

**AMENDED AND RESTATED ARTICLES OF INCORPORATION OF
HOMES ASSOCIATION OF CEDAR HILLS**

The undersigned natural persons of the age of 18 years or more, acting as President and Secretary of the Corporation, adopt the following Amended and Restated Articles of Incorporation under the Oregon Nonprofit Corporation Act.

**ARTICLE 1
(Name)**

The name of this Corporation is Homes Association of Cedar Hills (“Corporation”), and its duration shall be perpetual.

**ARTICLE 2
(Type of Corporation)**

The Corporation is a mutual benefit corporation.

**ARTICLE 3
(Registered Agent)**

The address of the registered office of the Association is 900 SW Fifth Avenue, Suite 2000, Portland, OR, 97204, and the name of the registered agent of the Corporation is WK Services, LLC.

**ARTICLE 4
(Address for Mailing Notices)**

The alternate corporate mailing address required by Section 65.047(1)(e) of the Oregon Nonprofit Corporation Act is c/o WK Services, LLC, 900 SW Fifth Avenue, Suite 2000, Portland, OR 97204

**ARTICLE 5
(Purposes, Powers, and Duties of the Corporation)**

5.1 **Purposes.** The general purposes for which the Corporation is organized is to engage in any lawful activity for which corporations may be organized under ORS Chapter 65. The primary purpose of the Corporation is to serve as the governing body for certain lots within the Cedar Hills community located in Washington County, Oregon, in accordance with the Amended and Restated Declaration of Restrictions of Homes Association for Cedar Hills, recorded in the Washington County Official Records, as may be amended from time to time (“Declaration”). The real property subject to the Declaration and for which the Corporation provides management and administration is set forth in the Plat Records of Washington County and are listed in Exhibit A to the Declaration. All owners of lots will be members of the Corporation. The Corporation does not contemplate pecuniary gain or profit to its members and will exist exclusively for nonprofit purposes. No part of the net earnings of the Corporation will inure to the benefit of any member or any other individual.

5.2 **Powers and Duties.** The Corporation will have, exercise, and perform the following powers, duties, and obligations:

5.2.1 The powers, duties, and obligations granted to or reserved on behalf of the Corporation in the Declaration and Bylaws of the Corporation ("Bylaws"), as these governing documents may be amended from time to time.

5.2.2 The powers, duties, and obligations of a nonprofit corporation under the Oregon Nonprofit Corporation Act, as amended.

5.2.3 Any additional or different powers, duties, and obligations necessary or desirable for the purpose of carrying out the functions of the Corporation under the Declaration or Bylaws or otherwise promoting the general benefit of the members.

ARTICLE 6 (Membership and Voting Rights)

6.1 **Membership.** Each Owner of a Building Site, as defined in the Declaration, shall be a Member of the Corporation. Membership in the Corporation is appurtenant to and will not be separated from ownership of a Building Site. Corporation Membership will commence, exist, and continue simply by virtue of ownership of a Building Site, will automatically expire upon termination of ownership, and need not be confirmed or evidenced by any certificate or acceptance of membership.

6.2 **Voting Rights.** The voting rights of the Members is set forth in the Declaration.

ARTICLE 7 (Board of Directors)

The Corporation's affairs shall be governed by its Board of Directors, who shall be appointed or elected as provided in the Declaration and Bylaws.

ARTICLE 8 (Indemnification)

No director or uncompensated officer will be personally liable to the Corporation or to any of its members for monetary damages for conduct as a director or an officer unless the Oregon Nonprofit Corporation Act prohibits eliminating or limiting the liability of a director or an officer for the particular act or omission. No amendment to the Oregon Nonprofit Corporation Act that further limits the acts or omissions for which elimination of liability is permitted will affect the liability of a director or an officer for any act or omission that occurs before the effective date of the amendment.

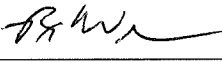
**ARTICLE 9
(Amendment)**

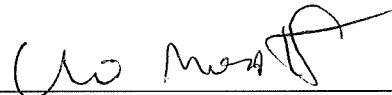
These Articles of Incorporation may be amended by the Members as permitted by the Declaration, Bylaws, and the Oregon Nonprofit Corporation Act.

The Corporation's President and Secretary certify that these Amended and Restated Articles of Incorporation have been approved and duly adopted as required under the Declaration, Bylaws, and Oregon Nonprofit Corporation Act by at least two-thirds of the votes cast.

Dated: Jan 18, 2023

HOMES ASSOCIATION OF CEDAR HILLS

By 
Rex Wheeler, President
c/o WK Services, LLC
900 SW Fifth Avenue, Suite 2000
Portland, OR 97204

By 
Chris Musolf, Secretary
c/o WK Services, LLC
900 SW Fifth Avenue, Suite 2000
Portland, OR 97204