

ARTICLES OF INCORPORATION

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FILED  
OF THE OFFICE OF THE CORPORATIONS  
COMMISSIONER OF THE STATE OF OREGON  
JUN 27 1972  
FRANK J. HEALY  
CORPORATIONS COMMISSIONER

OF  
Old Sweetbriar Farm Homeowners  
ASSOCIATION

In compliance with the requirements of Oregon Revised Statutes Chapter 6,  
and Oregon Revised Statutes 317.080(7) (reference to statute under  
which incorporation is sought) the undersigned, all of whom are  
residents of Oregon and all of whom  
are of full age, have this day voluntarily associated themselves together for the  
purpose of forming a corporation not for profit and do hereby certify:

ARTICLE I

The name of the corporation is Old Sweetbriar Farm Homeowners  
Association, hereafter called the "Association".

ARTICLE II

The principal office of the Association is located at Portland, Oregon  
Marquam 11 Building 2611 S.W. 3rd

ARTICLE III

Mary Lou Currie whose address is  
Marquam 11 Building, 2611 S.W. 3rd  
the initial registered agent of this Association, is hereby appointed

ARTICLE IV

PURPOSE AND POWERS OF THE ASSOCIATION

This Association does not contemplate pecuniary gain or profit to the members  
thereof, and the specific purposes for which it is formed are to provide for  
maintenance, preservation and architectural control of the residence Lots and Common  
Area within that certain tract of property described as:

Tracts A, B, C, D, E, F and G;  
Part of the Plat of Old Sweet Briar Farm

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to promote the health, safety and welfare of the residents within the above described property and any additions thereto as may hereafter be brought within the jurisdiction of this Association for this purpose to:

(a) exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in that certain Declaration of Covenants, Conditions and Restrictions, hereinafter called the "Declaration", applicable to the property and recorded or to be recorded in the Office of the County Clerk, Multnomah County, Oregon and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth at length;

(b) 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;

(c) 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;

(d) borrow money, and with the assent of two-thirds (2/3) of the total membership mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property only in the common areas as security for money borrowed or debts incurred;

(e) 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. No such dedication or transfer shall be effective unless an instrument has been signed by two-thirds (2/3) of the total membership, agreeing to such dedication, sale or transfer

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(f) participate in mergers and consolidations with other nonprofit corporations organized for the same purposes or annex additional residential property and Common Area, provided that any such merger, consolidation or annexation shall have the assent of two-thirds (2/3) of the total membership;

(g) have and to exercise any and all powers, rights and privileges which a corporation organized under the Non-Profit Corporation Law of the State of Oregon by law may now or hereafter have or exercise.

ARTICLE V  
MEMBERSHIP

Every person or entity who is a record owner of a fee or undivided fee interest in any Lot which is subject by covenants of record to assessment by the Association, 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 which is subject to assessment by the Association.

ARTICLE VI  
VOTING RIGHTS

The Association shall have two classes of voting membership:

Class A. Class A members shall be all owners with the exception of the Declarant and shall be entitled to one vote for each Lot owned. 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.

Class B. The Class B member(s) shall be the Declarant (as defined in the Declaration), and shall be entitled to three (3) votes for each Lot owned. The Class B membership shall cease and be converted to Class A membership on the happening of either of the following events, whichever occurs earlier:

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- (a) when the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership; or
- (b) on December 31, 1975

ARTICLE VII

BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of nine (9) Directors, who need not be members of the Association. The number of directors may be changed by amendment of the By-laws of the Association. The names and addresses of the persons who are to act in the capacity of directors until the selection of their successors are:

<u>NAME</u>	<u>ADDRESS</u>
Donald H. Leavitt	2611 S. W. 3rd Ave., Portland, Oregon
Robert S. Leavitt	305 Pine St., Seattle, Washington
Helen Althaus	Rt. 1 Box 1140, Troutdale, Oregon
Mary Lou Curria	1335 S. W. 66th Ave., Portland, Oregon
Bette Oyen	2611 S. W. 3rd Ave., Portland, Oregon
Wayne Rembold	2611 S. W. 3rd Ave., Portland, Oregon
David Oringdolph	4547 S. W. Scholls Ferry Rd, Portland, Ore.
Wes Davis	4547 S. W. Scholls Ferry Rd, Portland, Ore.
Candy Lamoreaux	2611 S. W. 3rd Ave., Portland, Oregon

At the first annual meeting the members shall elect three directors for a term of one year, three directors for a term of two years and three directors for a term of three years; and at each annual meeting thereafter, the members shall elect three directors for a term of three years.

