

provisions of Section 501(c)(4) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

8. **Board of Directors.** The affairs and business of this Corporation shall be conducted by a Board of Directors, the number of which shall be fixed by the Bylaws, but shall not be less than three (3) and not more than nine (9) persons.

9. **Names and Addresses of Initial Board of Directors.** The incorporator has obtained the consent of each initial member of the Board of Directors, the names and addresses of which are:

NAME	ADDRESS
James W. Fowler	12775 SW West View Drive Dallas, OR 97338
Gary Williamson	340 Vista Avenue SE Salem, OR 97302
Stew Stone	340 Vista Avenue SE Salem, OR 97302

10. **Purposes.** The purposes for which this Corporation is organized are exclusively to promote the rights and responsibilities of Owners in Spring Meadow Homeowners Association, Linn County, Oregon, within the meaning of Section 501(c)(4) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law). Said purposes shall include, but shall not be limited to, activities in accordance with the following general objectives:

- a. To construct, manage, and maintain roads and common facilities. The corporation shall not engage in the exterior maintenance of any private homes.
- b. To enforce covenants, conditions and restrictions to preserve the appearance and function of the subdivision.
- c. To operate for the benefit of all residents and Owners of Spring Meadow.

11. **Amendments.** These Articles may be amended in the manner authorized by the Oregon Nonprofit Corporation Act.

12. **Powers.** The Corporation shall have all of the powers permitted to corporations under the Oregon Nonprofit Corporation Act provided that such powers may only be exercised in the furtherance of and to promote the rights and responsibilities of Owners in Spring Meadow as set forth in paragraph 10.

13. **Indemnification.** The Corporation shall indemnify to the fullest extent permitted by the Oregon Nonprofit Corporation Act any person who has been made, or threatened to be made a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including any action, suit, or proceeding by or in the right of the Corporation) by reason of the fact that the person is or was a Director or officer of the Corporation, or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to any employee benefit plan of the Corporation, or serves or served at the request of the Corporation as a Director or officer, or as a fiduciary of any employee benefit plan, of another corporation, partnership, joint venture, trust, or other enterprise.

14. **Liability of Directors.** The Corporation, to the full extent that the Oregon Nonprofit Corporation Act, as it exists on the date hereof or may hereafter be amended, permits the limitation or elimination of liability of directors and uncompensated officers as hereinafter provided. The Directors of the Corporation shall not have any personal liability to the Corporation for monetary damages for conduct as a Director; provided that this article shall not limit or eliminate the liability of a Director for any of the following:

- a. Any breach of the Director's duty of loyalty to the Corporation;
- b. Acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law;
- c. Any unlawful distribution;
- d. Any transaction from which the Director derived an improper personal benefit; or
- e. Any provision that under this chapter is required or permitted to be set forth in the bylaws.

Any amendment to, or repeal of, this Article shall not adversely affect any right or protection of the director, or with respect to, any acts or omissions of such director occurring prior to such amendment or repeal.

15. **Restrictions.**

- a. This Corporation shall have no capital stock, and no part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors, trustees, officers, members, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in paragraph 10.

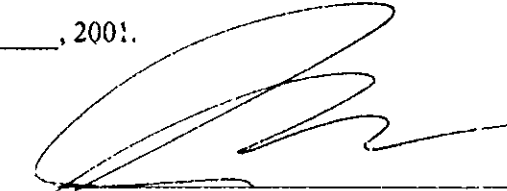
Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal Income Tax under Section 501(c)(4) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

- b. The Corporation shall not discriminate against any individual because of race, color, creed, religious affiliation, or national origin.

16. **Maintenance of Open Space.** From and after the time that the Declarant conveys open space to the Spring Meadow Homeowners Association, such association shall maintain the open space in perpetuity. In the event that Spring Meadow Homeowners Association fails to maintain open space, the City of Albany may cause the maintenance of such open space and other common areas to be made and such costs shall become a lien upon the property in Spring Meadow.

I, the undersigned incorporator, declare under penalty of perjury that I have examined the foregoing and to the best of my knowledge and belief, it is true, correct and complete.

DATED: 11/7/01, 2001.



James W. Fowler

PERSON TO CONTACT ABOUT THIS FILING:
 Kris Jon Gorsuch, Attorney
 Saalfeld, Griggs, Gorsuch, Alexander & Emerick, P.C.
 P.O. Box 470
 Salem, OR 97308-0470
 Telephone: (503) 399-1070