

# The Blue Ridge Club, Inc.

10040 FIFTEENTH AVENUE N. W.

Seattle, Washington

## ARTICLES OF INCORPORATION OF THE BLUE RIDGE CLUB, INC.

KNOW ALL MEN BY THESE PRESENTS, that we, the undersigned, D. R. Drew, Hugh H. Russell and Lucien F. Marion, all being citizens of the United States and over the age of twenty-one years, have voluntarily associated ourselves together for the purpose of forming a corporation under and by virtue of the Uniform Business Corporation Act of the State of Washington, and do hereby certify as follows:

### ARTICLE I.

The Name of the Corporation is and shall be  
THE BLUE RIDGE CLUB, INC.

### ARTICLE II.

The objects and purposes for which this Corporation is formed are as follows:

(a) To establish, conduct and maintain a club or clubs for social, educational, athletic, recreational and community purposes and, in connection therewith, to initiate, sponsor and conduct social, educational, athletic, recreational and community activities of every kind and character, including without limiting the generality of the foregoing, the initiating, sponsoring and conducting of games, tournaments, contests, hobby groups, dances, parties, schools, study groups, classes for teaching the arts, kindergartens, community and neighborhood gatherings and meetings, gardening, lectures, shows, theatrical performances, and any other lawful activity.

(b) To engage in the business of operating restaurants, lunch rooms, stores for the sale of goods, wares and merchandise of every kind and description, bars and other places for the sale or serving of liquor, dance halls, and any other lawful enterprise or undertaking.

(c) To purchase, or otherwise acquire, and to construct, maintain and operate roads, bridges, street lighting systems, sewer systems, water systems, fire protection apparatus and equipment, recreation and athletic grounds, parks, play grounds, bathing and swimming beaches, tennis courts, club houses, bath houses, gardens and grounds.

(d) To carry on any other business, social, commercial or otherwise, which may seem to the Corporation capable of being conveniently carried on in connection with any branch of the Corporation's business or calculated directly or indirectly to enhance the value of or render profitable any of the Corporation's property or rights or to further and promote the business and purposes of the Corporation.

(e) To purchase, lease, own, or otherwise acquire, and to sell, lease or otherwise dispose of real estate, personal property and any and all interests, fees and titles in real or personal property, as may be necessary, convenient or useful in carrying on its corporate purposes.

(f) To purchase, subscribe for, or in any manner acquire, to sell, transfer or in any manner dispose of, and to exercise all the rights of individual natural persons with respect to:

(1) Bonds, mortgages, debentures, notes, obligations, contracts and evidences of indebtedness of, and claims, demands and choses in action against individuals, firms, corporations, public or municipal corporations, the Government of the United States and of any state or territory thereof; (2) Shares of stock of, and interests in corporations, firms and associations of every kind.

(g) To borrow money and to lend and advance money or give credit to such persons, firms, corporations and associations as may be deemed advisable and upon such terms and securities as may be deemed advisable.

(h) To enter into, make, perform and carry out contracts of every kind for any lawful purpose, without limit as to amount, with any person, firm, association or corporation.

(i) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, warrants and other negotiable or transferable instruments.

(j) To borrow money, to issue bonds, debentures, or obligations, secured or unsecured, of the Corporation from time to time, for moneys borrowed or in payment for property purchased or otherwise in connection with any operations of the Corporation; to secure any of the same by mortgage or mortgages upon or by deed or deeds of trust of, or by pledge of, any or all of the property, real and personal, of the Corporation wherever situated, acquired or to be acquired; and to sell or otherwise dispose of any or all such bonds, debentures, or obligations in such manner and upon such terms as may be deemed advisable.

(k) To issue, purchase, hold, sell, transfer, re-issue or cancel shares of its own capital stock or its own securities or obligations in the manner and to the extent now or hereafter authorized or permitted by the laws of the State of Washington.

