

CERTIFICATE FOR RESTATED ARTICLES OF INCORPORATION

OF

SOUTH BEACH ROAD ASSOCIATION

Pursuant to ORS 65.451, the undersigned Association submits for filing this Certificate, together with the Association's Restated Articles of Incorporation. The undersigned Association hereby certifies that:

1. The name of the Association is South Beach Road Association.
2. A copy of the Restated Articles of Incorporation is attached hereto.
3. The dated of adoption of the Restated Articles of Incorporation by the board of directors of the Association was January 8, 2005.

South Beach Road Association

By: _____
Wendy Kahle, President

Person to contact
about this filing
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RESTATED ARTICLES OF INCORPORATION

OF SOUTH BEACH ROAD ASSOCIATION An Oregon Non-Profit Corporation

The South Beach Road Association adopts the following Restated Articles of Incorporation pursuant to and in accordance with the Oregon Non-Profit Corporation Act.

ARTICLE I

Name

The name of the Association is and shall remain South Beach Road Association.

ARTICLE II

Authorization and Adoption

These Restated Articles of Incorporation contain amendments that do not require member approval and were duly authorized and adopted by a unanimous vote of the board of directors.

ARTICLE III

Purposes and Powers

Subject to the restrictions set forth in these Restated Articles of Incorporation, the Association may engage in any lawful activity for which a corporation may be organized and operated under the Oregon Non-Profit Corporation Act.

ARTICLE IV

Directors

The Association shall have five (5) directors. The name and address of each director of the Association is as follow:

Wendy Kahle, 4550 SW Greenhills Way, Portland, OR 97221
Julie Steiner 8040 SW Laurel Portland, OR 97225
Garth Brandaw 71 1 Lamplighter Circle SE Salem, OR 97302
Scott Flitcroft 19716 S. Derringer Drive Oregon City, OR 97045
John Meadows 2585 NW Marcia Portland, OR 97210

ARTICLE V

Director's Consent

Each director has consented to appointment as a director. The personal liability of each director and each officer of the Association or its members, for monetary or other damages, for conduct as a director or officer or member shall be eliminated to the full extent permitted by law.

ARTICLE VI

Restrictions

No part of the net earnings of the Association shall inure to the benefit of, or be distributable to its, directors, officers, or other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of the Association.

ARTICLE VII

Amendments

These Restated Articles of Incorporation may be amended or restated only at a meeting of the board of directors upon receiving the affirmative vote of a majority of the directors in office.

ARTICLE VIII

Limitation of Liability

No director or officer of the Association shall be personally liable to the Association or its members for monetary damages for conduct as a director or officer; provided that this Article shall not eliminate liability which may not be eliminated under the Oregon Non-Profit Corporation Act. No amendment to the Oregon Non-Profit Corporation Act that further limits the acts or omissions for which elimination of liability is permitted shall affect the liability of a director or officer for any act or omission which occurs prior to the effective date of such amendment. The provisions of this Article are intended to be in addition to and not in limitation of any other provisions of the restated bylaws or any agreement of the Association or any law that eliminates or limits the liability of directors, officers and others acting on behalf of the Association.

EFFECTIVE this 8 day of January, 2005

Wendy Kahle, Director
Julie Steiner, Director
Garth Brandaw, Director
Scott Flitcroft, Director
John Meadows, Director