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BYLAWS OF ASSOCIATION
OF
LOWER BRIDGE ESTATES
PROPERTY OWNER'S ASSOCIATION

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ARTICLE I

NAME AND PURPOSE

SECTION 1

This Association shall be called: LOWER BRIDGE ESTATES
PROPERTY OWNER'S ASSOCIATION.

SECTION 2

The purposes and objects of this Association shall be as
follows:

To provide for the operation, maintenance, repair,
rebuilding or rehabilitation of roads, streets and public ways of
Lower Bridge Estates, Deschutes County, Oregon, for the benefit
of members of the Association who have purchased parcels therein
and to pay all fees and enter into all agreements with the Bureau
of Land Management, Department of the Interior relating to the
roadway system shown on the recorded plat of Lower Bridge Estates
Subdivision.

To seek implementation of the Building and Use
Restrictions for Lower Bridge Estates;

To elect or appoint the members of the Architectural and
Building Committee pursuant to the terms and provisions of the
Building and Use Restrictions; and

Page 1, Bylaws

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To provide for the maintenance, protection, preservation and development of Lower Bridge Estates and to promote the health, safety and welfare of its members in accordance with the provisions of the Building and Use Restrictions and to exercise all powers, rights and privileges which a non-profit corporation organized under the laws of the State of Oregon may now or hereafter exercise which are necessary to carry out the primary and specific purposes of the Association.

ARTICLE II

SECTION 1

All owners of a parcel of property within the above described development shall automatically become members of this Association, and shall receive a certificate evidencing membership. Any person purchasing any parcel within said area under an agreement of sale and/or land sales contract shall be deemed the owner of said parcel for the purposes hereunder. Joint owners of any parcel shall be entitled to one membership.

ARTICLE III
FEES AND DUES

SECTION 1

Initial dues shall be such amount per month as may be determined by membership, and shall begin when the roads are turned over to the Association.

ARTICLE IV

MEMBERSHIP MEETINGS

SECTION 1 - Annual Meetings

The annual membership meeting shall be held the first Monday of _____ of each year or such other time as may be designated by the property owners.

SECTION 2 - Special Meetings

Special membership meetings shall be called by the Secretary upon resolution of the Board, or upon petition of five percent (5%) of the voting members. The petition shall state the purpose of the special meeting and may fix a period of two weeks during which the meetings may be held; provided, however, that the petition be delivered to the Secretary not less than one week before the designated period.

SECTION 3 - QUORUM

At any regular or special meeting a quorum shall consist of forty percent (40%) of the membership, except that any membership meetings at which a quorum is not present may be adjourned for from seven to fourteen days, and give notice to all voting members of the adjourned meeting. At the reconvened meeting, a quorum will consist of five percent (5%) of the membership.

SECTION 4 - Powers of Meetings

At a membership meeting, declarative resolutions may be adopted, and instructions may be issued to the Board provided

they do not abridge powers specifically granted to the Board by these Articles. At a special membership meeting no business may be transcribed other than that stated as the purpose of the meeting, without the unanimous consent of the members present.

SECTION 5 - Voting Rights

Each member shall be entitled to one vote only, cast in person or by mail, and there may be voting by proxy.

ARTICLE V

SECTION 1 - Directors

The management of the Association shall be vested in a Board of Directors of five persons, four of which shall be elected by the membership. The fifth member shall be designated by developer until seventy-five percent (75%) of the development is sold. After seventy-five percent (75%) of the development is sold, all directors shall be elected by the membership. All directors shall serve for a period of one (1) year and until their successors are duly elected and qualified. The initial Board of Directors shall be appointed by developer. Directors shall hold office until their successors have undertaken their duties.

SECTION 2 - Vacancies

Any director of this Association who, having been duly notified, fails to attend four regular consecutive meetings without excuse satisfactory to the Board, shall thereby forfeit

his membership thereon, and the position shall thereupon be deemed vacant.

SECTION 3 - Duties of Directors

The Directors shall administer all business carried on by the Association under the direction and control of any special or regular meeting of the members. They shall arrange an impartial audit by a public accountant of the books of the Association at least once a year, and shall issue a financial statement to the membership. They shall also issue annually to the membership a full report of its work during the year and of the progress and condition of the Association.

The Board may create advisory committees composed of individuals interested in one or more phase of the work of the Association.

