

State of Oregon

Department of Commerce Corporation Division

Certificate of Incorporation

OF

JACKSON SCHOOL HOMEOWNERS ASSOCIATION

The undersigned, as Corporation Commissioner of the State of Oregon, hereby certifies that one original and one true copy of Articles of Incorporation, duly signed and verified pursuant to the provisions of the Oregon Nonprofit Corporation Act, have been received in this office and are found to conform to law.


Accordingly, the undersigned, as such Corporation Commissioner, and by virtue of the authority vested in him by law, hereby issues this Certificate of Incorporation, and attaches hereto a true copy of the Articles of Incorporation.

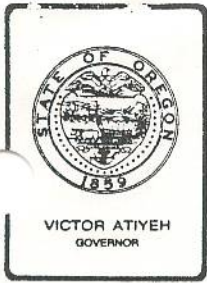
In Testimony Whereof, I have hereunto set my hand and affixed hereto the seal of the Corporation Division of the Department of Commerce of the State of Oregon this 13th day of April, 19 83



Frank J. Healy

Corporation Commissioner

By  Chief Clerk



Department of Commerce
CORPORATION DIVISION

COMMERCE BUILDING, SALEM, OREGON 97310 PHONE 378-4166

RECEIVED
Stoel, Rives, Boley, Fraser And Wyse.

By *lib* 4-22-83

Stoel, Rives, Boley et al
900 SW Fifth Ave.
Portland, OR 97204

File No.167858
April 18, 1983

Re: JACKSON SCHOOL HOMEOWNERS ASSOCIATION

Enclosed find CERTIFICATE OF ~~XXX~~ INCORPORATION** [] AMENDMENT**
[] MERGER [] AUTHORITY [] DISSOLUTION [] RESTATED ARTICLES**
[] GOOD STANDING [] WITHDRAWAL [] RESERVED NAME [] REINSTATEMENT

for the subject-named corporation. Your cancelled check is your receipt for the license and/or filing fees.

**In the case of articles of incorporation or amendment or restated articles, authorizing the initial or additional issue of securities, this will advise you that before stock, bonds, debentures, notes or other securities may be sold by any person or corporation, such securities must first be registered under the provisions of the Oregon Securities Law (ORS Chapter 59), unless designated as exempt therein. You should consult your attorney in this regard. Forms and information for registration purposes will be furnished upon request.

Very truly yours,

Frank J. Healy
Frank J. Healy
CORPORATION COMMISSIONER

- [] Extra copies enclosed.
[] Refund check enclosed; fees \$ _____, refund \$ _____.
[] Refund check No. _____ dated _____ will follow in approximately three weeks.

ARTICLES OF INCORPORATION OF
JACKSON SCHOOL HOMEOWNERS ASSOCIATION



The undersigned natural person of more than 18 years of age, acting as incorporator under the Oregon Non-profit Corporation Law, adopts the following Articles of Incorporation:

ARTICLE I - NAME AND DURATION

The name of this corporation is JACKSON SCHOOL HOMEOWNERS ASSOCIATION, (hereinafter called the "Association") and its duration shall be perpetual.

ARTICLE II - PURPOSES

The purposes for which this corporation is organized are to provide for the management, maintenance, protection, and preservation of JACKSON SCHOOL, a real estate development located in Washington County, Oregon (the "Property"), 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 JACKSON SCHOOL, recorded on March 30, 1983, at Fee No. 83010743 of the Deed Records of Washington County, Oregon as the same may be subsequently amended and supplemented by instruments thereof (hereinafter called the "Declaration"). The definitions contained in the Declaration are hereby

adopted by reference. The Property is more specifically described as follows:

- (a) All of "JACKSON SCHOOL," a plat in the City of Hillsboro, Washington County, Oregon filed on December 31, 1979, in Book 49 of Plat Records of Washington County, Oregon, at Pages 7 and 8, excepting therefrom Lots 112, 113 and 114.
- (b) All of "JACKSON SCHOOL NO. 2," a plat in the City of Hillsboro, Washington County, Oregon, filed on December 31, 1979, in Book 49 of Plat Records of Washington County, Oregon, at Pages 9 and 10, excepting therefrom Lots 163, 164, 165, 166 and 167.
- (c) All of "JACKSON SCHOOL NO. 3," a plat in the City of Hillsboro, Washington County, Oregon, filed on December 31, 1979, in Book 49 of the Plat Records of Washington County, Oregon, at Pages 11 and 12, excepting therefrom Lots 168 and 169.

together with such additional property as may be annexed to the development in accordance with the terms of the Declaration.

ARTICLE III - POWERS AND DUTIES

(a) The Association shall accept the duties and responsibilities imposed upon it by the Declaration and shall accept title to the common areas in the Property.

