

**ARTICLES OF INCORPORATION  
OF  
ALLENBACH ACRES HOMEOWNERS ASSOCIATION**

Pursuant to the Oregon Business Corporation Act (the "Act"), the undersigned incorporator adopts the following Articles of Incorporation:

**ARTICLE I  
Name and Duration of Corporation**

The name of the corporation is ALLENBACH ACRES HOMEOWNERS ASSOCIATION (the "Association"). The period of duration is perpetual.

**ARTICLE II  
Purposes**

This corporation is a mutual benefit corporation and is formed under the provisions of the Planned Community Act to serve as the means through which the owners may take action with regard to the administration, management and operation of Allenbach Homeowners Association. Allenbach Acres is a Class II Planned Community located in Washington County, Oregon, and will be subjected to specific provisions of the Planned Community Act pursuant to ORS 94.572. The original Declaration of Conditions, Covenants and Restriction of Allenbach Acres Subdivision was recorded in the deed records of Washington County, Oregon (the "Declaration") as document number 86028244. The definitions contained or adopted by the Declaration are hereby adopted by reference.

**ARTICLE III  
Powers and Duties**

The Association shall exercise and perform all of the powers and obligations granted to the Association by the Planned Community Act, the Declaration and the Bylaws of Allenbach Acres Homeowners Association, as the same may hereafter be amended. In addition, the Association shall have all of the powers and obligations of a nonprofit corporation pursuant to the general nonprofit corporation laws of the State of Oregon to the extent not inconsistent with the Planned Community Act.

**ARTICLE IV**  
**Registered Office and Agent**

The street address of the initial registered office of the Association is c/o Vial Fotheringham LLP, 7000 SW Varns Street, Portland, Oregon, 97223-8006 and the name of its registered agent who shall be amenable to service of process at such address is A. Richard Vial. The principal office and mailing address to which the Corporation Commissioner may mail notices as required by law is:

Vial Fotheringham LLP  
7000 SW Varns Street  
Portland, Oregon 97223-8006

**ARTICLE V**  
**Address for Mailing Notices**

Vial Fotheringham LLP  
7000 SW Varns Street  
Portland, Oregon 97223-8006

**ARTICLE VI**  
**Directors**

The affairs of the Association shall be governed by a board of directors. The board of directors is the same governing body referred to in the Declaration as the Architectural Control Committee and has all of the rights, powers and responsibility contained therein. In addition, the board has those powers contained in the Bylaws of the Association, these Articles and those available under Oregon law.

The board of directors shall be composed of no fewer than five (5) and no more than seven (7) directors. All directors shall be an owner or co-owner of a lot within Allenbach Acres. The initial directors may be elected at the organizational meeting of the Association by a majority of owners then present. If the owners do not elect the initial board of directors at the organizational meeting, the owners shall elect an interim board of directors by an affirmative vote of at least majority of the owners then present. Interim directors shall serve until the initial board is elected. The meeting of the initial directors, if necessary, shall be scheduled and conducted by the interim directors.

The remaining provisions applicable to the board of directors are more fully set forth in the Bylaws.

**ARTICLE VII**  
**Incorporator**

The name and address of the incorporator is:

John D. Richards, Esq.  
7000 SW Varns Street  
Portland, OR 97223-8006

**ARTICLE VIII**  
**Dissolution**

In the event the Association shall at any time be dissolved, whether inadvertently or deliberately, it shall automatically be succeeded by an unincorporated association of the same name. In that event, all of the property, powers and obligations of the incorporated association existing immediately prior to its dissolution shall thereupon automatically vest in the successor unincorporated association, which vesting shall thereafter be confirmed and evidenced by appropriate conveyances and assignments by the incorporated association. To the greatest extent possible, any such successor-unincorporated association shall be governed by the Articles of Incorporation and Bylaws of the incorporated association as if they had been made to constitute the governing documents of the unincorporated association.

**ARTICLE IX**  
**Membership and Voting Rights**

(a) All owners of Allenbach Acres and the Association itself, to the extent any of these own a lot in Allenbach Acres, shall be members of the Association. Such membership shall commence, exist and continue simply by virtue of such ownership, shall expire automatically upon termination of such ownership, and need not be confirmed or evidenced by any certificate or acceptance of membership.

(b) Each owner shall have one vote for each lot in Allenbach Acres owned by such owner. Whenever any lot is owned by two or more persons jointly, the vote of such lot may be exercised by any one of the Owners then present, in the absence of protest by a co-owner. In the event of such protest no one co-owner shall be entitled to vote without the approval of all co-owners. In the event of disagreement among the co-owners the vote of such lot shall be disregarded completely in determining the proportion of votes given with respect to such matter. In no event shall more than one vote be cast with respect to any lot.

(c) The board of directors shall be entitled to vote on behalf of any lot which has been acquired by or on behalf of the Association; provided, however, that the board of directors shall not be entitled to vote such lot in any election of directors. The method of voting shall be as provided in the Bylaws.

**ARTICLE X**  
**Amendment**

The provisions hereof may not be amended without the vote of owners holding a majority of the voting rights, together with the consent of mortgagees to the extent required by the Planned Community Act, the Declaration or the Bylaws. No such amendment may be inconsistent with the Declaration or Bylaws unless such documents are likewise amended as provided therein.

DATED \_\_\_\_\_, 2002.

**Vial Fotheringham LLP**

By:  
John D. Richards, Esq.