

**ARTICLES OF INCORPORATION
OF
ROBIN MEADOWS HOMEOWNERS' ASSOCIATION, INC.**

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

**ARTICLE I
NAME**

The name of the corporation is Robin Meadows Homeowners' Association, Inc. (the "Association").

**ARTICLE II
NATURE OF CORPORATION**

The Association is a mutual benefit corporation.

**ARTICLE III
REGISTERED OFFICE**

The initial registered office of the Association is located at 2478 SE Clover Court, Hillsboro, OR 97123.

**ARTICLE IV
REGISTERED AGENT**

Stephen Auenson, whose address is 2478 SE Clover Court, Hillsboro, OR 97123, 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 23800 SW Rainbow Lane, Hillsboro, OR 97123.

**ARTICLE 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, exercise, and perform all of the following powers, duties, and obligations:

- A. Declaration. The powers, duties and obligations granted to the Association by that certain Declaration of Protective Covenants, Conditions, and Restrictions of Robin Meadows Subdivision to be recorded in the Office of County Recorder of

Washington County, Oregon, as the Declaration may be amended from time to time as therein provided (the "Declaration"), and by the Bylaws of the Association (the "Bylaws").

- B. Statutory Powers. The powers, duties, and obligations of a nonprofit corporation pursuant to the general nonprofit corporation laws of the State of Oregon, as such may be amended from time to time.
- C. General. Any additional or different powers, duties and obligations necessary or desirable for the purpose of carrying out the functions of the Association pursuant to the Declaration or otherwise promoting the general benefit of the owners of lots within the Property (as defined in the Declaration).

The Association understands and acknowledges that its powers are subject to applicable laws, rules, and regulations and that, without limitation, annexation of additional properties, mergers and consolidations, mortgaging common area, dissolution, and amendment of these Articles may require the approval of certain federal, state, or local governmental agencies or bodies.

The powers and obligations of the Association may from time to time be amended, repealed, enlarged or restricted by changes in the Declaration made in accordance with the provisions therein, accompanied by changes in these Articles of Incorporation or the Bylaws made in accordance with, and to the extent required under, such instruments and with the nonprofit corporation laws of the State of Oregon.

ARTICLE VI MEMBERSHIP

The Association shall have members. Every owner of one (1) or more lots constituting a single-family home site within the Property (the "Lots") shall, during the entire period of such owner's ownership of one (1) or more Lots, be a member of the Association. Such membership shall commence, exist, and continue simply by virtue of such ownership, and need not be confirmed or evidenced by any certificate or acceptance of membership.

ARTICLE VII VOTING RIGHTS

Voting rights within the Association shall be allocated as follows:

- A. Lots. Subject to the provisions of paragraph B of this Article VII, Lots shall be allocated one (1) vote per Lot.
- B. Classes of Voting Membership. The Association shall have two classes of voting membership:
 - (i) Class A. Class A members shall be all owners of Lots with the exception of Declarant (as that term is defined in the Declaration) (except that beginning on the date on which the Class B membership is converted to

Class A membership, and thereafter, Class A members shall be all owners, including Declarant). Class A members shall be entitled to one (1) vote for each Lot owned. When more than one (1) 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 votes be cast with respect to any Lot than as set forth in the Declaration. If the co-Owners of a Lot cannot agree upon the vote, the vote of the Lot shall be disregarded in determining the proportion of votes with respect to the particular matter at issue.

- (ii) Class B. The Class B member shall be Declarant and it shall be entitled to three (3) votes for each Lot it owns. The Class B membership shall cease and be converted to Class A membership within 120 days following the Conversion Date (as defined in the Declaration).

ARTICLE VIII **BOARD OF DIRECTORS**

The affairs of the Association shall be governed by the Board, which shall consist of three (3) directors prior to the Turnover Meeting (as defined in the Bylaws) and not less than three (3) nor more than five (5) directors after the Turnover Meeting. The directors need not be members of the Association prior to the Turnover Meeting, but shall be members of the Association after the Turnover Meeting. The Board of Directors shall initially consist of those three (3) Directors of the Association ("Directors") designated in this Article, as such persons may be removed and replaced by Declarant or its designee pursuant to the Bylaws, until the Turnover Meeting has been held. At the Turnover Meeting, all three (3) of the then-serving Directors shall submit their resignations and the replacing Directors shall be elected in accordance with the Bylaws; provided that, the effective date of such resignations and the assumption of the directorship duties by the replacing Directors shall be suspended until the date that is two (2) weeks after the date of the Turnover Meeting, on which date the resignations and replacements shall be effective. All Directors shall hold office for the term indicated in the Bylaws and until their successors have been qualified and elected except as stipulated in this paragraph. There shall be no limit on the number of successive terms a Director may serve on the Board of Directors, if elected as herein provided.

