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ARTICLES OF INCORPORATION

OR

Washington State Association Chapter of

National Association of Residential Property Managers (NARPM)

A NON-PROFIT CORPORATION

The undersigned Incorporator(s), in order to form a non-profit corporation under the laws of the state of WASHINGTON, adopt the following Articles of Incorporation:

ONE: The name of this corporation is Washington State Association Chapter of National Association of Residential Property Managers (NARPM).

TWO: The name and address of the registered agent of this corporation are:

Bob Oesterleich
11302 Pacific Ave
P.O. Box 44099
Tacoma, WA 98444

THREE: The specific purposes for which this corporation is organized is to provide Education to Property Management Industry including Property Managers, Owners and Tenants concerning their rights, responsibilities, obligations, and consequences of the management or renting of Residential Property.

This corporation is organized exclusively for one or more of the purposes as specified in Section 501(c) (3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

FOUR: The number of initial directors of this corporations is four. Their names and address are as follows:

FILED
SECRETARY OF STATE
JAN 31 2001
STATE OF WASHINGTON

Val: 01/31/2001 - 219555
\$32,000 on 01/31/2001
Check - 01/30/2001 - 5483

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Bob Oesterreich

11302 Pacific Avenue

PO Box 44099

Tacoma, WA 98444

Robert Patterson

14401 Pacific Avenue

Tacoma, WA 98444

James Pickett

9601 Provost Rd. #201

Silverdale, WA 98383

Theresa Reed

285 NE Midway Blvd., #2

Oak Harbor, WA 98277

FIVE: The name(s) and address(es) of the incorporator(s) of this corporation is (are):

Bob Oesterreich

11302 Pacific Avenue

PO Box 44099

Tacoma, WA 98444

Robert Patterson

14401 Pacific Avenue

Tacoma, WA 98444

James Pickett

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9601 Provoost Rd. #201
Silverdale, WA 98383

Theresa Reed

285 NE Midway Blvd., #2

Oak Harbor, WA 98277

SIX: The period of duration of this corporation is perpetual.

SEVEN: The classes, rights, privileges, qualifications, and obligations of members of this corporation are as follows:

This corporation shall have three class of membership. Member, Affiliate Member, and Honorary Member.

A "Member" shall be an individual who is employed as a property manager or is actively seeking such employment. For the purposes of this Section, a property manager is defined as a real estate licensee in the state of Washington who is actively involved in the full-time management of residential properties either as an employee, subcontractor, real estate sales person, broker or designated broker.

1. Acceptance into Membership: An applicant for membership in a Chapter shall first be a member of the National Association of Residential Property Managers. A member of the National Association may be a member of more than one Chapter as long as that member meets all requirements for each Chapter membership.

2. Vote: A member shall be eligible to vote in person at the Annual Meeting of the Chapter in which officers are elected. The vote shall be done in person. A member shall be eligible to vote at all meetings of chapter committees, if any, upon which the Member serves.

An "Affiliate Member" shall be a business entity, which provides products or services to residential property manager. Requirements relating to acceptance of Affiliate Membership and suspension of Affiliate Membership shall be identical to those specified for members except for the following:

1. Vote: Affiliate Members are not eligible to vote in general elections; however, Affiliate Members can serve in advisory positions to the Executive Committee or as Chapter Committee Chairperson or Chapter Committee Members.

2. A Chapter Affiliate Member does not have to be a vendor affiliate member of the National Association.

An "Honorary Chapter Membership" shall be bestowed upon individuals or affiliate members who, in the opinion of the Executive Committee, have rendered or continue to render distinguished services to the

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Association or the profession of property management. Honorary Chapter Members shall pay no chapter dues or other assessments, and shall be eligible to participate in the usual activities of the Association, except they shall be ineligible to vote, hold office or serve as a member of the executive committee unless they are current members in good standing in the Chapter and National Association, as appropriate.

Additional provisions specifying the rights and obligations including the method and payment of annual dues if required shall be contained in the By-Laws of this corporation pursuant to, and in accordance with, the laws of this state.

EBH: Any additional provisions for the operation of the corporation are as follows:

Upon the dissolution of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c) (3) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose.

No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code), and this corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that this corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in these Articles.

Notwithstanding any other provision of these Articles, this corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(c) (3) of the Internal Revenue Code or (2) by a corporation contributions to which are deductible under Section 170(c) (2) of the Internal Revenue Code.

In any taxable year in which this corporation is a private foundation as described in Section 509(a) of the Internal Revenue Code, the corporation 1) shall distribute its income for said period at such time and manner as not to subject it to tax under Section 4942 of the Internal Revenue Code; 2) shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code; 3) shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code; 4) shall not make any investments in such manner as to subject the corporation to tax under Section 4944 of the Internal Revenue Code; and 5) shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

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The undersigned incorporators hereby declare under penalty of perjury that the statements made in the foregoing Articles of Incorporation are true.

Dated: 1/27/01

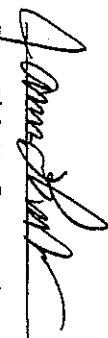


Bob Oesterreich, Incorporator

I, Bob Oesterreich, consent to serve as registered agent in the state of Washington for Washington State Association Chapter of National Association of Residential Property Managers (NARPM)



Robert Patterson, Incorporator



James Pickett, Incorporator



Theresa Reed, Incorporator

STATE of WASHINGTON



SECRETARY of STATE

I, SAM REED, Secretary of State of the State of Washington and custodian of its seal, hereby issue this

CERTIFICATE OF INCORPORATION

to

WASHINGTON STATE ASSOCIATION CHAPTER
OF NATIONAL ASSOCIATION OF RESIDENTIAL
PROPERTY MANAGERS (NARPM)

² Washington Non Profit corporation. Articles of Incorporation were filed for record in this office on the date indicated below.

UBI Number: 602 106 592

Date: January 31, 2001



Given under my hand and the Seal of the State of Washington at Olympia, the State Capital

Sam Reed, Secretary of State, 948725-3