

342894-88

ARTICLES OF INCORPORATION

FILED  
SECRETARY  
STATE OF ORE

OF

APR 22 2003

MOUNTAIN GATE OWNERS' ASSOCIATION OF STATE OF OREGON

The undersigned natural person of the age of 18 years ~~has here, acting as~~ incorporator under the Oregon Non-Profit Corporation Act set forth in Chapter 65 of the Oregon Revised Statutes (the "Act"), hereby adopts the following Articles of Incorporation:

ARTICLE I  
DEFINITIONS

In construing these Articles,

- A. "Declaration" means the Amended Declaration of Covenants, Conditions and Restrictions for Mountain Gate (Mountain Gate Owners' Association) dated as of April 15, 1993, and recorded in the Real Property Records of Washington County, Oregon on April 16, 1993, as Document No. 9329022, as amended from time to time.
- B. "Lot" means any parcel of land designated as a lot on the final plat of the Mountain Gate Development as recorded in the Plat Records of Washington County and any amendments thereto.
- C. "Owner" means the record owner of fee simple title to any Lot, unless such Lot is being sold pursuant to a land sale contract, in which case Owner means the contract vendee of such Lot.
- D. "Residential Unit" means a building or portion of a building located on a Lot and designated or intended for separate residential occupancy.
- E. "Turnover Meeting" means the meeting of Double D Development, Inc., an Oregon corporation, and the Board of Directors of this Corporation called for the purposes of passing control of this Corporation from Double D Development, Inc. to the Owners.

ARTICLE II

The name of this Corporation is Mountain Gate Owners' Association and its duration shall be perpetual. The Corporation is a mutual benefit corporation as defined by the Act and will have members.

ARTICLE III

The purposes for which this non-profit Corporation are organized are: To engage in any and all activities necessary or appropriate to administer and enforce the Declaration and to exercise all powers granted or conferred thereby, including the acquisition, construction, management, maintenance

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and care of property owned by the Corporation or by Owners or governmental entities and benefiting the Corporation and its members, in accordance with and to the extent permitted by the Declaration.

#### ARTICLE IV

Every Owner of a Lot shall be a member of the Corporation. Membership shall be appurtenant to and may not be separated from ownership of a Lot. Ownership of a Lot shall be the sole qualification for membership.

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#### ARTICLE V

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, other than as a result of the acquisition, construction, management, maintenance, and care of property owned by the Corporation or by Owners or governmental entities and benefiting the Corporation and its members (in accordance with and to the extent permitted by the Declaration), and except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III of these Articles.

#### ARTICLE VI

A. The Corporation may be dissolved at any time by a vote of not less than seventy-five percent (75%) of the entire Board of Directors at a meeting for which not less than thirty (30) days prior written notice of consideration of such action shall be duly given. Alternatively, subject to any contrary provisions of the Act, the Corporation may be dissolved with the assent in writing of not less than sixty-five percent (65%) of the owners of the Lots.

B. In the event the Corporation 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 Corporation existing immediately prior to its dissolution shall automatically vest in the successor unincorporated association, which vesting shall thereafter be confirmed and evidenced by appropriate conveyances and assignments to the unincorporated association. To the greatest extent possible, any such successor unincorporated association shall be governed by the Corporation's documents as if such documents had been made to constitute the governing documents of the unincorporated association.

#### ARTICLE VII

The location of the initial registered office of this Corporation shall be 2300 First Interstate Tower, 1300 SW Fifth Avenue, Portland, Oregon 97201. The initial registered agent shall be Robert J. Horvar, Jr. at such address.

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ARTICLE VIII

The State of Oregon Corporation Division may use the following address for sending notices:

Mountain Gate Owners' Association  
c/o Davis Wright Tremaine  
2300 First Interstate Tower  
1300 SW Fifth Avenue  
Portland, OR 97201  
Attn: Robert J. Horvat, Jr.

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ARTICLE IX

1. The number of directors constituting the initial Board of Directors of this Corporation is two. Each director named has consented to this appointment. The names and addresses of the persons who are to serve as the directors until their successors are elected and qualified are:

Dennis L. Derby  
c/o Double D Development, Inc.  
10725 S.W. Barbur Blvd.  
Portland, OR

Robert J. Horvat, Jr.  
15411 SW Peachtree Drive  
Tigard, OR 97224

2. From and after the Turnover Meeting, the Board of Directors shall be comprised of five Directors, elected in the manner provided in Article X.

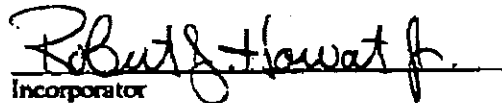
ARTICLE X

Each of the Directors shall be elected by a majority vote of the quorum of Owners of the Lots, with each such Owner having one vote for each Lot owned. If there is more than one Owner of any Lot, such Owners shall together be considered a single Owner with respect to such Lot and shall determine between or among themselves the manner in which their vote shall be cast. The Directors shall be elected from time to time at a meeting of the Owners of the Lots conducted as provided in the Declaration.

ARTICLE XI

The name and address of the incorporator is Robert J. Horvat, Jr., 2300 First Interstate Tower, 1300 SW Fifth Avenue, Portland, OR 97201.

I, the undersigned incorporator, declare under penalties of perjury that I have examined the foregoing and to the best of my knowledge and belief it is true, correct and complete.

  
Incorporator



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

Phone:(503)986-2200  
Fax:(503)978-4861  
www.sos.oregon.us/corporation/corphp.htm

Registry Number: 342894-88  
Date of Incorporation: 04/23/1993  
Type: DOMESTIC NONPROFIT  
CORPORATION

06/03/2003

RON  
FAX: (503) 590-4842

**FILED**

**JUN 25 2003**

**OREGON  
SECRETARY OF STATE**

**RE: MOUNTAIN GATE OWNERS' ASSOCIATION  
APPLICATION FOR REINSTATEMENT AMENDED**

Please complete and return this letter and any enclosed documents for filing the requested reinstatement/reactivation.

Submit \$50.00 for the required fees.

The above entity hereby requests to be active on the records of the Corporation Division. The effective date of administrative dissolution is 6-21-02.

The reason(s) for administrative dissolution has been eliminated or did not exist.

By: *Ron Hood* Date: 06/03/03  
(Authorized Signature)

Any fees submitted with this document are nonrefundable and will be held for 45 days. If the document is returned for filing within 45 days no additional fees will be due unless otherwise stated in this letter.

Business Registry  
Corporation Division  
(503) 986-2200

REMOVED  
NONFILEABLE  
06/03/2003

6-11-08 - 1 11 1 \$100.00

*Handwritten initials and date*  
6/25