ARTICLE VIII

DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of the total membership. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created. In the event that such

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If acceptance is refused, such assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization to be devoted to such similar purposes.

ARTICLE IX

DURATION

The corporation shall exist perpetually.

ARTICLE X

AMENDMENTS

Amendment of these Articles shall require the assent of 75 per cent (75%) of the entire membership.

ARTICLE XI

FHA/VA APPROVAL

As long as there is a Class B membership, the following actions will require the prior approval of the Federal Housing Administration or the Veterans Administration: annexation of additional properties, merger, and consolidations, mortgaging of Common Area, dedication of Common Area, dissolution and amendment of these Articles.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Oregon, we, the undersigned, constituting the incorporators of this Association, have executed these Articles of Incorporation this 24th day of May, 1972.

*[Handwritten signatures of Donald H. Leavitt, Mary Lou Currin, Wayne Rembold, and Candy Lamoreux]*

STATE OF OREGON

County of Multnomah

I, *[Signature]*, a Notary Public for Oregon, hereby certify that on the 24th day of May, 1972, personally appeared before me Donald H. Leavitt, Mary Lou Currin, Wayne Rembold & Candy Lamoreux

who being by me first duly sworn, severally declared that they are the persons who signed the foregoing document as incorporations, and that the statements therein contained are true.

*[Signature]*  
Notary Public for Oregon

My commission expires: *[Signature]*

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May 23rd 1972

*[Signature]*  
Wes Davis

STATE OF OREGON }  
County of Multnomah } ss.

I, *Adeline M. Meyer*, a Notary Public for Oregon, hereby certify that on the \_\_\_\_\_ day of May, 1972, personally appeared before me DAVID ORINGDULPH and WES DAVIS, who being by me first duly sworn, severally declared that they are the persons who signed the foregoing document as incorporations, and that the statements therein contained are true.

*Adeline M. Meyer*  
Notary Public for Oregon  
My commission expires: 7-6-72

STATE OF OREGON }  
County of Multnomah } ss.

I, Candy Lamoreaux, a Notary Public for Oregon, hereby certify that on the 24th day of May, 1972, personally appeared before me, BETTE JEAN OWEN, who being by me first duly sworn, severally declared that she is the person who signed the foregoing document, and that the statements therein contained are true.

*Candy Lamoreaux*  
Notary Public for Oregon  
My commission expires 4/23/76

Tracts A, B, C, D, E, F and G.  
Part of the Plat of Old Sweet Briar Farm

*[Handwritten stamp]*

May 15, 1972

*Helen F. Allhouse*

STATE OF OREGON }  
County of Multnomah } ss.

I, *Helen F. Allhouse*, a Notary Public for Oregon, hereby certify that on the 15 day of May, 1972, personally appeared before me HELEN ALTHUS, who being by me first duly sworn, severally declared that she is the person who signed the foregoing document as incorporations, and that the statements therein contained are true.

*Helen F. Allhouse*  
Notary Public for Oregon  
My commission expires: June 1, 1975

June 13, 1972

*Robert S. Leavitt*

STATE OF WASHINGTON }  
County of King } ss.

I, Mona L. Cronos, a Notary Public for Washington, hereby certify that on the 13 day of June, 1972, personally appeared before me ROBERT S. LEAVITT, who being by me first duly sworn, severally declared that he is the person who signed the foregoing document as incorporations, and that the statements therein contained are true.

*Mona L. Cronos*  
Notary Public for Washington  
My commission expires: 5-7-75

Tracts A, B, C, D, E, F and G:  
Part of the Plat of Old Sweet Briar Farm

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