

444313-85

ARTICLES OF INCORPORATION

FILED

FEB 22 1995

OF

SECRETARY OF STATE

WEST HILL ESTATES HOMEOWNERS' ASSOCIATION

AN OREGON NON-PROFIT CORPORATION

KNOW ALL MEN BY THESE PRESENTS: That I, DANIEL R. CHANDLER, of the age of majority, do hereby incorporate the corporation named herein and do hereby adopt the following Articles of Incorporation thereof:

ARTICLE 1

The name of this corporation is WEST HILL ESTATES HOMEOWNERS' ASSOCIATION, and its duration shall be perpetual. This corporation is a mutual benefit corporation.

ARTICLE 2

The purposes for which said corporation is organized are: To promote the health, safety and welfare of the residents within the boundaries of WEST HILL ESTATES SUBDIVISION, and for this purpose to own, acquire, build, operate and maintain common streets, footways, and personal properties incident thereto, hereinafter referred to as the "private commons;" to supplement municipal and local street services; to incur indebtedness; to fix assessments (or charges) to be levied against the property; to enforce any and all covenants, conditions and restrictions, and agreements applicable to the property; to pay taxes, if any, on the private commons; and insofar as permitted by law, to do any other things that, in the opinion of the Board of Directors, shall promote the common benefit and enjoyment of the residents of the properties. It is intended that this corporation be organized and operated to carry out exempt functions as set forth in Section 528 of The Internal Revenue Code.

ARTICLE 3

The name of the initial registered agent is RICHARD A. SEIDEMAN. His address is 340 Vista Ave SE, P.O. Box 12397, Salem, Oregon 97309. THE PRINCIPAL OFFICE ADDRESS IS THE SAME AS ABOVE.

ARTICLE 4

The number of directors constituting the initial Board of Directors who shall serve until the first annual meeting or until their successors are elected and shall qualify shall be three (3) and their names and addresses (including street and number) are:

Articles of Incorporation

WEST HILL ESTATES HOMEOWNERS' A



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NEW

OK to add Principal office per Richard Seideman.

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<u>NAME</u>	<u>ADDRESS</u>
Fran Berry	1720 Snowbird Ct. N.W. Salem, Oregon 97304
Mark H. Etzel	1683 Snowbird Ct. N.W. Salem, Oregon 97304
Gaily P. Kalkman	1740 Snowbird Ct. N.W. Salem, Oregon 97304

The incorporator has obtained the consent of each director named to serve.

ARTICLE 5

The registered office mailing address to which the Division may send notices is 340 Vista Ave. SE, P.O. Box 12397, Salem, Oregon 97309.

ARTICLE 6

In the event that said corporation is dissolved, whether inadvertently or deliberately, it shall immediately be succeeded by an unincorporated or incorporated association of the same name. In the event that entity should also fail, then after payment of all debts and claims, and after the payment of those persons, if any, claiming any right title or interest in or to any of the assets of the corporation, whether legal or equitable, the balance then remaining, if any, shall be distributed into the City of Salem, Oregon, for park purposes.

ARTICLE 7

Membership, voting rights, and responsibilities of the members shall be as set forth in the Declaration of Covenants, Conditions and Restrictions recorded with recording officer of Polk County, Oregon, and in accordance with the Bylaws of this association.

ARTICLE 8

The corporation shall indemnify to the fullest extent permitted by the Oregon Non-Profit Corporation Act any person who has been made or threatened to be made a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including any action, suit, or proceeding by or in the right of the corporation) by reason of the fact that the person is or was a Director or officer of the corporation.

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ARTICLE 9

The Directors of the corporation shall not have any personal liability to the corporation or its members for monetary damages for conduct as a Director; provided that this article shall not limit or eliminate the ability of a Director for any of the following:

- a) Any breach of the Director's duty of loyalty to the corporation or its members;
- b) Acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law;
- c) Any unlawful distribution or;
- d) Any transaction from which the Director derived an improper personal benefit.

This Article shall be effective on the date that these Articles of Incorporation are filed by the Corporation Division.

ARTICLE 10

The incorporator is DANIEL R. CHANDLER, 340 Vista Ave. S.E., P.O. Box 12397, Salem, Oregon 97309.

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



DANIEL R. CHANDLER

DATED: February 10, 1995

Person to contact about this filing:
Richard A. Seideman
Attorney at Law (OSB 64100)
P.O. Box 12397
Salem, OR 97309
(503) 371-3013

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Articles of Incorporation