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## ARTICLES OF INCORPORATION

FILED  
IN THE OFFICE OF THE SECRETARY  
STATE OF THE STATE OF ORE.

OF

APR 15 1993

PERSIMMON COUNTRY CLUB COMMUNITY  
HOMEOWNERS ASSOCIATION

## A Nonprofit Corporation

The undersigned, being a natural person of the age of eighteen (18) years or more, acting as incorporator under the Oregon Nonprofit Corporation Law, adopts, subscribes and verifies the following Articles of Incorporation:

## ARTICLE I

Name

The name of this corporation shall be Persimmon Country Club Community Homeowners Association ("Association"), and its duration shall be perpetual.

## ARTICLE II

Organization Type

This corporation is organized and shall operate as a mutual benefit corporation, as such term is understood pursuant to Chapter 65 of the Oregon Revised Statutes, as of execution of these Articles.

## ARTICLE III

Membership and Voting Rights

The corporation shall have three classes of voting membership with voting rights as set forth in the Declaration of Covenants, Conditions and Restrictions ("Declaration") filed or hereafter filed in the records of Multnomah County, Oregon with respect to the property hereinafter described. Every Owner and Unit Owner and the Declarant (as those terms are defined in the Declaration) within the Property shall, during the entire period of property ownership therein, 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.

## ARTICLE IV

Purposes

This corporation is organized to provide for the management, maintenance, protection and preservation of the Persimmon Country Club Community, a real estate development located in Multnomah County, Oregon (the "Property"), and to promote the health, safety, welfare and general benefit of its members, not for profit, but for the mutual advantages to be derived therefrom. The Property is more specifically described in Exhibit "A" attached hereto, excepting therefrom such portions thereof as are used for the golf course thereon and related operations including Persimmon Country Club facilities, together with such additional property as may be annexed to the development in accordance with the terms of the Declaration. The plat for Phase I of the Property is presently recorded, and the precise boundaries of the Property shall be defined as the plats for subsequent phases are recorded.

In furtherance of these objectives and purposes, the corporation may engage in any lawful activity for which corporations may be organized under Chapter 65 of the Oregon Revised Statutes and shall have all the rights, powers and privileges now conferred or hereafter granted to nonprofit corporations under the laws of the State of Oregon.

No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

## ARTICLE V

Powers and Duties

1. The Association shall accept the duties and responsibilities imposed upon it by the Declaration and shall accept title to the common areas in the Property.

2. The Association shall exercise and perform all of the following powers and obligations:

a. The powers and obligations granted to the Association by the Declaration;

b. To 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. To 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, subject to the limitations contained in the Declaration;

d. To dedicate, sell or transfer all or any part of the common area to any public agency, authority or utility for such purposes and subject to such conditions as may be permitted under the Declaration or agreed to by the members;

e. The powers and obligations of a nonprofit corporation pursuant to the general nonprofit corporation laws of the State of Oregon; and

f. Any additional or different powers 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 owners of property within the Property.

## ARTICLE VI

### Board of Directors

1. The powers of the Association shall be exercised, its properties controlled and its affairs conducted by a board of directors.

2. The initial Board of Directors of the corporation shall consist of two directors who shall serve until the first annual meeting of the Association and until their successors are elected and qualified, unless removed in accordance with the duly adopted bylaws of this corporation. The names and addresses of the initial directors are:

Hiroshi Morihara  
Suite 311  
400 E. Evergreen Boulevard  
Vancouver, Washington 98660

Brian A. Lessler  
5050 Carman Drive, Suite A  
Lake Oswego, Oregon 97034

## ARTICLE VII

Restrictions on Distribution

No part of the property of the corporation and no part of its net earnings shall ever at any time inure to the benefit of or be distributed to any director, officer or other private persons 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 IV hereof.

## ARTICLE VIII

Registered Office and Agent

The address of the initial registered office of the corporation is 300 Pioneer Tower, 888 S.W. Fifth Avenue, Portland, Oregon 97204, and the initial registered agent at such address is Stanley E. Martinson.

## ARTICLE IX

Incorporator

The name and address of the incorporator is Stanley E. Martinson, 300 Pioneer Tower, 888 S.W. Fifth Avenue, Portland, Oregon 97204.

