

After Recording Return to:
Vial Fotheringham LLP
7000 S.W. Varns Street
Portland, OR 97223-8006

**AMENDED AND RESTATED BYLAWS
OF THE JACKSON SCHOOL
HOMEOWNERS ASSOCIATION INC.**

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**AMENDED AND RESTATED BYLAWS
OF THE JACKSON SCHOOL HOMEOWNERS ASSOCIATION INC.**

This Amended and Restated Bylaws of The Jackson School Homeowners Association Inc. is made this 8th day of May, 2013 by the Jackson School Homeowners Association, Inc. (“Association”).

RECITALS

- A. The Jackson School Homeowners Association, Inc. (“Association”) is a Homeowners Association located in Washington County, Oregon. The Association is governed by the following documents, recorded in the Deed Records of Washington County:
 - 1. Declaration of Protective Covenants, Conditions and Restrictions for Jackson School recorded in Washington County, Oregon, on March 30, 1983 as Document No. 83010743, and re-recorded on June 3, 1983 as Document No. 8319252, and any amendments thereto.
 - 2. Bylaws of The Jackson School Homeowners Association, Inc. dated March 22, 1990. (“Bylaws.”)
- B. The Association passed amendments to the Bylaws. Neither the amendments nor the Bylaws are currently recorded in the Records of Washington County, Oregon.
- C. Jackson School Homeowners Association, Inc. is a Class I Planned Community and subject to the provisions of the Oregon Planned Community Act (ORS 94.550 to 94.783) as provided in ORS 94.572.
- D. ORS 94.625(10) permits a board of directors, upon the adoption of a resolution, to cause restated bylaws to be prepared, executed and recorded to codify individual amendments that have been adopted in accordance with ORS 94.625 without further approval of owners.
- E. By resolution adopted May 2, 2013, in accordance with ORS 94.625(10), the Board of Directors hereby restates the Bylaws to codify the amendment and to cause Restated Bylaws to be executed and recorded as provided in ORS 94.625.

NOW, THEREFORE, pursuant to ORS 94.625(10), the Board of Directors hereby restated the Bylaws to codify the amendments set forth in recital B above, the Association hereby makes the following amendments:

ARTICLE I

DEFINITIONS:

Section 1 – Association

“Association” shall mean the JACKSON SCHOOL HOMEOWNERS ASSOCIATION, a non-profit corporation organized and existing under the laws of the state of Oregon.

Section 2 – Articles of Incorporation

“Articles of Incorporation” shall mean the Articles of Incorporation of the Association.

Section 3 – Declaration

The “Declaration” shall mean the Declaration of the Protective Covenants, Conditions, and Restrictions for the JACKSON SCHOOL recorded on March 30, 1983, at Fee No. 83010743 of the Deed of Records of Washington County, Oregon as the same may be subsequently amended and supplemented pursuant to the terms thereof, the Easements and Restrictions recorded July 2, 1981, in the Deed of Records of Washington County, Oregon at Fee No. 81023125.

Section 4 – Incorporation of Reference

Except as otherwise provided herein, the terms which are defined in Article 1 of the Declaration are used in these Bylaws as therein defined.

Section 5 – Good Standing

“Good Standing” shall mean that an Owner has paid all outstanding assessments, fines or other charges levied against the Owner or the Owner’s Unit, has owed no more than one late fee within the last six (6) months, has no Association enforcement actions pending against the Owner, and the Owner and Owner’s Unit are both compliant with the Association’s Declaration, Bylaws, and Rules and Regulations.

ARTICLE II

MEMBERSHIP:

Section 1 – Membership

Every owner of one or more units within the Property shall, during the entire period of ownership, be a member of the Association. Such membership shall commence, exist and continue simply by virtue of such ownership, and need not be confirmed or evidenced by any certificate of acceptance of membership.

