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**Senior Estates Golf
and Country Club**
1776 Country Club Road
Woodburn, OR 97071
A Planned 55 Plus
Community

**Restated
Articles of
Incorporation**

April 27, 1989

Restated Articles of Incorporation

These restated Articles of Incorporation were adopted by the undersigned Corporation as Prescribed by the non-profit corporation law of Oregon, Oregon Revised Statutes, and Section 61.385.

1. Corporate Name and Mailing Address.
The name of the Corporation is SENIOR ESTATES GOLF AND COUNTRY CLUB. The Corporation's mailing address is 1776 Country Club Road, Woodburn, Oregon 97071.
2. Duration
The duration is perpetual.
3. Purposes
The purposes of the corporation are:
 - 3.1 To operate as a nonprofit corporation and private club, never distributing any income to its members, directors, or officers
 - 3.2 To promote activities designed to meet the physical or social needs of older persons, defined as fifty-five (55) years of age or older, and to use the Corporation's income solely for this purpose.
 - 3.3 To promote activities among older persons in a fraternal benevolent, and charitable way.
 - 3.4 To provide recreational and social facilities and programs designed for older persons, including, but not limited to: golf, swimming, shuffleboard, horseshoes, card playing, dances, dinners, and arts and crafts.
 - 3.5 To acquire and maintain a golf course, pro shop, golf carts, golf-related merchandise for sale or rent, and other equipment, materials, and supplies necessary for maintaining golf facilities.
 - 3.6 To provide and maintain a clubhouse with furnishings, a dance floor, and rooms for social and recreational activities.
 - 3.7 To provide and maintain a kitchen and restaurant, including necessary dishes, utensils, other equipment and supplies
 - 3.8 To provide information to residents of Senior Estates concerning services available to older persons, both at Senior Estates and in the surrounding community. This includes information about meal programs for older persons, counseling and health services, and homemaker programs. This information is available at a minimum, at the Senior Estates Clubhouse and in the Senior Estates newsletter.
 - 3.9 To provide an accessible physical environment.
 - 3.10 To provide health care information through health care educational programs and advertisement of community-sponsored health programs.
 - 3.11 To provide information about transportation services available in the community which are accessible to older persons.
 - 3.12 To acquire, hold, maintain, and dispose of real and personal property, fixtures, signs, signposts, fences, sprinkling systems, and drainage facilities.
 - 3.13 To borrow money and give notes, pledges, mortgages, or other evidence of indebtedness.
 - 3.14 To acquire, provide and maintain a storage area for campers, trailers, boats and similar equipment for resident property owners in, or adjacent to, the

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corporate property, or property leased by it. This includes providing fencing and equipping such facilities and passageways as ordered by the Board of Directors.

- 3.15 To keep the corporate grounds and surrounding areas under its control attractive and uniform.
- 3.16 To monitor compliance with and to take appropriate action to enforce the provisions of the Declaration of Restrictions applicable to all lots, building sites and grounds. To pay any costs to enforce the Declaration of Restrictions.
- 3.17 To pay for rural fire protection, if any, and to provide fire, public liability, and other insurance that the Board of Directors determines is necessary or desirable for protective purposes.
- 3.18 To plant grass, trees, plants, flowers, shrubs, and ornamentals upon the corporate property, including parking areas and the camping trailer storage lot, which the Board of Directors determines is necessary or desirable.
- 3.19 To receive by gift, devise, or bequest, anything of value, and to have the right to reject or dispose of the same.
- 3.20 To take action the Board of Directors believes is advisable to correct or improve the status of the corporate property and titles. This includes obtaining the vacation of dedication of corporate, city, or county property, and annexation. Such annexation shall be limited to property within the present boundaries of Senior Estates, Section 1 through Section 8, including the Recreation Vehicles Storage Lot.
- 3.21 To insure the corporation complies with the Fair Housing Amendments Act of 1988, 42 U.S.C. Sections 3601, et seq. (see end for FHA rules)
- 3.22 To enforce any deed restrictions or covenants applicable to Senior Estates, as recorded in the Marion County Recorder's Office.
- 3.23 To engage in any lawful activity and exercise the general powers provided for nonprofit corporations by the laws of the State of Oregon.

