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ARTICLES OF INCORPORATION

JAN 30 1991

OF

CLATSOP COUNTY, OREGON

TOLOVANA INN CONDOMINIUM HOMEOWNERS' ASSOCIATION, INC.
NON-PROFIT CORPORATION

1. The name of the corporation is: TOLOVANA INN CONDOMINIUM HOMEOWNERS' ASSOCIATION, INC.
2. This corporation is a mutual benefit type of non-profit corporation.
3. The name of the initial registered agent is Paul Gerhardt. The office address of the registered agent is 1001 S. W. Fifth Avenue, Suite 1001, Portland, OR 97204.
4. The principal office of the corporation is at P. O. Box 165, Tolovana Park, OR 97145.
5. The corporation will have members.
 - 5.1 Each person or entity owning a unit of the condominium known as Tolovana Inn Condominium in Clatsop County, Oregon (hereinafter "Condominium") shall automatically be a member of this corporation. There shall be no other members of this corporation.
 - 5.2 Membership in this corporation shall run with the ownership of each unit of the condominium and be automatically transferred to each successor owner of each unit upon transfer of ownership of each unit.
 - 5.3 If a unit is owned by two or more persons or entities, those persons or entities, together, shall be a single member of this corporation.

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5.4 Members shall vote on a percentage basis. The percentage of the vote which each member shall have shall be the same as that member's percentage of common ownership of the condominium common areas pursuant to the Declaration of the Condominium, which Declaration was recorded September 20, 1972 in Book 368, Page 237, Clatsop County, Oregon Deed Records, as the same may be now or hereafter amended (herein the "Declaration").

5.5 Each member shall share in the expenses of this corporation in proportion to the percentage of common ownership of the condominium common areas which is associated with a particular member's unit or units pursuant to the Declaration.

6. Upon dissolution or final liquidation of this corporation, distribution of its assets shall be made to an unincorporated association consisting of those persons or entities owning units of the condominium at the time of such dissolution or final liquidation, subject to the automatic transfer of each member's rights, title and interest in that unincorporated association upon the transfer of ownership of each unit of the condominium, so that at all times the owners of the units of the condominium shall be the sole members of such unincorporated association and so that each owner of each unit shall be a member thereof, subject to the condition that if a unit is owned by two or more persons or entities, those persons or entities taken together shall be a single member of that

association.

7. The names and addresses of the incorporators are:

Blaine Whipple
2041 S. W. 58th - Suite 210
Portland, OR 97221

Josef A. Ivanick
3833 S. W. Greenleaf Drive
Portland, OR 97221

Lloyd F. Green
14425 N. E. Milton
Portland, OR 97220

8. Internal affairs, indemnity, miscellaneous:

8.1 The Bylaws shall determine the number of persons who shall constitute the Board of Directors and their terms, which shall be staggered.

8.2 The members shall have the sole authority to adopt, modify, amend or repeal the Bylaws of this corporation.

8.3 No director or uncompensated officer or member of this corporation shall be liable for monetary damages for conduct as a director, officer or member, provided that this provision shall not eliminate or limit the liability of a director or officer for any act or omission occurring prior to the date when this provision becomes effective and shall not eliminate or limit the liability of a director or officer for:

8.3.1 Any breach of a director's or officer's duty of loyalty to the corporation or the members.

8.3.2 Acts or omissions not in good faith or

which involve intentional misconduct or a knowing violation of law.

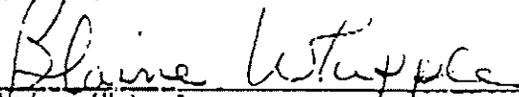
8.3.3 Any unlawful distribution.

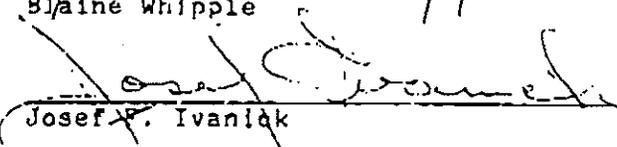
8.3.4 Any transaction from which the director or officer derived an improper personal benefit; and

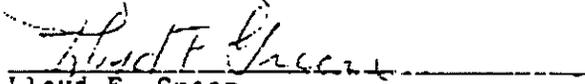
8.3.5 Any act or omission in violation of ORS 65.361 to 65.367, as the same may be amended.

DATED: January 30, 1991.

Incorporators


Blaine Whipple


Josef F. Ivaniak


Lloyd F. Green

Person to contact about this filing:
Paul Gerhardt, Attorney
1001 S. W. 5th Avenue, Suite 1001
Portland, OR 97204
(503) 222-1641