

After recording, return to:
Woodside Ranch Homeowners Association
PO Box 9551
Bend, OR 97708



\$181.00

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\$155.00 \$11.00 \$10.00 \$5.00

05/26/2009 12:43:53 PM

**FIRST AMENDMENT TO
PROTECTIVE COVENANTS FOR
WOODSIDE RANCH, PHASE III**

THIS FIRST AMENDMENT TO PROTECTIVE COVENANTS OF WOODSIDE RANCH, PHASE III (this "Amendment") is effective upon its recording in Deschutes County, Oregon.

WITNESSETH

31
A. Woodside Ranch, Phases I-VI (hereafter "Woodside Ranch") are contiguous subdivisions located in Deschutes County Oregon. The developers of Woodside Ranch recorded separate Protective Covenants for each of the 6 phases. Woodside Ranch is not a "planned community" as defined under the Oregon Planned Community Act.

B. The Protective Covenants for Woodside Ranch, Phase III (hereafter the "Protective Covenants") are dated March 1, 1977 and are recorded in the real property records of Deschutes County, Oregon at Volume 246, Page 256.

C. Article I, Section 1 of the Protective Covenants establishes an Architectural Control Committee (hereafter "ACC") to enforce the Protective Covenants. A similar provision is contained in the Protective Covenants for the other 5 subdivisions in Woodside Ranch.

D. In 1977, property owners in Woodside Ranch created a non-profit corporation known as the Woodside Ranch Homeowners Association (hereafter the "Association"). Pursuant to its Bylaws, the Association has the authority to designate members for one ACC with responsibility for all subdivisions within Woodside Ranch and to enforce the Protective Covenants. Since 1977, the ACC appointed by the Association has been responsible for enforcing the Protective Covenants for all subdivisions in Woodside Ranch.

E. By this Amendment it is the intent of the property owners in Woodside Ranch, Phase III to establish consistency in the enforcement of the Protective Covenants while at the same time "grandfathering in" certain existing uses.

Pursuant to Article III, Section 1 of the Protective Covenants, the Protective Covenants are hereby Amended as follows:

1. **Incorporation of Bylaws.** The Bylaws of the Association attached hereto as Exhibit 1 are incorporated herein by reference and are hereby made a part of the Protective Covenants. Except as otherwise provided below, the Bylaws shall be binding on the present and successor owners of all lots in Woodside Ranch, Phase III.

2. **Acknowledgement of Association Powers.** The Association has the general powers and duties of a nonprofit corporation pursuant to the Oregon Nonprofit Corporation Act and shall also have the specific powers and duties assigned or delegated to the Association pursuant to the Bylaws including, but not limited to, appointment of the ACC members and enforcement of the Protective Covenants.

3. **Membership in Association.** All Owners of lots in Woodside Ranch, Phase III are members of the Association and have the rights of membership as set forth in the Bylaws.

4. **Certain Existing Violations Allowed.** To the extent that any lot within Woodside Ranch, Phase III currently has a permanent immovable structure which is in violation of any provision of the Protective Covenants, such violation shall be deemed approved for existing and future owners of that lot and no attempt by the Association or ACC shall be made to enforce the Protective Covenants with respect to such existing use. For purposes of this Amendment a "permanent immovable structure" is defined as homes, outbuildings, fences and landscaping.

5. **Restrictions Apply to Subsequent Actions.** After the effective date of this Amendment, remodeling or new construction of any permanent immovable structure or any activity defined in Article I, Section 2 of the Protective Covenants on any lot within Woodside Ranch, Phase III, including on any use approved pursuant to the preceding paragraph, shall be done only in accordance with the Protective Covenants, this Amendment, and the Bylaws.

6. **Parking and Storage.** Trailers, truck campers, RVs, boats, boat trailers, snowmobiles, off road vehicles and all other types of vehicles may be parked or stored on individual lots provided they are either kept in a garage or otherwise screened from view from the street and neighboring lots in such a manner so as to not be unreasonably offensive to neighbors. It is acceptable to cover such items with fitted covers or brown or green tarps. Complaints regarding non-compliance with this provision shall be resolved as provided in Section 7 below.

7. **Procedure for Handling Non-Compliance, Remedies and Enforcement.** The Association and the owners of any lot within Woodside Ranch, Phase III shall have the right to enforce all of the covenants, conditions, restrictions, and dues and assessments now or hereinafter imposed by any of the provisions of the Protective Covenants as hereby amended or the Bylaws by any proceeding at law or in equity. Failure by the Association to enforce any such covenant, condition, or restriction shall in no event be deemed a waiver of its right to do so thereafter. Before undertaking any such action, the procedures set forth below shall first be followed:

A. Procedure for Handling Non-Compliance. After a finding of non-compliance, the ACC will inform the owner verbally and try to reasonably resolve the problem. In the event of disagreement, the ACC will give immediate written notice to the owner. If the owner still objects to correcting the violation, then the Association will endeavor to resolve the matter with the owner but if no resolution can be achieved then legal action may be started in accordance with the procedure set forth in Section 7 B below.

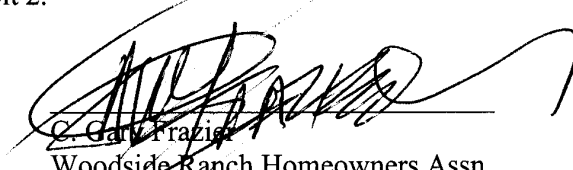
B. Remedies and Enforcement. If a resolution cannot be arrived out by following the procedure set forth in Section 7A above, the Association shall formally notify the Owner in writing of such noncompliance. The owner shall, except if the violation involves non payment of assessments, then have 30 days from delivery of such notice (or such longer time as the Association determines to be reasonable under the circumstances) to correct such noncompliance or to enter into an agreement with the Association which sets forth a time for correcting such noncompliance. If the violation involves non payment of assessments, the owner shall have 120 days from delivery of such notice to comply as provided in the Bylaws. If the owner fails to comply or to enter into an agreement with the Association which sets forth a time for correcting such noncompliance, or if the owner enters into such an agreement and fails to correct the noncompliance within the time provided for therein, the Board may, without limitation, (1) correct any such failure and immediately assess against the defaulting lot owner the costs of doing so, (2) move for judicial or injunctive relief to require the defaulting lot owner to correct the failure of compliance and assess the costs and legal fees incurred in such proceedings against the defaulting lot owner, (3) sue for damages to recover assessments and damages and (4) initiate legal action to enforce the obligations of the defaulting lot owner as a lien upon their property. Such remedies may be pursued severally without limitation.

