

ARTICLES OF INCORPORATION
OF
ODIN FALLS RANCH
PROPERTY OWNERS' ASSOCIATION

ARTICLE I

NAME AND PURPOSE

1.1 Name. The name of this Corporation is ODIN FALLS RANCH PROPERTY OWNERS' ASSOCIATION, hereinafter called the "Association".

1.2 Purpose. The specific and primary purpose for which the Association is organized and operated is to provide for the management, maintenance, protection, preservation and development of ODIN FALLS RANCH and to promote the health, safety and welfare of its members all in accordance with the provisions of the Declaration of the Covenants, Conditions and Restrictions adopted on January 18, 1980, in Redmond, oregon, hereinafter referred to as the "Covenants, Conditions and Restrictions".

The general purposes for which the Association is formed are to have and to exercise any and all powers, rights and privileges which not for profit a/corporation organized under the laws of the State of Oregon may now or hereafter exercise which are incidental to, but necessary for carrying out the primary and specific purposes of the Association.

ARTICLE II

MEMBERS

2.1 Membership. Each owner, by virtue of being an owner and until no longer an owner, shall be a member of the Association. Membership in the Association shall be governed by the provisions of the Covenants, Conditions and Restrictions contained in Article VII, pertaining thereto.

2.2 Voting. In addition to the provisions of the Covenants, Conditions and Restrictions contained in Article VII pertaining to voting, the following shall apply:

(a) Voting Rights. At any meeting of the members or election, each member shall be entitled to cast the number of votes to which he is entitled under the Covenants, Conditions and Restrictions.

(b) Proxy Voting. Any member may attend and vote at meetings or at elections in person or by a proxy holder duly appointed by a written proxy signed by the member and filed with the Secretary. Any proxy shall be for a term not to exceed eleven (11) months unless otherwise expressly provided therein and may be revoked at any time by written notice to the Secretary. A proxy shall be deemed revoked when the Secretary receives actual notice of the death or judicially declared incompetence of such member, or upon termination of such member's status as an owner. Where two (2) or more persons have ownership interest in a Lot, any proxy with respect to the vote of such members shall be signed by all such persons.

2.3 Meetings: Quorum. Unless otherwise specifically provided in the Covenants, Conditions and Restrictions, the following shall apply:

(a) Annual Meeting. There shall be an annual meeting of the members on the first Saturday of April of each year at 7:30 p.m. at the

offices of the Association, or at such other reasonable place within the County of Deschutes, or time (not more than thirty (30) days before or after such date) as may be designated by notice of the Board of Directors delivered to the members not less than ten (10) days nor more than sixty (60) days prior to the date fixed for said meeting. However, the first annual meeting shall be held within sixty (60) days of the date on which fifty-one percent (51%) of the Phase I Lots are sold by the Declarant, as defined in the Covenants, Conditions and Restrictions, or within one (1) year after the sale of the first Lot, whichever is sooner; the time and place of such first annual meeting shall in other regards be determined as provided above.

(b) Special Meetings. Special meetings of the members may be called at any time to consider matters which, by the terms of the Articles of Incorporation or the Covenants, Conditions and Restrictions, require the approval of all or some of the members, or for any other reasonable purpose. Said meetings shall be held at a reasonable place within the County of Deschutes and shall be called by written notice, signed either by a majority of the Board of Directors, or by members having one-third (1/3) of the total vote in the Association, and delivered not less than ten (10) days nor more than sixty (60) days prior to the date fixed for said meeting. Said notice shall specify the date, time and place of the meeting and the matters which will be considered.

(c) Quorum. The presence at any meeting of members having a majority of the total votes in the Association shall constitute a quorum.

(d) Failure of Quorum. If any meeting cannot be held because a quorum was not present, the members present may adjourn the meeting to a time not less than forty-eight (48) hours nor more than thirty (30) days from the time the original meeting was called. At the subsequent meeting

the presence of members having one-third (1/3) of the total votes in the Association shall constitute a quorum.

(e) Majority Vote. Unless otherwise expressly provided herein or in the Covenants, Conditions and Restrictions, any action may be taken at any meeting of the members or election upon the affirmative vote of a majority of the total votes present.

