

ARTICLES OF INCORPORATION
OF
SURF PINES ASSOCIATION
AN OREGON NONPROFIT CORPORATION
[with amendments through November 15, 2019]

KNOW ALL MEN BY THESE PRESENTS, that JOHN J. COUGHLIN, a natural person of the age of 21 years or more, does hereby incorporate the corporation named herein as a nonprofit corporation under the laws of the State of Oregon and hereby does adopt, execute and verify in duplicate the following Articles of Incorporation thereof:

ARTICLE I

The name of the corporation is SURF PINES ASSOCIATION, and its duration shall be perpetual.

ARTICLE II
PURPOSE AND BOUNDARY

The purpose or purposes for which said corporation is organized are:

1. To engage without profit to its members in such activities as may promote, by mutual cooperative efforts, the health, recreation, safety, welfare and common good of the members of the Association who are residents of or owners of property in the community known as Surf Pines, the boundaries of which are more particularly described in Exhibit "A", dated September 10, 1988, attached hereto and by this reference incorporated herein.
2. To provide for the maintenance, preservation and operation of the properties used for community purposes in said community, known as community properties, for the benefit of the members who are residents or owners of property within said community.
3. To provide, maintain and operate parks, athletic facilities and other recreational facilities which will be for the mutual benefit of the members who are residents or owners of property within said community.
4. To engage in lawful activity for which corporations may be organized under the nonprofit laws of the State of Oregon.
5. To have, possess and exercise all corporate powers under the Oregon nonprofit corporation law.
6. No part of the net earnings of the corporation shall inure to the benefit of any private member or individual, and no part of the activities of the corporation shall be carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in, or otherwise intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

ARTICLE III

The address, including the street and number of the registered office of the corporation is:

33317 Surf Pines Lane, Warrenton, Oregon 97146 [Amended, 9-2000]

and the name of its Registered Agent is:

Dan Van Thiel [Amended, 9-2000]

ARTICLE IV
INITIAL BOARD OF DIRECTORS

The number of directors constituting the initial board of directors shall be five and their respective names and addresses (including street and number, if any) of the persons who are to serve as the initial board of directors are:

Ralph Thomas
P.O. Box666
Seaside, OR 97138
Richard Schroeder
P.O. Box 76
Gearhart, OR 97138

Rodney Banks
P.O. Box 505
Gearhart, OR 97138
U. W. Raglione
4418S. E. 50th
Portland, OR 97206

D. F. Williamson
3909 5. W. 52nd Place
Portland, OR 97221

ARTICLE V

The name and address, including street and number, of the above-named incorporator is:

JOHN J. COUGHLIN
807 Electric Building
621 S.W. Alder Street
Portland, OR 97205

ARTICLE VI
MEMBERSHIP

All owners of property located within the boundaries of that certain tract of land described in Exhibit A dated October 3, 1995 and attached hereto and incorporated herein, may become members of the Association either upon purchase of a property already a part of the Surf Pines Association or by applying for and being accepted for membership via Exhibit B attached hereto and incorporated herein. When a member sells his or her interest in such property, then the selling member's rights attributable to that property shall terminate and the party acquiring the property shall become a member upon transfer of title. Ownership assessments and voting rights are defined in Article X (ASSESSMENTS AND CHARGES) and Article XIV (VOTING RIGHTS), respectively. [Amended 9-18-93 and 8-2-97]

ARTICLE VII
BOARD OF DIRECTORS

Following the Annual Meeting in 2002 the number of directors constituting the BOARD OF DIRECTORS of the SURF PINES ASSOCIATION shall be five [5] Each Board member shall serve for a term of three (3) years. Board terms shall be staggered so that two members are elected in 2003 and two in 2004, and one member is elected in 2005 and every three (3) years thereafter. Election of Board Members shall occur at the annual meeting of the Association. Each Director so elected shall serve until a successor is elected to take office. Directors must be members, in good standing, of the Association.