In the event suit or action is commenced to enforce the terms and provisions of the Protective Covenants as hereby amended or the Bylaws (including, without limitation, for the collection of dues or assessments), the prevailing party shall be entitled to its actual administrative costs incurred because of the matter or event that is the subject of the suit or action, with attorney fees and costs in such suit or action to be fixed by the trial court or arbitrator, and in the event of an appeal, the cost of the appeal, together with reasonable attorney fees, to be set by the appellate court. In addition thereto, the Association shall be entitled to its reasonable attorney fees and costs incurred in any enforcement activity or to collect delinquent assessments, together with the Association's actual administrative costs, whether or not suit or action is filed.

8. Notice. All notices, requests, demands, and other communications required or permitted hereunder will be in writing and will be deemed to have been duly given when delivered by hand or two days after being mailed by certified or registered mail, return receipt requested, with postage prepaid to the last known address of the party to whom such notice is given.

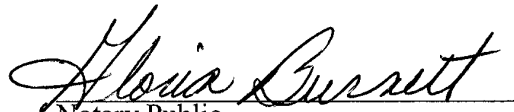
9. **Affirmation of Existing Protective Covenants.** Except as amended herein, the Protective Covenants for Woodside Ranch, Phase III, remain in full force and effect.

IN WITNESS WHEREOF I, Gary Frazier, hereby certify that I was the President of Woodside Ranch Homeowners Association at the time of the election approving this First Amendment and that, pursuant to Article III, Section 1 of the Protective Covenants, the foregoing First Amendment to the Protective Covenants of Woodside Ranch, Phase III, was adopted by a majority of the owners of lots within Woodside Ranch, Phase III whose signatures are set forth on attached Exhibit 2.


C. Gary Frazier
Woodside Ranch Homeowners Assn.
an Oregon nonprofit corporation

The foregoing instrument was acknowledged before me this 26 day of May, 2009 by C. Gary Frazier, former President of Woodside Ranch Homeowners Association.




Notary Public
My Commission Expires: 3-17-2013

BY-LAWS
OF
WOODSIDE RANCH HOMEOWNERS ASSOCIATION

ARTICLE I

Name and Principal Office

The name of the corporation is WOODSIDE RANCH HOMEOWNERS ASSOCIATION, hereinafter referred to as "the Association." The principal office of the corporation shall be located at 60025 Ridgeview Drive, BEnd, Oregon.

ARTICLE II

Purposes

The Association shall have the following purposes:

A. To designate members for the Architectural Control Committee specified in Article I of the Protective Covenants for Woodside Ranch Subdivisions, or any other applicable provisions thereof; and,

B. To enforce the restrictive covenants contained in the same Protective Covenants for Woodside Ranch Subdivision; and

C. To perform any and all acts which may be necessary for the performance of the above purposes; and

D. To foster amicable and responsible relationships among the members of the Association.

ARTICLE III

Membership

There shall be no classes of membership in the Association. Each owner in Woodside Ranch Phase I and II is entitled to membership, and the owners in any future phases of Woodside Ranch shall be entitled to membership according to the provisions of sale by MRS Corporation.

EXHIBIT 1

PAGE 1 OF 7

ARTICLE IV

Meeting of the Members

Section 1. Annual Meetings: The annual meeting of the members shall be on the last Tuesday in April. If the annual meeting is not held at the time designated in this section, the President or the Board of Directors may call the annual meeting at a time fixed by them not more than sixty (60) days after such designated time by proper notice designating the meeting as the annual meeting. If the annual meeting is not held at the designated time or during the sixty-day period thereafter, the annual meeting may be called by members having one-twentieth (1/20th) of the votes entitled to be cast at the meeting. In such event, notice shall be given not more than fifteen (15) days after the expiration of such sixty-day period. Such notice shall be given at the time of the meeting at the earliest date permissible under the applicable notice requirements.

Section 2. Special Meetings: Special meetings of the members may be called by the President or by the Board of Directors. Special meetings of the members may also be called upon written request of the members who are entitled to twenty-five percent of all of the votes of the membership.

Section 3. Notice of Meetings: Written or printed notice stating the place, day and hour of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than seven (7) days before the date of the meeting, either personally or by mail, or by or at the direction of the President, or the Secretary, or the officers or persons calling the meeting, to each member entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the U. S. Mail, with postage fully prepaid thereon, addressed to the member at his most recent address as it appears on the records of the Association.

Section 4. Quorum: Those members present at any annual or special meeting of members shall constitute a quorum at the meeting. The vote of a majority of the votes entitled to be cast by the members present or represented by proxy at a meeting at which a quorum is present, shall be necessary for the adoption of any matter voted upon by the members.

Section 5. Proxies: At all meetings of the members, a member may vote in person or by proxy executed in writing, by the member or his duly authorized attorney in fact.

EXHIBIT 1

PAGE 2 OF 2

ARTICLE V

Board of Directors

Section 1. Number: The affairs of this Association shall be managed by a Board of Directors of five (5) members. The number of Directors may be increased or decreased from time to time by amendment to the By-Laws. No decrease in the number shall have the effect of shortening the term of any incumbent Director.

Section 2. Term of Office: At the first annual meeting, the members shall elect five Directors. The term of office shall regularly be two years; however, at the second annual meeting, two (three) of the first Board of Directors shall resign and the members shall elect two (three) new Directors. In subsequent years at the annual meeting, the members shall elect three or two new Directors, according to the number of terms to expire in that year.