(l) In general, to do any or all of the things hereinbefore set forth, and such other things as are incidental or conducive to the attainment of the objects and purposes of the Corporation or any of them, as principal, factor, agent, contractor or otherwise, either alone or in conjunction with any person, firm, association or corporation; and in carrying on its business and for the purpose of attaining or furthering any of its objects, to enter into, make, perform and carry out contracts with any person, partnership, association, combination, organization, entity, corporation, government, governmental subdivision, or other body whatsoever; and to do such acts and things, and to exercise any and all such powers to the same extent as a natural person might or could lawfully do to the full extent authorized or permitted to a corporation under any laws that may be now or hereafter applicable or available to the Corporation.

The foregoing clauses shall each be construed as purposes, objects and powers, and the matters expressed in each clause shall, except as otherwise expressly provided, be in nowise limited by reference to, or inference from terms of any other clause, but shall be regarded as independent purposes, objects and powers and the enumeration of specific purposes, objects and powers shall not be construed to limit or restrict in any manner the meaning of the general terms or the general powers of the Corporation, nor shall the expression of one thing be deemed to exclude another, although it be of like nature, not expressed.

The purposes for which the Corporation is formed and the business or objects to be transacted, promoted and carried on by it are any one or more of the acts and things herein set forth, and for the accomplishment of these purposes and the transaction, promotion and carrying on of said business and objects, the Corporation shall have and may exercise all powers conferred upon it by the laws of the State of Washington now or hereafter in effect.

### ARTICLE III.

The duration of the existence of this Corporation shall be perpetual.

### ARTICLE IV.

The location of the registered office of the Corporation shall be in the County of King, State of Washington, at No. 10040 15th Avenue Northwest, Seattle, Washington, and

its post office address shall be 10040 15th Avenue Northwest, Seattle, Washington.

#### ARTICLE V.

The capital stock of the Corporation shall consist of four hundred sixty-seven (467) shares of common stock, all without par value.

Shares of stock shall not be issued or transferred to any person who is not a bona fide and beneficial owner of one or more building sites, (as that term is defined in the Restrictions of Blue Ridge Addition, King County Auditor's File No. 3010058), in Blue Ridge Addition, an addition to King County, Washington, as shown by plat thereof recorded in Volume 33 of Plats at pages 29, 30, 31 and 32, records of King County, Washington; and no person shall be issued or may own or vote (except as proxy for another) a greater number of shares of stock than the number of lots in said Addition owned by him. Fractional shares may be issued with respect to fractional lot ownerships. When any shareholder of the Corporation shall cease to be the owner of any such building site in Blue Ridge Addition he shall likewise cease to be the owner of the share, or fraction of share, of stock issued with respect to said building site, and said share or fraction of share shall, as a matter of course and without further action, pass to and become the property of the person to whom title to said building site has passed; provided, that if such transferee advises the Corporation in writing that he declines to accept the transfer of said share, then said share shall pass to and become the property of the Corporation, without cost to the Corporation, and shall be held as treasury stock subject to such disposition as the Board of Directors shall determine. When title to any such building site is transferred the transferor will promptly surrender to the Corporation, duly endorsed, the certificate for the share affected for reissuance to the person entitled thereto.

Without action by or consent of the shareholders, the Board of Directors may issue the common stock of the Corporation, or any part thereof, from time to time for such consideration in cash, other property, tangible or intangible, or necessary services actually rendered to the Corporation as may be fixed from time to time by said Board, and any and all such shares so issued, when the consideration therefor as fixed by the Board of Directors has been fully paid, delivered or rendered, shall be full paid stock and not liable for any further cost or assessment thereon.

#### ARTICLE VI.

The amount of paid-in capital with which the Corporation shall begin business is Five Hundred Dollars (\$500.00).

#### ARTICLE VII.

The first directors of this Corporation, all of whom are citizens of the United States, and their respective post office addresses are as follows:

Name	Post Office Address
D. R. Drew.....	1857 Roundhill Circle, Seattle, Wash.
Hugh H. Russell.....	1833 Blue Ridge Drive, Seattle, Wash.
Robert J. Denney.....	10245 Valmay Ave., Seattle, Wash.
Henry B. Morris.....	10227 Belgrove Court, Seattle, Wash.
Walter B. Moore.....	10569 - 15th Ave., N.W., Seattle, Wash.
DeWitt Williams.....	10053 - 15th Ave., N.W., Seattle, Wash.
Paul G. Allison.....	10216 Valmay Ave., Seattle, Wash.
Lucien F. Marion.....	10021 Bayard Ave., Seattle, Wash.
Curtis T. Williams.....	10024 Valmay Ave., Seattle, Wash.

