



Secretary of State
Corporation Division
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CORPORATION Salem, OR 97310-1327

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Registry Number: 072193-97
Type: DOMESTIC NONPROFIT

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MAY 20 2003

THE MEADOW'S AT
TIMBERHILL OWNER'S ...
PO BOX 23099
TIGARD OR 97281

Acknowledgment Letter

The document you submitted was recorded as shown below. Please review and verify the information listed for accuracy.

If you have any questions regarding this acknowledgement, contact the Secretary of State, Corporation Division at (503)986-2200. Please refer to the registration number listed above. A copy of the filed documentation may be ordered for a fee of \$5.00. Submit your request to the address listed above or call (503)986-2317 with your Visa or MasterCard number.

Document

CHANGE OF REGISTERED AGENT/ADDRESS

Filed On
05/16/2003

Jurisdiction
OREGON

Nonprofit Type
MUTUAL BENEFIT WITH
MEMBERS

Name

THE MEADOW'S AT TIMBERHILL OWNER'S ASSOCIATION, INC.

Principal Place of Business

2460 SW 187TH AVE
BEAVERTON OR 97006

Registered Agent

MARSHALL FANT
7000 SW HAMPTON ST STE
TIGARD, OR 97223

Mailing Address

PO BOX 23099
TIGARD OR 97281

President

SEAN KEYS
2460 SW 187TH AVE
BEAVERTON OR 97006

Secretary

NEIL JAPPORT
2462 SW 187TH AVE
BEAVERTON OR 97006

ARTICLES OF INCORPORATION
OF
THE MEADOWS AT TIMBERHILL
OWNER'S ASSOCIATION, INC.

In compliance with the requirements of Chapter 65, Oregon Revised Statutes (the "Act"), the undersigned incorporator, a natural person over 18 years of age, does hereby form a corporation not for profit and does hereby certify:

I.
NAME

The name of the corporation is The Meadows at Timberhill Owner's Association, Inc. (the "Association").

II.
NATURE OF CORPORATION

The Association is a mutual benefit corporation.

III.
REGISTERED OFFICE

The initial registered office of the Association is located at 2460 SW 187th Avenue, Beaverton, OR 97006.

IV.
REGISTERED AGENT

Sean Keys, whose address is 1000 SW Vista Avenue #915, Portland, OR 97205, is hereby appointed the initial registered agent of the Association. The registered office of the Association is located at the address given in the preceding sentence. The alternate corporate mailing address required by Section 65.047(1)(e) of the Act is 2460 SW 187th Avenue, Beaverton, OR 97006.

V.
PURPOSE AND POWERS OF THE ASSOCIATION

The Association does not contemplate pecuniary gain or profit to the members thereof and shall exist exclusively for non-profit purposes. No part of the net earnings of the Association shall inure to the benefit of any private member or members or any individual.

The Association shall have the powers set forth in that certain Amended and Restated Declaration of Covenants, Conditions and Restrictions for The Meadows at Timberhill which has been or will be recorded in the Office of County Recorder of Multnomah County, Oregon (the "Declaration"), and in the Bylaws of the Association (the "Bylaws"), as each may be amended from time to time.

VI.
MEMBERSHIP

The Association shall have members. Every person or entity who is an Owner of a Building Lot in the Property (as those terms are defined in the Declaration) shall be a member of the Association on the terms and conditions set forth in, and except as provided in, the Declaration and Bylaws.

VII.
BOARD OF DIRECTORS

The names and addresses of the persons who are to act in the capacity of Directors until the selection of successors in accordance with the Bylaws, each of whom has consented to serve in such capacity, are:

<u>NAME</u>	<u>ADDRESS</u>
Sean Keys	2460 SW 187 ^h Avenue Beaverton, OR 97006
Michelle McIrvin	2460 SW 187 th Avenue Beaverton, OR 97006

IX.
DISSOLUTION

Subject to any contrary provisions of the Act, the Association may be dissolved with the assent given in writing and signed by not less than the Owners of 75 percent of the thenexisting Building Lots (as those terms are defined in the Declaration) and of Declarant for so long as Declarant owns one or more of the Building Lots or retains the right to annex additional property to the Property. Upon dissolution of the Association, it shall automatically be succeeded by an unincorporated association of the same name. All of the assets, property, powers, and obligations of the Association existing prior to dissolution shall thereupon automatically vest in the successor unincorporated association.

X.
DURATION

The corporation shall exist perpetually.

XI.
LIABILITY OF DIRECTORS

To the fullest extent authorized by law, the personal liability of each Director to the Association or its Owners for monetary damages for conduct as a Director shall be eliminated

XII.
INDEMNIFICATION

To the fullest extent authorized by law, the Board, acting on behalf of the Association, may indemnify or advance costs of defense, or commit the Association to indemnify or advance costs of defense in the future, to *any* person who is made or threatened to be made a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit, or proceeding by or in the right of the Association), by reason of the fact that the person is or was a Director, officer, employee, or agent, of the Association, or serves or served at the request of the Association as a Director, officer, partner, trustee, member, manager, agent, or employee of another corporation, partnership, limited liability company, joint venture, trust, employee benefit plan, or other enterprise. In exercising the authority granted by this Article XI, the Board may choose, on the Association's behalf, to utilize the procedures provided in the Act, prescribe other approval processes, or eliminate any procedures for specific findings or futhur approval in the individual matter. This Article XI shall not be deemed exclusive of *any* other provision for indemnification of Directors, officers, fiduciaries, employees, or agents that may be included in any statute, Bylaw, resolution of Owners or Directors, agreement, or otherwise, either as to action in any official capacity or action in another capacity while holding office.

XIII.
AMENDMENTS

Amendments of these Articles shall require the assent of the Owners of at least 75 percent of the then-existing Building Lots and of Declarant so long as Declarant owns one or more of the Building Lots or retains the right to annex additional property to the Property, provided, however, that Declarant's assent to amendment of these Articles shall not be required after the earlier to occur of the date that is seven years after the date on which the first Building Lot is conveyed, or the date on which 75 percent of the Building Lots planned for The Meadows at Timberhill have been conveyed by Declarant to persons other than Declarant. Notwithstanding the foregoing, any provisions contained in both these Articles and the Bylaws may be amended only in the manner provided for the Bylaws.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Oregon, I, the undersigned, constituting the incorporator of the Association, have executed these Amended Articles of Incorporation effective this 3rd day of July, 2001, and declare that the foregoing Articles of Incorporation, to the best of my knowledge and belief, are true, correct and complete.

Name:	Sean Keys
Address:	2460 S W 187 th Avenue Beaverton, OR 97006