Section 3. Removal: Any Director may be removed from the Board by a majority vote of the members of the Association. In the event of death, resignation or removal of a Director, his successor shall be selected by the remaining members of the Board and shall serve for the unexpired term of his predecessor.

Section 4. Compensation: No director shall receive compensation for any service he may render to the Association. However, any Director may be reimbursed for his actual expenses incurred in the performance of his duties, where such expenditures were authorized by the Board of Directors.

Section 5. Action Taken Without a Meeting: The Directors shall have the right to take any action in the absence of a meeting which they could take at a meeting, by first obtaining approval of all of the Directors. Any action so approved shall have the same effect as though taken at a meeting of the Directors.

Section 6. Nomination of Directors: The Board of Directors shall appoint a Nominating Committee for nominations to be made for the Board of Directors at the next annual meeting. Nominations for members of the Board of Directors may be made from the floor at the annual meeting of the membership.

Section 7. Election: Election to the Board of Directors shall be by ballot. At such election, each member or his proxy may cast, in respect to each vacancy, one vote. Persons receiving the largest number of votes shall be elected. Cumulative voting shall not be allowed.

EXHIBIT 1

PAGE 3 OF 2

ARTICLE VI

Meetings of Directors

Section 1. Regular Meetings: Regular meetings of the Board shall be held at such times and places as may be fixed from time to time by the Board. Notice for said meeting may be by mail or by telephone at least two days prior to the meeting.

Section 2. Special Meetings: Special meetings of the Board shall be held when called by the President of the Association, or by any two Directors, after not less than five days notice by either mail or telephone to each Director.

Section 3. Quorum: A majority of the number of Directors shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the Directors present at a duly held meeting, at which a quorum is present shall be regarded as the act of the Board.

Section 4. Committees: The Board of Directors by resolution may designate and appoint one or more committees with membership to be determined by the Board, to have such powers and duties as set forth by the Board in establishing said committee or committees.

ARTICLE VII

Powers and Duties of the Board of Directors

Section 1. Powers: The Board of Directors shall have the power to: (a) Adopt by a majority vote rules and regulations governing the use of the common area, bridal paths and facilities of Woodside Ranch Subdivisions; (b) Amend by a majority vote the administrative rules and regulations established by the Board; (c) Suspend the voting rights and the right to use the common areas or other facilities of the membership during any period in which a member shall be in default in the payment of any assessment levied by the Association. Such rights may also be suspended after notice of hearing, for a period not to exceed thirty days for infraction of published rules and regulations; (d) Exercise for the Association all powers, duties and authorities vested in or delegated to this Association and not reserved to the membership by the provisions of these By-Laws, or the Articles of Incorporation; (e) Designate the members to serve on the Architectural Control Committee for the Woodside Ranch Subdivisions; and, (f) Provide procedures and rules for enforcement of the Woodside Ranch Subdivision recorded Covenants and Restrictions or designate a representative to enforce those covenants.

EXHIBIT 1

PAGE 4 OF 7

Section 2. Duties: It shall be the duty of the Board to: (a) Act in conformance with the Articles of Incorporation of this Association, these By-Laws, and any amendments thereto, and comply with all statutes of Chapter 61, Oregon Revised Statutes, as currently existing or as may be hereafter amended; (b) To keep a complete record of all of its acts and corporate affairs and to present a statement thereof to the members at the annual meeting of the members, or at any special meeting when such a statement is requested in writing by one-quarter of the members entitled to vote; (c) Supervise all officers, agents, and employees of the Association to see that their duties are properly performed; (d) To set rules and regulations for the fixing of annual dues payable by each member in the Association, and to send written notice of such dues to each owner subject thereto at least thirty days in advance of each annual assessment period, which shall commence on the first day of January of each year; and (d) To perform any and all other acts which may be necessary to effectuate the purposes of the Association.

ARTICLE VIII

Officers and Their Duties

Section 1. Officers: The officers of this Association shall be a President, Secretary and a Treasurer, and such other officers as the Board may from time to time, by resolution, designate. The offices of Secretary and Treasurer may be held by the same person.

Section 2. Election of Officers: The election of officers shall take place at the first meeting of the Board of Directors following each annual meeting of the members.

Section 3. Term: The officers of this Association shall be elected annually by the Board, and each shall hold office for a period of one year, unless he shall sooner resign, or shall be removed, or otherwise be disqualified to serve.

Section 4. Resignation and Removal: Any officer may be removed from office by a majority vote of the Board of Directors. Any officer may resign at any time by giving written notice to the Board, the President or the Secretary of the Association. Such resignation shall take effect on the date of receipt of such notice, or at any later time specified therein.

Section 5. Vacancies: A vacancy in any office shall be filled by appointment by the Board of Directors. The officer appointed to such vacancy shall serve for the remainder of the term of the officer he replaces.

EXHIBIT 1

PAGE 5 OF 7

Section 6. Duties: The duties of the officers are as follows: (a) President: The President shall preside at all meetings of the Board of Directors; shall see that orders and resolutions of the Board are carried out; shall sign all leases, mortgages, deeds and other written instruments; and may co-sign all checks and promissory notes; (b) Secretary: The Secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board of Directors and of the members; shall keep the corporate seal of the Association and affix it on all papers requiring said seal; shall serve notice of meetings of the Board and of the members; keep current records showing the membership of the Association, together with their addresses; may co-sign all checks and promissory notes; and shall perform such other duties as directed by the Board; (c) Treasurer: The Treasurer shall receive and deposit in appropriate bank accounts all moneys of the Association and shall disburse such funds as directed by the resolution of the Board or by the appropriate authorized officer; may co-sign all checks and promissory notes of the Association; keep proper books of account; cause an annual audit of the Association books to be made by an accountant at the completion of each fiscal year; and shall prepare an annual budget and statement of income and expenditures to be presented to the membership at its regular annual meeting.