The term for which said first directors shall serve shall be until February 2, 1942, or until their respective successors are elected and qualified.

The business of this Corporation shall be managed by a Board of Directors, the number, qualifications, terms of office, manner of election, time and place of meetings and the powers and duties of such directors to be prescribed in the By-Laws of the Corporation, provided that the number of directors shall not be less than three.

The authority to make and alter the By-Laws of the Corporation is hereby expressly vested in the Board of Directors of the Corporation subject to the power of the shareholders to change or repeal such By-Laws and provided always that the Board of Directors shall not make or alter any By-Laws fixing their qualifications, classifications, term of office or compensation.

#### ARTICLE VIII.

The names and respective post office addresses of each of the incorporators and the number of shares subscribed by each and the class of shares (there being only one such class) which each subscribed is as follows:

Name	Post Office Address	No. of Shares Subscribed
D. R. Drew, 1857 Roundhill Circle, Seattle, Wash.....		1
Hugh H. Russell, 1833 Blue Ridge Dr., Seattle, Wash.....		1
Lucien F. Marion, 10021 Bayard Ave., Seattle, Wash.....		1

#### BY-LAWS

- of -

#### THE BLUE RIDGE CLUB, INC.

#### ARTICLE I.

##### Shareholders' Meetings

Section 1. *Annual Meetings.* The annual meeting of the shareholders shall be held on the first Monday in the month of February in each year, or if that day be a legal holiday, upon the next succeeding day not a legal holiday, at eight o'clock p. m., for the election of directors and the transaction of such other business as may come before the meeting.

Section 2. *Special Meetings.* Special meetings of the shareholders may be called at any time by the Board of Directors. If more than eighteen months are allowed to elapse without the annual shareholders' meeting being held, any shareholder may call such meeting to be held at the registered office of the Corporation. At any time upon written request of any director or of any shareholder or shareholders holding in the aggregate one-fifth of the voting power of all shareholders, it shall be the duty of the secretary to call a special meeting of the shareholders to be held at the registered office, at such time as the secretary may fix, not less than ten and not more than thirty-five days after the receipt of said request, and if the secretary shall neglect or refuse to issue such call, the director or shareholder or shareholders making the request may do so.

Section 3. *Place of Meeting.* All meetings of the shareholders shall be held at such place in King County as may from time to time be fixed by the Board of Directors, provided that unless otherwise fixed by the Board of Directors all meetings of the shareholders of the Corporation shall be held at the registered office of the Corporation in King County. The time and place of holding shareholders' meetings for the election of directors may be changed within sixty days next before the date on which the election is to be held, and notice of such change shall be given to each shareholder thirty days before the election is held, in person or by letter, mailed to his last known post office address.

Section 4. *Notice of Meetings.* Except as otherwise required by statute, notice of the time, place and purpose of each meeting of shareholders, whether annual or special, shall, at least ten days before the day on which the meeting is to be held, be given to each shareholder of record entitled to vote at such meeting by delivering a written or printed notice thereof to him personally, or by mailing such notice in a postage prepaid postcard or envelope, addressed to him at his address as it appears on the stock books of the Corporation. Except as otherwise required by statute, no publication of any notice of a meeting of shareholders shall be required.

Section 5. *Waivers, etc.* Anything herein contained to the contrary notwithstanding, notice of any meeting of shareholders shall not be required as to any shareholder who shall attend such meeting in person or by proxy, and if any shareholder shall, in person or by attorney duly authorized, waive notice of any meeting, whether before or after such meeting, notice thereof shall not be required as to him.