## ARTICLE X

Notice

The name and address to which notices may be mailed is Stanley E. Martinson, 300 Pioneer Tower, 888 S.W. Fifth Avenue, Portland, Oregon 97204. *This is also the principle business address.*

## ARTICLE XI

Limitation of Director Liability

To the fullest extent not prohibited by law, no director of this corporation shall be personally liable to the corporation or its shareholders for monetary damages for conduct as a director. No amendment or repeal of this Article, nor the adoption of any provision of these Articles of Incorporation inconsistent with this Article, nor a change in the law, shall adversely affect any right or protection of a director, which right or protection is

based upon this Article and arises from conduct that occurred prior to the time of such amendment, repeal, adoption or change. No change in the law shall reduce or eliminate the rights and protections applicable immediately after this provision becomes effective unless the change in the law shall specifically require such reduction or elimination. If the Oregon Nonprofit Corporation Act (the "Act") is amended, after this Article becomes effective, to authorize corporate action further eliminating or limiting the personal liability of directors of the corporation, then the liability of directors of this corporation shall be eliminated or limited to the fullest extent not prohibited by the Act, as so amended.

## ARTICLE XII

### Indemnification of Officers and Directors

The corporation shall indemnify to the fullest extent not prohibited by the Act any officer or director of the corporation who has been made, or is threatened to be made, witness in, or otherwise involved in, any action, suit or proceeding, whether civil, criminal, administrative, investigative, formal or informal, internal or external, or otherwise (including an action, suit or proceeding by or in the right of the corporation), as long as that officer or director was acting in behalf of the corporation and is not: (a) adjudged liable to the corporation in a proceeding by or in the right of the corporation, or (b) adjudged liable in any proceeding on the basis that personal benefit was improperly received by the officer or director, or (c) adjudged to have been engaged in intentional misconduct, knowing violation of the law or unapproved conflict of interest transaction.

If any officer or director has received any amounts of indemnification, either as reimbursed or advanced funds, which is prohibited under the Act or (a) or (b) or (c) above, that officer or director shall return any unused funds and shall repay the corporation for all other funds received.

Any indemnification provided pursuant to this Article shall not be exclusive of any rights to which any such person may otherwise be entitled under any article of incorporation, bylaw, agreement, statute, policy of insurance, vote of shareholders or board of directors, or otherwise, which exists at or subsequent to the time such person incurs or becomes subject to such liability and expense.

## ARTICLE XIII

Indemnification of Employees and Agents

The corporation may indemnify any person who is or was an employee or agent of the corporation or acted as a fiduciary within the meaning of Employee Retirement Income Security Act of 1974 ("ERISA") with respect to an employee benefit plan of the corporation. The corporation may also indemnify any person who serves or served at the request of the corporation as an agent, employee, or fiduciary (as defined in ERISA) of an employee benefit plan, of another corporation, partnership, joint venture, trust, or other enterprise. Indemnification of the aforementioned person may be given to the fullest extent permitted by the Act, except that under no circumstances may the corporation indemnify any of the persons mentioned above if such indemnification is prohibited under the Act or that person is: (a) adjudged liable to this or any other corporation in a proceeding by or on behalf of this corporation or any other corporation, or (b) was adjudged to have received an improper personal benefit in any proceeding, or (c) adjudged to have been engaged in intentional misconduct, knowing violation of the law or unapproved conflict of interest transaction.

If any person mentioned in this Article has received any amount of indemnification, either as reimbursed or advanced funds, which is prohibited under the Act or (a) or (b) or (c) above, that person shall return any unused funds and shall repay the corporation for all other funds received.

Any indemnification provided pursuant to this Article shall not be exclusive of any rights to which any such person may otherwise be entitled under any article of incorporation, bylaw, agreement, statute, policy of insurance, vote of shareholders or board of directors, or otherwise, which exists at or subsequent to the time such person incurs or becomes subject to such liability and expense.

## ARTICLE XIV

Dissolution

Upon the termination, dissolution or winding up of this corporation, in any manner or for any reason whatsoever, the Board of Directors shall first (a) pay or make provision for the payment of all of the liabilities of the corporation; (b) return, transfer or convey such assets which are held by the corporation upon conditions requiring return, transfer or conveyance in accordance with such requirements. Any remaining assets shall be distributed only to a nonprofit organization as determined by the

Board of Directors at the time of termination, dissolution or winding up, or to the members of the Association.

ARTICLE XV

Amendment

The provisions of these Articles of Incorporation may be amended only by the affirmative vote of not less than two-thirds of the votes entitled to be cast with respect thereto.

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.

DATED this 15th day of April, 1993.