Section 2 – Membership List

The Secretary shall maintain at the principle office of the Association a membership list showing the name and address of the owner of each unit. The Secretary may accept as satisfactory proof of such ownership a duly executed and acknowledged conveyance, a title insurance policy or the other evidence reasonably acceptable to the Board of Directors.

ARTICLE III

MEETING AND VOTING:

Section 1 – Place of Meetings

Meetings of the members of the Association shall be held at such reasonable place convenient to the members as may be designated in the notice of the meeting.

Section 2 – Annual Meeting

The annual meeting of the members for the election of Directors and for the transaction of such other business as may properly come before the meeting shall be held at such reasonable hour and on such reasonable day during the month of November or December of each year as the President may designate, or if the President should fail to designate a date by the first day of December, then at 7:30 p.m. on the second Thursday of December. The first annual meeting shall be held within the first year if Incorporation.

Section 3 – Special Meetings

A special meeting of the Association may be called at any time by the President or by any two (2) members of the Board of Directors. A special meeting shall be called upon receipt of written request stating the purpose of the meeting from members having twenty-five percent (25%) of the votes entitles to be cast at such meeting.

Section 4 – Notice of Meeting

- a) Written or printed notice stating the place, day and hour of the meeting and, in case of special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than seven (7) nor more than fifty (50) days before the date of the meeting, either personally or by mail, by or at the direction of the President, or Secretary, or the persons calling the meeting, to each member entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, with postage fully prepaid thereon, addressed to the member at his most recent address as it appears on the records of the Association.

- b) When a meeting is adjourned for thirty (30) days or more, or when a redetermination of the persons entitled to receive notice of the adjourned meeting is required by law, notice of the adjourned meeting shall be given as for an original meeting. In all other cases notice of the adjourned meeting need be given other than by announcement at the meeting at which such adjournment is taken.

Section 5 – Quorum

At any meeting of the Association, members having 1/10 of the votes entitled to be cast at such meeting, present in person or by proxy, shall constitute a Quorum, except when a larger Quorum is required by the Declaration. When a Quorum is once present to organize a meeting, it cannot be broken by the subsequent withdrawal of a member or members. If a meeting of members cannot be organized because of a lack of Quorum, the members who are present, either in person or by proxy, may adjourn the meeting from time to time not less than 48 hours nor more than thirty (30) days from the time the original meeting was called until a Quorum is present.

Section 6 – Voting Rights

The Association shall have two (2) classes of voting membership:

Class A; Class A membership shall be all owners with the exception of the Developer and 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; Class B member shall be the Developer and shall be entitled to three (3) votes for each unit owned. The Class B membership shall cease and be converted to Class A membership on December 31, 1988.

Section 7 – Joint Ownership

In any case where two or more person share the ownership, 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, in the event such person 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 the votes or consents given with respect to such matter.

Section 8 – Proxies

Every member entitled to vote or to execute any waiver or consent may do so either in person or by written proxy duly executed and filed with the Secretary of the Corporation. No proxy shall be valid after the meeting for which it was solicited and any adjourned meeting thereof, unless expressly stated in the proxy, and every proxy shall automatically cease upon sale by the member of the unit or units upon which the proxy is based.

Section 9 – Majority Vote

The vote of the majority of the votes entitled to be cast by the members present or represented by proxy, at a meeting at which a Quorum is present, shall be necessary for adoption of any matter voted upon by the members, unless a greater proportion is required by law, by the Declaration, by the Articles of Incorporation, or by these Bylaws.

ARTICLE IV

DIRECTORS:

Section 1 – Number and Qualification

The affairs of the Association shall be governed by a Board of Directors composed of persons who are residents of the housing development known as JACKSON SCHOOL and have been a resident for at least six (6) months. The developer as defined in Article I of the Declaration of Protective Covenants, Conditions, and Restrictions for Jackson School may not be a Director. In addition, no Director may have any legal or equitable interest of any nature whatsoever in more than two (2) lots, developed or undeveloped in the housing Development known as Jackson School, nor may he be an employee or independent contractor of anyone who has such interests. For the purpose of this section, a member's interest in the common areas shall not be included. Directors must be members in good standing of the Association. The Board shall consist of five (5) members.