The Directors shall have the power to purchase and/or lease additional real estate; to construct recreational facilities; to purchase recreational equipment, including horses; to expend money to maintain the roads and other facilities owned and/or operated by the Association and/or its membership for the benefit of the members; to provide informational services for members and prospective owners of the property, and to provide such additional services to the members as they in their sole discretion may determine to be advisable.

The Board shall be responsible for appointing three members of the Association to serve on the Architectural and

Building Committee pursuant to the provisions of the Building and Use Restrictions for Lower Bridge Estates.

SECTION 4 - Officers

The officers shall be: President, Vice-President, Secretary, Treasurer and such others as the Board may deem necessary. The President, Vice-President and Secretary shall be appointed by the Board of Directors from their number at the first regular board meeting following the annual election. All officers shall hold office at the discretion of the board.

If the Treasurer is not a member of the board, he may have a voice, but no vote, at the board meetings.

SECTION 5 - Duties of Officers

The officers shall perform the duties usually appertaining to such officers and such other duties as may be delegated to them by these Articles of Association, or by the board.

SECTION 6 - Bonds

All officers and employees of the Association handling funds of the Association shall be bonded.

ARTICLE VI

MAIL VOTE

SECTION 1

Whenever in the judgment of the board of directors any question shall arise which it considers should be put to a vote of the membership, and when it seems it inexpedient to call a

special meeting for that purpose, it may submit the matter to the membership in writing by mail for vote and decision, and the question thus presented shall be determined according to a majority of the votes received by mail within two (2) weeks after such submission to the membership, provided that in each case, votes of at least twenty-five percent (25%) of the members shall be received. Action taken in this manner shall be as effective as action taken at a duly called meeting.

ARTICLE VII

LIABILITIES

SECTION 1

Nothing shall constitute members of the Association as partners for any purpose. No member, officer, agent or employee shall be liable for the acts or failure to act of any other member, officer, agent or employee of the Association. Nor shall any member, officer, agent or employee be liable for his acts or failure to act under these Articles, except only acts or omissions arising out of his willful misfeasance.

ARTICLE VIII

AMENDMENTS

SECTION 1

These Articles of Association may be amended, repealed or altered in the whole or in part by the affirmative vote of two-thirds (2/3) of the total votes cast in person or by proxy at a duly organized meeting of the Association.

ARTICLE X

ROADS

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SECTION 1 - Roads

The streets and roads in this subdivision shall be constructed by subdivider, Lower Bridge Estates Joint Venture, to County's specification. Lower Bridge Estates Joint Venture will maintain the streets and roads until such time as they have been constructed to County's specifications and the County approves the construction to their specification.

Thereafter, the Property Owner's Association shall be responsible for the maintenance of all streets and roads in this development and payment of all fees associated therewith, including those owed to the Bureau of Land Management, Department of the Interior.

IN WITNESS WHEREOF the undersigned has subscribed his signature to the ARTICLES OF ASSOCIATION on this 5th day of March, 1981, pursuant to a resolution adopted by the Board of Directors of the undersigned corporation.

LOWER BRIDGE ESTATES
JOINT VENTURE

Johnson's Parkway Realty, Inc.,
an Oregon Corporation

By William H. Johnson Sec. - Treas.

Rodney K. Houser
Rodney K. Houser

STATE OF OREGON)
County of Deschutes) ss.

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Personally appeared WILLIAM JOHNSON who being first duly sworn did say that he is the Secretary-Treasurer of Johnson's Parkway Realty, Inc., an Oregon corporation, and that the seal affixed to the foregoing instrument is the corporate seal of said corporation and that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors; and he acknowledged that said instrument to be its voluntary act and deed.
Before me:

Alida W. Gorman
Notary Public for Oregon
My Commission Expires: 7-27-84

STATE OF OREGON)
County of Deschutes) ss.

Personally appeared ROSEMARY B. PATTERSON and acknowledged the foregoing instrument to be his voluntary act and deed.
Before me:

Alida W. Gorman
Notary Public for Oregon
My Commission Expires: 7-27-84

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STATE OF OREGON
County of Deschutes
I hereby certify that the foregoing instrument or writing was recorded for me on the 20 day of July, A.D. 19 81 at 5:42 o'clock P.M. in room 512321, on File No. 1, Volume of Books 321.
Attest:
ROSEMARY PATTERSON
County Clerk