

25738980

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

**ARTICLES OF INCORPORATION
CLAREMONT CIVIC ASSOCIATION**

JUL 29 1991
CORPORATION DIVISION

**ARTICLE I
CORPORATE NAME AND CLASSIFICATION**

1.1 The name of this corporation is Claremont Civic Association.

1.2 This nonprofit corporation is a mutual benefit corporation. This corporation is organized for the sole purpose of acquisitions, management, maintenance and care of corporate property including the purpose of engaging in any and all activities necessary to administer and enforce the Declaration of Protective Covenants, Conditions and Restrictions for Claremont, and exercising all powers granted or conferred thereby.

**ARTICLE II
REGISTERED AGENT**

The name of this corporation's initial registered agent is Lawco of Oregon. The address of the initial registered office of this corporation is 111 S.W. Fifth Avenue, Suite 2500, Portland, Oregon 97204.

**ARTICLE III
NOTICE**

The address to which notices may be mailed by the Oregon Secretary of State and the principal office of this corporation has been designated in an annual report is:

George J. Marshall
Post Office Box 91010
Portland, Oregon 97219-0010

**ARTICLE IV
DIRECTOR**

The number of directors constituting the initial Board of Directors is one. The incorporator has obtained the consent of the person named below to serve as director. The name and address of the person who is to serve as the initial director is:

George J. Marshall
Post Office Box 91010
Portland, Oregon 97219-0010

**ARTICLE V
MEMBERS**

This corporation shall have members. The requirements for membership and the voting rights of members shall be as provided in the bylaws.

**ARTICLE VI
DISSOLUTION**

Upon the dissolution of this corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of this corporation, dispose of all of this corporation's assets exclusively for the purposes of this corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future provision of the United States internal revenue law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court of the State of Oregon for the county in which this corporation's principal office is then located, exclusively for such purposes or to such organization or organizations, as the court shall determine.

**ARTICLE VII
PROHIBITED ACTIVITIES**

No part of this corporation's net earnings shall inure (other than by acquiring, constructing or providing management or maintenance of corporate property, and them by a rebate of excess membership dues, fees or assessments) to the benefit of, its members, directors, officers, or other private persons, except that this corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article I of these Articles. This corporation shall not engage in any activity which influences or attempts to influence the selection, nomination, election or appointment of any individual to Federal, State or local public office or in a political organization, or the election of Presidential or Vice Presidential electors, whether such electors are selected, nominated or appointed, or any other activity which would result. Notwithstanding any other provision of these Articles, this corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income taxation under Section 528 of the

Internal Revenue Code of 1986 (or the corresponding provision of any future United States internal revenue law).

ARTICLE VIII INDEMNIFICATION

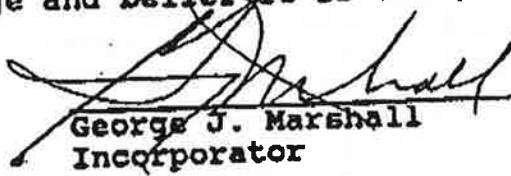
8.1 This corporation shall indemnify each of its directors and officers to the fullest extent permissible under the Oregon Nonprofit Corporation Law, as the same exists or may hereafter be amended, against all expense, liability, and loss (including, without limitation, attorneys' fees) incurred or suffered by such person by reason of or arising from the fact that such person is or was a director or officer of this corporation, or is or was serving at the request of this corporation as a director, officer, partner, trustee, employee, or agent of another foreign or domestic business or nonprofit corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise, and such indemnification shall continue as to a person who has ceased to be a director or officer and shall inure to the benefit of his or her heirs, executors, and administrators. This corporation may, by action of the Board of Directors, provide indemnification to its employees and agents who are not directors or officers with the same scope and effect as the indemnification provided in this Section 8.1 to directors and officers. The indemnification provided in this Section 8.1 shall not be exclusive of any other rights to which any person may be entitled under any statute, bylaws, agreement, resolution of members or directors, contract, or otherwise.

8.2 Each director or uncompensated officer of this corporation shall have no personal liability to this corporation or its members for monetary damages for conduct as a director or officer, provided this Section 8.2 shall not eliminate or limit the liability of a director or officer for (i) any breach of the director's or officer's duty of loyalty to this corporation or its members; (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (iii) any unlawful distribution; (iv) any transaction from which the director or officer derived an improper personal benefit; or (iv) any other act or omission specified by the provisions of the Oregon Nonprofit Corporation Law, as the same exists or may hereafter be amended. No subsequent repeal of or amendment to this Section 8.2 shall adversely affect any right or protection of a director or officer of this corporation existing at the time of such repeal or amendment.

ARTICLE IX
INCORPORATOR

The name of the incorporator is George J. Marshall,
whose address is Post Office Box 91010, Portland, Oregon
97219-0010.

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


George J. Marshall
Incorporator

FILED

NOV 12 1991

SECRETARY OF STATE

Registry Number:
57389-80
(If known)

ARTICLES OF CORRECTION

PLEASE TYPE OR PRINT LEGIBLY IN BLACK INK

Note: This form may be used by business corporations, professional corporations, nonprofit corporations, water district improvement corporations, and business trusts.

