



ARTICLES OF INCORPORATION
OF

AMART SUMMER LAKE HOMEOWNERS ASSOCIATION

The undersigned, a natural person over the age of 21 years, acting as incorporator under the provisions of the laws of the State of Oregon relating to the incorporation of non-profit corporations, adopts the following Articles of Incorporation:

ARTICLE I

The name of this corporation shall be AMART SUMMER LAKE HOMEOWNERS ASSOCIATION, and its duration shall be perpetual.

ARTICLE II

The purposes for which the corporation is organized are to provide ~~for~~ maintenance, preservation and architectural control of Amart Summer Lake, a subdivision, which shall be developed in two phases, in the City of Tigard, County of Washington, State of Oregon, and to engage in any lawful activity for which corporations may be organized under ORS Chapter 61.

ARTICLE III

The address of the initial registered office of the corporation is 1200 Standard Plaza, Portland, Oregon 97204, and the name of its initial registered agent at said address is James A. Larpenteur, Jr.

ARTICLE IV

The number of directors constituting the initial Board of Directors of the corporation is three, and the names and



addresses of the persons who are to serve as directors are:

John Gardner
8925 S.W. Beaverton Highway
Beaverton, Oregon 97005

Richard Fairbrook
8925 S.W. Beaverton Highway
Beaverton, Oregon 97005

Phillip G. Mullard
8925 S.W. Beaverton Highway
Beaverton, Oregon 97005

ARTICLE V

The name and address of the incorporator is James A. Larpenteur, Jr., 1200 Standard Plaza, Portland, Oregon 97204.

ARTICLE VI

The term of the initial members of the Board of Directors shall be five years from the date of incorporation and until their successors in office have been duly elected and qualified, subject to their ~~prior~~ death, resignation or removal. Thereafter the term of the members of the Board of Directors shall be one year, and at each annual meeting the members of the corporation shall elect directors to hold office for the term for which they are elected and until their successors shall have been elected and qualified to take office, subject to their prior death, resignation or removal.

ARTICLE VII

Section 1. Membership. Every person or entity who is a record owner of a fee or undivided fee interest, including contract buyers, in any Lot or Living Unit in Amart Summer Lake which is subject by covenants of record to assessment by the

corporation shall be a member of the corporation, provided that any such person or entity who holds such interest merely as security for the performance of an obligation, including contract sellers, shall not be a member.

Section 2. Voting Rights. The Association shall have two classes of voting membership:

Class A. Class A members shall be all those owners as defined in Section 1 hereof with the exception of the Declarant. Class A members shall be entitled to one vote for each Lot or Living Unit in which they hold the interests required for membership by Section 1 hereof. When more than one person holds such interest or interests in any Lot or Living Unit all such persons shall be members, and the vote for such Lot or Living Unit shall be exercised as they among themselves determine, but in no event shall more than one vote be cast with respect to any such Lot or Living Unit.

Class B. The Class B member shall be the Declarant. The Class B member shall be entitled to three votes for each Lot in which it holds the interest required for membership by Section 1 hereof and for every Living Unit in any Multifamily Structure owned by it until such Unit is first sold or leased, provided that the Class B membership shall cease and become converted to Class A Membership on the happening of any of the following events, whichever occurs earlier:

(a) when both phases of development of Amart Summer Lake are completed and the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership; or

(b) on January 1, 1987.

From and after the happening of these events, whichever occurs earlier, the Class B member shall be deemed to be a Class A member entitled to one vote for each Lot or Living Unit in which it holds the interests required for membership under Section 1 hereof.

For purposes of determining the votes allowed under this Section, when Living Units are counted, the Lot or Lots upon which such Living Units are situated shall not be counted.

In any ~~case~~ in which two or more persons share the ownership of any Lot or Living Unit, regardless of the form of ownership, the responsibility of such persons to comply with the covenants and restrictions shall be a joint and several responsibility. The vote for such Lot or Living Unit shall be exercised as the owners thereof among themselves determine, but in no event shall more than one vote be cast with respect to any such Lot or Living Unit. The act or consent of any one or more of such persons shall constitute the act or consent of the entire ownership interests; provided, however, that in the event that such persons disagree among themselves as to the manner in which any vote or right of consent held by them shall be exercised with respect to a pending matter, any such person may deliver written notice of such disagreement to the corporation

and the vote or right of consent involved shall then be disregarded completely in determining the proportion of votes or consents given with respect to such matter.

ARTICLE VIII

The corporation shall have no authorized capital stock, and no member shall have a proprietary interest in the corporation or its assets.

ARTICLE IX

Section 1. Dissolution. The corporation may be dissolved only with the assent given in writing and signed by 75% of the members of each class of its membership. Written notice of a proposal to dissolve, setting forth the reasons therefor and the disposition to be made of the assets (which shall be consonant with Section 2 below), shall be mailed to every member at least 90 days in advance of any action taken.

Section 2. Disposition of Assets Upon Dissolution. Upon dissolution of the corporation, the assets, both real and personal, of the corporation, shall be dedicated to an appropriate public agency or utility to be devoted to purposes as nearly as practicable the same as those to which they were required to be devoted by the corporation. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization to be devoted to purposes as nearly as practicable the same as those to which they were required to be devoted by the corporation. No such disposition of corporate properties shall be effective to divest

or diminish any right or title of any member vested in him under the recorded covenants and deeds applicable to the corporation's properties unless made in accordance with the provisions of such covenants and deeds.

ARTICLE X

Amendments. These Articles may be amended in accordance with the law, provided that such amendment shall not be effective unless and until approved in writing by 75 percent of the membership of the corporation, and provided further that no amendment shall be effective to impair or dilute any rights of members that are governed by the recorded covenants and restrictions applicable to Amart Summer Lake.

The undersigned incorporator hereby declares under penalties of perjury that he has examined the foregoing and to the best of his knowledge and belief, it is true, correct and complete.


JAMES A. LARPEUR, JR.

Dated: December 3, 1979