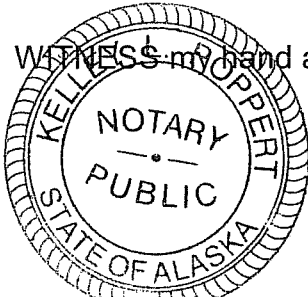


WITNESS my hand and official seal the day and year first above written.

Kelley L. Popper
Notary Public in and for Alaska
My Commission Expires: 1/4/2006

STATE OF ALASKA)
) ss.
THIRD JUDICIAL DISTRICT)

On this 15th day of December, 2003, before me, the undersigned, a Notary Public in and for the State of Alaska, personally appeared CORA L. CARLESON, to me known and known to me to be the person named in the foregoing, and she acknowledged to me that she executed the same freely and voluntarily for the uses and purposes therein mentioned.



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

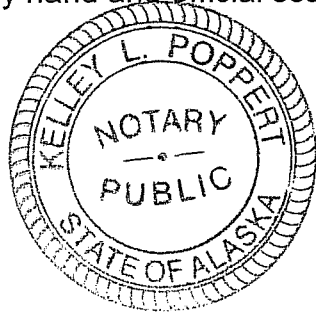
Kelley L. Popper
Notary Public in and for Alaska
My Commission Expires: 1/4/2006

STATE OF ALASKA)
) ss.
THIRD JUDICIAL DISTRICT)

On this 15th day of December, 2003, before me, the undersigned, a Notary Public in and for the State of Alaska, personally appeared JESSE BUNN, to me known and known to me to be the person named in the foregoing, and he acknowledged

to me that he executed the same freely and voluntarily for the uses and purposes therein mentioned.

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



Kelley L. Poppert
Notary Public in and for Alaska
My Commission Expires: 1/4/2006