

01966-17

RESTATED ARTICLES OF INCORPORATION
OF
SUMMERFIELD CIVIC ASSOCIATION

(A Nonprofit Corporation)

FILED

SEP 18 1991

SECRETARY OF STATE

ARTICLE I

The name of the corporation is Summerfield Civic Association and its duration shall be perpetual.

ARTICLE II

This corporation is a mutual benefit corporation.

ARTICLE III

The purposes for which the corporation is organized are:

(1) To hold, administer, operate, improve and beautify, without profit to itself, such parks, walkways, recreational facilities and other property as have been or may be established for the common use of any owners or occupants of residential units in the development in Washington County, Oregon, known as "Summerfield", and to make rules and regulations limiting, defining, and regulating the uses of the said common property and all other property in Summerfield.

(2) To enforce the conditions, restrictions, reservations, charges and assessments set forth in the recorded Declaration of Conditions and Restrictions as originally executed by Tualatin-Franklin, a joint venture, and as it may be amended and restated from time to time ("Declaration").

(3) To foster among the owners or occupants of residential units in Summerfield a spirit of community pride and civic responsibility, and to provide a forum for the discussion of community problems and a means for concerted action in solving such problems.

(4) To assess and collect from time to time from the Proprietary Members of the Association:

(a) annual assessments or charges, and

(b) special assessments for capital improvements, from time to time all as authorized in accordance with the Declaration.

The assessments levied shall be used exclusively for the purpose of promoting the recreation, health, safety, welfare and

protection of the residents of Summerfield and in particular for the improvements and maintenance of Summerfield and the common buildings, service facilities, planted parkways, recreation facilities and common areas and facilities in Summerfield.

(5) To engage in any lawful activity for which nonprofit corporations may be organized under ORS Chapter 65.

ARTICLE IV

The address of the registered office of the corporation is 10650 S.W. Summerfield Drive, Tigard, Oregon 97223. The name of the registered agent is ~~Charlotte Tice~~. ~~James A. Davis~~ (filed with state of Oregon)
Karen L. Mathews

ARTICLE V

The mailing address of the corporation for notices is 10650 S.W. Summerfield Drive, Tigard, Oregon 97223.

ARTICLE VI

The corporation shall have members as that term is defined in the Oregon Nonprofit Corporation Act. There shall be two classes of members as follows:

A. Proprietary Members. Each owner of a residential unit in "Summerfield" shall be a Proprietary Member of the Civic Association, subject to the Declaration and the Bylaws; provided, that the purchaser(s) of a residential unit under a duly recorded contract shall be deemed the "owner" of such residential unit for these purposes. The rights and privileges of a Proprietary Membership shall terminate when the holder of any such Proprietary Membership shall cease to qualify as an owner.

B. Associate Members. Each lessee, renter or other occupant of a residential unit in Summerfield not eligible for Proprietary Membership, but who satisfies the conditions of the Declaration and the Bylaws applicable to residency and qualified membership in Summerfield, shall be an Associate Member, which status shall continue in effect during such period as the Associate Member shall be an authorized nonproprietary occupant of a residential unit in Summerfield. At any time an Associate Member shall cease to be a resident of Summerfield, or shall become a Proprietary Member, his rights and privileges as an Associate Member shall thereupon terminate.

C. Voting Rights. For purposes of voting on amendments to these Articles or the Declaration, each Proprietary Member shall be entitled to one vote per residential unit owned by such member; provided, that if two (2) or more Proprietary Members shall own any residential unit by any form of co-tenancy, such ownership is entitled to one vote, and any one Proprietary Member may execute

the written instrument or cast the ballot for that residential unit on behalf of all of the Proprietary Members who own such unit in the absence of written protest of the other Proprietary Members owning such unit. All other voting rights of Associate and Proprietary Members are set forth in the Bylaws.

ARTICLE VII

A. Indemnification. The corporation shall indemnify to the fullest extent not prohibited by law any director, officer, or member of a committee of the corporation who was or is a party or is threatened to be made a party to any Proceeding against all expenses (including attorney fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by the person in connection with such Proceeding.

B. Advancement of Expenses. Expenses incurred by a director, officer, or member of a committee of the corporation in defending a Proceeding shall in all cases be paid by the corporation in advance of the final disposition of such Proceeding at the written request of such person, if the person:

1. furnishes the corporation a written affirmation of the person's good faith belief that such person has met the standard of conduct described in the Oregon Nonprofit Corporation Act or is entitled to be indemnified by the corporation under any other indemnification rights granted by the corporation to such person; and

2. furnishes the corporation a written undertaking to repay such advance to the extent it is ultimately determined by a court that such person is not entitled to be indemnified by the corporation under this Article or under any other indemnification rights granted by the corporation to such person.

