

ARTICLES OF AMENDMENT
OF
THE TOWN HOMES AT LUDLOW BAY ASSOCIATION
WASHINGTON NONPROFIT CORPORATION ACT - 24.03

Pursuant to the provisions of RCW 24.03 of the Washington Nonprofit Corporation Act, the undersigned adopts the following Articles of Amendment to the Articles of Incorporation:

1. The name of record of the corporation is The Town Homes at Ludlow Bay Association.
2. The corporation's UBI number is 601 634 245.
3. The person to contact about this filing is Marco de Sa e Silva and his daytime telephone number is 206-757-8024.
4. The following amendments to the Articles of Incorporation were adopted on June 28, 2009:

Article I is unchanged.

Article II is unchanged.

Article III is unchanged.

Article IV is unchanged.

Articles V and VI are deleted in their entirety and replaced with the following:

ARTICLE V
PURPOSE AND POWERS OF THE TOWN HOME ASSOCIATION

The Town Home Association does not contemplate pecuniary gain or profit to the members thereof, and it is formed for management, maintenance, social and recreational purposes to benefit the 25 residential town homes within Ludlow Bay Village, and the owners, residents and occupants therein. Ludlow Bay Village, including the town homes, is subject to an Amended and Restated Master Declaration of Covenants, Conditions, Restrictions, Assessments, Charges, Liens, Reservations and Easements for Ludlow Bay Village (hereafter referred to as the "Master Declaration"). The Master Declaration, together with all amendments thereto now or in the future, is incorporated herein by this reference and, in the event of any inconsistency between the Master Declaration and these Articles of Incorporation, the Master Declaration shall control. In addition, the definitions contained within the Master Declaration shall apply to these Articles of Incorporation by this reference.

The Town Home Association shall have the right and responsibility to exercise all of the powers and privileges and to perform all of the duties and obligations of the Town Home Association set forth in the Master Declaration, as may be amended from time-to-time, and as provided under the Washington Non-Profit Corporation Act, RCW 24.03, as specifically set forth in RCW 24.03.035, as may be amended from time-to-time.

ARTICLE VI MEMBERSHIP

Qualification for membership in the corporation shall be set out in the Association's Bylaws.

Article VII is unchanged.

Article VIII is deleted in its entirety and replaced with the following:

ARTICLE VIII BOARD OF DIRECTORS

The affairs of the Town Home Association shall be managed and conducted by a Board of Directors to be composed of no fewer than three (3) directors. The number, qualifications, terms of office, manner of election, time and place of meeting, and powers and duties of directors shall be prescribed by the Bylaws of the corporation.

Articles IX and X are unchanged.

Article XI is deleted in its entirety and replaced with the following:

ARTICLE XI AMENDMENT

These Articles of Incorporation may be amended by a majority vote of the Board of Directors but may not be amended so as to be inconsistent with the Master Declaration.

Article XII is unchanged.

5. Check and complete one of the following statements:

- June 28, 2009, was the date of the meeting of members at which the amendment was adopted. A quorum was present at the meeting and the amendment received at least two-thirds of the votes which members present or represented by proxy were entitled to cast.
- The amendment was adopted by a consent in writing by all members entitled to vote thereon.

- There are no members, or no members having voting rights with respect to amendments to the articles of incorporation. The amendment received a majority vote of directors in office at a meeting of the board held on _____.

Dated this 22nd day of July, 2009.



Print Name: TROY D. CASBY

President