4. Directors

- 4.1 The Corporation shall have a Board of Directors.
- 4.2 The number of Directors of the Corporation shall be fixed by its Bylaws and may be increased or decreased by amendment to the Bylaws.
- 4.3 A majority of the number of directors fixed by the Bylaws constitutes a quorum. The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless a greater number is required by Oregon law, these Articles of Incorporation, or by Bylaws.
- 4.4 Directors shall be elected for three (3) year terms, in the manner established by the Bylaws.
- 4.5 The Board of Directors, by resolution adopted by a majority of the directors in office, may designate and appoint one or more committees, each of which shall consist of one or more directors.
- 4.6 The Board of Directors shall take actions necessary to insure that Senior Estates, Section 1 through Section 8, inclusive, complies with the (FHA) Fair Housing Amendments Act of 1988, and any regulations promulgated there under and any amendments subsequently enacted.

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- 4.7 Directors may not be represented or act by proxy.
- 4.8 Meetings of the Board of Directors and notice thereof shall be as described in the Bylaws.
- 4.9 Any director absent without notice for three (3) successive meetings shall be replaced as provided in Section 4.11 of these Restated Articles.
- 4.10 All or any of the Directors may be removed, with or without cause, at a meeting called expressly for that purpose, by a vote of a majority of the members entitled to vote at an election of Directors. The chairperson of the Board of Directors shall call for a special election upon receipt of a petition carrying signatures of 250 members eligible to vote at the time of signing the petition.
- 4.11 Any vacancy of the Board of Directors shall be filled by affirmative vote of a majority of the remaining directors though less than a quorum. A director appointed to fill a vacancy shall be appointed for the unexpired term of the predecessor in office.
- 4.12 The Board of Directors has the power to amend or repeal the Bylaws or adopt new Bylaws. The Bylaws may contain any provisions for the regulation and management of the Corporation's affairs consistent with law or these Restated Articles of Incorporation.

5. Membership

- 5.1 The Bylaws shall establish classes of membership, the qualifications, rights, and privileges of membership; and the dues, assessments, reinstatement fees for which members are responsible. However, voting rights may be limited, enlarged or denied only to the extent specified in these Articles of Incorporation.
- 5.2 Corporation members entitled to vote are those members in good standing who own a lot(s) in Senior Estates, which are those 1512 lots included in Sections 1 through 8, inclusive, in the plat of Senior Estates recorded in Marion County, Oregon. Each lot is entitled to one (1) vote.
 - (a) A "member in good standing" is a member over fifty-five (55) years of age whose dues and assessments are fully paid and who is not in violation of the Restated Articles of Incorporation, Bylaws, Declaration of Restrictions, or the Rules and Regulations. Should the qualifying member die, the surviving spouse shall continue to be a member in good standing so long as he or she remains an occupant of that house and pays qualifying assessments, dues and user fees.
 - (b) In the case of the joint ownership of a lot(s), for the purposes of voting and share interest in corporate assets, the joint owners shall be considered as a single voting unit and be entitled to only one vote. Joint owners shall decide who shall vote. No vote will be allowed to joint owners who cannot decide who will vote.
 - (c) Voting members in good standing may cast an absentee ballot furnished by the Corporation Secretary at any time prior to a scheduled election.
- 5.3 The Board of Directors may designate a class of non-voting membership entitled Associate Membership for those who do not own a lot in Senior Estates, whose qualifications and rights are defined in the Bylaws.