2.4 Voting By Ballot.

(a) Written Ballot. Any matter of issue requiring the vote of the members of the Association, including the election of directors, may be submitted for vote by written ballot without a meeting. The determination to resolve an issue in this manner shall be made by the Board of Directors by a resolution which shall specify the date for voting (which in no event shall be sooner than forty-five (45) days nor more than sixty (60) days after the date of such resolution), the form of the question to be submitted to the members, and the form of the ballot. Within fifteen (15) days after adoption of the resolution, a full and complete copy thereof shall be sent to every member of the Association at the address of such member on the Association books or at the address of any Lot owned by such member in ODIN FALLS RANCH.

(b) Polling Places. Balloting at any election may be conducted by mail or by the deposit of ballots at fixed polling places. In the latter case the Board of Directors shall designate one or more polling places within the boundaries of ODIN FALLS RANCH where members may cast their votes. The Board shall notify the members of the locations of such polling places at least fifteen days prior to the election.

(c) Conduct of Election. Conduct of the election shall be in accordance with procedures established by the Board.

(d) Proxy Voting. At any such election, voting by proxy will be allowed; provided, however, that each proxy shall be filed with the Secretary of the Association at least ten (10) days prior to the date of the election. The Board may make such provisions as it may consider necessary or desirable for absentee ballots.

(e) Quorum. A quorum shall be deemed to have been present for purposes of an election held pursuant to this Section if the majority of the total number of eligible votes is cast in any such election. The reduced quorum provisions of Section 2.3 (d) shall not apply to elections held under this Section.

(f) Notification. After tabulation of the ballots, the Board shall notify the members of the outcome of the election. If insufficient votes to constitute a quorum were cast, the Board shall so certify, and the election shall be of no effect.

ARTICLE III

BOARD OF DIRECTORS

3.1 Corporate Powers.

(a) Board of Directors. The corporate powers of the Association shall be vested in, exercised by, and under the authority of, and the affairs of the Association shall be controlled by, a Board of Directors consisting of five (5) persons. The initial directors of the Association, shall be P. Thomas Anderson, Janice E. Anderson,
William R. Mayfield and Robert H. Mayfield , William A. Anderson.

(b) Rights and Responsibility of Board. The Board shall have the exclusive right and responsibility to perform the duties and obligations of the Association as set forth in the Covenants, Conditions and Restrictions and these Articles, as any of them may be amended.

(c) Powers and Authority of the Board. The Board shall exercise the powers and authority of the Association only as set forth in the Covenants, Conditions and Restrictions and these Articles, as any of them may be amended.

3.2 Qualification and Elections.

(a) Qualification. No person shall serve as a member of the Board who is not a member of the Association. In the event that a corporation or other impersonal entity is a member of the Association, it may designate one (1) or more persons to serve on the Board on its behalf.

(b) Election of Directors. At each annual meeting the members shall elect the Board for the forthcoming year. Each member may cumulate his ^vnotes and give one candidate or divide among the candidates for director a number of votes equal to the number of Lots owned by the member multiplied by the number of directors to be elected. The candidates receiving the highest number of votes, up to the number of directors to be elected, shall be deemed elected.

(c) Term. Directors shall serve for a term of one (1) year or until their respective successors are elected, or until their death, resignation or removal, whichever is earlier; provided, however, that the directors named in these Articles shall serve until the first annual meeting. Any director may resign at any time by giving written notice to the President or Secretary, and any person may be removed from a directorship

by vote of the members; provided, however, that unless the entire Board is removed, an individual director shall not be removed if the number of votes cast against his removal exceeds twenty percent (20%) of the total votes cast.

(d) Vacancies. Vacancies on the Board shall be filled by a majority of the remaining directors though less than a quorum, and each director so elected shall hold office until his successor is elected by the members.

3.3 Meetings. Three (3) directors shall constitute a quorum of the Board, and if a quorum is present, the decision of a majority of those present shall be the act of the Board. The Board may also act without a meeting if all of the Board members consent in writing to such action. Such written consent shall be filed with the minutes of the proceedings of the Board.

