

**BY-LAWS OF
DEXTER DEVELOPMENT COMPANY, INC.**

ARTICLE I

Purposes

Section 1. This corporation shall be conducted as a non-profit corporation for the purposes set forth in its Articles of Incorporation and these By-Laws, including the development, maintenance, and operation of the corporation's utility systems and community projects.

Section 2. This corporation shall have the power to levy and collect assessments against its members and the tracts owned or purchased by them for the purposes set forth in its Articles of Incorporation and these By-Laws, to sell or forfeit a member's interest in the corporation for default with respect to any lawful provisions of the Articles of Incorporation and these By-Laws in the manner determined by the Board of Trustees and, upon any such sale or forfeiture, may transfer the membership of any defaulting member.

Section 3. The purposes for which this corporation was created may be altered, modified, enlarged or diminished by the vote of two-thirds of the members at a meeting duly called for such purpose, notice of which meeting shall be given in the manner provided by these By-Laws for giving notice for the election of trustees.

Section 4. Copies of proposed amendments to these By-Laws shall be mailed to all members together with notice of the meeting at which the amendments will be considered.

ARTICLE II

Membership

Section 1. The membership of the corporation shall consist of and be limited to the incorporators and owners of tracts in Dexter By The Sea as the same is platted in Pacific County, Washington, who each shall have one membership regardless of the number of tracts so owned, and the interest of each member shall be equal to that of any other member, and no member can acquire any interest which shall entitle him to any greater voice, vote or authority in the corporation than any other member. A purchaser under a contract of purchase shall be deemed to be an owner for membership purposes and, upon the sale under such a contract, the seller automatically gives up his membership. Tracts held by two or more persons shall be entitled to collectively cast one vote in person or by proxy at any membership meeting.

Section 2. Except as herein provided, no membership shall be voted unless represented by the owner of a tract in Dexter By The Sea and the voting rights described herein shall be appurtenant to and run with the land.

Section 3. Membership in the corporation shall be inseparably appurtenant to tracts owned by the members, and upon transfer of ownership by sale, contract of sale, or foreclosure of any tract, membership shall be transferred to the purchaser. No membership may be transferred, assigned or in any manner conveyed, other than in the manner described herein. In the event of the death of a member, the membership of the deceased member shall become the property of the member's personal representative upon appointment and qualification in probate proceedings and thereafter the personal representative shall have all of the rights, privileges and liabilities of the deceased member. In the event that a tract is owned by a trust, the trustee or designee thereof

shall be considered the member.

Section 4. No membership shall be forfeited nor member be expelled except upon foreclosure for nonpayment of assessments of the corporation, and no member may withdraw except upon transfer of title to the tract to which his membership is appurtenant. No compensation shall be paid by the corporation upon transfer of membership and no member whose membership is transferred shall be entitled to share or participate in any of the property or assets of the corporation.

ARTICLE III

Dissolution

The corporation is to have perpetual existence as set forth in its Articles of Incorporation; upon dissolution of the corporation in conformance with the laws of the State of Washington, all corporate assets shall be distributed as set forth therein.

ARTICLE IV

Trustees, Officers and Members

Section 1. The corporation's corporate powers shall be vested in a Board of Trustees. The number of trustees who shall manage the affairs of the corporation shall be five. At any meeting or special meeting called therefor, the members may increase or decrease the number of trustees to any number not more than nine nor less than three as set forth in the Articles of Incorporation.

Section 2. Trustees shall be elected by the members at annual meetings or at special meetings called therefor, to serve terms of two years, or until their successors are elected and duly qualified.

Section 3. Each trustee shall be an incorporator or member in good standing; in the event of transfer of the trustee's tract, the trustee shall be deemed to have resigned from the Board.

Section 4. At the first meeting of the Board of Trustees after each annual meeting of the members, the Board shall elect a president, vice-president, secretary and treasurer. Officers of the corporation so elected shall hold office for the term of one year or until their successors are qualified. An officer may be suspended or removed by a majority vote of all trustees.

Section 5. Compensation of officers shall be determined by the Board of Trustees.

Section 6. Any vacancy occurring on the Board of Trustees shall be filled by appointment by a majority of the remaining trustees. The person so appointed shall hold office until the next regular meeting of the members of the corporation, at which time the vacated Board position shall be filled by election by the members as set forth herein.

Section 7. Members in good standing shall elect the trustees, make recommendations to the trustees, and serve on committees created by the trustees.

ARTICLE V

Meetings

Section 1. Annual meetings of the members shall be held at such place, date and time as the Board of Trustees decides. Notice thereof shall be given by the secretary by mailing a notice to each member not less than ten days prior to the date of the meeting. The purposes of the annual meeting are to inform the members, hear reports, discuss issues, elect trustees and vote on proposals.