The Board of Director positions shall be numbers one (1) through five [5]. Board Member terms shall expire as of the Annual membership meeting in the following years and every three (3) years thereafter:

POSITION #1	2003
POSITION #2	2004
POSITION #3	2005
POSITION #4	2003
POSITION #5	2004

Directors may be removed from office by a majority vote of the duly qualified members present and acting in person or voting by proxy at a regular meeting or a special meeting called for the purpose of considering such removal. Any meeting at which such action is taken shall be preceded by notice of such intent in accordance with the applicable notice procedures of the by-laws. [Amended 9-18-93 and 8-4-01]

ARTICLE VIII BOARD OF DIRECTORS' INDEMNIFICATION

Every officer and director of the corporation shall be indemnified by the corporation against all liabilities and expenses, including attorneys fees, which may be incurred by or imposed upon him or her in connection with any matter or proceeding in which he or she may become involved by reason of his or her being or having been a director or officer of the corporation, except in cases where the officer or director is adjudged guilty of willful misfeasance or malfeasance in performance of his or her duties. Such indemnification shall include settlements which are in the best interest of the corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled.

ARTICLE IX CONTROL OF CORPORATE PROPERTY

The board of directors shall have the responsibility for the management, maintenance and control of the assets of the corporation. Provided, however, there shall be no sale, assignment or other transfer of ownership or privilege of use of the assets of the corporation other than items authorized by the adopted budget without same being approved by a 2/3 vote of the member votes represented by members present and acting in person or voting by proxy at a regular meeting or a special meeting called for the purpose of considering such action. Any meeting at which such action is taken shall be preceded by notice of such intent in accordance with applicable notice procedures of the Bylaws. [Amended, 9-2000]

ARTICLE X
ASSESSMENT AND CHARGES

Commensurate with the responsibility of Article IX CONTROL OF CORPORATE PROPERTY, the Board of Directors shall establish charges and assessments for the use and maintenance of the corporation's property. Such assessments and charges shall be approved by a majority vote of the member votes represented by members present and acting in person or voting by proxy at a regular meeting or a special meeting called for the purpose of approving such assessments and charges. Any meeting to establish assessments and charges shall be preceded by appropriate notice as per Article IV of the Bylaws. The Board of Directors may establish a special assessment of up to \$100 as per Article IX [9.3] of the Bylaws without a membership vote.

Each buildable tax lot is subject to a quarterly assessment by the Surf Pines Association for the use and maintenance of the corporation's property [Amended 8-2-97 and 8-4-07]

ARTICLE XI
DISENFRANCHISEMENT

Members who fail to pay fees and assessments within sixty (60) days of the date fees or assessments are due shall be disenfranchised from voting. Disenfranchisement shall mean that neither such delinquent members presence nor proxies shall be counted for purposes of determining or computing quorum or to determine the number of votes necessary to pass an action upon which a vote of the membership is required.

Such delinquent members shall not be entitled to vote on any matter to come before the corporation. At such time as the disenfranchised member pays the fees or assessments that are delinquent, the member's right to vote on all matters and to be counted for purposes of quorum and numbers of votes necessary to pass actions for which a vote of the membership is required shall be immediately reinstated.

Any person who acquires title to property from an owner who is disenfranchised shall also be disenfranchised until the delinquent fees and assessments which caused the original disenfranchisement are paid. [Amended, 9-2000]

ARTICLE XII
QUORUM

The vote of a majority of the votes entitled to be cast by the duly qualified members present and acting in person or voting 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 unless a greater proportion is required by Oregon nonprofit corporation statutes, these Articles of Incorporation or the corporation's Bylaws. Those duly qualified member votes represented by members present in person or by proxy at any annual or special meeting of members constitute a quorum at the meeting.

ARTICLE XIII
DISSOLUTION

The corporation may be dissolved only upon a vote of the membership. In order to approve a dissolution of the corporation, such action must receive not less than 2/3 of the total duly qualified member votes entitled to vote.

Such vote may be in person or by proxy at a regular meeting or a special meeting called for the purpose of

considering such action. Any meeting at which such action is taken shall be preceded by notice of such intent in accordance with the applicable notice procedures of the Bylaws.