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6. Dissolution of Corporation

- 6.1 The Corporation's assets have been paid for. They are held by its members on a one lot – one vote – one share in assets basis. Prior to disposition of all major corporate assets by sale, lease, exchange, mortgage, or dissolution, the Board of Directors shall adopt a resolution recommending such sale, lease, exchange, mortgage, or that the Corporation be dissolved. This resolution shall be submitted to a vote at an annual or special meeting of members having voting rights. Written or printed notice stating that a purpose of the meeting is to consider the advisability of dissolving the Corporation shall be given to each member entitled to vote, in the manner and time provided by Oregon Revised Statutes, Chapter 61. A resolution to dissolve the Corporation shall be adopted upon receiving at least two-thirds (2/3) of the votes which members present at such meeting or represented by proxy are entitled to cast.
- 6.2 The Board of Directors shall adopt a resolution recommending a plan of distribution of corporate assets, and shall submit it to a vote of members having voting rights at an annual or a special meeting. Written or printed notice describing the proposed distribution plan shall be given to each member entitled to vote at such meeting, in the time and manner provided by the Oregon nonprofit corporation code. The plan of distribution shall be adopted upon receiving at least two-thirds (2/3) of the votes which members present at such meeting or represented by proxy are entitled to cast.
- 6.3 Articles of Dissolution, as described in Oregon Revised Statutes, Section 61.545 or the applicable statute then in existence, shall be filed with the Secretary of State of the State of Oregon after all debts, liabilities, and obligations of the Corporation have been paid and discharged, or adequate provisions have been made therefore, or after all the Corporations' assets have been distributed in accordance with Oregon law.

7. Dues and Assessments

- 7.1 Dues and assessments required for corporate business, additions, help improvements and maintenance shall be determined by a majority of the Board of Directors.
- 7.2 The right to membership; to vote; to play golf; to use the Clubhouse, facilities and grounds; and to participate in recreational, social and similar activities provided by the Corporation are conditioned upon the payment of dues and assessments and continued good standing. All members shall be presumed to know when their dues and assessments are due without requiring any notice.
- 7.3 If any member fails or refuses to pay assessments, the assessment shall become a charge against the member's Certificate of Membership
- 7.4 Charges against a lot that have been levied for costs incurred in correcting or abating a violation of the Articles of Incorporation, Bylaws, or Declaration of Restrictions shall be paid to the Corporation within thirty (30) days of levy. If not paid, the charges will be considered delinquent. If the delinquency continues for ten days after notice thereof, the Board of Directors may, but shall not be required to, file for record in the office of the

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County Recorder of Marion County a lien claim for such moneys against all right, title, estate, and interest of the delinquent member in his or her lot(s), home site(s), and improvements. Interest at a rate to be determined by the Board of Directors shall accrue on delinquent accounts until paid. The interest shall not exceed a rate of one and one-half (1 ½) percent per month. The Board of Directors shall have the right to enforce payment and satisfaction of a lien in any appropriate manner, including, but not limited to, court action to foreclose the lien or the imposition of a lien against the member's Certificate of Membership. If such indebtedness is not paid within thirty (30) days after notice, the member's beneficial interest in the Certificate of Membership and right to distributable share of the corporate property and privileges shall, at the option of the board of Directors, be canceled.

- 7.5 As a condition to reinstatement of canceled membership(s), or upon resale of lot(s), the owners(s) (including new buyers) in arrears of dues, assessments, or other charges for costs incurred shall first pay the sum in full. This mandatory for reinstatement of membership.

8. Amendment of Articles of Incorporation

- 8.1 The Corporation reserves the right to adopt Restated Articles of Incorporation, or amend or repeal any provision contained in these Restated Articles of Incorporation, as now or hereafter prescribed by Oregon Revised Statutes, Sections 65.434 – 65.437. All rights and powers conferred herein on shareholders, directors, or officers are subject to this reserved power.

9. Effective Date Change

- 9.1 These restated articles of Incorporation of Senior Estates Golf and Country Club shall, upon adoption, supersede the existing Articles of incorporation.
- 9.2 These Restated Articles of Incorporation of Senior Estates Golf and Country Club were approved by the Board of Directors and presented to the membership for consideration and adoption.
- 9.3 On April 27, 1989, there was a meeting of the members at which the Restated Articles of Incorporation were adopted. A quorum was present and the Restated Articles of Incorporation received at least two-thirds (2/3) for the votes cast by members present, or represented by proxy entitled to vote.