(b) The Association shall exercise and perform all of the following powers and obligations:

- (i) The powers and obligations granted to the Association by the Declaration;

(ii) The powers to fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration; to pay all expenses in connection therewith and all office 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;

(iii) The power to acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Association, subject to the limitations contained in the Declaration;

(iv) The power to borrow money, and with the assent of two-thirds of each class of members and two-thirds of the first mortgagees of units mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(v) Dedicate, sell or transfer all or any part of the Common Area to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the members. Except as to those easements set forth in Section 4.3(a) of the Declaration, no such dedication or transfer shall be effective unless at least 75 percent of the Class A Association members and the Class B member, if any, have given their prior written approval;

(vi) Participate in mergers and consolidations with other nonprofit corporations organized for the same purposes or annex additional residential property and Common Area, provided that, with the exception of those annexations provided for in

Section 2.2 of the Declaration, any such merger, consolidation or annexation shall have the assent of two-thirds (2/3) of each class of members;

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

(viii) Any additional or different powers 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 owners of property within the Property.

ARTICLE IV - REGISTERED OFFICE AND AGENT

The address of the initial registered office of the Association is 6800 SW 105th, PO Box 549, Beaverton, Oregon 97075, and the name of its initial registered agent at such address is Mr. Wayne Coffee.

ARTICLE V - DIRECTORS

(a) The powers of the Association shall be exercised, its properties controlled and its affairs conducted by a board of three to five directors.

(b) The initial board of directors shall consist of three directors who shall serve as directors until the first annual meeting of the Association and until their successors are elected. The names and addresses of the persons who are to serve until the first annual meeting and until their successors are elected and shall qualify are:

1. Terry Dietz
Route 1, Box 69A
Newberg, OR 97132
2. Richard E. Edwards
Route 2, Box 424
Portland, OR 97231
3. David M. Edwards
Route 2, Box 287
Hillsboro, OR 97123

(c) At the first annual meeting of the Association, the members shall elect one class of one director to serve for one year and a second class of two directors to serve for two years. Thereafter, the successors to each class of directors shall serve for terms of two years each.

(d) At the annual meeting which first follows the first annexation subjecting additional property to the Declaration, the members shall elect an additional director to each of the two classes of directors. The additional director within each class shall serve for a term which expires upon the expiration of the term of the other directors within his respective class of directors. Thereafter, the successors to these directors shall serve for terms of two years each. The total number of directors and the number of directors in any class may be changed by a bylaw duly adopted by the members.

ARTICLE VI

The name and address of the incorporator is:

Howard M. Feuerstein
Twenty-Second Floor
900 SW Fifth Avenue
Portland, Oregon 97204

ARTICLE VII - DISSOLUTION

The Association may be dissolved in accordance with Oregon law. In the event the Association shall at any time be 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 immediately prior to its dissolution shall thereupon automatically vest in the successor unincorporated association, which vesting shall thereafter be confirmed and evidenced by appropriate conveyances and assignments by the incorporated association. To the greatest extent possible, any such successor unincorporated association shall be governed by the Articles of Incorporation and Bylaws of the incorporated association as if they had been made to constitute the governing documents of the unincorporated association.

ARTICLE VIII - MEMBERSHIP AND VOTING RIGHTS

(a) Every Owner (as that term is defined in the Declaration) within 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.

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

Class A. Class A members shall be all Owners, as defined in the Declaration, with the exception of the Developer. Each Class A member shall be entitled to one vote for each unit owned. When more than one person holds an interest in any unit, all such persons shall be members. The vote for such unit shall be exercised as they among themselves determine, but in no event shall more than one vote be cast with respect to any unit.

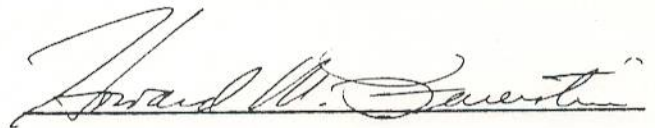
Class B. The Class B members shall be the Developer as described in the Declaration, its successors and assigns. A Class B member shall be entitled to three (3) votes for each unit owned by such member. The Class B membership shall cease and be converted to Class A membership on December 31, 1988.

(c) In any case in which two or more persons share the ownership of any unit, the vote or consent of any one or more of such persons shall constitute the vote or consent of the entire ownership interest; provided, however, that in the event such persons disagree among themselves as to the manner in which any vote or right of consent held by them shall be exercised with respect to a pending matter, any such person

may deliver written notice of such disagreement to the secretary of the Association, and the vote or right of consent involved shall then be disregarded completely in determining the proportion of votes or consents given with respect to such matter.

ARTICLE IX - AMENDMENT

The provisions hereof may not be amended without the vote or written consent of Owners owning not less than 75 percent of the units within the Property, together with the written consent of the Class B member, if any, and the approval of mortgagees and others as may be required by the Declaration.



I, HOWARD M. FEUERSTEIN, the undersigned incorporator, declare under penalty of perjury that I have examined the foregoing and to the best of my knowledge and belief it is true, correct and complete.

Dated: April 12, 1983