1. Name of the entity: Claremont Civic Association

2. Describe the document to be corrected, including the date on which it was filed:
(Or attach a copy of the document to be corrected.)

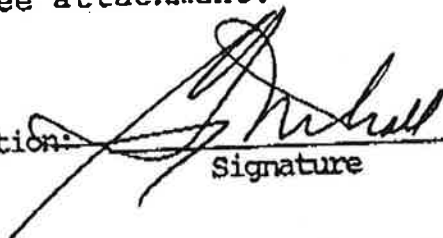
Articles of Incorporation filed on July 29, 1991

3. Describe the incorrect statement and indicate the reason it is incorrect:

Article IV - Directors is incorrect because a preliminary draft was inadvertently filed and the number of initial directors should be five, rather than one.

4. The incorrect statement is corrected to read:
(Attach additional sheets, if necessary.)

See attachment.

| | | |
|--|--------------------|--------------|
| Execution:  | George J. Marshall | Incorporator |
| Signature | Printed Name | Title |

| | | |
|--------------------------------------|-------------------------|----------------------|
| Person to contact about this filing: | Christopher T. Matthews | (503) 295-4400 |
| | Name | Daytime Phone Number |

Make checks payable to the Corporation Division. Submit the completed form and fee to: Corporation Division, 158 12th Street NE, Salem, Oregon 97310-0210. If you have any questions, please call (503) 378-4166.

**ARTICLE IV
DIRECTORS**

The number of directors constituting the initial Board of Directors is five. The incorporator has obtained the consents of the people named below to serve as directors. The names and addresses of the people who are to serve as the initial directors are:

**George J. Marshall
Post Office Box 91010
Portland, Oregon 97219-0010**

**Homer G. Williams
950 One Bank of America Financial Center
121 SW Morrison Street
Portland, Oregon 97204**

**Isaac M. Kalisvaart
950 One Bank of America Financial Center
121 SW Morrison Street
Portland, Oregon 97204**

**Dan Grimberg
Post Office Box 91010
Portland, Oregon 97219-0010**

**Dr. Franklin D. Piacentini
1034 SW Myrtle Drive
Portland, Oregon 97201**



Phone: (503) 986-2200
Fax: (503) 378-4391

Secretary of State
Corporation Division
255 Capitol St. NE, Suite 151
Salem, OR 97310-1327

Change of Registered Agent/Address—Corporations/LLC

For office use only

Check the appropriate box below:

- CHANGE OF AGENT AND ADDRESS
(Complete only 1, 2, 3, 4, 5, 6, 7, 13)
- CHANGE OF ADDRESS ONLY
(Complete only 1, 8, 9, 10, 11, 12, 13)

Registry Number: 257389-80

Attach Additional Sheet if Necessary
Please Type or Print Legibly in Black Ink • NO Filing Fee

NOTE: Use this form for Corporations or Business Trusts. NO Filing Fee.

1) NAME Claremont Civic Association

CHANGE OF REGISTERED AGENT AND OFFICE

- 2) THE REGISTERED AGENT HAS BEEN CHANGED TO:
Daniel Kearns - Reeve Kearns
- 3) THE NEW REGISTERED AGENT HAS CONSENTED TO THIS APPOINTMENT.
- 4) ADDRESS OF THE NEW REGISTERED OFFICE (Must be an Oregon Street Address which is identical to the registered agent's business office.)
610 S.W. Alder St.
Portland, OR 97205
- 5) THE STREET ADDRESS OF THE NEW REGISTERED OFFICE AND THE BUSINESS ADDRESS OF THE REGISTERED AGENT ARE IDENTICAL.
- 6) ADDRESS FOR MAILING NOTICES:
15800 NW Country Club Dr.
Portland, OR 97229
- 7) EXECUTION (Must be signed by one corporate officer or director for a corporation or a member/manager for a limited liability company.)
Printed Name: Barbara Dalbey
Signature: [Signature]
Title: Administrator

CHANGE OF REGISTERED AGENT'S BUSINESS OFFICE ONLY

- 8) NEW ADDRESS OF REGISTERED AGENT (The business address of the registered agent has changed to the following Oregon Street Address.)

- 9) THE STREET ADDRESS OF THE NEW REGISTERED OFFICE AND THE BUSINESS ADDRESS OF THE REGISTERED AGENT ARE IDENTICAL.
- 10) NOTIFICATION
 The corporation has been notified in writing of this change.
- 11) ADDRESS FOR MAILING NOTICES:

- 12) EXECUTION (Must be signed by the registered agent or a corporate officer or director for a corporation or a member/manager for a limited liability company.)
Printed Name: _____
Signature: _____
Title: _____

13) CONTACT NAME Barbara Dalbey

DAYTIME PHONE NUMBER - INCLUDING AREA CODE

(503) 645-7600



Phone: (503) 866-2200
Fax: (503) 378-4381

Secretary of State
Corporation Division
255 Capitol St. NE, Suite 151
Salem, OR 97310-1827

