



Department of Commerce  
Corporation Division

Certificate of Incorporation

OF

WOODTIQUE HEIGHTS HOMEOWNER'S ASSOCIATION

The undersigned, as Corporation Commissioner of the State of Oregon, hereby certifies that duplicate originals of Articles of Incorporation, duly signed and verified pursuant to the provisions of the Oregon Nonprofit Corporation Act, have been received in this office and are found to conform to law.

Accordingly, the undersigned, as such Corporation Commissioner, and by virtue of the authority vested in him by law, hereby issues this Certificate of Incorporation and attaches hereto a duplicate original of the Articles of Incorporation.

In Testimony Whereof, I have hereunto set my hand and affixed hereto the seal of the Corporation Division of the Department of Commerce of the State of Oregon this 12th day of October, 1977.



Frank J. Healy  
Corporation Commissioner

By Shirley Smith  
Chief Clerk

RESTATED ARTICLES OF INCORPORATION  
OF  
WOODTIQUE HEIGHTS HOMEOWNER'S ASSOCIATION

Pursuant to the provisions of ORS 57.385, these Restated Articles of Incorporation supersede the theretofore existing articles and amendments thereto.

The undersigned, in compliance with the requirements of Chapter 91 of Oregon Revised Statutes relating to the Oregon Unit Ownership Law and in compliance with the Oregon Non-Profit Corporation Act, and both of whom are residents of Lane County, Oregon, and are 21 years of age or older, have this day voluntarily associated themselves for the purpose of forming a corporation not for profit and submitting these restated Articles of Incorporation and in connection therewith do hereby certify as follows:

ARTICLE I

The name of the corporation is WOODTIQUE HEIGHTS HOMEOWNER'S ASSOCIATION, hereinafter called the Association.

ARTICLE II

The principal office of the Association shall be located at 941 Pearl Street, Eugene, Lane County, Oregon, 97401.

ARTICLE III

Michael J. Safley, whose business address is 941 Pearl Street, Eugene, Lane County, Oregon, 97401, is hereby appointed as the initial Registered Agent of the Association.

ARTICLE IV

PURPOSES AND POWER OF THE ASSOCIATION

The 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 units and general common elements within that certain tract of property described as:

Beginning at the initial point which is the Southwest corner of Lot 6, Block 8, FIFTH ADDITION to HIGHLAND OAKS, as platted and recorded in Volume 35, page 24, Lane County Oregon Plat Records, in Lane County, Oregon, said point being South 53.14 feet and West 712.09 feet from the Initial Point of the FIFTH ADDITION to HIGHLAND OAKS, said initial point being of record South 0° 04' 00" East 1791.48 feet and South 89° 56' 00" West 1092.73 feet from the Northeast corner of Section 2, Township 18 South, Range 4 West of the Willamette Meridian; thence along the boundary of said plat South 89° 32' 00" East 93.15 feet; thence South 0° 02' 00" East 71.97 feet; thence leaving said boundary and running South 88° 32' 30" West 441.25 feet; thence South 1° 27' 30" East 308.82 feet to the Northeasterly margin of HIGHLAND OAKS DRIVE; thence along said margin along the arc of a 232.15 foot radius curve right (the long chord of which bears North 53° 26' 40" West 77.61 feet) 77.97 feet; North 43° 49' 21" West 63.67 feet, along the arc of a 687.75 foot radius curve right (the long chord of which bears North 37° 57' 46" West 140.43 feet) 140.67 feet, to the intersection of said North-easterly margin of Highland Oaks Drive with the easterly margin of Hawkins Lane; thence along said Easterly margin along the arc of a 256.48 foot radius curve right (the long chord of which bears North 2° 34' 54" West 252.76 feet) 264.30 feet, North 26° 56' 23" East 197.33 feet, along the arc of a 113.24 foot radius curve right (the long chord of which bears North 41° 50' 30" East 58.24 feet) 58.91 feet and North 56° 44' 38" East 479.65 feet to a point on the West Boundary of said FIFTH ADDITION TO HIGHLAND OAKS: thence along said West Boundary South 1° 34' 00" East 350.58 Feet to the Southwest Corner of Lot 1, Block 9 of said plat; thence leaving said West Boundary and running South 77° 31' 00" West 31.57 feet; thence South 12° 29' 00" East 60.00 feet; thence North 77° 31' 00" East 20.00 feet to the Northwest corner of said Lot 6, Block 8, FIFTH ADDITION TO HIGHLAND OAKS; thence along the West Boundary of said Lot 6 South 1° 34' 00" West 123.45 feet to the initial point, all in Eugene, Lane County, Oregon.