Section 2. Special meetings of the members may be called at any time by the president or a majority of the Board of Trustees, or by members representing ten percent (10%) of the voting members of the corporation. Notice of special meetings, stating the object thereof, shall be given in writing by mail or electronic mail to each member not less than ten (10) days before the date of the meeting.

Section 3. At any annual or special meeting of the members, twenty percent (20%) of all members of the corporation shall constitute a quorum for the transaction of business. A member in good standing may vote by written proxy.

ARTICLE VI

Powers and Duties of the Board of Trustees

Section 1. Subject to the provisions of the Articles of Incorporation, these By-Laws, and the laws of the State of Washington, all powers of the corporation shall be exercised by or under the authority of the Board of Trustees, and the business and affairs of the corporation shall be controlled by the Board. Without prejudice to those general powers, the Board of Trustees shall have the following specific powers:

a. To select and remove all officers, agents and employees of the corporation, to prescribe the powers and duties for them as may be consistent with law, with the Articles of Incorporation or these By-Laws, to fix the officers' compensation, and to require from them such security for faithful service as the Board deems proper.

b. To conduct, manage and control the corporation's affairs and business, and to make such rules and regulations thereof as are consistent with law, the Articles of Incorporation, and these By-Laws.

c. To manage the corporation's water system, lighting system, and other utilities and community projects, and to charge and or assess the owners of all tracts for the expenses thereof as set forth herein. Approval of new utility or community projects not associated with the water system require a majority vote of the membership.

d. To cause to be kept a record of all meetings and to present a financial report on the condition of the affairs of the corporation at regular annual meetings or special meetings of members.

e. To develop and implement a Water Policy, which shall set forth the rules and regulations of the corporation's water and other utility systems and projects, including system requirements, billing frequency, delinquency and foreclosure procedures, and to determine the assessment and set-aside for reserves for system development, improvement, operation, and maintenance, and to direct the expenditure of set-aside reserves for the water system and/or other community utilities and projects.

f. To manage compliance with the laws of the State of Washington for operation of the

corporation's utilities by adopting rules and regulations in conformance therewith.

ARTICLE VII

Duties of Officers

Section 1. The officers of the corporation shall be a President, a Vice-President, a Secretary, and a Treasurer, who shall be elected by the Board of Trustees at the annual meeting of the Board, to serve until the next annual meeting, and until their successors are elected and have qualified. Vacancies in any office may be filled by the Board of Trustees at any meeting.

Section 2. The President shall preside at all trustees' and members' meetings, shall have general management of the affairs of the corporation, shall sign all membership certificates and written contracts of the corporation, shall appoint and discharge all agents and employees, subject always to the approval of the Board of Trustees, and subject to the right of the Board to remove or discharge the same, shall perform all such other duties as are incident to his or her office or as may be required of him or her by the Board of Trustees.

Section 3. The Vice President shall perform all functions of the President in the event that the President is absent or unable to perform his or her duties.

Section 4. The Secretary of the corporation shall keep the minutes of all trustees' and members' meetings. He or she shall attend to the giving and serving of all notices of the corporation, shall be custodian of the corporate seal, shall attest by signature and impress with the corporate seal all membership certificates and contracts of the corporation, and shall perform all such other duties as are incident to the office or may be required by the Board of Trustees.

Section 5. The Treasurer or a designee appointed by the Board of Trustees shall keep regular books of account, and shall submit them, together with all other records and papers, to the Board of Trustees at any meeting when required to do so. At each annual meeting of the members the Treasurer shall issue and present a full statement showing in detail the condition of the financial affairs of the corporation. The Treasurer shall cause to be deposited all funds of the corporation in a bank or other financial institution selected by the Board, shall pay such expenses as is directed by the Board, and shall keep all financial and tax records. He or she shall, if required to do so by the Board of Trustees, give such bond for the faithful performance of duties as the Board may determine, and shall perform all such other duties as are incident to the office or as may be required by the Board of Trustees.

Section 6. In addition to the foregoing officers, the Board of Trustees may, from time to time, elect such other officers as it may see fit, with such duties as the Board may determine are proper.

ARTICLE VIII

Membership Certificates and Transfers

Section 1. A certificate of membership may be issued to each member. All membership certificates shall be signed by the President or Vice President, and the Secretary and the corporate seal shall be affixed thereto.

Section 2. Transfers of membership certificates shall be recorded on the books of the corporation upon transfer of ownership of a tract or tracts; provided, however, if membership

certificates are not issued, any owner or purchaser of a tract or tracts within the corporation district may exercise all rights and privileges and shall be subject to all liabilities of membership of the corporation without issuance and/or possession of a certificate.

