

ARTICLES OF INCORPORATION of BAYSHORE BEACH CLUB, INC.
(Adopted 6-20-63 & filed 6-26-63 #[71313] except as indicated)

We, the undersigned natural persons of the age of twentyone years or more, desiring to form a non-profit corporation under and by virtue of the provisions of the laws of the State of Oregon relating to the incorporation of non-profit corporations, do hereby adopt in duplicate the following Articles of Incorporation:

ARTICLE I.

The name of this corporation shall be BAYSHORE BEACH CLUB, INC.

ARTICLE II.

The duration of this corporation shall be perpetual.

ARTICLE III.

(Article amended in entirety 6-5-66 & filed 12-5-66 #[71313])

The purposes for which this corporation is formed, and the same shall also be construed as powers of the corporation, are as follows:

1. To foster and maintain acquaintanceship and friendship among the members of BAYSHORE BEACH CLUB, INC. through social, sporting and recreational activities and events; and for these general purposes to purchase, accept or otherwise acquire, own and hold, construct, improve, develop, repair, maintain, operate, care for and/or dispose of parkways, playgrounds, open spaces and recreational areas, tennis courts, beaches, floats, piers, clubhouses, swimming pools and/or swimming areas, bathhouses, places of amusement, community buildings, community clubhouses and in general community facilities appropriate for the convenience, entertainment, relaxation, use and benefit of its members.
2. To acquire by gift, purchase, lease or otherwise, and to own, hold, enjoy, operate, maintain, and to convey, sell, lease, transfer, mortgage and otherwise encumber, dedicate for public use and/or otherwise dispose of, real and/or personal property wherever situate.
3. To enforce liens, charges, restrictions, conditions and covenants existing upon and/or created for the benefit of parcels of real property over which said corporation has jurisdiction and to which said parcels may be subject to the extent that said corporation has the legal right to enforce the same, and to pay all expenses incidental thereto.
4. To pay the taxes and assessments which may be levied by any public authority upon any of the said property now or hereafter used or set apart for parks, parkways, playgrounds, open areas, tennis courts, beaches, community clubhouses, community club buildings, places of amusement and/or recreation areas, or upon such other recreation spaces wherever situate as may be maintained for the general benefit and use of the owners of lots in said property; to pay taxes and assessments levied by any public authority upon improvements upon any of said property or areas so used or set apart or maintained, and whether taxed or assessed as a part of said property or area separately; and to pay taxes and

assessments levied by any public authority upon any property which may be held in trust for said corporation.

5. To regulate and/or prohibit the erection, posting, pasting or displaying upon any of said property of billboards and/or signs of all kinds and character; and to remove and/or destroy any such billboards or signs erected or maintained upon said property without the authority of said corporation as provided in such restrictions, conditions and covenants as may affect said property or any portion thereof.

6. To appropriate, purchase, divert, acquire and store water from streams, water courses, wells or any other source; to acquire, own, construct, hold, possess, use and maintain such pumping plants, tanks, pipe lines, reservoirs, ditches, buildings, roads, trails, and appliances, and such other property, including water rights and shares of stock in other corporations as said corporation may from time to time desire to acquire or purchase for furnishing and supplying water; provided that this corporation shall not use or dispose of such water as a public utility, but solely for the use and benefit of its members.

7. To fix, establish, levy, and collect annually such charges and/or assessments as may be necessary, in the judgment of the board of directors to carry out any or all of the purposes for which this corporation is formed.

8. To expend the moneys collected by said corporation from assessments and charges and other sums received for the payment and discharge of costs, expenses, and obligations incurred by said corporation in carrying out any and all of the purposes for which said corporation is formed.

9. Generally, to do any and all lawful things which may be advisable, proper, authorized and/or permitted to be done by said corporation; and to do and perform any and all acts which may be either necessary for, or incidental to, the exercise of any of the foregoing powers or for the peace, health, comfort, safety, and/or general welfare of its members.

