

**ARTICLES OF RESTATEMENT
OF
OREGON FOREST HOMEOWNERS ASSOCIATION CO.**

**Article 1
Name**

The name of the corporation is Oregon Forest Homeowners Association, Co.

**Article 2
Restatement**

The text of the restated articles of incorporation is attached as Exhibit A.

**Article 3
Certificate**

The restatement contains one or more amendments to the articles of incorporation requiring approval by the members entitled to vote on articles. The amendments were adopted on _____, 20____. The amendments were approved by the members entitled to vote on articles as follows:

<u>Class</u>	<u>Number of Members</u>	<u>Number of Votes Entitled to be Cast on the Amendments</u>	<u>Number of Votes Cast For the Amendments</u>	<u>Number of Votes Cast Against the Amendments</u>
General Member	-----	-----	-----	-----

Dated: _____, 20____

Oregon Forest Homeowners Association
Co.

By: _____
Its: _____

Person to contact about this filing: Scott Letourneau
Daytime phone number: _____

EXHIBIT A TO ARTICLES OF RESTATEMENT

SECOND RESTATED ARTICLES OF INCORPORATION

OF

OREGON FOREST HOMEOWNERS ASSOCIATION CO.

Article 4
Name

The name of the corporation is Oregon Forest Homeowners Association Co. (the “Corporation”).

Article 5
Type

The Corporation is a mutual benefit corporation.

Article 6
Members

The Corporation will have members.

Article 7 Purposes and Powers

- 7.1 General Purpose.** The Corporation is organized exclusively for one or more of the purposes set forth in Section 501(c)(4) of the Internal Revenue Code. The Corporation is a civic league or organization not organized for profit, and must be operated exclusively for the promotion of social welfare, or local associations of employees, within the meaning of Section 501(c)(4) of the Internal Revenue Code.
- 7.2 Primary Purpose.** The primary purpose of the Corporation is to represent its membership in matters affecting the ownership, operation, and enjoyment of their interests in those homes located in the various National Forests and on BLM administered lands in the State of Oregon.
- 7.3 Net Earnings.** No part of the Corporation's net earnings may inure to the benefit of any private shareholder or individual.
- 7.4 General Restrictions.** Notwithstanding any provision in these Articles of Incorporation to the contrary, no part of the Corporation's assets may be used in any manner, and the Corporation may not participate in any activity, that would cause the Corporation to cease to qualify as an exempt organization under Section 501(c)(4) of the Internal Revenue Code.

Article 8 Liability of Directors and Uncompensated Officers

The personal liability of a director or uncompensated officer to the Corporation or its members for monetary damages for conduct as a director or officer is eliminated to the fullest extent permitted by law.

Article 9 Indemnification

The Corporation will indemnify an individual against liability incurred in a proceeding to which the individual was made a party because the individual is or was a director or officer to the fullest extent permitted by law.

Article 10 Distribution of Assets on Dissolution

Upon dissolution, the Corporation will distribute its assets either to: (a) those persons or organizations whom the Corporation holds itself out as benefiting or serving; (b) an organization organized for a public or charitable purpose, (c) the United States, (d) a State, or (e) an organization which is recognized as exempt under Section 501(c)(3) of the Internal Revenue Code.

Article 11
Registered Office and Registered Agent

The street address of the Corporation's initial registered office and the name of its initial registered agent at that location is:

Scott Letourneau
22300 White Peaks Drive
Bend, OR 97702

Article 12
Mailing Address for Notices

The mailing address to which notices may be mailed is:

P.O. Box 176
Walterville, OR 97489