Section 3. The memberships in the corporation shall run with land; upon the sale of a tract or tracts, the buyer thereof shall become automatically the member and the seller shall cease to be the member.

Section 4. The persons in whose names the membership certificates stand upon the books of the corporation shall be the only persons entitled to notice of members' meetings, and such persons or their duly authorized proxies shall be the only ones entitled to vote at any members' meetings, until the secretary of the corporation is provided actual notice of the sale or contract of sale.

ARTICLE IX

ASSESSMENTS

Section 1. The members of the corporation shall be liable for the payment of such charges or assessments as may be fixed and levied by the Board of Trustees pursuant to and subject to the Articles of Incorporation, these By-Laws, and law. Charges and assessments against all members shall be levied by the Board of Trustees at a uniform rate per each tract owned by each member without distinction or preference of any kind. The Board of Trustees may adopt any reasonable billing method in its Water Policy, including without limitation flat fees per tract, water meter based user fees, or any combination thereof.

Section 2. The Board of Trustees shall have the authority to determine the frequency of the assessment periods between once and twelve times per year and the corporation shall invoice the assessments accordingly. The Board's determination of assessment frequency shall be set forth in the corporation's Water Policy.

Section 3. The corporation shall provide all members with ninety (90) days' advance notice before changes in the billing method or frequency of billing shall take effect unless an emergency situation exists, which would allow for a shorter notice period reasonable under the circumstances as determined by the Board of Trustees.

Section 4. From time to time, as and when any such assessments are levied, each member with respect to the tract or tracts to which his membership is appurtenant, shall pay the amount of such assessment at the location designated on the invoice by the due date thereon. All assessments not paid by the due date, shall bear interest and late charges as determined by the Board of Trustees, which interest and charges shall be set forth in the corporation's Water Policy. In the event of delinquency, the amount of the assessment, together with all expenses, reasonable attorney fees and costs incurred in enforcing the obligation, shall be owed by the delinquent member to the corporation and shall be a lien upon the tract or tracts and membership owned by the delinquent member superior to all other liens, except as provided herein, and shall be enforceable by foreclosure proceedings in the manner provided by law for foreclosure of mortgages upon land. The procedure for foreclosure of the liens shall be set forth in the corporation's Water Policy, and shall be determined by the Board of Trustees.

Section 5. First mortgage liens placed upon any tract or tracts which are recorded in accordance with the laws of the State of Washington before the imposition of a lien by the corporation shall be superior to the corporation's assessments and liens.

Section 6. In addition to any other remedy the corporation may have against any member who has not paid any assessment levied against his property, the corporation may shut off water service to the member's tracts until payment of the assessment, and the corporation may charge a re-connection fee in an amount determined by the Board of Trustees and set forth in the corporation's Water Policy.

ARTICLE X

Amendments

Section 1. These By-Laws may be amended by a vote of a majority of the members of the corporation at any annual meeting, or at any special meeting properly called for that purpose at which a quorum is present.

ARTICLE XI

Seal

Section 1. The seal of the corporation shall be circular in form and shall contain the words "Dexter Development Company, Inc.", and the words, "Corporate Seal Washington 1961" in the form and style as affixed in these By-Laws.

(SEAL)

XII

Date of Adoption

These By-Laws were originally adopted by the corporation and the corporate seal thereof was affixed on the 13th day of July, 1961. This revision was adopted and the corporate seal thereof was affixed on the _____ day of _____, 2009. These By-Laws supersede all previous By-Laws.

IN WITNESS WHEREOF, the President and Secretary have hereunto set their hands this 16 day of Dec., 2009.

Dexter Development Company, Inc., by:

[Signature]

, President

[Signature]

, Secretary

STATE OF WASHINGTON)
(ss.
COUNTY OF PACIFIC)

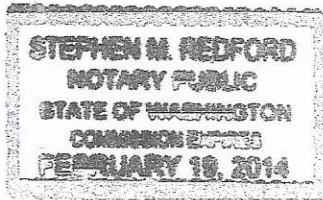
On this day personally appeared before me Lonnie Wen and Ann Davidson to me known to be the President and Secretary of the corporation which executed the within and foregoing instrument and acknowledged that they signed the same

as their free and voluntary act and deed for the uses and purposes therein mentioned.

GIVEN under my hand and official seal this 16th day of December,
2009.

Stephen M. Redford

(SEAL)



NOTARY PUBLIC In and For the
State of Washington residing
at Gig Harbor
My commission expires: 2-19-2014