

Registry Number:

375707-85

CERTIFIED A TRUE COPY

Brian A. Steenson

ARTICLES OF INCORPORATION
OF
JANTZEN BEACH LOWER MOORAGE
HOMEOWNERS ASSOCIATION, INC.
(Nonprofit Corporation)

FILED
DEC - 9 1993
SECRETARY OF STATE

The undersigned, being over the age of 18 years, hereby adopts these Articles of Incorporation in accordance with the provisions of the Oregon Nonprofit Corporation Act ("Act").

ARTICLE 1

Name of the Corporation

The name of this corporation is Jantzen Beach Lower Moorage Homeowners Association, Inc.

ARTICLE 2

Type of Corporation

This corporation is a mutual benefit corporation.

ARTICLE 3

Name and Address of the Initial Registered Agent and Office

The name of the initial registered agent is Brian A. Steenson and the initial registered office of the corporation is 111 S. W. Columbia, Suite 1060, Portland, Oregon 97201.

ARTICLE 4

Address Where the Division may Mail Notices

The address to where the Division may mail notices is to Brian A. Steenson, 111 S. W. Columbia, Suite 1060, Portland, Oregon 97201.

ARTICLE 5

Incorporator

The name of the incorporator executing these Articles of Incorporation is Brian A. Steenson, whose address is 111 S. W. Columbia, Suite 1060, Portland, Oregon 97201.

ARTICLE 6

Purpose for Which the Corporation is Organized

The corporation is organized primarily for the acquisition, management, operations, maintenance, care and improvements of Association property, and for the enforcement of the provisions of the Association Covenants, Conditions and Restrictions, these Articles and the Association Bylaws, and may also engage in any other lawful activity.

ARTICLE 7

Members

The corporation shall have members.

ARTICLE 8

Distribution of Assets Upon Dissolution

Upon the dissolution of the corporation, the assets of the corporation shall be distributed to its members in proportion to their voting rights.

ARTICLE 9

Board of Directors

(A) The affairs of the corporation shall be managed by a Board of Directors of not less than two (2) nor more than seven (7) directors. The exact number, within this range, shall be determined from time to time by the Board of Directors. The names and addresses of the members of the initial Board of Directors, which shall consist of two (2) members who shall hold office until their successors are duly elected and qualified, are as follows:

Brian A. Steenson
111 S. W. Columbia, Suite 1060
Portland, Oregon 97201

Sharon Rixen
1895 N. Jantzen, Slip Q-7
Portland, Oregon 97217

Each of the above-named initial directors has consented to appointment as an initial director.

(B) Any vacancy occurring in the Board of Directors of the corporation may be filled by the affirmative vote of a majority of the then remaining directors, though less than a quorum of the Board of Directors. Any directorship to be filled by reason of an increase in the number of directors within the range specified in Section (A) above shall be filled by the affirmative vote of a majority of the directors then in office.

ARTICLE 10

Indemnification

(A) The corporation shall indemnify, to the fullest extent permitted by the Act, as the same exists or may hereafter be

amended, any director or officer or former director or officer made, or threatened to be made, a party to or a witness or other participant in any proceeding, by reason of the fact that such person is or was a director or officer of the corporation, against liability and expense of the type indemnified against under the Act. No indemnification pursuant to this Article shall be required with respect to any settlement or other nonadjudicated disposition of any threatened or pending proceeding, unless the corporation has given its prior consent to such settlement or other disposition. Nothing contained herein shall affect any rights to indemnification to which employees and agents other than directors or officers may be entitled, and the corporation may indemnify those employees and agents to the fullest extent and in the manner permitted by the Act, as the same exists or may hereafter be amended.

(B) Expenses incurred in connection with a proceeding shall be paid by the corporation to or for any director or officer or former director or officer of the corporation in advance of the final disposition of such proceeding, promptly upon such person's compliance with the expense advancement provisions of the Act as in effect from time to time.

(C) The foregoing indemnification and advancement of expenses shall not be deemed exclusive of any other rights to which any person indemnified under this Article may be entitled. The corporation is authorized to enter into contracts of indemnification with its directors now or hereafter serving. The

corporation is also entitled to purchase and maintain insurance as permitted under the Act as from time to time in effect.

(D) The rights provided to any person by this Article shall be enforceable against the corporation by such person, who shall be presumed to have relied upon it in serving or continuing to serve as a director or in any of the other capacities set forth in this Article. The elimination of, or amendment to, this Article or any portion thereof, shall not deprive any person of any rights under this Article arising out of alleged or actual occurrences, acts or failures to act occurring prior to notice to that person of the elimination or amendment. The rights provided to any person by this Article shall inure to the benefit of that person's heirs and legal representatives.