Section 2 – Election and Tenure of Office

a) All Directors named in the Articles of Incorporation shall serve until the first annual meeting and until their successors are elected. 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.

b) At the annual meeting which first follows the first annexation subjecting additional property to the Declaration or any one of such Declarations, the membership shall elect an additional Director to each of the two class 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.

c) All Directors shall hold office until their respective successors have been elected by the members. Election shall be by secret ballot.

Section 3 – Vacancies

a) A vacancy in the Board of Directors shall exist upon death, resignation, or removal of any Director, or if the authorized number of Directors be increased, or if the membership fails at any annual or special meeting of members at which any Director or Directors are to be elected to elect the full authorized number of Directors to be voted for at that meeting.

b) Vacancies in the Board of Directors may be filled by a majority of the remaining Directors even though less than a Quorum, or by a sole remaining Director. Each Director so elected shall hold office for the balance of the unexpired term and until his successor is elected.

Section 4 – Removal of Directors

All or any number of the Directors may be removed, with or without cause, at a meeting of the members called expressly for that purpose, by a vote of a majority of the number of votes entitled to be cast at an election of Directors.

Section 5 – Powers

The Board of Directors shall exercise for the Association all powers, duties, and authority vested in or delegated to the Association, except those reserved to the members in the Declaration, Articles of Incorporation or these Bylaws.

Section 6 – Managing Agent or Manager; Contracts with Developer

On behalf of the Association, the Board of Directors may employ or contract for a managing agent or a manager at a compensation to be established by the Board of Directors. The Board of Directors may delegate to the managing agent or manager such duties and powers as appropriate to the office. Any agreement for professional management of the Property, or any other contract providing for services by the Developer, however, shall provide for a termination by either party without cause or payment of a termination fee on ninety (90) days or less written notice and shall provide for termination by the Association with cause upon thirty (30) days or less written notice. The terms of any such agreement shall not exceed one (1) year, renewable by agreement of both parties for successive one year periods.

Section 7 – Meetings

- a) Meetings of the Board of Directors shall be held at such place as may be designated from time to time by the Board of Directors or other persons calling the meeting.
- b) Annual meetings of the Board of Directors shall be held without notice immediately following the adjournment of the annual meeting of the members.
- c) Special meetings of the Board of Directors for any purpose or purposes may be called at any time by the President or any two Directors.

Section 8 – Notice of Special Meetings of the Board of Directors

a) Notice of time and place of special meetings of the Board of Directors shall be given orally or delivered in writing, personally or by mail at least twenty-four (24) hours before the meeting. Notice shall be sufficient if actually received at the required time or if mailed not less than seventy-two (72) hours before the meeting. Notice mailed shall be directed to the address shown on the records of the Association or to the Director's actual address ascertained by the person giving the notice.

b) Notice of time and place holding an adjourned meeting need not be given if such time and place be fixed at the meeting adjourned.

c) Attendance of a Director at a meeting shall constitute a waiver of notice of such meeting except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 9 – Quorum or Vote

a) A majority of the Directors shall constitute a Quorum for the transaction of business. A minority of the Directors, in the absence of a Quorum, may adjourn from time to time but may not transact any business.

b) The action of a majority of Directors present at any meeting at which there is a quorum shall be the act of the Board of Directors unless a greater number is required by Law, the Declaration, the Articles of Incorporation or these Bylaws.

Section 10 – Liability

Neither the Board of Directors nor any member thereof nor Officer of the Association shall be liable to the Association or to any member for any damage, loss or prejudice suffered or claimed on account of any action or failure to act of the Association, its Officers, Board of Directors or any member of its Board of Directors, provided only that the Board member or Officer has, in accordance with the actual knowledge possessed by him, acted in good faith.

Section 11 – Compensation

No Director shall receive any compensation from the Association for acting as such.