ARTICLE IX

Books and Records and Fiscal Year

The books, records and papers of the Association shall at all times during reasonable business hours be subject to inspection by any member. Copies of the Restrictive Covenants, the Articles of Incorporation, and the By-Laws of the Association, shall be available for inspection by any member at the principal office of the Association. The fiscal year of the Association shall begin on January 1 of each year and shall end on December 31 of each year.

ARTICLE X

Assessments

Each member shall be obligated to pay to the Association annual dues. Each member shall be obligated to pay to the Association any special assessments which are approved by three-fourths of the membership. Any assessments which are not paid when due shall be delinquent. If an assessment is not paid within 120 days after the due date, any delinquent member household will lose its voting privileges in the Association.

EXHIBIT 1

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ARTICLE XI

Corporate Seal

The Association shall have a seal in circular form having within its circumference the words "Woodside Ranch Homeowners Association."

ARTICLE XII

Amendments

These By-Laws may be amended, at a regular or special meeting of the members. An amendment of the By-Laws shall not be effective unless approved by three-fourths of the members. In case of any conflict between the Articles of Incorporation and these By-Laws, the Articles shall control. In case of any conflict between the Covenants and Restrictions of Woodside Ranch and these By-Laws, the Covenants and Restrictions shall control.

These By-Laws were adopted by the Board of Directors of the Association on the 25th day of May, 1977.

Elizabeth M. Miller
Secretary

EXHIBIT 1

PAGE 7 OF 7

WOODSIDE RANCH PHASE III

BALLOT

INSTRUCTIONS

Please complete the ballot on the bottom half of this form to cast your vote on the proposed FIRST AMENDMENT TO PROTECTIVE COVENANTS FOR WOODSIDE RANCH PHASE III (hereinafter the "Proposed Amendment").

By completing this ballot, you are given the opportunity to vote for or against adoption of the Proposed First Amendment to Protective Covenant for Woodside Ranch, Phase III. Upon completion, please return your ballot to Woodside Ranch Home Owners Association at PO Box 9551, Bend, OR 97709, using the return envelope enclosed for that purpose, or deliver to a member of the Board of the Woodside Ranch Homeowner's Association, by March 31, 2009, 5pm.

In order to be adopted, the Proposed Amendment must receive the affirmative vote of the owners of at least one-half(1/2) of the Lot owners in Woodside Ranch, Phase III

A separate ballot should be completed for each Lot. All ballots must be dated and signed .

BALLOT

The undersigned being an owner in Woodside Ranch, Phase III hereby casts one (1) vote as follows on the Proposed Amendment. [Please check the appropriate box]:

☒ In favor of the adoption of the Proposed Amendment

OR

☐ Against adoption of the Proposed Amendment

Signature of Owner(s): M. Lee Ayling Mary Lou Ayling
Printed Name of Owner(s): M. LEE AYLING MARY LOU AYLING

Legal Description:

Lot 17

Block: 7
Phase II

Woodside Ranch Phase III

Mailing Address: 20639 Windy Ridge Rd.

Date: 3-29-09

In order to be counted, all ballots must be received no later than March 31st, 2009 at 5:00 PM

Board Members

Gary Frazier - 312-4364, Scott Waters - 318-5134, Richard Scott - 389-3494 Dick Ross - 617-9280. Dave Wagner - 380-0059

EXHIBIT 2

PAGE 1 OF 20

WOODSIDE RANCH PHASE III

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A separate ballot should be completed for each Lot. All ballots must be dated and signed .

BALLOT

The undersigned being an owner in Woodside Ranch, Phase III hereby casts one (1) vote as follows on the Proposed Amendment. [Please check the appropriate box]:

☒ In favor of the adoption of the Proposed Amendment

OR

☐ Against adoption of the Proposed Amendment

Signature of Owner(s): Robin Irene Bennett

Printed Name of Owner(s): Robin Irene Bennett

Legal Description:

Lot 5

Block: 10

Woodside Ranch Phase III

Mailing Address: 60341 Woodside loop, Bend 97702

Date: February 16, 2009

In order to be counted, all ballots must be received no later than March 31st, 2009 at 5:00 PM

Board Members

Gary Frazier - 312-4364, Scott Waters - 318-5134, Richard Scott - 389-3494 Dick Ross - 617-9280. Dave Wagner - 380-0059

EXHIBIT 2

PAGE 2 OF 20

WOODSIDE RANCH PHASE III

BALLOT

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~~A separate ballot should be completed for each Lot. All ballots must be dated and signed.~~

.....

BALLOT

The undersigned being an owner in Woodside Ranch, Phase III hereby casts one (1) vote as follows on the Proposed Amendment. [Please check the appropriate box]:



In favor of the adoption of the Proposed Amendment

OR

☐ Against adoption of the Proposed Amendment

Signature of Owner(s):

Dennis Branin Jeannie Branin

Printed Name of Owner(s):

Dennis Branin Jeannie Branin

Legal Description:

Lot _____

Block: _____

Woodside Ranch Phase III

Mailing Address:

20423 Heritage Ave Bend, OR 97702

Date:

2-22-09

In order to be counted, all ballots must be received no later than March 31st, 2009 at 5:00 PM

Board Members

Gary Frazier - 312-4364, Scott Waters - 318-5134, Richard Scott - 389-3494 Dick Ross - 617-9280. Dave Wagner - 380-0059

EXHIBIT 2

PAGE 3 OF 20

WOODSIDE RANCH PHASE III

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A separate ballot should be completed for each Lot. All ballots must be dated and signed .

