FILED

16 MAY 24 PM 12:14

KING COUNTY
SUPERIOR COURT CLERK
E-FILED
CASE NUMBER: 16-2-12267-1 SEA

COMPLAINT TO QUIET TITLE

1

3

4

5

6

7

9

10

11

12

13 14

15

16

17 18

19

20

22

23 24

25

26

IN THE SUPERIOR COURT OF WASHINGTON FOR KING COUNTY

NO.

WASHINGTON STATE FEDERATION OF GARDEN CLUBS, a Washington Nonprofit Corporation,

Plaintiff,

vs.

SUCCESSORS IN INTEREST TO JEFFERSON PARK LADIES' IMPROVEMENT CLUB; and ANY AND ALL OTHER PERSONS AND ENTITIES HAVING AN INTEREST IN THE PROPERTY COMMONLY KNOWN AS 2336 15TH AVE. SOUTH, SEATTLE, WASHINGTON.

Defendants.

Burns Law, PLLC, and for claim of relief alleges and complains as follows:

COMES NOW the Plaintiff, WASHINGTON STATE FEDERATION OF GARDEN CLUBS, a Washington Nonprofit Corporation, by and through their attorney Martin Burns of

I. PARTIES

- 1.1 WASHINGTON STATE FEDERATION OF GARDEN CLUBS is a Washington Nonprofit Corporation ("Garden Clubs") is duly incorporated and has paid all requisite fees and complied with all state requirements so as to bring this action.
- 1.2 Defendant SUCCESSORS IN INTEREST TO JEFFERSON PARK LADIES' IMPROVEMENT CLUB, ("Unknown Successors") are unknown parties or entities that may be the successor in interest to the dissolved Jefferson Park. LADIES IMPROVEMENT CLUB ("JEFFERSON PARK"), which was a Washington nonprofit corporation, dissolved on May 31, 1983.

COMPLAINT - PAGE 1 OF 5

BURNS LAW, PLLC 524 Tacoma Ave. S. Tacoma, Washington 98402 Telephone: (253) 507-5586 Facsimile: (253) 507-5713 1.3 Defendant ANY AND ALL OTHER PERSONS AND ENTITIES HAVING AN INTEREST IN THE PROPERTY COMMONLY KNOWN AS 2336 15TH AVE. SOUTH, SEATTLE, WASHINGTON ("Unknown Parties") are unknown persons or entities that may have an unknown interest in the property commonly known as 2336 15th Ave. S. Seattle, WA.

II. JURISDICTION/VENUE

- 2.1 This case involves covenants related to real property in King County, Washington.
- 2.2 Plaintiff Garden Clubs own real property in King County Washington.
- 2.3 This action relates, in part, to real property in King County Washington.
- 2.4 Jurisdiction is properly vested in the Superior Court per RCW 2.08.010.
- 2.5 Venue is proper in King County per RCW 4.12.010, 4.12.020 and 4.12.025.

III. FACTS

- 3.1 Plaintiff Garden Clubs own property commonly known as 2336 15th Ave. South, Seattle, Washington WA, known as King County tax parcel 9122000345 and legally described as Lots 1, 2 and 3 Block 7 of Walker's Addition to the City of Seattle, according to plat thereof recorded in Volume 6 of Plats, page 43, in King County, Washington. (hereinafter "Subject Property").
- 3.2 On November 15, 1977 Jefferson Park deeded the Subject Property to the Trustees Garden Clubs by way of a quitclaim deed recorded under King County Recording No. 7712190533 ("Deed"). A copy of said Deed is attached as Exhibit 1.
- 3.3 The Deed contained a provision which reads, in pertinent part, as follows:
 - ...(2) that the property described herein and the proceeds therefrom shall be maintained as an historic site and that said property shall not be used for commercial or purposes insofar as such purposes are incidental to the programs and functions of the Washington Federation of Garden Clubs, its successors and assigns, as a nonprofit organization; that in no event shall the real property nor proceeds from sale, lease or other transfer thereof be used for other than nonprofit purposes.