ARTICLE V

OFFICERS:

Section 1 – Designation and Qualification

The Officers of the Association shall be the President, the Secretary and the Treasurer and such Vice Presidents and subordinate Officers as the Board of Directors shall from time to time appoint. The President shall be a member of the Board of Directors, but the other Officers need not be Directors. Officers must be residents of the housing development commonly known as JACKSON SCHOOL and must have been a resident for at least six (6) months. The Developer, as defined in Article I of the Declaration of Protective Covenants, Conditions and Restrictions for Jackson School, may not be an Officer. In addition, no Officer may have any legal or equitable interest of any nature whatsoever in more than two (2) lots, developed or undeveloped in the housing development commonly known as JACKSON SCHOOL nor may he be an employee or independent contractor of anyone who has such interests. For the purpose of this section, a member's interest in the common areas shall not be included. Officers must be

members in good standing in the Association. Any two offices may be held by the same person except the offices of President and Secretary.

Section 2 – Election and Vacancies

The Officers of the Association shall be elected annually by the Board of Directors at the organization meeting of the new Board to serve for one (1) year and until their respective successors are elected. If any office shall become vacant by reason of death, resignation, removal, disqualification or any other cause, the Board of Directors shall elect a successor to fill the unexpired term at any meeting of the Board of Directors.

Section 3 – Removal and Resignation

a) Any Officer may be removed upon the affirmative vote of a majority of the directors whenever in their judgment the best interests of the Association will be served thereby. The removal of an Officer shall be without prejudice to the contract rights, if any, of the Officer so removed.

b) Any Officer may resign at any time by given written notice to the Board of Directors, the President or the Secretary of the Association. Any such resignation shall take effect upon the receipt of such notice or at any later time specified therein. Unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective, provided that the Board of Directors may reject any post-dated resignation by notice in writing to the resigning Officer. The effectiveness of such resignation shall not prejudice the contract rights, if any, of the Association against the Officer so resigning.

Section 4 – President

The President shall be the chief executive officer of the association and shall, subject to the control of the Board of Directors, have general supervision, direction and control of the business and affairs of the Association. He shall preside at all meetings of the members and the Board of Directors. He shall preside at all meetings of the members and the Board of Directors. He shall be Ex Officio a member of all the standing committees, including the executive committee, if any, shall have the general powers and duties as may be prescribed by the Board of Directors or these Bylaws.

Section 5 – Vice Presidents

The Vice Presidents, if any, shall perform such duties as the Board of Directors shall prescribe. In the event of absence or disability of the President, the Presidents duties and powers shall be performed and exercised by the Senior Vice President as designated by the Board of Directors.

Section 6 – Secretary

a) The Secretary shall keep or cause to be kept a Book of Minutes of all meetings of Directors and members showing the time and place of the meeting, whether it was a regular or

special, and if a special, how authorized, the notice given, the names of those present at Directors' meetings the number of membership present or represented at members' meetings and the proceedings thereof.

b) The Secretary shall give or cause to be given such notice of the meetings of the members and the Board of Directors as is required by these Bylaws or by law. The Secretary shall give or cause to be given such notice of the meetings of the members and the Board of Directors as is required by these Bylaws or by law. The Secretary shall keep the seal of the Association, if any, and affix it to all documents requiring a seal, and shall have such other powers and perform such other duties and powers shall be performed and exercised by the Secretary.

Section 7 – Treasurer

The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the Association, including accounts of its assets, liabilities, receipts and disbursements. The books of all accounts shall at all reasonable times be open to inspection by any director. The treasurer shall deposit all moneys and other valuables in the name and to the credit of the Association with such depositories as may be designated by the Board. The Treasurer shall disburse the funds of the Association as may be ordered by the Board, shall render to the President and Directors, whenever they request it, an account of all of the treasurer's transactions as Treasurer and of the financial condition of the Association, and shall have such other powers as may be prescribed by the Board of these Bylaws.

