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FILED

JUN 29 1995

SECRETARY OF STATE

ARTICLES OF INCORPORATION

OF

SAHHALI SHORES AT NESKOWIN CONSOLIDATED OWNERS ASSOCIATION
A Non-Profit Corporation

The undersigned natural person of the age of 18 years or more, acting as the incorporator under the Oregon Non-Profit Corporation Law adopts and verifies the following Articles of Incorporation:

ARTICLE I
NAME

The name assumed by the corporation by which it shall be known is Sahhali Shores at Neskowin Consolidated Owners Association.

ARTICLE II
PURPOSE

(1) This corporation is organized and shall be operated exclusively as a homeowners association as defined in and in conformity with Section 5238 of the Internal Revenue Code as now enforced or hereafter amended.

(2) The corporation shall be a mutual benefit corporation and shall engage without profit to its members in any such activities as may promote the health, safety, welfare, and good of the owners of the property within the area platted and dedicated to residential use as Sahhali Shores at Neskowin Consolidated by Sahhali Shores, Inc., which plat shall be located and recorded in the Records of Tillamook County, Oregon, and for such other areas annexed thereto pursuant to that certain Declaration of Covenants, Conditions and Restrictions of Sahhali Shores at Neskowin Consolidated, recorded in Book 370, Page 116, Deed Records, Tillamook County, Oregon, and any additional amendments to covenants.

(3) In carrying out its purposes as herein defined, the corporation shall manage and supervise for its membership all of the rights, privileges, duties and obligations assigned to, taken by, or commonly granted to the members and as set forth in the Declaration of Covenants, Conditions and Restrictions of Sahhali Shores at Neskowin Consolidated, recorded in Book 370, Page 116, Deed Records, Tillamook County, Oregon, as well as any recorded instruments which revise, amend, supplement or replace said

covenants, and only as such covenants or other amendments apply to the ownership, use and enjoyment of any and all properties situated within said defined planned community or areas duly annexed thereto pursuant to said Declaration of Covenants, Conditions and Restrictions of Sahhali Shores at Neskowin Consolidated, recorded in Book 370, Page 116, Deed Records, Tillamook County, Oregon and amendments thereto.

(4) To exercise all the powers and privileges and to perform all the duties and obligations necessary for the care, maintenance and protection of the common right-of-way, common areas and other common amenities of the above described planned community and those areas annexed as provided above. Said activities shall be in conformance with the corporate bylaws.

(5) No part of the earnings of the corporation shall inure to the benefit of any member or individual other than by acquiring, constructing, or providing management, maintenance and care of association property and other than by a rebate of excess membership dues, fees or assessments.

(6) No substantial part of the activities of the corporation shall be the dissemination of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate or intervene, including the publishing or distribution of statements, in any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted of the homeowners association partially exempt from federal income tax under the Internal Revenue Code as now in force and effect or hereafter amended.

(7) The corporation shall have all corporate powers enumerated in the Oregon Non-Profit Corporation Law, ORS Chapter 65, as amended.

ARTICLE III DURATION

The duration of this corporation shall be perpetual.

ARTICLE IV DISSOLUTION

Upon dissolution of the corporation, the board of directors shall, after paying or making provision for payment of all of the liabilities of the corporation, pursuant to and in conformance with ORS 65.624 (6) as now in force and effect or hereafter amended, distribute the assets, both real and personal of the corporation to a successor entity or an appropriate municipal corporation or other public agency which shall, as nearly as

practicable, devote said assets to the same purposes as was required of the present corporation. In the event that such dedication and conveyance is refused, such assets shall be distributed among the members who are at that time in good standing, in proportion to their respective contributions thereto and interest in said subdivision and corporation.

ARTICLE V
ADOPTION OF AMENDMENTS

Amendment to these articles shall require a consent consisting of 75% of the number of votes entitled to be cast pursuant to duly adopted bylaws, which votes shall be voted by mail, pursuant to ORS 65.222, in person or by proxy at a meeting called to consider such amendment. The voting requirements specifically for any action taken under any section of these articles shall only be amended in accordance with the voting requirements as specified herein. Amendments shall be further limited by restrictions contained within the Declaration of Covenants, Conditions and Restrictions of Sahhali Shores at Neskowin Consolidated.

ARTICLE VI
REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the corporation is 44550 Highway 101 South, Neskowin, Oregon 97149. The name of the initial registered agent is Charles C. Lake and the address of the registered agent is Post Office Box 805, Lincoln City, Oregon 97367. *Street address for agent is 44550 Highway 101 S. Neskowin, Or 97149.*

ARTICLE VII
MAILING ADDRESS

The mailing address to which the corporation commissioner may mail notices as required by ORS 65.047(1)e shall be Post Office Box 805, Lincoln City, Oregon 97367.

ARTICLE VIII
INCORPORATOR

The name and address of the incorporator is:

Steven T. Campbell
Post Office Box 220
309 Laurel Avenue
Tillamook, Oregon 97141

I, the undersigned incorporator, declare under penalty of perjury that I have examined the foregoing and to the best of my knowledge and belief, it is true, correct and complete.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand this 12th day of June, 1995.

Steven T. Campbell
STEVEN T. CAMPBELL

STATE OF OREGON)
) ss.
County of Tillamook)

On June 12, 1995, Steven T. Campbell personally appeared before me and acknowledged the foregoing instrument.



Annette Salo
NOTARY PUBLIC FOR OREGON

Person to contact about this filing: Steven T. Campbell
(503) 842-2553