Upon dissolution of the corporation, the assets, both real and personal, of the corporation shall be dedicated to an appropriate municipal corporation or other public agency to be devoted to purposes as nearly as practical the same as those to which they were required to be devoted by the corporation. In the event that such dedication is refused, such assets shall be granted, conveyed and assigned to any like nonprofit corporation, association, trust or other organization, who will devote such assets to the purposes and uses to which they were required to be devoted by this corporation.

ARTICLE XIV VOTING RIGHTS

Each member shall be entitled to maximum of one vote with the following exceptions:

1. Multiple owners of a single property shall designate one member to cast one vote.
2. Owners of multiple lots shall be entitled to cast one vote per lot. [Amended 11-15-19]

EXHIBIT "A" - BOUNDARIES
October 3, 1995
SURF PINES ASSOCIATION
an Oregon nonprofit corporation

The following described property situated in Sections 16, 21, and 28, all in Township 7 north, Range 10 west, Willamette meridian, Clatsop County, Oregon.

Beginning at a point which bears south 89° 54' west of the northwest corner of John Thomas Donation Land Claim No. 41, Section 16, Township 7 north, Range 10 west, Willamette meridian, Clatsop County, Oregon; which point is also the most northerly northeasterly corner of the private road described in Book 243, page 207, Deed Records, Clatsop County, Oregon.

Thence south 89° 54' west 80 feet more or less to the west line of the afore described roadway;

Thence south 08° 04' east 870.5 feet to a point;

Thence south 83° 15' west 1450 feet more or less to the ordinary high tide line of the Pacific Ocean;

Thence southerly along the ordinary high tide line of the Pacific Ocean to the southwest corner of Surf Pines Beach Addition, Block 1, as platted.

Thence north 89° 35' 10" east along the south line of said plat and the extension thereof to the westerly right of way line of U. S. Highway no. 101, as located in June 1969, which point is the southeast corner of the roadway described in the instrument recorded in Book 203, page 413, Deed Records, Clatsop County, Oregon;

Thence north 80 feet along the right of way of U. S. Highway no. 101 to the northeast corner of said roadway;

Thence south 89° 35' 10" west along the north line of said roadway to the center line of Neacoxie Creek;

Thence northerly along center line of Neacoxie Creek to its point of intersection with the northeast corner of that property described in Book 452, page 46, Deed Records of Clatsop County, Oregon;

Thence south 89° 56' 30" west 803.4 feet;

Thence south 00° 10' west a distance of 189.7 feet;

Thence south 7° 12' 5" east 440.9 feet more or less to the point of beginning.

Together with all property within the plat of Strawberry Hill recorded in Book 12, page 110, Clatsop County Deed Records, together with all roads shown thereon and specifically extending north to the south end of County Road no. 320.

EXHIBIT B - APPLICATION FOR MEMBERSHIP
IN
SURF PINES ASSOCIATION

The following persons _____,

_____,

_____, owners of buildable tax lots located in Clatsop County, Oregon, and within the boundaries described in Exhibit A hereby apply for membership in SURF PINES ASSOCIATION [the Association], a corporation organized under the Oregon Nonprofit Corporation Law and, pursuant to the acceptance of our application by the Association hereby agree, one and all, to comply with and be bound by the Articles of Incorporation and Bylaws of the Association and the actions of the members and the Board of Directors of the Association taken pursuant thereto. We further accept the contractual obligation to pay membership dues in exchange for membership benefits which include the use and maintenance of all common property held by the Association for the benefit of its members.

We further agree that for purposes of voting on any matter coming before the members of the Association,

_____ is empowered to cast the one vote to which ownership of the above property entitles us.

We further agree that all official mailings from the Association, excluding any Newsletter, should be mailed to _____ at the address specified below:

Street: _____

City: _____ State: ____ ZIP: _____

We further agree that, upon acceptance of this application for Membership by the Surf Pines Association, this Agreement shall be binding on the heirs, personal representatives, successors and assigns of the undersigned.

Dated: ____ day of _____, 20__

Signature: _____

Signature: _____

Signature: _____

Signature: _____

Signature: _____

Acceptance of Membership Application by Surf Pines Association:

Signature: _____ Office _____

Held _____

Dated the _____ of _____, 20__

Map No.: _____ Tax Lot No.: _____