

**ARTICLES OF INCORPORATION
of
EDGEWOOD TOWNEHOUSE ASSOCIATION**

In compliance with the requirements of Chapter 61, Oregon Revised Statutes, the undersigned, who is a resident of Eugene, Lane County, Oregon, and who is of full age, for the purpose of forming a corporation not for profit, does hereby certify:

Date Stamp
of Corporation
commissioner
of Oregon

ARTICLE I

The name of the corporation is EDGEWOOD TOWNEHOUSE ASSOCIATION, hereinafter called the "Association".

ARTICLE II

The principal office of the Association is located at 366 East 40th Avenue, Eugene, Lane County, Oregon.

ARTICLE III

James T. Breeden, whose address is 366 East 40th Avenue, Eugene, Lane County, Oregon, is hereby appointed the initial registered agent of this Association.

ARTICLE IV

PURPOSE AND POWERS OF THE ASSOCIATION

This Association does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed are to provide for maintenance, preservation and architectural control of the residence Lots and Common Area within that certain trace of property described as:

Tract B, Edgewood West, as platted and recorded in Book 51, Page 14, Lane County Oregon Plat Records in Lane County, Oregon, including the plats, if any, filed heretofore within Tract B, and any subsequent plats filed on property within Tract B.

and to promote the health, safety and welfare of the residents within the above-described property and any additions thereto as may hereafter be brought within the jurisdiction of this Association for this purpose to:

- (a) exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in that certain Declaration of Covenants, Conditions and Restrictions, hereinafter called the "Declaration", applicable to the property and recorded or to be recorded in the Office of the Director of Records and Elections for Lane County, Oregon, and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth at length;
- (b) fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association, including all licenses, taxes or governmental charges levied or imposed against the property of the Association,
- (c) acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Association.
- (d) borrow money, and with the assent of two-thirds (2/3) of each class of members mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;
- (e) dedicate, sell or transfer all or any part of the Common Area to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the members. No such dedication or transfer shall be effective unless an instrument has been signed by two-thirds (2/3) of each class of members, agreeing to such dedication, sale or transfer;
- (f) participate in mergers and consolidations with other nonprofit corporations organized for the same purposes or annex additional residential property and Common Area, provided that any such merger, consolidation or annexation shall have the assent of two-thirds (2/3) of each class of members;
- (g) have and to exercise any and all powers, rights and privileges with a corporation organized under the Non-Profit Corporation Law of the State of Oregon by law may now or hereafter have or exercise.

**ARTICLE V
MEMBERSHIP**

Every person or entity who is a record owner of a fee or undivided fee interest in any lot which is subject by covenants of record to assessment by the Association, including contract sellers, shall be a member of the Association. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any Lot which is subject to assessment by the Association.

**ARTICLE VI
VOTING RIGHTS**

The Association shall have two classes of voting membership:

Class A. Class A members shall be all Owners with the exception of the Declarant and shall be entitled to one vote for each Lot owned. When more than one 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 than one vote be cast with respect to any Lot.

Class B. The Class B member(s) shall be the Declarant and shall be entitled to three (3) votes for each Lot owned. The Class B membership within any plat shall cease and be converted to Class A membership on the happening of either of the following events, whichever occurs earlier:

- (a) when the total votes then outstanding in the Class A membership equal the total votes outstanding in the Class B membership.
- (b) on January 1, 1975.

ARTICLE VII BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of not less than five (5) and nor more than nine (9) directors, who need not be members of the Association. The number of directors may be changed by amendment of the By-Laws of the Association. The names and addresses of the persons who are to act in the capacity of directors until the selection of their successors are:

J. T. Breeden, 366 East 40th Avenue, Eugene, Oregon.
J. F. Breeden, 366 East 40th Avenue, Eugene, Oregon.
D. P. Breeden, 366 East 40th Avenue, Eugene, Oregon.
Jorgen Sorensen, 366 East 40th Avenue, Eugene,
Oregon.
Ray Wiley, 366 East 40th Avenue, Eugene, Oregon.

At the first annual meeting, the members shall elect one (1) director for a term of one (1) year, two (2) directors for a term of two (2) years and two (2) directors for a term of three (3) years. Thereafter, each director shall hold office for a term of three (3) years, or until his successors shall have been elected and qualified.

ARTICLE VIII DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of each class of members. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created. 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 such similar purposes.

ARTICLE IX DURATION

The corporation shall exist perpetually.

ARTICLE X AMENDMENTS

Amendment of these Articles shall require the assent of seventy five percent (75%) of the entire membership.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Oregon, I, the undersigned, being the incorporator of this Association have executed these Articles of Incorporation this 29th day of June, 1970.

[signed] J. T. Breeden

STATE OF OREGON COUNTY OF LANE

I, J. T. BREEDEN, being first duly sworn, depose and say that I am the incorporator in the above entitled Articles; and that the foregoing Articles of Incorporation are true, as I verily believe.

[signed] J. T. Breeden

Subscribed and sworn to before me this 29 day of June, 1970.
Notary Public for State of Oregon [signature illegible]