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☒ In favor of the adoption of the Proposed Amendment

OR

☐ Against adoption of the Proposed Amendment

Signature of Owner(s):

Printed Name of Owner(s):

Legal Description:

Lot

Block:

Woodside Ranch Phase III

Mailing Address:

Date:

In order to be counted, all ballots must be received no later than March 31st, 2009 at 5:00 PM

Board Members

Gary Frazier - 312-4364, Scott Waters - 318-5134, Richard Scott - 389-3494 Dick Ross - 617-9280. Dave Wagner - 380-0059

EXHIBIT

PAGE

2

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WOODSIDE RANCH PHASE III

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BALLOT

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In favor of the adoption of the Proposed Amendment

OR

☐ Against adoption of the Proposed Amendment

Signature of Owner(s): [Handwritten Signature]

Printed Name of Owner(s): Robert J. Collins

Legal Description:

Lot _____

Block: _____

Woodside Ranch Phase III

Mailing Address: 1622 NW 4th St Bend, OR 97701

Date: 3-16-09

In order to be counted, all ballots must be received no later than March 31st, 2009 at 5:00 PM

Board Members

Gary Frazier - 312-4364, Scott Waters - 318-5134, Richard Scott - 389-3494 Dick Ross - 617-9280. Dave Wagner - 380-0059

EXHIBIT 2

PAGE 5 OF 20

WOODSIDE RANCH PHASE III

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☒ In favor of the adoption of the Proposed Amendment

OR

☐ Against adoption of the Proposed Amendment

Signature of Owner(s):

Wm Davies / Leah Davies

Printed Name of Owner(s):

William Davies / Leah Davies

Legal Description:

Lot 16

Block: 8

Woodside Ranch Phase III

Mailing Address:

20993 Pine Vista Dr

Date:

7 March 09

In order to be counted, all ballots must be received no later than March 31st, 2009 at 5:00 PM

Board Members

Gary Frazier - 312-4364, Scott Waters - 318-5134, Richard Scott - 389-3494 Dick Ross - 617-9280. Dave Wagner - 380-0059

EXHIBIT 2

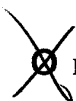
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.....

BALLOT

111

The undersigned being an owner in Woodside Ranch, Phase III hereby casts one (1) vote as follows on the Proposed Amendment. [Please check the appropriate box]:



In favor of the adoption of the Proposed Amendment

OR



Against adoption of the Proposed Amendment

Signature of Owner(s):

[Signature]

Printed Name of Owner(s):

Robert E. Evans

Legal Description:

Lot

12

Block:

B-8

Woodside Ranch Phase III

Mailing Address:

60400 Woodside Loop

Date:

3/6/2009

In order to be counted, all ballots must be received no later than March 31st, 2009 at 5:00 PM

Board Members

Gary Frazier - 312-4364, Scott Waters - 318-5134, Richard Scott - 389-3494 Dick Ross - 617-9280. Dave Wagner - 380-0059

EXHIBIT

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OF 20

.....

BALLOT

III

The undersigned being an owner in Woodside Ranch, Phase III hereby casts one (1) vote as follows on the Proposed Amendment. [Please check the appropriate box]:



In favor of the adoption of the Proposed Amendment

OR

☐ Against adoption of the Proposed Amendment

Signature of Owner(s):

Robert E. Evans

Printed Name of Owner(s):

Robert E. Evans

Legal Description:

Lot

11

Block:

8

Woodside Ranch Phase III

Mailing Address:

60400 Woodside Loop

Date:

3/6/2009

In order to be counted, all ballots must be received no later than March 31st, 2009 at 5:00 PM

Board Members

Gary Frazier - 312-4364, Scott Waters - 318-5134, Richard Scott - 389-3494 Dick Ross - 617-9280. Dave Wagner - 380-0059

EXHIBIT

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OF

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WOODSIDE RANCH PHASE III

BALLOT

INSTRUCTIONS

Please complete the ballot on the bottom half of this form to cast your vote on the proposed FIRST AMENDMENT TO PROTECTIVE COVENANTS FOR WOODSIDE RANCH PHASE III (hereinafter the "Proposed Amendment").

By completing this ballot, you are given the opportunity to vote for or against adoption of the Proposed First Amendment to Protective Covenant for Woodside Ranch, Phase III. Upon completion, please return your ballot to Woodside Ranch Home Owners Association at PO Box 9551, Bend, OR 97709, using the return envelope enclosed for that purpose, or deliver to a member of the Board of the Woodside Ranch Homeowner's Association, by March 31, 2009, 5pm.

In order to be adopted, the Proposed Amendment must receive the affirmative vote of the owners of at least one-half(1/2) of the Lot owners in Woodside Ranch, Phase III

A separate ballot should be completed for each Lot. All ballots must be dated and signed .

.....

BALLOT

The undersigned being an owner in Woodside Ranch, Phase III hereby casts one (1) vote as follows on the Proposed Amendment. [Please check the appropriate box]:

☒ In favor of the adoption of the Proposed Amendment

OR

☐ Against adoption of the Proposed Amendment

Signature of Owner(s): Kay Flynn

Printed Name of Owner(s): Kay Flynn

Legal Description:

Lot 3, Block 9, Phase 3

Block: Block 9

Woodside Ranch Phase III

Mailing Address: 60443 Woodside lp

Date: 02-26-09

In order to be counted, all ballots must be received no later than March 31st, 2009 at 5:00 PM

Board Members

Gary Frazier - 312-4364, Scott Waters - 318-5134, Richard Scott - 389-3494 Dick Ross - 617-9280. Dave Wagner - 380-0059

EXHIBIT 2

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Mail to Woodside Ranch Homeowners Assoc.
P.O. Box 9551
Bend OR. 97708.

WOODSIDE RANCH PHASE ~~VI~~ 3

III

BALLOT

INSTRUCTIONS

Please complete the ballot on the bottom half of this form to cast your vote on the proposed FIRST AMENDMENT TO PROTECTIVE COVENANTS FOR WOODSIDE RANCH PHASE ~~VI~~ 3 (hereinafter the "Proposed Amendment").

By completing this ballot, you are given the opportunity to vote for or against adoption of the Proposed First Amendment to Protective Covenant for Woodside Ranch, Phase VI. Upon completion, please return your ballot to Woodside Ranch Home Owners Association at PO Box 9551, Bend, OR 97709, using the return envelope enclosed for that purpose, or deliver to a member of the Board of the Woodside Ranch Homeowner's Association, by March 31, 2009, 5pm.

