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**BELLA BEACH HOMEOWNERS' ASSOCIATION**

**FILED**

**SEP 21 2000**

**ARTICLES OF INCORPORATION**

**OREGON  
SECRETARY OF STATE**

The undersigned natural person of the age of eighteen (18) years or more, acting as incorporator under the Oregon Non-Profit Corporation Law, adopts the following Articles of Incorporation:

**ARTICLE I - NAME AND DURATION**

The name of this corporation is Bella Beach Homeowners' Association ("Association") and its duration shall be perpetual.

**ARTICLE II - PURPOSES**

This is a mutual benefit corporation. The purposes for which the Association is organized are to provide for the management, maintenance, protection and preservation of all phases of Bella Beach, a real estate development in Lincoln County, and to promote the health, safety, welfare and other general benefit of its members, not for profit, but for the mutual advantages to be derived therefrom as contemplated in the Declaration of Protective Covenants, Conditions and Restrictions affecting Bella Beach, recorded in the Records of Deeds of Lincoln County, Oregon, as the same may be subsequently amended and supplemented by instruments of record, or as may be affected by the annexation of other real property to Bella Beach. The definitions contained in the Declaration are hereby adopted by reference.

**ARTICLE III - POWERS AND DUTIES**

(a) The Association shall have, exercise and perform all of the following powers, duties and obligations:

- (1) The powers, duties and obligations granted to the Association by the Declaration.
- (2) The powers and obligations of a non-profit corporation pursuant to the general non-profit corporation laws of the State of Oregon.
- (3) Any additional or different powers, duties and obligations necessary or desirable for the purpose of carrying out the functions of the Association pursuant to the Declaration or otherwise promoting the general benefit of the owners within Bella Beach.
- (4) The power to annex to Bella Beach other real property in the vicinity of the development.

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**ARTICLE IV - REGISTERED OFFICE AND AGENT**

The address of the initial registered office of the Association is P.O. Box 414, Lincoln City, OR 97367, and the name of its initial registered agent at such address is Casey Roloff. *Mailing Address*  
*4741 SW Hwy 101 Lincoln City OR 97367 - Street Address.*

**ARTICLE V - DIRECTORS**

(a) The powers of the Association shall be exercised, and its properties controlled and its affairs conducted by a board of five directors. The initial board shall be composed of three directors. The number of directors may be changed by a bylaw duly adopted by the members.

(b) The initial board of three directors shall serve as directors until the first annual meeting in 2007, unless the incorporator sooner sells 75% of the total number of lots in Bella Beach and holds an election, and until their successors are elected or appointed and shall qualify. The names and addresses of the persons who are to serve as the interim board of directors are:

1. Casey Roloff  
P.O. Box 414  
Lincoln City, OR 97367
2. Jon Oksenholt  
1800 Lake Cove Drive  
Lincoln City, OR 97367
3. Roger Pfeifer  
P.O. Box 1210  
Lincoln City, OR 97367

(c) Each of the individuals named above as directors have consented to serve.

**ARTICLE VI - INCORPORATION**

The name and address of the incorporator is:

Casey Roloff  
P.O. Box 414  
Lincoln City, OR 97367

**ARTICLE VII - DISSOLUTION**

In the event that the Association is at any time dissolved, whether inadvertently or deliberately, it shall automatically be succeeded by an unincorporated association of the same name. In that event all of the property, powers and obligations of the incorporated

773766-80

association existing thereupon automatically vest in the successor unincorporated association and such vesting shall thereafter be confirmed and evidenced by appropriate conveyances and assignments by the incorporated association. To the greatest extent possible, any successor unincorporated association shall be governed by the Articles of Incorporation and Bylaws of the Association as if they had been made to constitute the governing documents of the unincorporated association.

#### ARTICLE VIII - MEMBERSHIP AND VOTING RIGHTS

(a) Every owner (as that term is defined in the Declaration) of one or more lots in Bella Beach shall, during the entire period of such ownership, be a member of the Association. Such membership shall commence, exist and continue simply by virtue of such ownership, shall expire automatically upon termination of such ownership, and need not be confirmed or evidenced by any certificate or acceptance of membership. Membership in the Association shall be appurtenant to and may not be separated from ownership of one or more lots in Bella Beach, or any phases annexed thereto.

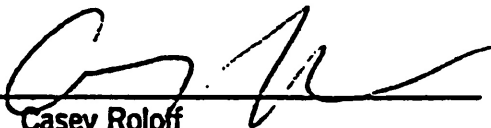
(b) The Association shall have two classes of voting membership.

#### ARTICLE IX - AMENDMENT

The provisions hereof may not be amended without the vote of owners owning not less than 75 percent of the voting rights of the members of the Association. Notwithstanding such vote, the provisions hereof shall not be amended so as to be inconsistent with the Declaration; if inconsistent, the Declaration shall also be amended as provided in the Declaration.

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

DATED: 9-1-00, 2000.

  
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Casey Roloff

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