24

25

26

("Deed Restriction")

- 3.4 On February 6, 1979, the Trustees of Garden Club executed a quitclaim deed to Garden Clubs which had by such time incorporated. Such quitclaim deed was recorded in King County under Recording No. 7904110767. A copy of such quitclaim deed is attached hereto as Exhibit 2.
- 3.5 On May 31, 1983, Jefferson Park was administrative dissolved by the Washington Secretary of State. A copy of the certificate of dissolution is attached hereto as Exhibit 3.
- 3.6 The articles of incorporation for Jefferson Park filed with the Secretary of State does not designate any successor entity in the event of dissolution nor does any filing related to its dissolution.
- 3.7 No successor entity for Jefferson Park has been found despite a diligent search.
- 3.8 The Subject Property contains a Victorian house built in 1900 which has served as Garden Clubs headquarter and is rented out for parties to third parties.
- 3.9 The cost of maintenance, taxes and other costs of ownership exceeds the revenues derived therefrom and the organization is desirous to sell the real property.
- 3.10 Because of the Deed Restriction, the Subject Property is not able to be sold for its otherwise fair market value to third parties who might use it in a fashion that violates the covenant. Conversely, nonprofit organizations that may be eligible to acquire the Subject Property for use within the scope of the Deed Restriction either cannot pay even a reasonably reduced price while at the same time assuming the costs of ownership. Because of such factors, the Subject Property has been rendered unmarketable in a reasonable fashion with the current deed restriction. Without the ability to sell the Subject Property at or near a fair market value, Garden Clubs will not be able to purchase a less costly new headquarters so as to carry on its community interest purpose and the Subject Property will gradually fall into disrepair and

3.11 The Deed Restriction is an unreasonable restriction on alienation.

- 3.12 The Deed Restriction fails to benefit any specific person or entity.
- 3.13 The Deed Restriction fails to benefit any specific piece of real property.
- 3.14 Defendants "Unknown Successors" and "Unknown Parties" are potential persons or entities currently unknown to Garden Clubs that may have some interest or standing as related to the property. Such "Unknown Successors" and "Unknown Parties" are named for notice purposes. Should any such person(s) and/or entity(ies) appear, such person(s) and/or entity(ies) should be added to this litigation, provided a proper basis in interest and standing be established.

IV. FIRST CAUSE OF ACTION: DECLARATORY RELIEF/QUIET TITLE: <u>Unreasonable restraint on alienation</u>

The Deed Restriction on the Subject Property contained in the Deed is an unreasonable restriction on alienation as enforcement of the Deed Restriction will cause an injurious effect to both the owner, Garden Clubs, and the actual Subject Property as it will be unable to be adequately maintained. Further, the entity that imposed the restriction, Jefferson Park, has ceased to exist and thus no longer has a legitimate interest in the Deed Restrictions enforcement. Such factors combined with the common law disfavor of restraints upon alienation render the Deed Restriction invalid and unenforceable.

V. <u>SECOND CAUSE OF ACTION: DECLARATORY RELIEF/QUIET TITLE:</u> <u>Burden on real property without benefitted property or person</u>

The Deed Restriction on the Subject Property contained in the Deed is an improper restrictive covenant as it does not "touch and concern" nor benefit any other real property, does not specify a benefitted party or entity so as to be some sort of restriction in gross, and the party establishing the restrictive covenant has dissolved and no party has standing any more to even enforce the covenant. As such it is an unenforceable, improper cloud on title

25

26

properly declared to be of no force nor effect pursuant to RCW 7.28.010.

VI. PRAYER FOR RELIEF

Wherefore, having alleged and set forth causes of action, Plaintiff prays for relief as follows:

- 6.1 For declaratory judgment that the Deed Restriction on the Subject Property is invalid as an unreasonable restraint on alienation and an impermissible burden on real property without any benefitted party or property;
- 6.2 For attorney fees and costs in an amount to be determined by this court in the event this matter does not go by way of default..
- 6.3 For any other and further relief the court deems just and equitable.

Dated this 24 day of May, 2016.