3.4 Books and Records. The Board shall cause to be maintained, in a manner consistent with generally accepted accounting principles, a full set of books and records showing the financial condition of the Association. At least once a year an independent certified audit of such books and records shall be conducted. A copy of each such audit shall be made available, within thirty (30) days following completion of the audit, for inspection by the Association members.

ARTICLE IV

OFFICERS

4.1 Officers. The officers of the Association shall be a President, a Vice-President, a Secretary and a Treasurer. The Association may also have, at the discretion of the Board, one or more Assistant Secretaries or Assistant Treasurers and such other officers as may be appointed in accordance with the provisions of Section 4.3. The President and Vice-President must be

members of the Association, but the other officers need not be. One person may hold two (2) or more offices, except that the offices of President and Secretary shall not be held by the same person. In the event that a corporation or other impersonal entity is a member of the Association, it may designate one (1) or more persons to hold office on its behalf.

4.2 Election. The officers of the Association, except such officers as may be appointed in accordance with the provisions of Section 4.3 or 4.5, shall be chosen annually by the Board, and each shall hold office until his resignation, removal or disqualification to serve, or until his successor is elected and qualified.

4.3 Subordinate Officers. The Board may appoint, or may empower the President to appoint, such other officers as the affairs of the Association may require (including the Assistant Secretaries and Assistant Treasurers mentioned in Section 4.1), each of whom shall hold office for such period, have such authority and perform such duties as are provided in these Articles or as the Board may, from time to time, determine.

4.4 Removal and Resignation. Any officer may be removed, either with or without cause, by the Board or by any officer upon whom such power of removal may be conferred by the Board; provided, however, that only the Board shall remove an officer chosen by the Board. Any officer may resign at any time by giving written notice to the Board, the President or Secretary. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein. Unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

4.5 Vacancies. A vacancy in any office because of death, resignatic removal, disqualification or any other cause shall be filled in the manner prescribed in these Articles for regular appointments to such office.

4.6 Duties of Officers.

(a) President. The President shall be elected by the Board from among the directors. He shall be the Chief Executive Officer of the Association and shall, subject to the control of the Board, have general supervision, direction and control of the affairs and officers of the Association. He shall preside at all meetings of the members and at all meetings of the Board and shall have the general powers and duties of management usually vested in the office of President of a corporation along with such other powers and duties as may be prescribed by the Board or these Articles.

(b) Vice-President. The Vice-President shall be elected by the Board from among the directors. In the absence or disability of the President, the Vice-President shall perform all the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions applicable to the President. He shall have such other powers and perform such other duties as from time to time may be prescribed by the Board or these Articles.

(c) Secretary. The Secretary shall be elected by the Board but need not be a director or a member of the Association. The Secretary shall keep or cause to be kept, at the principal office of the Association or such other place as the Board may order, a book of minutes of all meetings of directors and members, including (without limitation) the time and place of holding, whether regular or special and, if special, how authorized, the notice thereof given, the name of those present at directors' meetings, the number of members and votes present in person or by proxy at members' meetings, and the proceedings thereof. The Secretary shall keep appropriate current records

showing the members of the Association and their addresses. He shall give notice of all the meetings of the members and of the Board as required by these Articles. He shall keep the Seal of the Association in a safe custody and shall have such other powers and perform such other duties as may be prescribed by the Board or by these Articles.

(d) Treasurer. The Treasurer shall be elected by the Board but need not be a director or a member of the Association. The Treasurer shall keep and maintain adequate and correct accounts of the properties and business transactions of the Association, including accounts of its assets, liabilities, receipts and disbursements. The books of account shall at all reasonable times be open to inspection by any director. The Treasurer shall deposit all monies and other valuables in the name and to the credit of the Association with such depositories as may be designated by the Board. He shall disburse funds of the Association as may be ordered by the Board and shall render to the President and directors, whenever they request it, an account of all of his transactions as Treasurer and of the financial condition of the Association. He shall have such other powers and perform such other duties as may be prescribed by the Board or these Articles.