In order to be adopted, the Proposed Amendment must receive the affirmative vote of the owners of at least one-half(1/2) of the Lot owners in Woodside Ranch, Phase ~~VI~~ 3

A separate ballot should be completed for each Lot. All ballots must be dated and signed.

.....

BALLOT

The undersigned being an owner in Woodside Ranch, Phase ~~VI~~ 3 hereby casts one (1) vote as follows on the Proposed Amendment. [Please check the appropriate box]:

☒ In favor of the adoption of the Proposed Amendment

OR

☐ Against adoption of the Proposed Amendment

Signature of Owner(s):

Susan K. Gaede

Printed Name of Owner(s):

Susan K. Gaede

Legal Description:

Lot _____

Block: _____

Woodside Ranch Phase ~~VI~~ 3

Mailing Address:

60427 Woodside loop

Date:

Bend OR. 97702

4/14/09

In order to be counted, all ballots must be received ~~no later than March 31st, 2009~~ at 5:00 PM

April 22nd

Board Members

Gary Frazier - 312-4364, Scott Waters - 318-5134, Richard Scott - 389-3494 Dick Ross - 617-9280. Dave Wagner - 380-0059

EXHIBIT

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WOODSIDE RANCH PHASE III

BALLOT

INSTRUCTIONS

Please complete the ballot on the bottom half of this form to cast your vote on the proposed FIRST AMENDMENT TO PROTECTIVE COVENANTS FOR WOODSIDE RANCH PHASE III (hereinafter the "Proposed Amendment").

By completing this ballot, you are given the opportunity to vote for or against adoption of the Proposed First Amendment to Protective Covenant for Woodside Ranch, Phase III. Upon completion, please return your ballot to Woodside Ranch Home Owners Association at PO Box 9551, Bend, OR 97709, using the return envelope enclosed for that purpose, or deliver to a member of the Board of the Woodside Ranch Homeowner's Association, by March 31, 2009, 5pm.

In order to be adopted, the Proposed Amendment must receive the affirmative vote of the owners of at least one-half(1/2) of the Lot owners in Woodside Ranch, Phase III

A separate ballot should be completed for each Lot. All ballots must be dated and signed .

BALLOT

The undersigned being an owner in Woodside Ranch, Phase III hereby casts one (1) vote as follows on the Proposed Amendment. [Please check the appropriate box]:

☒ In favor of the adoption of the Proposed Amendment

OR

☐ Against adoption of the Proposed Amendment

Signature of Owner(s): Thomas R. Lowen

Printed Name of Owner(s): THOMAS R. LOWEN

Legal Description:

Lot _____

Block: _____

Woodside Ranch Phase III

Mailing Address: 60410 WOODSIDE LOOP, Bend, OR 97702

Date: 4-13-09

In order to be counted, all ballots must be received no later than March 31st, 2009 at 5:00 PM

Board Members

Gary Frazier - 312-4364, Scott Waters - 318-5134, Richard Scott - 389-3494 Dick Ross - 617-9280. Dave Wagner - 380-0059

EXHIBIT 2

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David and Jayne Mark

III

March 30th 2009

Dear Richard

As we are out of the country could you please accept our ballot via this email attachment.

Yes in favor of the adoption of the proposed amendment

David Mark

David Mark

60310 Woodside Loop

EXHIBIT 2
PAGE 12 OF 20

WOODSIDE RANCH PHASE

Phase III

BALLOT

INSTRUCTIONS

Please complete the ballot on the bottom half of this form to cast your vote on the proposed FIRST AMENDMENT TO PROTECTIVE COVENANTS FOR WOODSIDE RANCH PHASE (hereinafter the "Proposed Amendment").

By completing this ballot, you are given the opportunity to vote for or against adoption of the Proposed First Amendment to Protective Covenant for Woodside Ranch, Phase Upon completion, please return your ballot to Woodside Ranch Home Owners Association at PO Box 9551, Bend, OR 97709, using the return envelope enclosed for that purpose, or deliver to a member of the Board of the Woodside Ranch Homeowner's Association, by , 2009, at 5:00 p.m.

In order to be adopted, the Proposed Amendment must receive the affirmative vote of the owners of at least one-half (1/2) of the Lot owners in Woodside Ranch, Phase

A separate ballot should be completed for each Lot. All ballots must be dated and signed.

BALLOT

The undersigned being an owner in Woodside Ranch, Phase II, hereby casts one (1) vote as follows on the Proposed Amendment. [Please check the appropriate box]:

☒ In favor of the adoption of the Proposed Amendment

OR

☐ Against adoption of the Proposed Amendment

Signature of Owner(s):

Marilyn Obers

Printed Name of Owner(s):

Marilyn Obers

Legal Description:

Lot: _____ Block: _____

Woodside Ranch Phase II 3

Mailing Address:

20470 Pine Vista Dr
Bend,

Date:

Apr. 4, 09

In order to be counted, all ballots must be received no later than

, 2009 at 5:00 p.m.

EXHIBIT

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Board Members:

Gary Frazier - 312-4364, Scott Waters - 318-5134, Richard Scott - 389-3494

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WOODSIDE RANCH PHASE III

BALLOT

INSTRUCTIONS

Please complete the ballot on the bottom half of this form to cast your vote on the proposed FIRST AMENDMENT TO PROTECTIVE COVENANTS FOR WOODSIDE RANCH PHASE III (hereinafter the "Proposed Amendment").

By completing this ballot, you are given the opportunity to vote for or against adoption of the Proposed First Amendment to Protective Covenant for Woodside Ranch, Phase III. Upon completion, please return your ballot to Woodside Ranch Home Owners Association at PO Box 9551, Bend, OR 97709, using the return envelope enclosed for that purpose, or deliver to a member of the Board of the Woodside Ranch Homeowner's Association, by March 31, 2009, 5pm.