Section 8 – Compensation of Officers

No officer who is a member of the Board of Directors shall receive any compensation from the Association for acting as an Officer, unless such compensation is authorized by a resolution duly adopted by the members. The Board of Directors may fix any compensation to be paid to other officers.

ARTICLE VI

EXECUTIVE AND OTHER COMMITTEES

Subject to law, the provisions of the Articles of Incorporation and these Bylaws, the Board of Directors, by majority vote of the Directors in office, may appoint an executive committee and such other standing or temporary committees as may be necessary from time to time, consisting of not less than two of the Directors in office and having such powers as the Board of Directors may designate. Such committees shall hold office at the pleasure of the Board.

ARTICLE VII

ASSESSMENTS, RECORDS AND REPORTS:

Section 1 – Maintenance Assessments

As provided in the Declaration, the Association, through its Board of Directors, shall do the following:

- a) Maintain or provide for the maintenance of the common areas, the lighting, the entrance and other signs, and other facilities designated to serve the general benefit of the owners, and obtain the instance required by the Declaration.
- b) Assess and collect from every owner the maintenance assessment in the manor described in the Declaration.
- c) Supervise all Officers, agents and employees of the Association, and see that their duties are properly performed.
- d) Keep all funds received by the Association as maintenance assessments, together with any other funds received by the Association deposited in the “Maintenance Fund” and use such fund only for the purposes described in the Declaration.
- e) From time to time, and at least annually, prepare a budget for the Association, estimating common expenses expected to be incurred with adequate allowance for reserves, determine whether the annual maintenance assessment should be increased or decreased and report that same to the membership and, where appropriate, seek adjustments in the maintenance assessments as provided in the Declaration.
- f) Enforce the maintenance assessment in the manor provided in the Declaration.
- g) Keep records of the receipts and expenditures affecting the maintenance fund and make the same available for examination by the members and mortgagees at convenient hours, maintain an assessment roll showing the assessment against each owner, the amount paid upon the account and the balance due on the assessment, give each member written notice of each assessment at least thirty (30) days prior to the time when such assessment shall become due and payable; and for a reasonable charge, promptly provide any owner who makes a request in writing a written certificate of such owner’s unpaid assessment.

Section 2 – Capital Improvement Assessments

The association shall assess and collect from each owner such capital improvement assessments as have been approved by the vote or written consent of any class B member and two thirds, (2/3), of the voting power of the Class A members who are voting in person or by proxy at a meeting duly called for this purpose, subject to the quorum requirements as set forth in the Declaration.

Section 3 – Records

The Association shall keep correct and complete books and records of accounts and shall keep minutes of the proceedings of its members. Board of Directors and committees having any of the authority of the Board of Directors.

Section 4 – Inspection of Books and Records

All books, records and financial statements of the Association, the Declaration, the Articles of Incorporation and Bylaws of the Association may be inspected by any owner, or any Officer of the Association, for any proper purpose at a reasonable time, set by the Board of Directors or its agent, within thirty (30) days of recipient of the request, during normal business hours at the principle office of the Association, where copies may be purchased at a reasonable cost.

Section 5 – Certification and Inspection of Bylaws

The original or a copy of the Bylaws and any amendments thereto, certified by the secretary, shall be open to the inspection by the owners, mortgagees, Officers and Directors in the manner and to the extent required by law.

Section 6 – Checks, Drafts, Etc.

All checks, drafts and other orders for payment of money, notes or other evidences of indebtedness, issued in the name of or payable to the Association, shall be signed or endorsed by such person or persons and in such manner as shall be determined from time to time by resolution of the Board of Directors.

Section 7 – Execution of Documents

The Board of Directors may, except as otherwise provided in the Declaration, Articles of Incorporation, or the Bylaws, authorize any Officer or agent to enter into any contract or execute any instrument in the name of and on behalf of the Association. Such authority may be general or confined to specific instances. Unless so authorized by the Board of Directors, no Officer, agent or employee shall have any power or authority to bind the Association by any contract or engagement, or to pledge its credit, or to so render it liable for any purpose or any amount.