ARTICLE V

MISCELLANEOUS

5.1 Manager. The Board may employ the services of a Manager to manage the affairs of the Association, and, to the extent not inconsistent with the laws of the State of Oregon, the Board may delegate to the Manager any of its powers and duties under the Covenants, Conditions and Restrictions.

5.2 Corporate Seal. The Association shall have a Seal in appropriate form having within it the words "ODIN FALLS RANCH PROPERTY OWNERS' ASSOCIATION, Incorporated _____, 1980, State of Oregon."

5.3 Amendment of Articles. These Articles may be amended or repealed by the members by the affirmative vote of two-thirds (2/3) of the total votes cast in person or by proxy at a meeting or election of the members; provided, however, that Subsections (a) and (b) of Section 2.1 and all of Sections 3.1 and 3.2 shall not be amended or repealed without the affirmative vote or written consent of members holding not less than three-fourths (3/4) of the total voting powers of the Association.

5.4 Notices. Any notice or other document relating to or required by these Articles may be delivered either personally or by mail. If by mail, it shall be deemed to have been delivered twenty-four (24) hours after the notice or other document has been deposited in the United States mail, postage prepaid, addressed as follows: if to the Association or the Board, at the ODIN FALLS RANCH PROPERTY OWNERS' ASSOCIATION, 538 West Highland, Redmond, Oregon 97756; if to a director or member, at the address from time to time given by such director or member to the Secretary for the purpose of service of such notice, or, if no such address has been so given, to the address of any Lot within ODIN FALLS RANCH owned by such director or member.

5.5 Consent to Waiver of Notice. The transaction at any meeting of the members or of the Board, however called or noticed, shall be as valid as though had at a meeting duly held after regular call and notice, if a quorum is present and if (either before or after the meeting) each member not present in person or by proxy at a meeting of the members, or each director not present at a meeting of the Board, signs a written waiver of notice, a consent to the holding of such meeting or an approval of the minutes thereof. All such waivers, consents or approvals shall be filed with the records of the Association and made a part of the minutes of the meeting.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Oregon, the undersigned have executed these Articles of Incorporation this 18th day of January, 1980.

William R. Mayfield
WILLIAM R. MAYFIELD

Robert H. Mayfield
ROBERT H. MAYFIELD

William A. Anderson
WILLIAM A. ANDERSON

Caryl L. Anderson
By: William A. Anderson, Attorney
CARYL L. ANDERSON

F. Thomas Anderson
F. THOMAS ANDERSON for ANDERSON
LAND AND CATTLE COMPANY

EXHIBIT D

This Exhibit will include the original Declaration and CCRs.



Articles of Amendment - Nonprofit
Secretary of State - Corporation Division - 255 Capitol St. NE, Suite 151 - Salem, OR 97310-1327 - <http://www.FilingInOregon.com> - Phone: (503) 986-2200

FILED

AUG 21 2012

OREGON
SECRETARY OF STATE

REGISTRY NUMBER: 142426-14

In accordance with Oregon Revised Statute 192.410-192.490, the information on this application is public record.
We must release this information to all parties upon request and it will be posted on our website.

For office use only

Please Type or Print Legibly in Black Ink.

1) ENTITY NAME: ODIN FALLS RANCH PROPERTY OWNERS' ASSOCIATION

2) STATE THE ARTICLE NUMBER(S): and set forth the article(s) as it is amended to read. (Attach a separate sheet if necessary.)

(c) Term. Except for the initial adjustment of short terms needed to create staggered terms, the term of office for Directors shall be three (3) years. The Board shall make provisions to stagger the terms of Directors so that each year the term of no more than two (2) Directors shall expire. A Director may be re-elected without limitation on the number of terms she or he may serve.

3) THE AMENDMENT WAS ADOPTED ON: April 7, 2012

(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
N/A	36	36	35	1

5) EXECUTION: (Must be signed by at least one officer or director.)

By my signature, I declare as an authorized authority, that this filing has been examined by me and is, to the best of my knowledge and belief, true, correct, and complete. Making false statements in this document is against the law and may be penalized by fines, imprisonment or both.