In order to be adopted, the Proposed Amendment must receive the affirmative vote of the owners of at least one-half(1/2) of the Lot owners in Woodside Ranch, Phase III

A separate ballot should be completed for each Lot. All ballots must be dated and signed .

BALLOT

The undersigned being an owner in Woodside Ranch, Phase III hereby casts one (1) vote as follows on the Proposed Amendment. [Please check the appropriate box]:

☒ In favor of the adoption of the Proposed Amendment

OR

☐ Against adoption of the Proposed Amendment

Signature of Owner(s):

Anne Perce

David Perce

Printed Name of Owner(s):

Anne Perce

David Perce

Legal Description:

Lot

2

Phase III
2.21 acres

Block:

11

Woodside Ranch Phase III

Mailing Address:

60231 Tall Pine Ave

Date:

February 17, 2009

In order to be counted, all ballots must be received no later than March 31st, 2009 at 5:00 PM

Board Members

Gary Frazier - 312-4364, Scott Waters - 318-5134, Richard Scott - 389-3494 Dick Ross - 617-9280. Dave Wagner - 380-0059

EXHIBIT

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WOODSIDE RANCH PHASE III

BALLOT

INSTRUCTIONS

Please complete the ballot on the bottom half of this form to cast your vote on the proposed FIRST AMENDMENT TO PROTECTIVE COVENANTS FOR WOODSIDE RANCH PHASE III (hereinafter the "Proposed Amendment").

By completing this ballot, you are given the opportunity to vote for or against adoption of the Proposed First Amendment to Protective Covenant for Woodside Ranch, Phase III. Upon completion, please return your ballot to Woodside Ranch Home Owners Association at PO Box 9551, Bend, OR 97709, using the return envelope enclosed for that purpose, or deliver to a member of the Board of the Woodside Ranch Homeowner's Association, by March 31, 2009, 5pm.

In order to be adopted, the Proposed Amendment must receive the affirmative vote of the owners of at least one-half(1/2) of the Lot owners in Woodside Ranch, Phase III

A separate ballot should be completed for each Lot. All ballots must be dated and signed .

BALLOT

The undersigned being an owner in Woodside Ranch, Phase III hereby casts one (1) vote as follows on the Proposed Amendment. [Please check the appropriate box]:

☒ In favor of the adoption of the Proposed Amendment

OR

☐ Against adoption of the Proposed Amendment

Signature of Owner(s): Scott T Powell

Printed Name of Owner(s): SCOTT T POWELL

Legal Description:

Lot 17

Block: 8

Woodside Ranch Phase III

Mailing Address: 20509 PINE VISTA DR

Date: 2/19/09

In order to be counted, all ballots must be received no later than March 31st, 2009 at 5:00 PM

Board Members

Gary Frazier - 312-4364, Scott Waters - 318-5134, Richard Scott - 389-3494 Dick Ross - 617-9280. Dave Wagner - 380-0059

EXHIBIT 2

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WOODSIDE RANCH PHASE III

BALLOT

INSTRUCTIONS

Please complete the ballot on the bottom half of this form to cast your vote on the proposed FIRST AMENDMENT TO PROTECTIVE COVENANTS FOR WOODSIDE RANCH PHASE III (hereinafter the "Proposed Amendment").

By completing this ballot, you are given the opportunity to vote for or against adoption of the Proposed First Amendment to Protective Covenant for Woodside Ranch, Phase III. Upon completion, please return your ballot to Woodside Ranch Home Owners Association at PO Box 9551, Bend, OR 97709, using the return envelope enclosed for that purpose, or deliver to a member of the Board of the Woodside Ranch Homeowner's Association, by March 31, 2009, 5pm.

In order to be adopted, the Proposed Amendment must receive the affirmative vote of the owners of at least one-half(1/2) of the Lot owners in Woodside Ranch, Phase III

A separate ballot should be completed for each Lot. All ballots must be dated and signed .

BALLOT

The undersigned being an owner in Woodside Ranch, Phase III hereby casts one (1) vote as follows on the Proposed Amendment. [Please check the appropriate box]:

☒ In favor of the adoption of the Proposed Amendment

OR

☐ Against adoption of the Proposed Amendment

Signature of Owner(s):

Doug & Carrie Rawson

Printed Name of Owner(s):

DOUG & Carrie RAWSON

Legal Description:

Lot

15

Block:

8

Woodside Ranch Phase III

Mailing Address:

60458 Woodside Loop

Date:

3/10/09

In order to be counted, all ballots must be received no later than March 31st, 2009 at 5:00 PM

Board Members

Gary Frazier - 312-4364, Scott Waters - 318-5134, Richard Scott - 389-3494 Dick Ross - 617-9280. Dave Wagner - 380-0059

EXHIBIT

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WOODSIDE RANCH PHASE III

BALLOT

INSTRUCTIONS

Please complete the ballot on the bottom half of this form to cast your vote on the proposed FIRST AMENDMENT TO PROTECTIVE COVENANTS FOR WOODSIDE RANCH PHASE III (hereinafter the "Proposed Amendment").

By completing this ballot, you are given the opportunity to vote for or against adoption of the Proposed First Amendment to Protective Covenant for Woodside Ranch, Phase III. Upon completion, please return your ballot to Woodside Ranch Home Owners Association at PO Box 9551, Bend, OR 97709, using the return envelope enclosed for that purpose, or deliver to a member of the Board of the Woodside Ranch Homeowner's Association, by March 31, 2009, 5pm.

In order to be adopted, the Proposed Amendment must receive the affirmative vote of the owners of at least one-half(1/2) of the Lot owners in Woodside Ranch, Phase III

A separate ballot should be completed for each Lot. All ballots must be dated and signed .

