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AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
KING CITY CIVIC ASSOCIATION

FILED

ARTICLE I
NAME

JAN 15 1999
OREGON
SECRETARY OF STATE

The name of this Corporation is King City Civic Association, Inc.

ARTICLE II
TYPE OF CORPORATION

This Corporation is a mutual benefit corporation organized under the Oregon Nonprofit Corporation Act.

ARTICLE III
DURATION

The period of duration of this Corporation is perpetual.

ARTICLE IV
PURPOSES

The purposes for which this Corporation is organized are:

1. To own, acquire, operate and maintain, without profit to itself, community, social and recreation centers, community parks, community parking areas, and/or other property and facilities for the exclusive use and benefit of its members and their assignees, transferees, licensees and invitees and of occupants of residential units owned by members, and in furtherance of such purposes:

a. To acquire by deed, devise, bequest, purchase, gift or otherwise, any real or personal property; and

b. To hold, invest, reinvest, manage and dispose of such property and/or income therefrom in any manner consistent with the laws of the State of Oregon governing corporations organized pursuant to the Oregon Nonprofit Corporation Act.

2. To enforce the conditions, restrictions, covenants, charges and assessments provided for and defined in the Declaration of Conditions, Covenants and Restrictions for the Corporation, as it currently exists, or as it may be restated, amended or modified from time to

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time, with respect to residential units within the geographic boundaries of the King City Civic Association.

3. To foster among the members of the Corporation a spirit of community pride and responsibility, and to provide a forum for the discussion of community concerns and a means for concerted action in order to solve community problems.

4. To engage in any lawful activity for which corporations may be organized under the Oregon Nonprofit Corporation Act.

ARTICLE V MEMBERS AND VOTING RIGHTS

1. Members. Every person who is an occupant of a residential unit located within the geographical boundaries of the Corporation is a Resident-Member of the Corporation. Each Owner of such unit is an Owner-Member. When a unit is occupied by persons other than the Owner, the Owner transfers his or her Resident Membership to such persons. A person may be both an Owner-Member and a Resident-Member.

2. Voting Rights.

a. Each Resident-Member shall be entitled to one (1) vote when electing or removing members of the Board of Directors or when voting on any matter on which the Resident-Members are entitled to vote or which the Board of Directors may submit to a vote of the Resident-Members, other than matters reserved for a vote of the Owner-Members as provided herein.

b. Only Owner-Members may vote on the following matters, and shall be entitled to one (1) vote for each residential unit owned:

i. The Articles of Incorporation;

ii. Special assessments;

iii. Additions to or dedication or transfer of Corporation property;

iv. Any matters coming before the Corporation which may constitute or create an encumbrance upon an Owner's property other than liens imposed by the Board of Directors for violations of the Declaration of Covenants, Conditions, and Restrictions of the Corporation; or

v. Any matter which may constitute or create a restriction of use of an Owner's property other than the reasonable rules, policies or regulations adopted by the Board of Directors. For purposes of this Article V.2.b.v., any action of the Board

of Directors shall conclusively be presumed to constitute a reasonable rule, policy or regulation adopted by the Board of Directors within the meaning of this section unless, within sixty (60) days after such adoption by the Board of Directors, not less than one hundred (100) Owner-Members sign a petition requesting that such matter be referred to a vote of the Owner-Members. Upon receipt of such a petition, the Board of Directors shall call for a vote of all Owner-Members, and the matter referred to such Owner-Members for a vote shall remain effective only if approved by a majority of the votes cast by Owner-Members.

ARTICLE VI REGISTERED OFFICE, REGISTERED AGENT AND MAILING ADDRESS

The initial registered agent and the address of the initial registered office of the Corporation are:

J. David Bennett, Attorney at Law
1300 S.W. Fifth Avenue, Suite 3500
Portland, Oregon 97201

The principal address of the King City Civic Association is:

15245 S.W. 116th Avenue
King City, Oregon 97224

ARTICLE VII BOARD OF DIRECTORS

Management of the business and affairs of the Corporation shall be vested in a governing Board of Directors. The number of members of the Board of Directors shall be set forth in the Bylaws of the Corporation.