Signature:

Printed Name:

Dawn Kruckenberg

Title:

Board Member

ODIN FALLS RANCH PROPERTY OWNER



14242614-13724589

AMDART

FEES

Required Processing Fee \$50

No Fee for Nonprofit Type Change.

Processing Fees are nonrefundable. Please make check payable to "Corporation Division."

Free copies are available at FilingInOregon.com, using the Business Name Search program.



FILED

MAR 23 2016

OREGON SECRETARY OF STATE

REGISTRY NUMBER: 14242614

In accordance with Oregon Revised Statute 192.410-192.490, the information on this application is public record. We must release this information to all parties upon request and it will be posted on our website.

For office use only

Please Type or Print Legibly in Black Ink.

1) ENTITY NAME: ODIN FALLS RANCH PROPERTY OWNERS ASSOCIATION

2) STATE THE ARTICLE NUMBER(S): and set forth the article(s) as it is amended to read. (Attach a separate sheet if necessary.)
Article II, Section 2.4 (a) is replaced with the attached paragraph
Article II, Section 2.4 (b) is deleted

3) THE AMENDMENT WAS ADOPTED ON: October 24, 2014
(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:

Table with 5 columns: 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. Values: 46, 46, 31, 4.

5) EXECUTION: (Must be signed by at least one officer or director.)
By my signature, I declare as an authorized authority, that this filing has been examined by me and is, to the best of my knowledge and belief, true, correct, and complete. Making false statements in this document is against the law and may be penalized by fines, imprisonment or both.
Signature: [Handwritten Signature] Printed Name: D Casey Gibbs Title: Secretary, Odin Falls Ranch HOA

CONTACT NAME: (To resolve questions with this filing.)

PHONE NUMBER: (Include area code.)

FEES
Required Processing Fee \$50
No Fee for Nonprofit Type Change.
Processing Fees are nonrefundable. Please make check payable to "Corporation Division."
Free copies are available at FilingInOregon.com, using the Business Name Search program.

ODIN FALLS RANCH PROPERTY OWNER



14242614-16815428

AMDART

142426-14

**SECOND ADMENDMENT
TO THE ARTICLES OF INCORPORATION OF
ODIN FALLS RANCH PROPERTY OWNERS ASSOCIATION**

Effective as of October 24, 2014, the Articles of Incorporation for Odin Falls P.O.A., herein after referred to as the "Articles", executed on January 18, 1980, is amended as follows.

Article II, Section 2.4 (a) of the Articles is hereby replaced with the following paragraph.

Article II, Section 2.4 (b) of the Articles is hereby deleted.

2.4 VOTING

(a) Any matter or issue requiring a vote of members of the association, including but not limited to the election of Directors, may be submitted for a vote without a meeting by either written ballot or by electronic ballot as set forth in ORS 94.661(1). The determination to resolve an issue in either manner shall be made by the Board of Directors by a resolution which shall specify the date for voting (which in no event shall be sooner than forty-five (45) days nor more than sixty (60) days after the date of such resolution), the form of the question to be submitted to the members, and the form of the ballot. Within fifteen (15) days after adoption of the resolution, a full and complete copy thereof shall be sent to every member of the Association in the following manner: If a written ballot, by mail at the mailing address of such member on the Association records, or if an electronic ballot, by electronic means at the electronic address of such member on the Association records.

IN WITNESS WHEREOF, pursuant to the Articles of Incorporation and the Declaration of Restrictions of the Odin Falls Ranch Property Owners Association, an Oregon corporation, and the appropriate provisions of the Oregon Corporation laws, the undersigned, being the representatives of the Board of Directors of said Association, the Board of Directors acting pursuant to an affirmative vote in excess of 60% of over 75% of all owners having cast their votes as of the 24th day of October, 2014, do hereby adopt the foregoing Second Amendment to the Articles of Incorporation for Odin Falls Ranch P.U.D., adopted on 18 January, 1980.

**ODIN FALLS RANCH PUD ASSOCIATION
BOARD OF DIRECTORS**

By: Randy Smith
Randy Smith, President

By: D Casey Gibbs
D Casey Gibbs, Secretary