

AMENDED

ARTICLES OF ASSOCIATION OF
OREGON WATER WONDERLAND PROPERTY OWNERS

UNIT #II

ARTICLE I

NAME AND PURPOSE

SECTION 1

This Association shall be called OREGON WATER WONDERLAND Property Owners Association, Unit #II. (Amended August 7, 1982)

SECTION 2

The purpose and object of the Association shall be to provide for the operation, maintenance, repair, rebuilding or rehabilitation of roads, streets and public ways of UNIT II OREGON WATER WONDERLAND plat, Deschutes County, Oregon, for the benefit of members of the Association who have purchased Lots from Whispering Pines Estates, a Limited Partnership. (Amended August 7, 1982)

ARTICLE II

MEMBERSHIP

SECTION 1

All owners of a parcel of property within the above described subdivision shall automatically become members of this Association, and shall receive a certificate evidencing such 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 lot shall be entitled to one membership.

ARTICLE III

FEES AND DUES

SECTION 1

There shall be no dues to the membership of the Association, and in lieu thereof the Board of Directors shall

annually assess each lot in the subdivision its proportionate share of the costs of said maintenance which shall include the necessary amounts incurred by the directors for insurance, bond premiums, equipment rental, materials and labor required for such operation and maintenance. The owner of the subdivision shall pay a like assessment for each lot remaining unsold in said subdivision, it being the intention that all assessments shall be uniform, as much as is practicable. At such time as Deschutes County, or any other political subdivision of the State of Oregon shall assume the responsibility for such operation and maintenance, there shall be no further assessments.

SECTION 2

In the event any property owner shall fail to pay his assessments when due and payable, the amount thereof, together with interest at the maximum amount permitted by law from such date, and the costs of collection, if any, shall become and constitute a lien against the parcel or parcels owned by said delinquent property owner. The lien shall attach upon filing a claim of lien in the office of the County Clerk of Deschutes County, Oregon, within sixty (60) days from the date thereof, particularly describing said parcel or parcels and mailing to the delinquent property owner at his last known address a copy of said claim of lien. Said lien may be foreclosed and the property sold to satisfy said lien in the same manner as is provided for the foreclosure of mechanic's liens under the laws of the State of Oregon. If no such claim of lien shall have been filed within said time, or if such claim of lien shall have been filed but no action to enforce such lien shall have been commenced within six (6) months after such filing, then such claim and/or lien shall be null and void.

ARTICLE IV

MEMBERSHIP MEETINGS

SECTION 1 - Annual Meetings

The annual membership meeting shall be held in August of each year.

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 meeting may be held; provided, however, that the petition be delivered to the Secretary not less than one week before the designated period.

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SECTION 3 - Quorum

At any regular or special meeting a quorum shall consist of twenty percent (20%) of the membership. (Amended August 7, 1982)

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 transacted other than that stated as the purpose of the meeting, without the unanimous consent of the members present.

SECTION 5 - Voting Rights

Notwithstanding anything to the contrary herein contained, it is understood that there shall not be permitted more than one (1) vote per parcel owned. Vote may be cast in person or by mail and there may be voting by proxy.

SECTION 6 - Notice of Meetings

There shall be not less than ten days' written notice given of any meeting of the membership, mailed by regular mail, postage prepaid, to the last known address of each member of the Association, stating the date, time, place and purpose of such meeting.

SECTION 7 - Organization Meeting

The initial Board of Directors shall duly call an organizational meeting of the membership at such time as fifty percent (50%) of the lots of the subdivision are sold, or within one year from the date hereof, whichever shall first occur. At such meeting the membership shall elect a new Board of Directors and conduct such other and further business as the membership attending may elect. The quorum for such organizational meeting shall be not less than fifty percent (50%) of the membership.

ARTICLE V

DIRECTORS AND OFFICERS

SECTION 1 - Directors

The management of the Association shall be vested in a Board of Directors of five persons, who shall be elected by the

membership, except the initial Board of Directors shall be designated by the developer.

Which directors shall serve for a period of one year and until their successors are duly elected and qualified.

Directors shall hold office until their successors have been elected and shall have entered upon the discharge of their duties.

The directors shall be limited in their authority to the contracting for the operation, maintenance, repair, rebuilding or rehabilitation of the roads, streets and public ways of the subdivision including the right to incur the necessary expenses for insurance, bond premiums, rentals of equipment, purchase of necessary materials and labor incident to such operation and maintenance.

The directors shall have the right to the reasonable entry upon any parcel of the subdivision for the purpose of such operation and maintenance without being deemed guilty in any manner of trespass or unlawful entry.

SECTION 2 - Vacancies

Any director of this Association who, having been duly notified, fails to attend four regular consecutive board 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 phases of the work of the Association.

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 board meetings.

SECTION 5 - Duties of Officers

The officers shall perform the duties usually appertaining to such offices 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 deems 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 weeks after such submission to the membership; provided that in each case, votes of at least a majority 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

Nothing herein 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

These Amended Articles of Association may be amended, repealed or altered in the whole or in part by a majority vote of the members in attendance in person or represented by proxy at any duly organized meeting of the Association.

ARTICLE IX

RECORDING

SECTION 1

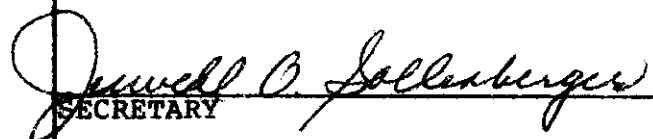
The Property Owners Association of Oregon Water Wonderland Property Owners Association, Unit II, at a duly called Property Owners Association meeting held at 1:00 p.m. on Saturday, August 7, 1982, at the Sales Office of Oregon Water Wonderland on Snow Goose Road, in Deschutes County, Oregon, with 368 lots represented by 54 lots in person and 314 lots of property owners being represented by proxies, such being a quorum of the property owners in Oregon Water Wonderland, Unit I for holding said meeting and at such meeting the property owners amended Article I, Sections 1 and 2, and Article IV, Section 3, of the Articles of Association of Oregon Water Wonderland Property Owners Association executed on July 15, 1969, and recorded in Deschutes County, Oregon. By the adoption of the foregoing Amended Articles of Property Owners Association of Oregon Water Wonderland Unit I the property owners authorized and directed the President and Secretary of the Board of Directors to execute a copy of these Amended Articles of Association and record them in the office of Deschutes County Clerk's office to be in effect until modified, changed or terminated by a majority vote of the members voting as set forth herein.

DATED this 7 day of August, 1982.

OREGON WATER WONDERLAND UNIT II
PROPERTY OWNERS ASSOCIATION



PRESIDENT



SECRETARY

SUBSCRIBED AND SWORN TO before me this 21st day of

August, 1982.



Terri L. Easton

Notary Public for Oregon

My Commission Expires: 9-10-85

11253

STATE OF OREGON
County of Deschutes

I hereby certify that the within instrument of writing was received for Record the 15 day of Dec A.D. 19 82 at 10:25 o'clock A M., and record in Book 365 on Page 813 Record of Deschutes

ROSEMARY PATTERSON
County Clerk

By Phyllis Sue Deputy