BURNS LAW, PLLC

A MADA

Martin Burns, WSBA No. 23412

Attorney for Plaintiff

M:\30000\30053 Washington State Federation of Garden Clubs\Pldgs\Complaint.doc

FILED for Record at Request of CHICAGO TITLE INSURANCE COMPANY RECORDED NC ACCOTT 1415 Fith Avenue Weshington Statement to 7712180573 EXCISE TAX PAIR Send Tax 2 DEC 1 9 1977 60 000 Form 452-C-Bare. Quit Claim Deed (CORPORATE PORM) THE GRANTOR JEFFERSON PARK LADIES' IMPROVEMENT CLUB, a Washington corporation, for and in consideration of TEN DOLLARS (\$10.00) and other good and valuable conconveys and quit claims to Mrs. Joe D. Wolff, Mrs. Philip L. Bardon, Mrs. Mark Titlow, and Mrs. Glenn R. Crawford, as Trustses for Washington State Federation of the following described real estate, situated in the County of King Garden Curbs State of Washington, together with all after acquired title of the grantoe(s) therein: Lots, 1, 2, and 3, Block 7 of Walker's Addition to the City of Seattle, according to plat thereof recorded in Volume 6 of Plats, page 43, in King County, Washington SUBJECT TO THE FOLLOWING COMPITIONS: (1) Subject to the right of Jefferson Park Ladies' improvement Club to use and meet in the above premises on the first Monday of each month for a period of ten years following the date thereof, free of charge, (2) that the property described herein and the proceeds therefrom shall be maintained in-"property's states as an historic site and that said property shall not be used for consercial or hundress purposes except insofar as such purposes are incidental to the programs and functions of the Mashington State Federation of Garden Clubs, its successors and assigns, as a nonprofit organization; that in no event shall the real property nor proceeds from sale, lease or other transfer thereof he used for other than nonprofit purposes. N 3 IN WITNESS WHEREOF, said corporation has caused this instrument to be executed by its proper officers to expense and so be because affect this 15 My day of Mountain 18 77 166166 JEFFERSON PARK LADIES' IMPROVEMENT CLUB STATE OF WASHINGTON, County of KING On this 15 77 day of NOVERAMER.

a Notary Public in and for the State of Washington, duly cosmis ,19 77 MANY L. MANNES MARY REET President and Secretary, respectively, of TEFFERSON PARK LADIES' INTROventure. CLUIT the corporation that executed the foregoing instrument, and acknowledged the as voluntary act and feed of said corporation, for the uses and purposes therein me Tree-1 uses authorized to execute the said instrument and that the seal affixed is the corporation. Witness my hand and official seal hereto affixed th

Public in and for the State of Washington,

residing at Seattle

EXHIBIT A

Exhibit

PIONEER NATIONAL TITLE INSURANCE THIS SPACE RESERVED FOR RECORDIR'S USE. Filed for Record at Request of] 38 PM AFTER RECORDING MAIL TO: JULIN, POSSO & SAGE 5 3701 Seattle-First National Bank Building
Seattle, Washington 98154 #P-14-19 100264 FORM I 55 R Quit Claim Deed THE CHANTER MYS. JOE E. Wolff, MYS. Philip L. Bardon, MYS. Mark Titlow, and MYS. Glenn R. Crawford, as Trustees for Washington State Federation of Garden Mrs. Glann K. Crawford, as Trustees for meanington occupantly peoding incorporation of the Garden Club, and said incorporation having been completed, conveys and quit class & co Washington State Federation of Garden Clubs, Inc., a Washington not for profit Corporation, the following described real estate, situated in the County of King State of Washington including any interest therein which grantor may hereafter acquire: Lots 1, 2, and 3, Block 7 of Walker's Addition to the City of Seattle, according to plat thereof recorded in Volume 6 of Plats, page 43, in King County, Washington APR 1 1 1979 2.4 . 6TH Deted this STATE OF WARHINGTON, On this day personally appeared before we own to be the individual & described in and schnowledged that Hay algord the same as Weiuses and purposes therein mentioned. oder my hand and official seal this 62 day of February 1477 O. Gir W. Conflict.

Botany Public in and for the State of Mashington,
Assiding at



STATE of WASHINGTON SECRETARY of STATE

CORPORATE NAME:

JEFFERSON PARK LADIES' IMPROVEMENT CLUB
% MARY L ABRAMS
2342 - 16TH AVE S
SEATTLE WA 98144

CORPORATION NUMBER 20395836

CERTIFICATE OF ADMINISTRATIVE DISSOLUTION

IN ACCORDANCE WITH R.C.W. 24.03.302, THE ABOVE CORPORATION IS HEREBY ADMINISTRATIVELY DISSOLVED AS OF 5/31/83.

THIS ACTION WAS TAKEN DUE TO THE FAILURE OF THE CORPORATION TO FILE AN ANNUAL LIST OF OFFICERS WITHIN THE TIME SET FORTH BY LAW.

A copy of this Certificate is on file in this office.



Given under my hand and the seal of the State of Washington, at Olympia, the State Capitol.

Raiph Munro, Secretary of State