

ARTICLES OF INCORPORATION
OF

TIMBERHILL TOWNHOUSE ASSOCIATION NO. 1

The undersigned, acting as incorporator under the Oregon Non-profit Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I

The name of this corporation is TIMBERHILL TOWNHOUSE ASSOCIATION NO. 1, and its duration shall be perpetual.

ARTICLE II

The purpose or purposes for which the corporation is organized are: To engage in any lawful activity for which a corporation, no part of the income of which is distributable to its members, directors, or officers (a non-profit corporation) may be organized under the laws of the State of Oregon, including, without limitation, the following:

To promote the health, safety and welfare of the residents of TIMBERHILL, a real estate development in Benton County, Oregon, including specifically the property described in that certain Declaration of Protective Covenants recorded in Microfilm No. M-22786, Deed Records of Benton County, Oregon, (hereinafter called "Covenants"), and of the residents within such other real property as may be brought within the jurisdiction of this corporation by annexation as provided in said Covenants, hereinafter referred to collectively as "said property", and for this purpose to: exercise all the powers and privileges and perform all the duties and obligations of the Association as set forth in the aforesaid Covenants and as the same may be amended from time to time, said Covenants being incorporated herein as if set forth in full; fix, levy and enforce payment by any lawful means, all charges or assessments pursuant to the terms of said Covenants; pay all expenses in connection therewith, and all administrative and other expenses incident to the conduct of the business of the Association, including all licenses, taxes or governmental charges levied or imposed against the property of the Association; own, acquire (by gift, purchase or otherwise), hold, improve, build upon, operate, maintain, recreation facilities and parks, landscaped and planted areas, playgrounds, swimming pools, commons, tennis courts, bridle paths, roads, parking strips, footways, buildings, ornamental fountains and statues, structures, real and personal properties incident thereto, and to convey, sell, lease, transfer or dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Association; supplement municipal services; enforce any and all covenants, restrictions and agreements now or hereafter made applicable to said property; borrow money, mortgage, pledge, deed in trust or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred; provide maintenance for the land and improvements on said property; and, insofar as permitted by law, to do any other thing that, in the opinion of the Board of Directors, will promote the common health, physical and mental welfare and safety of the residents of said property.

ARTICLE III

The address of the initial registered office of the corporation is 1200 Cascade Building, Portland, Oregon 97204, and the name of its initial registered agent at such address is Milton C. Lankton.

ARTICLE IV

The number of directors constituting the initial Board of Directors of the corporation is three, and the names and addresses of the persons who are to serve as Directors until the first annual meeting or until their successors are elected and shall take office are:

<u>NAME</u>	<u>ADDRESS</u>
John H. Klein	989 N. W. Circle Boulevard Corvallis, Oregon 97330
W. Dale Dyer	989 N. W. Circle Boulevard Corvallis, Oregon 97330
Howard R. Baker	989 N. W. Circle Boulevard Corvallis, Oregon 97330

ARTICLE V

The name and address of each incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
Milton C. Lankton	1200 Cascade Building Portland, Oregon 97204

ARTICLE VI

Provisions for the distribution of assets on dissolution or final liquidation are: On dissolution, if any, the assets, real and personal, shall be dedicated to an appropriate public authority or agency, state, county or municipality, within the State of Oregon, to be devoted to the general welfare of such public. In the event such dedication is refused acceptance, such assets shall be conveyed or sold and the proceeds conveyed to any non-profit corporation or organization in Oregon, to be devoted exclusively to public purposes as nearly as practicable the same as those to which they were required to be devoted by this corporation. No such disposition of corporation property shall be effective to diminish or divest any right or title vested in any member under recorded covenants and deeds applicable to any part of said property unless made in accordance with the provisions of said covenants and deeds.

ARTICLE VII

Section 1. Every person or entity who is a record owner of a fee or undivided fee interest in any Lot, Dwelling Unit or Building Site in said property, including contract sellers, shall be a member of the Association. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any Lot, Dwelling Unit or Building Site, which is subject to assessment by the Association. Ownership of such Lot, Dwelling Unit or Building Site shall be the sole qualification for membership and shall automatically commence upon a person becoming such owner and shall automatically terminate when such ownership shall terminate or be transferred.

Section 2. The Association shall have two classes of voting membership:

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Class A. Class A members shall be all those owners as defined in Article III of the Covenants with the exception of the Declarant (as defined in the aforesaid Covenants). Class A members shall be entitled to one vote for each lot in which they hold the interest required for membership by said Article III of the Covenants. When more than one person holds such interest in any Lot, all such persons shall be members. The vote for such Lot shall be exercised as the owners among themselves determine, or if unable to agree, they may cast fractional votes proportionate to their ownership interest, but in no event shall more than one Class A vote be cast with respect to any one Lot. The vote applicable to any of said property being sold under a recorded contract of purchase and sale shall be exercised by the contract vendor unless the contract expressly provides otherwise.