Such advances shall be made without regard to the person's ability to repay such advances and without regard to the person's ultimate entitlement to indemnification under this Article or otherwise.

C. Definition of Proceeding. The term "Proceeding" shall include any threatened, pending, or completed action, suit, or proceeding, whether brought in the right of the corporation or otherwise and whether of a civil, criminal, administrative, or investigative nature, in which a person may be or may have been involved as a party or otherwise by reason of the fact that the person is or was a director, officer, or member of a committee of the corporation or is or was serving at the request of the corporation as a director, officer, or member of a committee of another corporation, partnership, joint venture, trust, or other enterprise, whether or not serving in such capacity at the time any

liability or expense is incurred for which indemnification or advancement of expenses can be provided under this Article.

D. Non-Exclusivity and Continuity of Rights. This Article: (i) shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any statute, agreement, general or specific action of the board of directors, both as to action in the official capacity of the person indemnified and as to action in another capacity while holding office, (ii) shall continue as to a person who has ceased to be a director, officer, or member of a committee, (iii) shall inure to the benefit of the heirs, executors, and administrators of such person, and (iv) shall extend to all claims for indemnification or advancement of expenses made after the adoption of this Article.

E. Amendments. Any repeal of this Article shall only be prospective and no repeal or modification hereof shall adversely affect the rights under this Article in effect at the time of the alleged occurrence of any action or omission to act that is the cause of any Proceeding.

ARTICLE VIII

No director or uncompensated officer of the corporation shall be personally liable to the corporation for monetary damages for conduct as a director or uncompensated officer; provided that this Article VIII shall not eliminate the liability of a director or uncompensated officer for any act or omission for which such elimination of liability is not permitted under the Oregon Nonprofit Corporation Act. No amendment to the Oregon Nonprofit Corporation Act that further limits the acts or omissions for which elimination of liability is permitted shall affect the liability of a director or uncompensated officer for any act or omission that occurs prior to the effective date of such amendment.

ARTICLE IX

The authority to make, alter, amend or repeal the Articles of Incorporation of the corporation is vested solely in the Proprietary Members, and any amendment, alteration, or repeal of such Articles must be approved by at least sixty percent of all Proprietary Members.

ARTICLE X

Upon the dissolution of the corporation, if the residential development in Washington County, Oregon, known as Summerfield shall then be incorporated as a town or city, then all of the real property of the corporation shall be distributed to such then existing town or city for the perpetual use as a public park or public recreational facility, and all of its assets shall

be used to maintain and operate the said real property for such public use. If Summerfield is not then incorporated as a town or city, the assets of the corporation shall be distributed to the City of Tigard, Oregon, for the same use and purpose as stated in the preceding sentence. If the said City of Tigard, Oregon, does not accept the assets of the corporation as hereinabove provided, then the personal property of the corporation shall be liquidated and the proceeds thereof distributed equally to the owners of property in Summerfield in proportion to their ownership of residential units, and all real property of the corporation shall be held by the owners of the property in Summerfield as tenants in common; provided, however, that the said real property shall be used solely for the common use and benefit of the owners from time to time of residential units in Summerfield.

DATED: Sept. 7, 1991.



President

The undersigned President and Secretary of Summerfield Civic Association certify that these Articles have been approved by the affirmative vote of seventy-five percent (75%) of the Proprietary Members; that the approval of Tualatin-Franklin, as Declarant, is no longer required; and that the undersigned officers have been authorized by the Board of Directors to execute and record these Articles on behalf of Summerfield Civic Association.

SUMMERFIELD CIVIC ASSOCIATION

By: Howard Graham
Title: President

By: Charlotte Rice
Title: Secretary

STATE OF OREGON)
County of Washington ss.

On this 20 day of August, 1991, personally appeared before me Howard Graham and Charlotte Rice, who being duly sworn did say that they are the President and Secretary, respectively, of SUMMERFIELD CIVIC ASSOCIATION, an Oregon non-profit corporation, and that the foregoing instrument was signed in behalf of said corporation by authority of its Board of Directors, and acknowledged that said instrument is the free act and deed of said corporation.

Dorothy M. McFall
Notary Public for Oregon
My Commission Expires: 3-9-94