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

<u>NAME</u>	<u>ADDRESS</u>
Stephen Auenson	2478 SE Clover Court Hillsboro, OR 37123
Richard Bertellotti	2478 SE Clover Court Hillsboro, OR 37123
Lawrence Hart	2478 SE Clover Court Hillsboro, OR 37123

ARTICLE IX

AMENDMENTS OF BYLAWS

Except as expressly provided in the Declaration, the Bylaws may be amended or repealed and new bylaws may be adopted by a majority of the Directors present at any regular meeting or at any special meeting, if at least two (2) days' written notice is given to the members and Directors of intention to amend or repeal and adopt new bylaws at such meeting accompanied by a copy or summary of the amendment; provided, however, that the Board of Directors shall have no authority to amend or repeal any provision of the Bylaws relating to the election, qualifications, powers, duties or terms of Directors without the majority approval of the owners present at a special meeting called for such purpose. Notwithstanding the provisions hereof to the contrary, the Declarant may, at its sole discretion and without consent being required of anyone, modify, amend, or repeal the Bylaws at any time before the closing of the sale of the first Lot to a Class A member. HUD and the Veterans' Administration (the "VA") shall have the right to veto amendments to the Bylaws as long as there exists Class B membership in the Association. If the HUD/VA fails to notify Declarant or the Board of Directors of objections to any amendment or intent to repeal these Bylaws within fifteen (15) days after the date of Declarant's or the Board of Director's request for approval, such approval shall be deemed to have been granted.

ARTICLE X

DISSOLUTION

Subject to any contrary provisions of the Act, as amended, the Association may be dissolved with the assent given in writing and signed by owners holding not less than seventy-five percent (75%) of the voting power within the Association, together with the vote or written consent of the Class B member, if such membership has not been terminated as provided in the Declaration. Dissolution of the Association shall require the approval of HUD/VA so long as there is Class B membership. If HUD/VA fails to notify Declarant or the Association of objections to any dissolution within fifteen (15) days after the date of request for approval of dissolution, such approval shall be deemed to have been granted. Upon dissolution of the Association, it shall automatically be succeeded by an unincorporated association of the same name and having the same purposes. All of the assets, property, powers, and obligations of the Association existing prior to dissolution shall thereupon automatically vest in the successor unincorporated association.

ARTICLE XI

DURATION

The corporation shall exist perpetually.

ARTICLE XII

LIABILITY OF DIRECTORS

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 of 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, agent or employee of another corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise. In exercising the authority granted by this Article XII, 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 further approval in the individual matter. This Article XII 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.


ARTICLE XIII AMENDMENTS

These Articles, or any provision thereof, may be amended or repealed by the Board acting on behalf of the Association upon receipt of a petition providing written consent of owners holding not less than seventy-five percent (75%) of the outstanding votes within the Association, together with the vote or written consent of the Class B member, if such membership has not been terminated as provided in the Declaration. Amendment of these Articles shall require the approval of HUD/VA so long as there is Class B membership in the Association. If HUD/VA fails to notify Declarant or the Board of objections to amendment of these Articles within fifteen (15) days after request for approval of an amendment, such approval shall be deemed to have been granted.

ARTICLE XIV

Annexation of additional properties to the Property, merger or consolidation of the Association, and mortgaging of any Common Areas (as defined in the Declaration) shall require the approval of HUD/VA as long as there is Class B membership. If HUD/VA fails to notify Declarant or the Board of Directors of any objections to any annexation, merger or consolidation, or mortgaging the Common Areas within fifteen (15) days after the date of request for approval, such approval shall be deemed to have been granted.

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 this Association, have executed these Articles of Incorporation this 24th day of September, 2002 and declare that the foregoing Articles of Incorporation, to the best of my knowledge and belief, are true, correct and complete.



Name: Richard Bertellotti
Address: 2478 SE Clover Court
Hillsboro, OR 97123