10. To have and enjoy all of the general powers of a non-profit corporation as are now provided by Oregon laws and as hereafter may be enacted.

11. Nothing contained in these Articles of Incorporation shall be construed as authorizing or permitting said corporation to own, manage or operate any real or personal property for profit. It is the intention and purpose that the business of said corporation shall not be carried on for profit either to itself or for the benefit of its members, and wherever it is authorized to collect charges or assessments it shall have no power or authority to use said charges or assessments except as necessary to cover the actual cost or expense of the act, duty, power or transaction performed.

12. To have one or more offices at such place or places, either within or without the State of Oregon as the board of directors may from time to time determine or the business of the corporation require.

ARTICLE IV.

This corporation shall at all times hereafter be a joint and mutual association of the incorporators, and such other persons as may hereafter be admitted to membership in accordance with the Bylaws, of the corporation, all of whom shall constitute only one class of members. Membership and certificates evidencing the same shall be inseparably appurtenant to lots or tracts owned by the members, and upon transfer of ownership or contract for sale of any such lot or tract, membership and certificate of membership shall ipso facto be deemed to be transferred to the grantee or contract purchaser. No membership or certificate of membership may be transferred, assigned or conveyed in any manner other

than in the manner herein set forth. In the event of the death of a member, the membership or certificate of membership of such deceased member shall be and become the property of the personal representative of such deceased member upon appointment and qualification as such in a judicial proceeding and such personal representative shall have all of the rights, privileges and liabilities of such member until title shall be transferred or contracted to be transferred. The property in possession of this corporation shall be managed by the Board of Directors hereinafter mentioned and only alienated and disposed of in accordance with the Bylaws of the corporation. Members shall be entitled to cast one vote per lot, but no more than one vote shall be cast per lot regardless of the number of owners thereof.

ARTICLE V.

The address of the initial registered office of this corporation shall be 802 Equitable Building, Portland 4, Oregon, and the name of its initial registered agent is Carl Robert Wells, whose business address is identical with the registered office aforesaid, and who is a resident of the State of Oregon.

ARTICLE VI.

The number of Directors constituting the initial Board of Directors of this corporation shall be three (3). The number of Directors constituting the Board of this corporation which shall succeed the initial Board, and of the members of such boards thereafter, shall be as fixed in the Bylaws of this corporation: Provided, that the number of members shall not be less than three (3). The names and addresses of the persons who are to serve as the initial Directors are:

<u>Name</u>	<u>Address</u>
<u>Lawrence C. Angell</u>	<u>2159 7th West, Seattle, Washington</u>
<u>A. J. McMillan</u>	<u>Coupeville, Washington</u>
<u>A. J. Hutton, Jr.</u>	<u>9222 14th N. E., Bellevue, Washington</u>

ARTICLE VII.

The names and addresses of each of the incorporators are as follows:

<u>Name</u>	<u>Address</u>
<u>Lawrence C. Angell</u>	<u>2159 7th West, Seattle, Washington</u>
<u>A. J. McMillan</u>	<u>Coupeville, Washington</u>
<u>A. J. Hutton, Jr.</u>	<u>9222 14th N. E., Bellevue, Washington</u>

ARTICLE VII (sic)

(Adopted 5-18-91 & filed 6-25-91 [#071313-11])

No employee or agent of this corporation shall be personally liable to the corporation or its members for monetary damages for conduct as an employee or agent for any act or omission occurring or arising from the exercise of their employment or agency after October 3, 1989, except if such act or omission is from the breach of the employee's or agent's duty of loyalty, acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, any unlawful distribution of the corporation's assets, any transactions from which the employee or agent received an improper personal benefit, any act or omission arising from an employee or agent's conflict of interest as provided in ORS 655.361, lending corporate money to or arranging for a corporate guarantee of obligations of an employee or agent, or any other act or omission for which the corporation may not waive personal liability of the

employee or agent under Oregon law.

(Signed & notarized copies available in the office)