

182355-80

FILED
IN THE OFFICE OF THE SECRETARY
OF STATE OF THE STATE OF OREGON.

WILSONVILLE MEADOWS OWNERS ASSOCIATION, INC. DEC 13 1989

ARTICLES OF INCORPORATION

CORPORATION DIVISION

The undersigned corporation, acting as incorporator under the Oregon Nonprofit Corporation Law, adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of this corporation is Wilsonville Meadows Owners Association, Inc. ("Association").

ARTICLE II - PURPOSES

This corporation is a mutual benefit corporation. The purposes for which the Association is organized are to provide for the management, maintenance, protection and preservation of Wilsonville Meadows, a real estate development in the City of Wilsonville, Clackamas County, Oregon, and to promote the health, safety, welfare and other general benefit of its members, not for profit, but for the mutual advantages to be derived therefrom as contemplated in the Declaration of Protective Covenants, Conditions and Restrictions for Wilsonville Meadows, recorded or to be recorded in the Records of Deeds of Clackamas County, Oregon, as the same may be subsequently amended and supplemented by instruments of record (hereinafter called the "Declaration"). The definitions contained in the Declaration are hereby adopted by reference.

ARTICLE III - POWERS AND DUTIES

(a) The Association shall have, exercise and perform all of the following powers, duties and obligations:

(1) The powers, duties and obligations granted to the Association by the Declaration.

(2) The powers and obligations of a nonprofit corporation pursuant to the general nonprofit corporation laws of the State of Oregon.

(3) Any additional or different powers, duties and obligations necessary or desirable for the purpose of carrying out the functions of the Association pursuant to the Declaration or otherwise promoting the general benefit of the Owners within the Property.

*Judy Mac
Dr. G.*

ARTICLE IV - REGISTERED OFFICE AND AGENT

(a) The street address of the initial registered office of the Association is Suite 300, Kristen Square, 9500 SW Barbur Boulevard, Portland, Oregon 97223, and the name of its initial registered agent who shall be amenable to service of process at such address is Steve Mozinski.

(b) The mailing address to which the Corporation Commissioner may mail notices as required by law is Suite 300, Kristen Square, 9500 SW Barbur Boulevard, Portland, Oregon 97223.

ARTICLE V - DIRECTORS

The powers of the Association shall be exercised and its properties controlled and its affairs conducted by a board of directors elected as provided in the Declaration and Bylaws.

ARTICLE VI - INCORPORATOR

The name and address of the incorporator is:

Pacific Frontier Wood Markets, Inc.
Suite 300, Kristen Square
9500 SW Barbur Boulevard
Portland, Oregon 97223

ARTICLE VII - DISSOLUTION

In the event that the Association is at any time dissolved, whether inadvertently or deliberately, it shall automatically be succeeded by an unincorporated association of the same name. In that event all of the property, powers and obligations of the incorporated association existing thereupon automatically vest in the successor unincorporated association and such vesting shall thereafter be confirmed and evidenced by appropriate conveyances and assignments by the incorporated association. To the greatest extent possible, any successor unincorporated association shall be governed by the Articles of Incorporation and Bylaws of the Association as if they had been made to constitute the governing documents of the unincorporated association. The Association shall not be dissolved without the prior consent of the City of Wilsonville.

ARTICLE VIII - MEMBERSHIP AND VOTING RIGHTS

(a) Every Owner (as that term is defined in the Declaration) of one or more lots in the Property shall, during the entire period of such ownership, be a member of the Association. Such membership shall commence, exist and continue simply by virtue of such ownership, shall expire

automatically upon termination of such ownership, and need not be confirmed or evidenced by any certificate or acceptance of membership. Membership in the Association shall be appurtenant to and may not be separated from ownership of one or more Lots in the Property.

(b) The Association shall have two classes of voting membership:

Class A. Class A members shall be all Owners, including Declarant.

Class B. The Class B member shall be the Declarant, its successors and assigns. Class B membership shall terminate upon the happening of any of the following events, whichever occurs earlier: (i) after all single-family phases of the Property as permitted by the Master Plan have been platted, and the sale of ninety percent (90%) of the Lots in the Property to ultimate purchasers (excluding builders purchasing for development and resale); or (ii) such earlier date as Declarant may elect to terminate such membership.

Until the Class B membership is terminated as provided above, all voting rights in the Association shall belong to the Class B member, except to the extent otherwise expressly provided in the Declaration. Upon termination of the Class B membership, all voting rights in the Association shall belong to the Class A members. On all matters upon which the Class A members are entitled to vote, each Class A member shall have one vote for each Lot owned by him within the Property. When more than one person holds an interest in any Lot, all such persons shall be members. The vote for such Lot shall be exercised as they among themselves determine, but in no event shall more than one vote be cast with respect to any Lot.

ARTICLE IX - LIABILITY AND INDEMNIFICATION

A member of the board of directors or an officer of the Association shall not be liable to the Association or any member thereof for any damage, loss or prejudice suffered or claimed on account of any action or failure to act in the performance of his or her duties, except for acts of gross negligence or intentional acts. In the event any member of the board of directors or any officer of the Association is made a party to any proceeding because the individual is or was a director or officer of the Association, the Association shall indemnify such individual against liability and expenses incurred to the maximum extent permitted by law.

ARTICLE X - AMENDMENT

The provisions hereof may not be amended without the vote of Class A members having not less than 75 percent of the voting power of Class A members of the Association, and, until the Class B membership is terminated, the vote of the Class B member. Notwithstanding such vote, the provisions hereof shall not be amended so as to be inconsistent with the Declaration; if inconsistent, the Declaration shall be amended as provided in Section 9.1 thereof.

DATED: November 21, 1989.

PACIFIC FRONTIER WOOD MARKETS,
INC., an Oregon corporation

By 

Its President

Incorporator

Office of the Secretary of State

PHIL KEISLING
SECRETARY OF STATE
March 26, 1993



Phil Keisling
741
3-30-93

JANET SULLIVAN
DIRECTOR
CORPORATION DIVISION
Business Registry
158 12th Street NE
Salem, OR 97310-0210
Telephone (503) 378-4166
Uniform Commercial Code
41 State Capitol
Salem, OR 97310-0722
Telephone (503) 378-4146
FAX (503) 373-1166

Judith R. Cruz
Wilsonville Meadows Owners Association, Inc.
9500 SW Barbur Blvd. #300
Portland OR 97219

Re: WILSONVILLE MEADOWS OWNERS ASSOCIATION, INC.
Registry # 182355-80

Upon receipt of your letter of March 16, the records of Business Registry were reviewed. Our records reflect that this corporation is active on our records.

WILSONVILLE MEADOWS OWNERS ASSOCIATION, INC. was originally incorporated, effective December 13, 1989, so the annual report is due, each year, on December 13. The 1992 annual report was filed in this office, effective November 17, 1992.

A further review of our records reflects that an amendment to the 1991 annual report was filed in this office, effective February 12, 1992. There is a \$10 fee for filing an amendment to an annual report, which accounts for the other \$10.

Your 1993 annual report will be mailed from this office, approximately 45 days in advance of the due date. If you have any further questions or concerns regarding Business Registry, please feel free to contact us.

Sincerely,

Twila Harlan

Twila Harlan

TECHNICAL SPECIALIST
TECHNICAL SUPPORT UNIT
(503) 378-4166