

**NONPROFIT
ARTICLES OF INCORPORATION
OF
EAST PARK ESTATES HOMEOWNERS ASSOCIATION**

The following Articles of Incorporation have been approved by 100% of the members of the Corporation.

**ARTICLE I
NAME**

The name of this Corporation is East Park Estates Homeowners Association and its duration shall be perpetual.

**ARTICLE II
TYPE OF CORPORATION**

This Corporation is a mutual benefit corporation.

**ARTICLE III
PURPOSE**

The purpose of the Corporation is to serve as the governing body for homeowners at East Park Estates, Marion County, Oregon. The Corporation may engage in any lawful activity, none of which is for profit, for which corporations may be organized under ORS Chapter 65 and which is in furtherance of the Corporation's purpose.

**ARTICLE IV
REGISTERED OFFICE AND AGENT**

The address of the initial registered office of the Corporation is 27375 SW Parkway Ave., Wilsonville, OR 97070 and the name of its initial registered agent at such address is Patricia Jones.

**ARTICLE V
PRINCIPAL OFFICE**

The principal office address of the Corporation is 27375 SW Parkway Ave., Wilsonville, OR 97070.

**ARTICLE VI
INITIAL DIRECTORS**

The number of directors constituting the interim board of directors of the Corporation is two (2) and the names and addresses of the persons who are to serve as the directors until the first annual meeting or until their successors are elected and shall qualify are:

Karl Ivanov
27375 SW Parkway Ave.
Wilsonville, OR 97070

Patricia Jones
27375 SW Parkway Ave.
Wilsonville, OR 97070

The directors have consented to this appointment.

ARTICLE VII MEMBERS

The Corporation will have members, each of whom must be a homeowner in East Park Estates, Marion County, Oregon.

ARTICLE VIII CITY OF SALEM REQUIRED PROVISIONS

Pursuant to SRC 210.055, the following provisions are included:

Property owners within East Park Estates shall automatically be members of the Corporation with the purchase of a dwelling unit or other property within East Park Estates.

The Corporation's principal source of funds shall be an assessment levied against each dwelling unit or other property, which assessment shall be enforceable as a lien against the dwelling unit or property.

The permitted use of the common open space is .

No amendment to these articles is permitted that would eliminate the provisions in this Article VIII.

ARTICLE IX INCORPORATOR

The name and address of the incorporator is:

Andrew Hahs
Bittner & Hahs, P.C.
4949 SW Meadows Road, Suite 260
Lake Oswego, Oregon 97035-3157

ARTICLE X DISTRIBUTION OF ASSETS ON LIQUIDATION

Upon dissolution and final liquidation, all assets of the Corporation shall be distributed to another nonprofit corporation which shall be qualified under the Internal Revenue Code of 1986,

as amended, or if to more than one such nonprofit organization, then to be apportioned among such qualified nonprofit corporations as the directors shall appoint.

ARTICLE XI ELIMINATION OF LIABILITY

No director or uncompensated officer shall have liability to the Corporation for monetary damages for conduct as a director or officer, except for:

- (a) Any breach of the director's or officer'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;
- (d) Any transaction from which the director or officer derived an improper personal benefit; or
- (e) Any act or omission in violation of ORS 65.361 to 65.367.

ARTICLE XII INDEMNIFICATION

Each director or officer, or former director or officer of the Corporation, shall be indemnified by the Corporation against all liability, costs and expenses reasonably imposed upon or incurred by him in connection with or arising out of any action, suit or proceeding in which he may be involved or to which he may be made a party, such expenses to include the cost of reasonable settlement (other than amounts paid to the Corporation itself) made with a view to curtailment of costs of litigation; provided:

- (a) The conduct of the individual was in good faith;
- (b) The individual reasonably believed that the individual's conduct was in the best interest of the Corporation, or at least not opposed to its best interests; and
- (c) In the case of any criminal proceeding, the individual had no reasonable cause to believe the individual's conduct was unlawful.

The termination of a proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent is not, of itself, determinative that the director did not meet the standard of conduct described under this section.

The Corporation will not indemnify a director under this section:

- (a) In connection with a proceeding by or in the right of, the Corporation in which the director was adjudged liable to the Corporation; or

- (b) In connection with any other proceeding charging improper personal benefit to the director in which the director was adjudged liable on the basis that personal benefit was improperly received by the director.

ARTICLE XIII
ADVANCEMENT OF EXPENSES

The Corporation may pay for or reimburse the reasonable expenses incurred by a director who is a party to a proceeding in advance of final disposition of the proceeding if:

- (a) The director furnishes the Corporation a written affirmation of the director's good faith belief that the director has met the standards of conduct described in ORS 65.357; and
- (b) The director furnishes the Corporation a written undertaking, executed personally or on the director's behalf, to repay the advance if it is ultimately determined that the director did not meet the standard of conduct.

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 ____ day of _____, 2020.

Andrew D. Hahs, Incorporator