

186158-98

**ROTH ESTATES OWNERS ASSOCIATION**

**ARTICLES OF INCORPORATION**

**FILED**

**NOV 26 2003**

**OREGON  
SECRETARY OF STATE**

The undersigned person over the age of 18, acting as incorporator under the Oregon Nonprofit Corporation Law, adopts the following Articles of Incorporation:

**ARTICLE I - NAME**

The name of this corporation is **Roth Estates Owners Association** (hereinafter called the "**Association**").

**ARTICLE II - PURPOSES**

This corporation is a mutual benefit, membership corporation. The purposes for which the Association is organized are to provide for the management, maintenance, protection and preservation of property in Roth Estates, a planned development in Multnomah County, Oregon, and to promote the health, safety, welfare and other general benefit of its members, not for profit, but for the mutual advantages to be derived therefrom as contemplated in the Covenants, Conditions and Restrictions for Roth Estates, recorded in the Records of Deeds of Multnomah County, Oregon, as the same may be subsequently amended or supplemented by instruments of record (the "**Declaration**").

**ARTICLE III - POWERS AND DUTIES**

(a) The Association shall have, exercise and perform all of the following powers, duties and obligations:

(1) The powers, duties and obligations granted to the Association by the Declaration.

(2) The powers and obligations of a nonprofit corporation pursuant to the general nonprofit corporation laws of the State of Oregon.

(3) The powers, duties and obligations of a homeowners association pursuant to the Oregon Planned Community Act.

(4) Any additional or different powers, duties and obligations necessary or desirable for the purpose of carrying out the functions of the Association pursuant to the Declaration or otherwise promoting the general benefit of the Owners within Roth Estates.

#### ARTICLE IV - REGISTERED OFFICE AND AGENT

(a) The street address of the initial registered office of the Association is 501 NE Bridgeton Road, #12, Portland, Oregon 97211 and the name of its initial registered agent who shall be amenable to service of process at such address is Alise Goforth.

(b) The principal office and mailing address to which the Office of the Secretary of State may mail notices as required by law is 501 NE Bridgeton Road, #12, Portland, Oregon 97211.

#### ARTICLE V - DIRECTORS

(a) The powers of the Association shall be exercised and its properties controlled and its affairs conducted by a Board of Directors elected or appointed as provided in the Declaration and Bylaws.

(b) The initial Board of Directors shall be composed of the following five directors, who shall serve for the terms indicated:

Alise Goforth	2 years
Tom Workman	2 years
Bruce Solberg	1 year
Barbara Peterson	1 year
Heidi Peterson	2 years

The initial Board of Directors shall adopt the initial Bylaws of the Association.

#### ARTICLE VI - INCORPORATOR

The name and address of the incorporator is:

Alise Goforth  
506 NE Bridgeton Road  
Portland, Oregon 97211

#### ARTICLE VII - DISSOLUTION

In the event that the Association is at any time 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 incorporated association existing immediately prior to its dissolution shall thereupon automatically vest in the successor unincorporated association and such vesting shall thereafter be confirmed and evidenced by appropriate conveyances and assignments by the incorporated association. To the greatest extent possible, any successor unincorporated association shall be governed by the Articles of Incorporation and Bylaws of the Association as if they had been made to constitute the governing documents of the unincorporated association. The unincorporated association shall not be dissolved without the prior consent of the City of Portland.

#### **ARTICLE VIII - MEMBERSHIP AND VOTING RIGHTS**

(a) Every Owner (as that term is defined in the Declaration) of one or more lots in Roth Estates shall, immediately upon creation of the Association and thereafter during the entire period of such ownership, be a member of the Association. Such membership shall commence, exist and continue simply by virtue of such ownership, shall expire automatically upon termination of such ownership, and need not be confirmed or evidenced by any certificate or acceptance of membership.

(b) Each Owner shall have one vote for each dwelling unit or lot owned. Pertaining to joint ownership of one lot, joint owners shall have a total of one vote for one lot.

#### **ARTICLE IX - LIABILITY AND INDEMNIFICATION**

Neither a member of the Board of Directors nor an officer of the Association shall be liable to the Association or any member thereof for any damage, loss or prejudice suffered or claimed on account of any action or failure to act in the performance of his or her duties, except for acts of gross negligence or intentional acts. In the event any member of the Board of Directors or any officer of the Association is made a party to any proceeding because the individual is or was a director or officer of the Association, the Association shall indemnify such individual against liability and expenses incurred to the maximum extent permitted by law.

#### **ARTICLE X - AMENDMENT**

The provisions hereof may not be amended without the vote of members having not less than two-thirds of the voting rights of the Association. Notwithstanding such vote, the provisions hereof shall not be amended so as to be inconsistent with the Declaration; if

inconsistent, the Declaration shall be amended as provided in Article 8 thereof.

DATED:  11/18, 2003.

Alise Goforth