



Secretary of State
Corporation Division
255 Capitol Street NE, Suite 151
Salem, OR 97310-1327

Phone: (503) 986-2200
Fax: (503) 376-4361
www.sos.state.or.us/corporation/corphp.htm

Registry Number: 195355-90
Type: DOMESTIC NONPROFIT CORPORATION

JAN 28 2004

ARBOR ROSES HOMEOWNERS ASSOCIATION
JOAN

Fax No: 503-670-0775

Acknowledgment Letter

The document you submitted was recorded as shown below. Please review and verify the information listed for accuracy.

If you have any questions regarding this acknowledgement, contact the Secretary of State, Corporation Division at (503) 986-2200. Please refer to the registration number listed above. A copy of the filed documentation may be ordered for a fee of \$5.00. Submit your request to the address listed above or call (503) 986-2317 with your Visa or MasterCard number.

Document

ARTICLES OF AMENDMENT

Filed On
01/28/2004

Jurisdiction
OREGON

Nonprofit Type
MUTUAL BENEFIT WITH
MEMBERS

Name

ARBOR ROSES HOMEOWNERS ASSOCIATION

Registered Agent

MARSHALL FANT
%NORTHWEST COMMUNITY MANAGEMENT
COMPANY
7000 SW HAMPTON ST STE 205
TIGARD OR 97223

Mailing Address

15500 SW JAY STREET
BEAVERTON OR 97006



Phone: (503) 986-2200
 Fax: (503) 378-4381

Articles of Amendment—Business/Professional/Nonprofit

Secretary of State
 Corporation Division
 255 Capitol St. NE, Suite 151
 Salem, OR 97310-1327
 Efile@Oregon.com

Check the appropriate box below:
 BUSINESS/PROFESSIONAL CORPORATION
 (Complete only 1, 2, 3, 4, 6, 7)
 NONPROFIT CORPORATION
 (Complete only 1, 2, 3, 5, 6, 7)

FILED

JAN 28 2004

**OREGON
 SECRETARY OF STATE**

REGISTRY NUMBER: 195355-90

In accordance with Oregon Revised Statute 192.410-192.490, the information on this application is public record. We must release this information to all parties upon request and it will be posted on our website.

For office use only

Please Type or Print Legibly in Black Ink.

1) NAME OF CORPORATION PRIOR TO AMENDMENT: Arbor Rose Homeowners Association

2) STATE THE ARTICLE NUMBER(S) AND SET FORTH THE ARTICLE(S) AS IT IS AMENDED TO READ. (Attach a separate sheet if necessary.)
Arbor Roses Homeowners Association

3) THE AMENDMENT WAS ADOPTED ON: January 16, 2004
 (if more than one amendment was adopted, identify the date of adoption of each amendment.)

BUSINESS/PROFESSIONAL CORPORATION ONLY

4) CHECK THE APPROPRIATE STATEMENT

Shareholder action was required to adopt the amendment(s). The vote was as follows:

Class or series of shares	Number of shares outstanding	Number of votes entitled to be cast	Number of votes cast FOR	Number of votes cast AGAINST

Shareholder action was not required to adopt the amendment(s). The amendment(s) was adopted by the board of directors without shareholder action.

The corporation has not issued any shares of stock. Shareholder action was not required to adopt the amendment(s). The amendment(s) was adopted by the incorporators or by the board of directors.

NONPROFIT CORPORATION ONLY

5) CHECK THE APPROPRIATE STATEMENT

Membership approval was not required. The amendment(s) was approved by a sufficient vote of the board of directors or incorporators.

Membership approval was required. The membership vote was as follows:

(Describe) entities to vote	Number of members entitled to vote	Number of votes entitled to be cast	Number of votes cast FOR	Number of votes cast AGAINST

6) EXECUTION
 Signature

[Handwritten Signature]

Printed Name
Marshall Fant

Title
Agent

7) CONTACT NAME (to resolve questions with this filing.)

Joan Walton

DAYTIME PHONE NUMBER (include area code.)

503-670-8111

FEES

Required Processing Fee \$50
 Confirmation Copy (Optional) \$5
 Processing fees are non-refundable.
 Please make check payable to "Corporation Division."
 NOTE:
 Fees may be paid with VISA or MasterCard. The card number and expiration date should be submitted on a separate sheet for MAP protection.