  
Stanley E. Martinson  
Incorporator

**EXHIBIT 'A'**  
**LEGAL DESCRIPTION**  
**April 9, 1993**

A tract of land in Section 22, T.1S., R.8E., W.M., Multnomah County, Oregon, said tract being more particularly described as follows:

Beginning at the South one-quarter section corner of said Section 22; thence N.89°52'12"W. along the South line of the southwest one-quarter of said Section, 2619.98 feet to the southwest corner of said Section; thence N.01°20'27"E. along the West line of said southwest one-quarter, 757.50 feet to the southwest corner of that parcel described in Deed Book 561, Page 619 of the Multnomah County Deed Records; thence leaving said West line, S.88°39'33"E., 622.29 feet to the southeast corner of that parcel described in Deed Book 2192, Page 363 of said Deed Records; thence N.01°20'27"E., 742.50 feet, thence N.88°39'33"W., 622.29 feet to a point on said West line; thence N.01°20'27"E. along said West line, 987.58 feet; thence leaving said West line, N.87°26'29"W., 343.00 feet to a point on the southeasterly line of Regner Road (County Road No. 1275-60); thence northeasterly tracing said southeasterly line the following courses and distances, N.43°00'47"E., 284.15 feet; thence along the arc of a 602.96 foot radius curve left through a central angle of 17°04'00", 179.60 feet (chord bears N.34°28'47"E., 178.94 feet); thence N.25°56'47"E., 165.00 feet; thence along the arc of a 256.48 foot radius curve right through a central angle of 38°36'59", 172.86 feet, (chord bears N.45°15'17"E., 169.61 feet); thence N.64°33'47"E., 135.74 feet; thence leaving said southeasterly line, S.25°26'13"E., 63.78 feet; thence N.89°43'46"E., 733.27 feet; thence S.88°43'28"E., 393.46 feet; thence S.01°16'32"W., 33.04 feet; thence along the arc of a 30 foot radius curve left through a central angle of 121°51'29", 63.80 feet (chord bears S.59°39'13"E., 52.44 feet; thence N.59°25'03"E., 110.87 feet; thence N.01°16'32"E., 900.00 feet; thence S.88°43'28"E., 370.00 feet; thence S.30°43'28"E., 240.00 feet; thence S.59°36'32"E., 236.35 feet; thence S.01°11'57"W., 180.00 feet; thence S.88°48'03"E., 381.80 feet; thence S.01°11'57"W., 856.17 feet to the center of section corner of said Section 22; thence S.89°59'49"E. along the East one-half of the east-west centerline of said section 22, 541.88 feet; thence leaving said centerline, N.50°47'20"E., 85.46 feet; thence N.88°29'00"E., 205.24 feet; thence N.15°18'40"E., 61.85 feet; thence N.49°11'10"E., 208.87 feet; thence S.88°43'30"E., 225.00 feet; thence N.15°18'40"E., 82.46 feet; thence N.61°40'10"E., 253.03 feet; thence N.06°59'10"E., 100.50 feet; thence N.57°35'00"E., 18.34 feet; thence S.89°59'49"E., 1017.46 feet; thence northeasterly along the arc of a 257.57 foot radius nontangent curve left (the radius point of said curve bears N.39°55'15"W.) through a central angle of 10°27'45", 47.03 feet (chord bears N.44°50'52"E., 46.97 feet); thence N.39°37'00"E., 178.06 feet; thence along the arc of a 20.00 foot radius curve right through a central angle of 51°35'30", 18.01 feet, (chord bears N.65°24'45"E., 17.41 feet) to a point on the westerly line of Hogan Road (County Road Number 692); thence S.01°12'32"W. along said westerly line, 736.99 feet; thence leaving said westerly line, N.89°59'49"W., 642.70 feet; thence S.02°33'25"E., 300.06 feet; thence S.89°59'49"E., 617.31 feet to a point on said westerly line of Hogan Road; thence southerly tracing said westerly line the following courses and distances, S.02°17'34"W., 1959.47 feet; thence along the arc of a 547.96 foot radius curve right through a central angle of 29°22'00", 280.85 feet; (chord bears S.16°58'34"W., 277.79 feet); thence S.31°39'34"W., 118.71 feet to a point on the South line of the southeast one-quarter of said Section 22; thence N.89°52'08"W. along said southline, 2467.24 feet to the Point of Beginning.

Contains 366.57 acres, more or less.

Excepting therefrom such portions thereof as are part of the golf course and related operations associated with Persimmon Country Club. The precise boundaries of the property subject to jurisdiction of the Association shall be defined as the plats for the various residential phases are recorded, and shall include all property within such plats.