BALLOT

The undersigned being an owner in Woodside Ranch, Phase III hereby casts one (1) vote as follows on the Proposed Amendment. [Please check the appropriate box]:



In favor of the adoption of the Proposed Amendment

OR



Against adoption of the Proposed Amendment

Signature of Owner(s):

Printed Name of Owner(s):

Legal Description:

Lot _____

Block: _____

Woodside Ranch Phase III

Mailing Address:

Date:

In order to be counted, all ballots must be received no later than March 31st, 2009 at 5:00 PM

Board Members

Gary Frazier - 312-4364, Scott Waters - 318-5134, Richard Scott - 389-3494 Dick Ross - 617-9280. Dave Wagner - 380-0059

EXHIBIT

PAGE

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WOODSIDE RANCH PHASE

III

BALLOT

INSTRUCTIONS

Please complete the ballot on the bottom half of this form to cast your vote on the proposed FIRST AMENDMENT TO PROTECTIVE COVENANTS FOR WOODSIDE RANCH PHASE (hereinafter the "Proposed Amendment").

By completing this ballot, you are given the opportunity to vote for or against adoption of the Proposed First Amendment to Protective Covenant for Woodside Ranch, Phase II. Upon completion, please return your ballot to Woodside Ranch Home Owners Association at PO Box 9551, Bend, OR 97709, using the return envelope enclosed for that purpose, or deliver to a member of the Board of the Woodside Ranch Homeowner's Association, by March 29, 2009, at 5:00 p.m.

In order to be adopted, the Proposed Amendment must receive the affirmative vote of the owners of at least one-half (1/2) of the Lot owners in Woodside Ranch, Phase II.

A separate ballot should be completed for each Lot. All ballots must be dated and signed.

BALLOT

The undersigned being an owner in Woodside Ranch, Phase II, hereby casts one (1) vote as follows on the Proposed Amendment. [Please check the appropriate box]:



In favor of the adoption of the Proposed Amendment

OR



Against adoption of the Proposed Amendment

Signature of Owner(s):

P. Stoefen
B. Stoefen

Printed Name of Owner(s):

Peter Stoefen
BARBARA Stoefen

Legal Description:

Lot: _____ Block: _____

Woodside Ranch Phase II

Mailing Address:

60370 Woodside Ln
Bend, OR 97702

Date:

3/29/09

In order to be counted, all ballots must be received no later than

March 29, 2009 at 5:00 p.m.

Board Members:

Gary Frazier - 312-4364, Scott Waters - 318-5134, Richard Scott - 389-3494
Cathy D. - 312-0000, David Hagan - 389-0050

EXHIBIT

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Please Return to Woodside Ranch Homeowners Association
P.O. Box 9551, Bend OR 97708

P.S. We need 2 to pass with a majority in phase 3 - Richard
WOODSIDE RANCH PHASE 3

BALLOT

INSTRUCTIONS

Please complete the ballot on the bottom half of this form to cast your vote on the proposed FIRST AMENDMENT TO PROTECTIVE COVENANTS FOR WOODSIDE RANCH PHASE (hereinafter the "Proposed Amendment").

By completing this ballot, you are given the opportunity to vote for or against adoption of the Proposed First Amendment to Protective Covenant for Woodside Ranch, Phase . Upon completion, please return your ballot to Woodside Ranch Home Owners Association at PO Box 9551, Bend, OR 97709, using the return envelope enclosed for that purpose, or deliver to a member of the Board of the Woodside Ranch Homeowner's Association, by , 2009, at 5:00 p.m.

In order to be adopted, the Proposed Amendment must receive the affirmative vote of the owners of at least one-half (1/2) of the Lot owners in Woodside Ranch, Phase

A separate ballot should be completed for each Lot. All ballots must be dated and signed.

BALLOT

The undersigned being an owner in Woodside Ranch, Phase 3 hereby casts one (1) vote as follows on the Proposed Amendment. [Please check the appropriate box]:

☒ In favor of the adoption of the Proposed Amendment

OR

☐ Against adoption of the Proposed Amendment

Signature of Owner(s):

Nancy A. Turner TR

Printed Name of Owner(s):

Nancy A. Turner, TR

Legal Description:

Lot: _____ Block: _____

Woodside Ranch Phase 3

Mailing Address:

14660 Geronimo TR
Reno NV 89521

Date:

April 20, 2009

In order to be counted, all ballots must be received no later than

, 2009 at 5:00 p.m.

Board Members:

EXHIBIT

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WOODSIDE RANCH PHASE III

BALLOT

INSTRUCTIONS

Please complete the ballot on the bottom half of this form to cast your vote on the proposed FIRST AMENDMENT TO PROTECTIVE COVENANTS FOR WOODSIDE RANCH PHASE III (hereinafter the "Proposed Amendment").

By completing this ballot, you are given the opportunity to vote for or against adoption of the Proposed First Amendment to Protective Covenant for Woodside Ranch, Phase III. Upon completion, please return your ballot to Woodside Ranch Home Owners Association at PO Box 9551, Bend, OR 97709, using the return envelope enclosed for that purpose, or deliver to a member of the Board of the Woodside Ranch Homeowner's Association, by March 31, 2009, 5pm.

In order to be adopted, the Proposed Amendment must receive the affirmative vote of the owners of at least one-half(1/2) of the Lot owners in Woodside Ranch, Phase III

A separate ballot should be completed for each Lot. All ballots must be dated and signed .

BALLOT

The undersigned being an owner in Woodside Ranch, Phase III hereby casts one (1) vote as follows on the Proposed Amendment. [Please check the appropriate box]:

☒ In favor of the adoption of the Proposed Amendment

OR

☐ Against adoption of the Proposed Amendment

Signature of Owner(s): Gary C. Wirth

Printed Name of Owner(s): GARY C WIRTH

Legal Description:

Lot 4

Block: 9

Woodside Ranch Phase III

Mailing Address: 60453 WOODSIDE LOOP

Date: 2-28-09

In order to be counted, all ballots must be received no later than March 31st, 2009 at 5:00 PM

Board Members

Gary Frazier - 312-4364, Scott Waters - 318-5134, Richard Scott - 389-3494 Dick Ross - 617-9280. Dave Wagner - 380-0059

EXHIBIT 2

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