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**FIRST AMENDMENT TO THE DECLARATION OF COVENANTS, CONDITIONS
AND RESTRICTIONS AND GENERAL DESCRIPTION OF PLAN OF
DEVELOPMENT FOR
BARRINGTON HEIGHTS V**

This First Amendment to the Declaration of Covenants, Conditions and Restrictions for Barrington Heights V is made this 29th day of March, 2002 by the Barrington Heights Association of Homeowners ("Association") on behalf of the owners of lots in Barrington Heights V.

On July 19, 1990, certain real property in the city of West Linn, Clackamas County, Oregon identified as Barrington Heights V, the plat of which was recorded in Book 94, Page 12, Plat Records of Clackamas County, Oregon, was subjected to certain conditions, covenants, and restrictions. The Declaration of those conditions, covenants and restrictions was recorded as Document No. 90 34879, Records of Clackamas County, Oregon.

These amendments are intended to vest a single entity with general association administrative, enforcement, and rule making authority that is binding upon all phases of Barrington Heights. This entity, which is currently known as Barrington Heights Association of Homeowners, shall be replaced with a formal "master association" to also be known hereafter as "Barrington Heights Association of Homeowners." This master association shall be required to administer the Declarations of each phase according to their terms and may promulgate rules, regulations, guidelines and standards that are binding on all phases to the extent that they do not violate or contradict the provisions of the existing recorded Declarations.

Accordingly, the Association hereby amends the Declaration for Barrington Heights V to read as follows:

1. Homeowners Association

A single Homeowners Association, known as the Barrington Heights Association of Homeowners, shall be established to govern, maintain, and administer the affairs of all phases within Barrington Heights Subdivision ("Barrington Heights"). The Association shall hold title to, and maintain all of the common areas referenced in the plat maps of Barrington Heights and the Declarations for each phase unless otherwise specified in the Declaration of each phase. The Association shall be vested with all authority permissible under Oregon law and, to the extent its provisions do not conflict with the Declaration and Bylaws, the governance and operation of the Association shall conform with the Oregon Planned Community Act. ORS 94.550 to 94.785. The Association shall have the authority to levy assessments against all lots in all phases of Barrington Heights. Such assessments shall be determined by the Board of Directors and shall be assessed evenly over all phases of Barrington Heights. Assessments shall be reviewed each year by the Board of Directors.

2. Architectural Committee

An Architectural Review Committee is created to maintain consistency and quality of design, materials, and improvements for the property within all phases of Barrington Heights. All house plans must be submitted to the Architectural Review Committee for approval prior to construction beginning. No plan may be repeated in this development without prior Architectural Review Committee Approval. The Architectural Review Committee may establish architectural standards, rules, and guidelines consistent with the Declaration and Bylaws of Barrington Heights. The Architectural Review Committee consists of persons appointed by the Board of Directors.

No improvement or landscaping shall be commenced, erected, placed, or altered on any Lot until the construction plans and specifications showing the nature, shape, heights, materials, colors, and proposed location of the improvement have been submitted to and approved in writing by the Architectural Review Committee. It is the intent and purpose of this Declaration to assure quality of workmanship and materials, to assure harmony of external design with the existing improvements and landscapes and as to location with respect to topography and finished grade elevations, and to avoid plan repetition. The Architectural Review Committee is not responsible for determining compliance with structural and building codes, solar ordinances, zoning codes, or other governmental regulations, all of which are the responsibility of the applicant. The procedure and specific requirements for review and approval of residential construction may be set forth in Design Guidelines adopted from time to time by the Architectural Review Committee. In all cases which the Architectural Review Committee consent is required by this Declaration, the provisions of this Article shall apply.

Committee Decision. The Architectural Review Committee shall render its decision with respect to the construction proposal within fifteen (15) working days after it has received all material required by it with respect to the application. In the event the Committee fails to render its approval or disapproval within thirty (30) working days after the Committee has received all material required by it with respect to the proposal, or if no suit to enforce this Declaration has been commenced within one (1) year after completion thereof, approval will not be required and the related provisions

of this Declaration shall be deemed to have been fully complied with.

Committee Discretion The Architectural Review Committee may, at its sole discretion, withhold consent to any proposal work if the Committee finds the proposed work would be inappropriate for the particular Lot or incompatible with the design standards that the Committee intends for Barrington Heights. Consideration such as siting, shape, size, color, design, height, solar access, impairment of the view from other Lots within Barrington Heights or other effects on the enjoyment of other Lots or the Common Areas, disturbance of existing terrain and vegetation and any other factors which the Committee reasonably believes to be relevant, may be taken into account by the Committee in determining whether or not to consent to any proposed work.

Membership: Appointment and Removal The Architectural Review Committee shall consist of as many persons, but not less than three, as the Board of Directors may from time to time appoint. The Board of Directors may remove any member of the Committee from office at any time and may appoint new or additional members at any time. The Association shall keep on file at its principal office a list of the names and addresses of the members of the Committee.

3. Term

This Declaration may be amended only by 75% of the total votes of the Association.

(b) Paragraph "b" is deleted.

4. General Common Elements

The general common elements shall consist of all common areas within all phases of Barrington Heights including Barrington Heights North and shall consist of all center islands and common areas at the entries into said project, all foundations, columns, landscaping, central installation of electrical, plumbing and like facilities, and easements for access, maintenance, repair, reconstruction or replacement of the foregoing structural members, equipment, installations, and appurtenances, and for all other services necessary or convenient to the existence, maintenance, safety and use of the common property.

Each unit owner shall have an undivided interest in said general common elements. Such individual interest in the common elements shall not be separate from the lot to which it appertains and shall be conveyed or encumbered with the lot though such interest is not expressly mentioned or described in the conveyance or other instrument. The common elements shall remain undivided and no unit owner shall bring any action for partition or division of the common elements or of any other property that is subject to this declaration.

5. Adoption of Bylaws

The Association has adopted as the initial Bylaws of the Association those Bylaws that were recorded October 19, 1989 as Document No. 89 46792 Records of Clackamas County, Oregon. The Association shall be governed by a Board of Directors as set forth in the Declaration and the Bylaws.

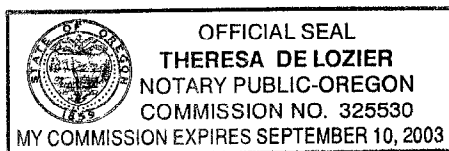
IN WITNESS WHEREOF, THE BARRINGTON HEIGHTS ASSOCIATION OF HOMEOWNERS, has executed this First Amendment to the Declaration of Covenants, Conditions and Restrictions of Barrington Heights V as of the 29 day of March, 2002 in accordance with the provisions of the originally recorded Declaration.

[Signature]
President

[Signature]
Secretary

STATE OF OREGON)
) ss
County of Clackamas

On the 29th day of March, 2002, personally appeared Greg Ankofski and Shelley Hanlin who, being first duly sworn, did that say that they are the President and Secretary of Barrington Heights Association of Homeowners, and that the seal affixed to the foregoing instrument is the seal of said Association and that said instrument was signed and sealed in behalf of said Association by authority of its Board of Directors; and each of them acknowledged said instrument to be their voluntary act and deed.



[Signature]
Notary Public for Oregon
My Commission Expires: 9/10/03