Section 6. *Quorum.* At all meetings of shareholders, except where otherwise provided by statute or by the Articles of Incorporation or any amendment thereto or by the By-Laws, the presence, in person or by proxy duly authorized, of the holders of a majority of the outstanding shares of stock entitled to vote shall constitute a quorum for the transaction of business, and except as otherwise provided by statute or rule of law or by the Articles of Incorporation or any amendment thereto or by the By-Laws, the vote, in person or by proxy, of the holders of a majority of the shares constituting such quorum shall be binding upon all shareholders of the Corporation. In the absence of a quorum, a majority of the shares present in person or by proxy and entitled to vote may adjourn any meeting from time to time, but not for a period of more than thirty days at any one time, until a quorum shall attend, provided that any meeting at which directors are to be elected shall be adjourned only from day to day until such directors have been elected, and provided further, that those who attend the second of such adjourned meetings, although less than a quorum, shall nevertheless constitute a quorum for the purpose of electing directors. At any such

adjourned meeting at which a quorum is present, any business may be transacted which might have been transacted at the meeting as originally called. Unless otherwise provided by statute, no notice of an adjourned meeting need be given.

**Section 7. Voting.** Except as otherwise provided in the Articles of Incorporation, every shareholder of record shall have the right at every shareholders' meeting to one vote for every share standing in his name on the books of the Corporation. No proxy shall be voted on after eleven months from its date unless such proxy provides for a longer period, but in no event shall a proxy, unless coupled with interest, be voted on after three years from the date of its execution.

## ARTICLE II.

### Board of Directors

**Section 1. Number and term of Office.** The number of directors shall be nine; but the number may be increased, or reduced to not less than three, from time to time, by amendment of the By-Laws either by the directors or by the shareholders. At the first annual meeting of the shareholders, three directors shall be elected for a term of one year, three shall be elected for a term of two years, and three shall be elected for a term of three years. At each annual meeting thereafter, three directors shall be elected for the term of three years, and each director shall continue in office until his successor shall have been elected and qualified or until his death or until he shall resign or shall have been removed in the manner hereinafter provided.

**Section 2. Election.** In the election of directors, every shareholder of record shall have the right to multiply the number of votes to which he may be entitled by the number of directors to be elected, and he may cast all such votes for one candidate or he may distribute them among any two or more candidates.

**Section 3. Place of Meeting.** Meetings of the Board of Directors shall be held within King County, State of Washington. Unless otherwise specified or fixed by the directors or by notice or waiver of notice thereof, all meetings of the Board of Directors shall be held at the office of the Corporation, in Blue Ridge in King County, Washington.

**Section 4. Organization Meeting.** The Board of Directors shall meet immediately following the annual meeting of shareholders and election of directors, at the office of the Corporation, in Blue Ridge in the City of Seattle, State of Washington, for the purpose of organization and the transaction of other business and, if a quorum be present at such meeting, no notice thereof shall be required. If not held as above provided, such organization meeting may be held at any other time or place which shall be specified in a notice given as hereinafter provided for special meetings of the Board of Directors, or in a consent and waiver of notice thereof, signed by all the directors.

**Section 5. Stated Meetings.** The Board of Directors may, by resolution adopted by affirmative vote of a majority of the whole Board, from time to time, appoint the time and place for holding stated meetings of the Board, if by it deemed advisable; and such stated meetings shall thereupon be held at the time and place so appointed, without the giving of any special notice with regard thereto. In case the day appointed for a stated meeting shall fall upon a legal holiday, such meeting shall be held on the next following day, not a legal holiday, at the regularly appointed hour. Except as otherwise provided in the By-Laws, any and all business may be transacted at any stated meeting.

**Section 6. Special Meetings.** Special Meetings of the Board of Directors shall be held whenever called by the President or by any director. Notice of any such meeting shall be mailed to each director, addressed to him at his residence or usual place of business, not later than two days before the day on which the meeting is to be held, or shall be sent to him at such place by telegraph, or be delivered personally, or by telephone, not later than the day before such day of meeting. Notice of any meeting of the Board need not, however, be given to any director, if waived by him in writing (including telegram, cablegram or radiogram), or if he shall be present at the meeting; and any meeting of the Board of Directors shall be a legal meeting without any notice thereof having been given, if all the members shall be present thereat. Except as otherwise provided in the By-Laws or as may be indicated in the notice thereof, any and all business may be transacted at any special meeting.