Section 8 – Reports and Audits

An annual report of the receipts and expenditures of the association, if any, together with a statement of assets and liabilities of the maintenance fund, if any, shall be rendered by the Board of Directors to all owners of units who have requested the same after the end of each fiscal year. From time to time, the Board of Directors at the expense of the Association may obtain an audit of the books and records pertaining to the Association and furnish copies thereof to the members.

ARTICLE VIII

GENERAL PROVISIONS:

Section 1 – Seal

The Board of Directors may, by resolution, adopt a corporate seal.

Section 2 – Notice

All notices to the Association or to the Board of Directors shall be sent care of the managing agent, or if there is no managing agent, to the principle office of the Association or to such other address as the Board of Directors may hereafter designate from time to time. All notices to members shall be sent to member's unit or to such other address as may have been designated by the member from time to time in writing to the Board of Directors.

Section 3 – Waiver of Notice

Whenever any notice to any member of Director is required by law, the Declaration, the Articles of Incorporation, or these Bylaws, a waiver of written notice in writing signed at any time by the person entitles to notice shall be equivalent to the giving of the notice.

Section 4 – Action Without Meeting

Any action which the law, the Declaration, the Articles of Incorporation, or the Bylaws require or permit the members of Directors to take at any meeting may be taken without a meeting if a consent in writing setting forth the action so taken is signed by all the members or Directors entitled to vote on the matter. The consent, which shall have the same effect as the unanimous vote of the members or Directors, shall be filed in the records of the minutes of the Association.

Section 5 – Conflicts

These Bylaws are intended to comply with the Oregon Nonprofit Corporation Law, The Declaration, and the Articles of Incorporation. In case of any irreconcilable conflicts, such statute and documents shall control over these Bylaws.

ARTICLE IX

AMENDMENTS TO BYLAWS:

Section 1 – How Proposed

Amendments to these Bylaws shall be proposed by either a majority of the Board of Directors of (or) by members having one-fourth (1/4) of the votes entitled to be cast for such

amendment. The proposed amendment must be reduced in writing and shall include in the notice of any meeting at which action is to be taken thereon.

Section 2-Adoption

The proposed amendment may be adopted by the membership at a regular or special meeting of the members called for that purpose, at which a quorum is present, by a majority of owners present in person or by proxy at such meeting and then written consent of the Class B members, if any; provided, however, that those provisions of these Bylaws which are governed by the Declaration, or the Articles of Incorporation of this Association may not be amended except as provided in those documents.

Section 3-Recording

Once adopted, such amendments shall be copied in the appropriate place of the minutes book if the Association containing the original Bylaws. If any Bylaw is repealed, the fact of such repeal and the date on which the appeal occurred shall so be stated in such book and place.

**JACKSON SCHOOL HOMEOWNERS
ASSOCIATION, INC.**

By: *Susan G Loun*
President

By: *Dorothy Merrill*
Secretary

CERTIFICATION

The undersigned President and Secretary of the Association hereby certify that the foregoing Amended and Restated Bylaws includes all previously adopted amendments that are in effect and no other changes, except correction of scriveners errors and to conform format and style were made.

By: Susan G. Lawson
President

STATE OF OREGON)
) ss.
County of Washington)

The foregoing instrument was acknowledged before me this 8th day of May, 2013, by Susan G. Lawson, President of **JACKSON SCHOOL HOMEOWNERS ASSOCIATION, INC.**, an Oregon nonprofit corporation, on its behalf.



Christine D. Meier
Notary Public for Oregon

By: Dorothy Merritt
Secretary

STATE OF OREGON)
) ss.
County of Washington)

The foregoing instrument was acknowledged before me this 8th day of May, 2013, by Dorothy Merritt, Secretary of **JACKSON SCHOOL HOMEOWNERS ASSOCIATION, INC.**, an Oregon nonprofit corporation, on its behalf.



Christine D. Meier
Notary Public for Oregon