*1/28
 [Handwritten initials]*

363/75

#55



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RECEIVED

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JOAN

Fax No.: 503-670-0775

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Document

ARTICLES OF INCORPORATION

Filed On

01/13/2004

Jurisdiction

OREGON

Nonprofit Type

MUTUAL BENEFIT WITH
MEMBERS

Name

ARBOR ROSE HOMEOWNERS ASSOCIATION

Registered Agent

MARSHALL FANT
%NORTHWEST COMMUNITY MANAGEMENT
COMPANY
7000 SW HAMPTON ST STE 205
TIGARD OR 97223

Mailing Address

15500 SW JAY STREET
BEAVERTON OR 97006

KARDRA
ACK
01/13/2004

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OREGON
SECRETARY OF S

ARTICLES OF INCORPORATION
OF
ARBOR ROSE HOMEOWNERS ASSOCIATION

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

I.
NAME

The name of the corporation is Arbor Rose Homeowners Association (the "Association").

II.
NATURE OF CORPORATION

The Association is a mutual benefit corporation.

III.
REGISTERED OFFICE

The initial registered office of the Association is located at 7000 SW Hampton St., Suite 205, Tigard, Oregon 97223.

IV.
REGISTERED AGENT

Marshall Fant, whose address is c/o Northwest Community Management Company, 7000 SW Hampton St., Suite 205, Tigard, OR 97223, 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 mailing address is P.O. Box 23099, Tigard, OR 97281-3099.** The alternate corporate mailing address required by Section 65.047(1)(e) of the Act is 15500 SW Jay Street, Beaverton, Oregon 97006.

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 the powers set forth in that certain Declaration of Covenants, Conditions and Restrictions for Arbor Rose, which has been recorded in the Office of County Recorder of Washington County, Oregon (the "Declaration"), and in the Bylaws of the Association (the "Bylaws"), as each may be amended from time to time.

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KC

VI.
MEMBERSHIP

The Association shall have members. Every person or entity who is an Owner of a Lot in the Property (as those terms are defined in the Declaration) shall be a member of the Association on the terms and conditions set forth in the Declaration and Bylaws.

VII.
INCORPORATOR AND INITIAL BOARD OF DIRECTORS

The name and address of the person who is the incorporator, and will act in the capacity of Director until the selection of a successor in accordance with the Bylaws, and who has consented to serve in such capacity, is:

NAME

ADDRESS

Dennis E. Sackhoff

15500 SW Jay St.
Beaverton, OR 97006

VIII.
DISSOLUTION

Subject to any contrary provisions of the Act, the Association may be dissolved with the assent given in writing and signed by not less than the Owners of 75 percent of the then-existing Lots (as those terms are defined in the Declaration) and of Declarant for so long as Declarant owns one or more of the Lots or retains the right to annex additional property to the Property. Upon dissolution of the Association, it shall automatically be succeeded by an unincorporated association of the same name. All of the assets, property, powers, and obligations of the Association existing prior to dissolution shall thereupon automatically vest in the successor unincorporated association.

IX.
DURATION

The corporation shall exist perpetually.

X.
LIABILITY OF DIRECTORS

To the fullest extent authorized by law, the personal liability of each Director to the Association or its Owners for monetary damages for conduct as a Director shall be eliminated.

195305-90

XI.
INDEMNIFICATION

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 in 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, member, manager, agent or employee of another corporation, partnership, limited liability company, joint venture, trust, employee benefit plan, or other enterprise. In exercising the authority granted by this Article XI, 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 XI 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.

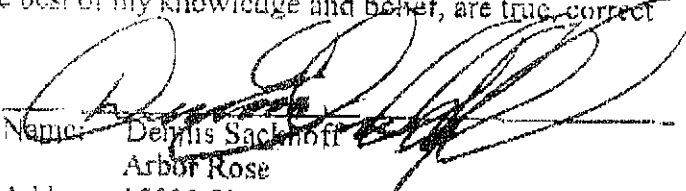
XII.
DELEGATION

The Board may, by majority vote, to the extent permitted by the Oregon Nonprofit Corporations Act, designate and authorize a person or persons to exercise some or all of the powers which would otherwise be exercised by the Board, including committees appointed by the Board, which committees may include persons other than members of the Board.

XIII.
AMENDMENTS

Amendment of these Articles shall require the assent of the Owners of at least 75 percent of the then-existing Lots and of Declarant so long as Declarant owns one or more of the Lots or retains the right to annex additional property to the Property; provided, however, that Declarant's assent to amendment of these Articles shall not be required after the earlier to occur of the date that is seven years after the date on which the first Lot is conveyed, or the date on which 75 percent of the Lots planned for Arbor Rose have been conveyed to persons other than Declarant. Notwithstanding the foregoing, any provisions contained in both these Articles and the Bylaws may be amended only in the manner provided for in the Bylaws.

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, has executed these Articles of Incorporation this 25th day of September, 2003, and declare that the foregoing Articles of Incorporation, to the best of my knowledge and belief, are true, correct and complete.


Name: Dennis Sackhoff
Arbor Rose
Address: 15500 SW Jay Street
Beaverton, Oregon 97006