ARTICLE VIII LIMITATION OF LIABILITY

To the full extent permitted by the Oregon Nonprofit Corporation Act as it relates to mutual benefit corporations, each Director, officer, employee, and volunteer appointed by the Board of Directors of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, including reasonable attorneys' fees incurred or imposed upon such person by judgment or settlement in connection with any proceeding to which said person may be a party or may become involved by reason of being or having been a Director, officer, employee or volunteer of the Corporation, except in cases of fraud, gross negligence or bad faith

of the Director, officer, employee or volunteer in the performance of duties or exercise of powers.

The Corporation shall purchase liability insurance covering the Directors, officers, employees, and volunteers.

ARTICLE IX DISTRIBUTION OF ASSETS ON DISSOLUTION

In the event of dissolution of the Corporation,

1. All of the real property of the Corporation shall be distributed to King City, a municipal corporation of the State of Oregon, for perpetual use as a public park or public recreational facilities, and all of its other assets shall be used to maintain and operate the said real property for such public use;

2. If King City does not accept such properties within forty-five (45) days or within such additional period as the Board of Directors may deem to be reasonable of the date of the Corporation's resolution to dissolve or offer of distribution and final liquidation, the assets of the Corporation shall be distributed to Washington County, State of Oregon, for the same use and purposes as stated in Article IX, section 1, above;

3. If Washington County does not accept such properties within forty-five (45) days or within such additional period as the Board of Directors may deem to be reasonable after the date on which the Board of Directors notifies Washington County that it may accept such properties, the assets of the Corporation shall be distributed to the State of Oregon for the same use and purposes as stated in Article IX, section 1, above;

4. The State of Oregon may accept such properties within forty-five (45) days or within such additional period as the Board of Directors may deem to be reasonable after the date on which the Board of Directors notifies the State of Oregon that it may accept such properties. If none of the City of King City, Washington County, or the State of Oregon accepts the assets of the Corporation as hereinabove provided, then the personal property of the Corporation shall be liquidated and the proceeds thereof distributed equally among the Owner-Members of the Corporation, and all real property of the Corporation shall be distributed equally to the Owner-Members of the Corporation as tenants in common.

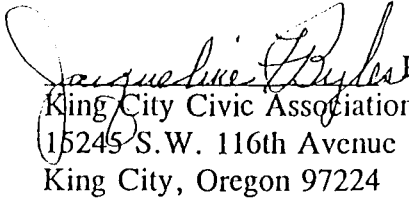
ARTICLE X AMENDMENTS

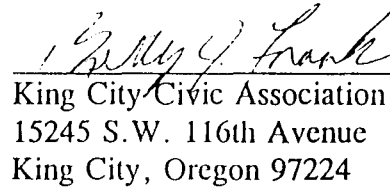
Amendments may be proposed by a majority of the Board of Directors, and proposed amendments shall become effective when passed by a vote of two thirds (2/3) of the votes cast by Owner-Members, or by a majority of the total voting power of the Owner-Members of the

Corporation, whichever is less, at a properly noticed vote. No amendment of these Articles shall have the effect of amending any other document without complying with the amendment provisions of such document.

ARTICLE XI INCORPORATOR

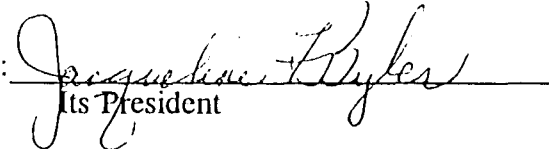
The following natural persons are of the age of eighteen (18) years or more and are the incorporators of the Corporation for the purposes of these Amended Articles:

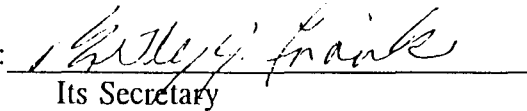
 President
King City Civic Association
15245 S.W. 116th Avenue
King City, Oregon 97224

, Secretary
King City Civic Association
15245 S.W. 116th Avenue
King City, Oregon 97224

The undersigned President and Secretary of the Corporation hereby certifies that the foregoing Amended and Restated Articles were duly adopted by all necessary corporate votes and actions.

KING CITY CIVIC ASSOCIATION, INC.

By: 
Its President

By: 
Its Secretary