**Section 7. Quorum and Manner of Acting.** Except as herein otherwise provided, a majority of the directors in office at the time of any stated or special meeting of the Board shall

except as otherwise required by statute or by the Articles of Incorporation or any amendment thereto, or by the By-Laws, the act of a majority of the directors present at any such meeting at which a quorum is present shall be the act of the Board of Directors. In the absence of a quorum, a majority of the directors present may adjourn any meeting, from time to time, until a quorum is present. No notice of any adjourned meeting need be given.

**Section 8. Resignations.** Any director of the Corporation may resign at any time either by oral tender or resignation at any meeting of the Board or by giving written notice thereof to the Secretary. Such resignation shall take effect at the time specified therefor; and, unless otherwise specified with respect thereto, the acceptance of such resignation shall not be necessary to make it effective.

**Section 9. Removal of Directors.** Any director may be removed, either for or without cause, at any time by the affirmative vote of the holders of record of two-thirds of the outstanding shares of stock entitled to vote, at a special meeting of the shareholders called for the purpose; and the vacancy in the Board caused by any such removal may be filled by the shareholders at such meeting or at any subsequent meeting.

**Section 10. Filling of Vacancies Not Caused by Removal.** In case of any increase in the number of directors, or of any vacancy created by death or resignation, the additional director or directors shall be elected, or, as the case may be, the vacancy or vacancies shall be filled by the Board of Directors at any meeting, by affirmative vote of a majority of the remaining directors, though less than a quorum, and each person so elected shall be a director until his successor is elected by the shareholders who may make such election at the next annual meeting of the shareholders, or at any special meeting duly called for that purpose and held prior thereto.

## ARTICLE III.

### Officers, Employees and Agents:

#### Powers and Duties

**Section 1. Officers.** The elected officers of the Corporation shall be a President (who shall be a director), a Vice-President, a Secretary and a Treasurer. The Board of Directors may also appoint such other officers or agents, as from time to time, may appear to be necessary or advisable in the conduct of the affairs of the Corporation. Any two of the offices of Vice-President, Secretary and Treasurer may be combined in one person, and any elected officer may also be appointed to an appointive office.

**Section 2. Term of Office.** So far as practicable, all elected officers shall be elected at the organization meeting of the Board in each year, and shall hold office until the organization meeting of the Board in the next subsequent year and until their respective successors are chosen. All other officers shall hold office during the pleasure of the Board.

**Section 3. Removal of Elected Officers.** Any elected officer may be removed at any time, either for or without cause, by affirmative vote of a majority of the whole Board of Directors, at any meeting called for the purpose.

**Section 4. Vacancies.** If any vacancy occur in any office, the Board of Directors may elect or appoint a successor to fill such vacancy for the remainder of the term.

**Section 5. Powers and Duties.** The several officers of the Corporation shall exercise such powers and perform such duties as are customary to their respective offices and shall perform such other duties and exercise such further powers as may be provided in these By-Laws or as the Board of Directors may from time to time determine, or as may be assigned to them by any competent superior officer.

## ARTICLE IV.

### Club Operation

**Section 1. Membership Eligibility and Applications.** In any club operated by this Corporation the following persons only shall be eligible for membership in such club:

a. Bona fide beneficial owners of one or more building sites in Blue Ridge Addition (as that term is defined in the Restrictions of Blue Ridge Addition, King County Auditor's File No.3010058), and members of their immediate families living with them.

b. Persons renting and actually residing in Blue Ridge Addition and members of their immediate families living with them.

c. Persons buying one or more building sites in Blue Ridge Addition (as that term is defined in the

Restrictions of Blue Ridge Addition King County Auditor's File No. 3010058), and members of their immediate families living with them.

No Asiatic, Negro, or any person born in the Turkish Empire, nor any lineal descendant of such person, shall be eligible for membership in the Club.

All applications for membership in the Club shall be made in writing to the Board of Directors, and it shall require the favorable vote of six Directors for any application to be accepted.

**Section 2. Termination of Membership.** Upon any person ceasing to possess one of the qualifications enumerated in Section 1 of this Article IV, his membership in the Club shall cease.

If the dues of any member shall remain unpaid for six months after the same are payable, his membership in the Club shall cease.