and to promote the health, safety and welfare of the residents and the unit owners of the above described property and 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 Unit Ownership of Woodtique Heights, hereinafter called the Declaration, applicable to the property and recorded or to be recorded in the office of Lane County Official Records, and as the

same may be amended from time to time as therein provided;

(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 the unit owners, mortgage, pledge, deed in trust, or hypothecate any of 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 general common elements to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the unit owners. No such dedication or transfer shall be effective unless an instrument has been signed by two-thirds (2/3) of the unit owners, agreeing to such dedication, sale or transfer;

(f) have and to exercise any and all powers, rights and privileges which a corporation organized under the Non-Profit Corporation Law and the Unit Ownership 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 unit which is subject by covenants of record to assessment by the Association, including contract purchasers, shall be a member of the Association. No other person or entities shall be entitled to membership. The foregoing description 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 unit which is subject to assessment by the Association. The share of a member in the funds and assets of the Association cannot be assigned, pledged or transferred in any manner except as an appurtenance to the individual condominium unit.

#### ARTICLE VI

##### VOTING RIGHTS

The Association shall have one class of voting membership. All unit owners shall be entitled to one vote for each single family unit owned and two votes for each duplex unit owned. There are 48 single family units and 1 duplex unit in the property subject to the jurisdiction of the Association.

#### ARTICLE VII

##### BOARD OF DIRECTORS

The affairs of the Association shall be managed by a Board of not less than three (3) nor more than nine (9) Directors, who must be members of the Association (i.e., must be unit owners). The names and addresses of the persons who are to act in the capacity of directors until the selection of their successors are:

<u>Name</u>	<u>Address</u>
Robin E. Jeffs	285 Hamilton Avenue, Palo Alto, Calif. 94301
David Waggott	285 Hamilton Avenue, Palo Alto, Calif. 94301
Michael J. Safley	941 Pearl Street, Eugene, Oregon 97401

At the first annual meeting the members shall elect three (3) directors for a term of one (1) year, three (3) directors for a term of two (2) years and three (3) directors for a term of three (3) years. At each annual meeting thereafter the members shall elect directors to fill retiring directorships for a term of three (3) years.

#### ARTICLE VIII

##### DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by all members 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 non-profit 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 seventyfive percent (75%) of the entire membership.

#### ARTICLE XI

##### INDEMNIFICATION

Each director and officer of the Association shall be indemnified by the Association against all expenses and liabilities, including attorney fees, reasonably incurred by or imposed upon him in connection with any proceeding to which he may be a party, or in which he may become involved, by reason of his being or having been an officer or director of the Association, or any settlement thereof, whether or not he is a director or officer at the time such expenses are incurred, except in such cases wherein the director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties, provided that in the event of a settlement the indemnification herein shall apply only when the Board of Directors approves such settlement and reimbursement as being for the best interest of the corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such directors or officers may be entitled.

#### ARTICLE XII

##### BYLAWS

The bylaws of the Association shall be those bylaws set forth and recorded simultaneously with the Declaration of Unit Ownership of the subject property and may be altered, amended or rescinded in the manner

provided in said Bylaws.

These Articles were adopted on April 20, 1978, at a meeting of the Board of Directors and at the time of adoption of the Restated Articles of Incorporation the amount of stated capital was none; and received the vote of a majority of the Directors in office; there being no members having voting rights in respect thereof.

IN WITNESS WHEREOF, we the undersigned, constituting the incorporators of the Association, have executed these Restated Articles of Incorporation and declare under the penalties of perjury that we have examined the foregoing and to the best of our knowledge and belief they are true, correct and complete.

DATED this 20th day of April, 1978.

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Donald K. Armstrong

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Michael J. Safley