Amendment to Annual Report

For office use only

- Professional Corporation
- Nonprofit Corporation
- Business Corporation
- Cooperative
- Water District

Registry Number 257389-80

Entity Type DOMESTIC FOREIGN

Please Type or Print Legibly in Black Ink - - NO Filing Fee

To change the Registered Agent, use Change of Registered Agent/Address, Form CR131

1) NAME OF ENTITY Claremont Civic Association

2) PRINCIPAL PLACE OF BUSINESS (street address)
15800 NW Country Club Dr
Portland, OR 97229

3) MAILING ADDRESS
Same

OFFICERS NAME AND ADDRESSES

4) PRESIDENT (Name and street address)
David Fay
15217 NW Troon Way
Portland, OR 97229

5) SECRETARY (Name and street address)
Hal Murdock
15690 NW Claremont Drive
Portland, OR 97229

6) EXECUTION

SIGNATURE: Barbara Dalbey

PRINTED NAME: Barbara Dalbey

TITLE: Administrator

DATE: 8/15/01

7) CONTACT NAME
Barbara Dalbey

DAYTIME PHONE NUMBER - INCLUDING AREA CODE
(503) 645-7600



Phone: (503) 986-2200
Fax: (503) 378-4381

Articles of Amendment—Business/Professional/Nonprofit

Secretary of State
Corporation Division
255 Capitol St. NE, Suite 151
Salem, OR 97310-1327

Check the appropriate box below:

For office use only

- BUSINESS/PROFESSIONAL CORPORATION
(Complete only 1, 2, 3, 4, 6, 7)
- NONPROFIT CORPORATION
(Complete only 1, 2, 3, 5, 6, 7)

Registry Number: 25738980

Attach Additional Sheet if Necessary
Please Type or Print Legibly in Black Ink

- 1) NAME OF CORPORATION PRIOR TO AMENDMENT Claremont Civic Association
- 2) STATE THE ARTICLE NUMBER(S) AND SET FORTH THE ARTICLE(S) AS IT IS AMENDED TO READ. (Attach a separate sheet if necessary.)
Articles V and VI are deleted in their entirety and replaced with the attached language.
- 3) THE AMENDMENT WAS ADOPTED ON: _____
(If more than one amendment was adopted, identify the date of adoption of each amendment.)

BUSINESS/PROFESSIONAL CORPORATION ONLY

4) CHECK THE APPROPRIATE STATEMENT

Shareholder action was required to adopt the amendment(s). The vote was as follows:

| Class or series of shares | Number of shares outstanding | Number of votes entitled to be cast | Number of votes cast FOR | Number of votes cast AGAINST |
|---------------------------|------------------------------|-------------------------------------|--------------------------|------------------------------|
| | | | | |

Shareholder action was not required to adopt the amendment(s). The amendment(s) was adopted by the board of directors without shareholder action.

The corporation has not issued any shares of stock. Shareholder action was not required to adopt the amendment(s). The amendment(s) was adopted by the incorporators or by the board of directors.

NONPROFIT CORPORATION ONLY

5) CHECK THE APPROPRIATE STATEMENT

Membership approval was not required. The amendment(s) was approved by a sufficient vote of the board of directors or incorporators.

Membership approval was required. The membership vote was as follows:

| Class(es) entitled to vote | Number of members entitled to vote | Number of votes entitled to be cast | Number of votes cast FOR | Number of votes cast AGAINST |
|----------------------------|------------------------------------|-------------------------------------|--------------------------|------------------------------|
| | | | | |

6) EXECUTION

Printed Name: Harold R. Murdock Signature: [Signature] Title: Secretary - 8-13-2001

7) CONTACT NAME

Robert J. Sullivan

DAYTIME PHONE NUMBER — INCLUDING AREA CODE

503-517-2401

*Track # 6213
8/15/01*

FEES

Make check for \$20 payable to "Corporation Division."

NOTE: Fees may be paid with VISA or MasterCard. The card number and expiration date should be submitted on a separate sheet for your protection.

Corporate Div. State Or.

ARTICLE V

The Corporation shall have members. Every person or entity who is an Owner in the Planned Unit Development (as those terms are defined in the Declaration of Protective Covenants, Conditions and Restrictions for Claremont and any amendments thereto (collectively the "Declaration")) shall be a member of the Corporation on the terms and conditions set forth in, and except as provided in the Declaration and the Bylaws.

ARTICLE VI

Upon the dissolution of this corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of this corporation, dispose of all of this corporation's assets exclusively for the purposes of this corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future provision of the United States Internal Revenue law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court of the State of Oregon for the county in which this corporation's principal office is then located, exclusively for such purposes or to such organization or organizations as the court shall determine.

Notwithstanding the preceding paragraph, and subject to any contrary provisions in Chapter 65, Oregon Revised Statutes (the "Act"), the Corporation may be dissolved with the assent given in writing and signed by not less than a majority of the total votes entitled to be cast after a quorum is met. Upon dissolution of the Corporation, it shall automatically be succeeded by an unincorporated association of the same name. All of the assets, property, powers, and obligations of the Corporation existing prior to the dissolution shall thereupon automatically vest in the successor unincorporated corporation.