Class B. The Class B members shall be the Declarant, its successors and assigns. Class B members shall be entitled to five (5) votes for each Lot, in which it holds the interest required for membership by Article III of the Covenants; provided that the Class B membership shall be converted to Class A membership on the happening of either of the following events, whichever occurs earlier:

(a) On a date ten (10) years from the date of recording of the Covenants in the County Deed Records, or

(b) When the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership, provided that if Declarant subjects additional property to the jurisdiction of the Association by recorded Covenants in the manner provided for in the Covenants, it shall be entitled to Class B votes for such additional property as indicated above.

Section 3. The initial Board of Directors shall serve for a period of three, two and one years, respectively. Thereafter Directors shall be elected by a majority of the votes cast at any annual meeting of members or at any special meeting of members called for that purpose. Vacancies shall be filled by majority vote of the remaining Directors to serve until the next annual or special meeting of the members. Officers shall be elected by the Directors as provided by the Bylaws adopted by the Directors.

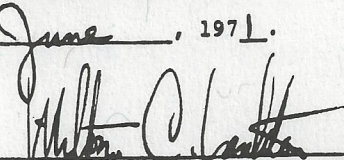
Section 4. At any meeting called in the manner prescribed by the Bylaws of this corporation, the presence at the meeting of members in person or by written proxy entitled to cast ten per cent (10%) or more of all the votes of the Class A members and ten per cent (10%) or more of the Class B members shall constitute a quorum unless a higher percentage is required elsewhere in these Articles, in the Bylaws or in the aforesaid Covenants.

Section 5. Real property in addition to that described in the Covenants may be made subject to the jurisdiction of the Association, in the manner set forth in said Covenants, whereupon automatically it shall be included in any reference herein to "said property" or "said properties".

Section 6. The Association shall have power to dedicate, sell or transfer all or any part of the Common Area to the public or to any public agency, authority or utility for such purposes and subject to

such conditions as may be agreed upon by the members, subject to the restrictions contained in the aforesaid Covenants.

DATED this 1st day of June, 1971.



Milton C. Lankton

"INCORPORATOR"

STATE OF OREGON)
) ss.
County of Multnomah)

I, Elizabeth A. Moore, a notary public for Oregon, hereby certify that on the 10th day of June, 1971, personally appeared before me MILTON C. LANKTON, who, being by me first duly sworn, declared that he is the person who signed the foregoing document as the Incorporator, and that the statements therein contained are true.

Dated this 10th day of June, 1971.


Notary Public for Oregon

My Commission Expires: 6/11/1971

VOID IF ALTERED OR ERASED

VOID IF ALTERED OR ERASED

Application/Certification of Reinstatement

STATE OF OREGON DEPARTMENT OF COMMERCE CORPORATION DIVISION

831.116 Filing Fee \$ 10.00 Submit one original

APPLICATION FOR REINSTATEMENT

FILED IN THE OFFICE OF THE CORPORATION COMMISSIONER OF THE STATE OF OREGON

SEP 1 1985

JANE EDWARDS

CORPORATION COMMISSIONER

TO THE CORPORATION COMMISSIONER OF THE STATE OF OREGON:

The undersigned domestic corporation was organized under Corporation of Oregon and was, pursuant to law, involuntarily dissolved on September 5, 1985.

The undersigned foreign corporation's authority to transact business within the State of Oregon was, pursuant to law, revoked _____, 19__.

The Corporation hereby requests to be reinstated or to have its authority restored.

TIMBERHILL TOWNHOUSE ASSOCIATION NO. 1
(Name of Corporation)

Date: 9/17/85

By [Signature] Treasurer
(Signature of Authorized Person) (Title)

Karlee B Burton 752-1384
(Print Name of Person) (Phone)

CERTIFICATE OF REINSTATEMENT

Finding that the above corporation has corrected the neglect, omission or delinquency causing its involuntary dissolution or revocation of authority and paid all other fees and charges due;

THEREFORE, in accordance with the provisions of ORS 57.585(2)(c), or ORS 57.735(5) said corporation is hereby reinstated or its authority restored.

Date this 18th day of September, 1985.



JANE EDWARDS
CORPORATION COMMISSIONER

By [Signature]

Submit one original and one true copy to the Corporation Commissioner, 158 12th Street, NE, Salem, Oregon 97310.

VOID IF ALTERED OR ERASED

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