(E) The terms used in this Article shall have the same meaning as set forth in the Act as in effect from time to time, unless a different meaning is permitted by law and is clearly indicated in this Article.

Article 11

Directors' Liability

(A) No director of the corporation shall be personally liable to the corporation or its members for monetary damages for conduct as a director; provided, however, that nothing in this Article shall be construed to eliminate or limit the liability of a director for:

(1) Any breach of the director's duty of loyalty to the corporation or its members;

(2) Acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law;

(3) Any distribution which is made in violation of the Act or these Articles of Incorporation;

(4) Any transaction from which the director derived an improper personal benefit; or

(5) Any act or omission occurring prior to the effective date of this Article.

(B) Neither the amendment nor repeal of this Article, in whole or in part, directly or indirectly, nor the adoption of an inconsistent provision, shall apply to, or have any effect on, the liability or alleged liability or lack thereof of any director of the corporation for, or with respect to, any acts or omissions of that director occurring prior to that amendment, repeal or adoption.

ARTICLE 12

Amendment of Articles

These Articles of Incorporation may be amended or repealed by either the Board of Directors or the members of the corporation in accordance with the Act.

To evidence the adoption of these Articles of Incorporation, I have signed the same on the 29th day of November, 1993.

A handwritten signature in cursive script, reading "Brian A. Steenson", written in dark ink over a horizontal line.

BRIAN A. STEENSON

Submit the original
and one true copy
\$10.00



SECRETARY OF STATE
Corporation Division
Business Registry
158 12th Street NE
Salem, OR 97310-0210
(503) 378-4166 - 986-2200

THIS SPACE FOR OFFICE USE ONLY

Registry Number:

375707-85

CERTIFIED A TRUE COPY

Brian Steenson

ARTICLES OF AMENDMENT Nonprofit Corporation

PLEASE TYPE OR PRINT LEGIBLY IN BLACK INK

1. Name of the corporation prior to amendment:

JANTZEN BEACH LOWER MOORAGE HOMEOWNER'S ASSOCIATION

2. On a separate sheet, please state the article number(s) and set forth the article(s) as it is amended to read.

3. The amendment(s) was adopted on November 26, 1996. (If more than one amendment was adopted, identify the date of adoption of each amendment.)

4. Check the appropriate statement:

☒ Membership approval was not required. The amendment(s) was approved by a sufficient vote of the board of directors or incorporators.

☐ Membership approval was required. The membership vote was as follows:

Class(es) entitled to vote	Number of members entitled to vote	Number of votes entitled to be cast	Number of votes cast for	Number of votes cast against

Execution:

Brian Steenson
Signature

BRIAN A. STEENSON

Printed name

President

Title

Person to contact about this filing:

Brian A. Steenson
Name

(503) 283-1833

Daytime phone number

Make checks payable to the Corporation Division. Submit the completed form and fee to: Corporation Division, Business Registry, 158 12th Street NE, Salem, Oregon 97310-0210.

The following Articles are amended to read as follows:

ARTICLE I

Name of the Corporation

The name of this corporation is Jantzen Beach Moorage, Inc.

ARTICLE 2

Name and Address of the Initial Registered Agent and Office

The name of the initial registered agent is Brian A. Steenson and the initial registered office of the corporation is 2039 N. Jantzen Avenue, Portland, OR 97217.

ARTICLE 3

Address Where the Division may Mail Notices

The address to where the Division may mail notices is to Brian A. Steenson, 11010⁹⁹
N. Jantzen Avenue, Suite 143, Portland, OR 97217.

Secretary of State
Corporation Division
Business Registry
158 12th Street NE
Salem, OR 97310-0210

Registry Number: 375707-85

ARTICLES OF AMENDMENT
Nonprofit Corporation

1. Name of the corporation prior to amendment:

Jantzen Beach Lower Moorage Homeowner's Association

2. On a separate sheet, please state the article number(s) and set forth the article(s) as it is amended to read.

3. The amendment(s) was adopted on November 26, 1996. (If more than one amendment was adopted, identify the date of adoption of each amendment.)

4. Check the appropriate statement:

X - Membership approval was not required. The amendment(s) was approved by a sufficient vote of the board of directors or incorporators.

Membership approval was required the membership vote was as follows:

(a table is included on the form to record the membership vote - it is blank)

Execution: /s/ Brian A. Steenson, President

Person to contact about this filing: Brian A. Steenson

Page 2:

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