The Board of Directors may, by the affirmative vote of six directors, expel any person from membership in the Club at any time either for or without cause, and in such event neither the Corporation nor the members of its Board of Directors shall be under any obligation or liability to such expelled person, except that the Club shall refund the unearned portion of his current year's dues.

**Section 3. Dues and Initiation Fees.** Dues shall be payable April 1st of each year in such amount as shall be determined each year by the Board of Directors, but shall not exceed the amount of \$24 per year per family, (a "family" meaning the immediate members of one family living in the same house). The Board of Directors shall have power to require an initiation fee for new members in such amount as it may determine.

**Section 4. Committees.** The following standing committees shall be appointed by the President each year, and each such committee shall include at least two members of the Board of Directors of the Corporation. Vacancies in the committees shall be filled by appointment by the President:

a. **House and Grounds Committee.** The House and Grounds Committee shall consist of seven members, of whom at least two shall be women, not wives of other members of the same committee. The House and Grounds Committee shall have charge of and be responsible for the maintenance and use of the club house, grounds, tennis courts, beach and parks, and may recommend rules to the Board of Directors governing the use thereof.

b. **Membership Committee.** The Membership Committee shall consist of five members, whose duties shall be to solicit and maintain memberships and to investigate and make reports to the Board of Directors with respect to membership matters.

c. **Entertainment and Activities Committee.** The Entertainment and Activities Committee shall consist of twelve members, at least one-half of whom shall be women, not wives of other members of the same committee. Its duties shall be to promote, supervise and make recommendations with respect to club activities, hobby groups, social affairs and other matters designed to promote and maintain interest in the club and community. The Chairman of the Committee shall have power to appoint such sub-committees as seem useful, at least a majority of each sub-committee to be members of the Entertainment and Activities Committee.

The President or the Board of Directors may appoint such special committees for any proper Club purpose as may be desirable.

#### ARTICLE V. Seal

There is hereby adopted as the seal of this Corporation the impression appearing hereon.

#### ARTICLE VI. Miscellaneous

**Section 1.** The fiscal year of the Corporation shall be the period commencing April 1st and ending March 31st.

**Section 2. Signature of Negotiable Instruments.** All bills, notes, checks or other instruments for the payment of money shall be signed or countersigned by such officer or officers and in such manner as from time to time may be prescribed by resolution (either general or special) of the Board of Directors.

#### ARTICLE VII. Amendments

The By-Laws of the Corporation may be altered or repealed in any particular, and new by-laws, not inconsistent with any provision of the Articles of Incorporation or any provision of law, may be adopted either by affirmative vote of the holders of record of a majority in number of the shares present in person or by proxy and entitled to vote at an annual meeting of shareholders or at a special meeting thereof, the notice of which special meeting shall include the form of the proposed alteration or repeal of the proposed by-laws, or a summary thereof, or by affirmative vote of a majority of the whole Board of Directors at any meeting thereof; provided, in the latter case, that the notice of such meeting shall include the form of the proposed alteration or repeal or of the proposed new by-laws or a summary thereof, and provided further, that the Board of Directors shall not make or alter any by-law fixing their qualifications, classifications, term of office or compensation.



## The Blue Ridge Club, Inc.

OWNS THE FOLLOWING  
PROPERTIES

#### Parks and Beach Tract

Tracts A, B, C, D and E of Blue Ridge Addition, an addition to the County of King, State of Washington, as appears by plat thereof recorded in the office of the Auditor of King County, Washington, in Volume 33 of Plats at page 29, together with all improvements, buildings, fences and appurtenances thereon.

#### Beach Property

That portion of Government Lot three (3) of Section twenty-six (26), and that portion of Government Lots one (1) and two (2) of Section thirty-five (35), Township twenty-six (26) North, Range three (3) East of the Willamette Meridian, lying northwest of the right-of-way of the Great Northern Railway Company as now located.

#### Tennis Courts and Club House

Lots one (1) to eight (8), inclusive, and the north half of Lot nine (9), in Block one (1), Albert B. Lord's Third Addition to the City of Seattle, according to Plat recorded in Volume 19 of Plats, Page 37, records of King County, Washington, together with all buildings, improvements, tennis courts and equipment located thereon and the personal property, furniture, fixtures and equipment in said club house.