

AFTER RECORDING RETURN TO:
Imperial Plaza Co.
17885 SE 82nd Dr.
Gladstone, Or. 97027

BYLAWS
OF
BARRINGTON HEIGHTS ASSOCIATION OF HOMEOWNERS

ARTICLE I

MEMBERSHIP

Section 1. Management Responsibility. The members of the Association will have the responsibility of administering the project, approving the annual budget, establishing and collecting monthly assessments and arranging for the management of the project pursuant to an agreement containing provisions relating to the duties, obligations, removal and compensation of a management agent.

The Association shall be obligated to obtain and maintain insurance coverage for common areas in compliance with ORS 94.675.

The Association shall prepare and distribute annual financial statements in accordance with ORS 94.670.

Section 2. Membership. Every person or entity who is a record owner in fee or undivided fee interest, including contract vendors, of any lot will constitute the membership of the Barrington Heights Association of Homeowners, hereinafter referred to as "Association." Each such person or entity shall have one vote for each lot of which such person or entity is a record owner in fee or undivided fee interest. Membership shall be appurtenant to a lot and may not be separated from ownership of a lot. Ownership of such lot shall be the sole qualification for membership and shall terminate automatically when such ownership terminates or is transferred. The foregoing does not include persons or entities who hold an interest merely as security for the performance of an obligation.

Section 3. Majority. As used in these Bylaws, the term "Majority" shall mean those persons holding fifty-one (51) percent or more of the total votes.

Section 4. Quorum. Except as otherwise provided in these Bylaws, the presence in person or by proxy of twenty-five percent (25%) of voting owners shall constitute a quorum.

Section 5. Proxies. Votes may be cast in person or by written proxy. Proxies must be filed with the Secretary twenty-four (24) hours before said meeting.

Section 6. Annual Meetings. The annual meetings of the Association shall be held on the second Tuesday of each January of each year. At such meetings, the voting owners shall elect a board of directors in accordance with these Bylaws. The members also may transact such other business of the Association as properly may come before them.

Section 7. Special Meetings. The President shall call a special meeting of the voting owners if directed to do so by a resolution of the Board of Directors or by a petition signed by a majority of the voting owners and presented to the Secretary. The notice of any special meeting shall state the time and place of such meeting and the purposes thereof. No business shall be transacted at a special meeting except as stated in the notice unless by consent of two-thirds (2/3) of the voting owners present, either in person or by proxy.

Section 8. Initial Meeting. The initial meeting of the Association was held on December 13, 1988. Notice for that meeting was provided to the members by December 10, 1988.

Section 9. Notice of Meetings. It shall be the duty of the Secretary to give notice of each annual or special meeting, stating the purpose thereof as well as the time and place where it is to be held, to each voting owner of record.

The transactions of any meeting of the voting owners, however called and noticed, shall be as valid as though they had been conducted at a meeting held after regular call and notice, if a quorum is present, and if each of the voting owners present signs a written waiver of notice. All the waivers shall be filed with the Association records or be made a part of the minutes of the meeting. The notice shall be sent two (2) weeks prior to the meeting by regular mail.

Section 10. Adjourned Meetings. If any meeting of members cannot be organized because a quorum has not attended, the voting owners who are present, either in person or by proxy, may adjourn the meeting to a later date as agreed.

Section 11. Action Without Meeting. Any action which under any provision of chapter 94 of the Oregon Revised Statutes, may be taken at a meeting of voting owners, may be taken without a meeting if authorized by a writing signed by all of the persons who would be entitled to vote on such action at a meeting, and filed with the Secretary of the Association.

ARTICLE II

TURNOVER OF ADMINISTRATIVE RESPONSIBILITY

A turnover meeting shall be held on January 24, 1989, in accordance with ORS 94.609 for the purpose of transferring administrative responsibility to the Association. The meeting shall be called by Imperial Plaza Company and notice shall be issued to the lot owners as provided in these Bylaws. Any lot owner may call a meeting and issue notice as provided in ORS 94.609(3).

ARTICLE III

BOARD OF DIRECTORS

Amended 1/97
Section 1. Number and Qualification. The affairs of the Association shall be governed by a Board of Directors composed of three ~~(3)~~ persons.

Section 2. Powers and Duties. The Board of Directors shall have the powers and duties necessary for the administration of the affairs of the Association and may do all such acts and things as are not by law or by these Bylaws directed to be exercised and done by the voting owners.

Section 3. Other Duties. In addition to duties imposed by these Bylaws or by resolutions of the voting owners, the Board of Directors shall be responsible for the following: (a) the care, upkeep and surveillance of the project and the common areas and facilities and the restricted common areas and facilities; (b) the collection of assessments from the owners; (c) the designation and dismissal of the personnel necessary for the maintenance and operation of the project, the common areas and facilities and the restricted common areas and facilities; and (d) the enforcement of restrictions on common areas, parking and storage areas and the designation and assignment of unrestricted parking and storage spaces. In addition, the Board of Directors shall have the authority to hire and/or terminate personnel necessary for the maintenance, upkeep and repair of the common areas and shall be authorized to take whatever steps are necessary to maintain such common areas.

Section 4. Management Agent. The Board of Directors may employ for the Association a management agent at a compensation established by the Board to perform such duties and services as the Board shall authorize including, but not limited to, the duties listed in Section 3 of this Article.

Section 5. Election and Term of Office. At the first annual meeting, owners shall elect three (3) Directors. The

first Director so elected shall serve an initial term of one (1) year, the second Director elected shall serve an initial term of two (2) years, and the third Director elected shall serve a full three-year term.

At each annual meeting thereafter, the owners shall elect Directors for terms of three (3) years each with respect to each Director whose term expires as of that annual meeting. Directors so elected shall serve until their successors are elected and assume office.

Section 6. Books, Audit. The Board of Directors shall cause to be maintained a full set of books and records showing the financial condition of the affairs of the Association in a manner consistent with generally accepted accounting principles, and at no greater than annual intervals shall obtain an independent audit of such books and records. A copy of such audit shall be delivered to each voting owner within ninety (90) days after the end of the fiscal year audited.

Section 7. Vacancies. Vacancies in the Board of Directors caused by any reason other than the removal of a Director by a vote of the voting owners shall be filled by vote of the majority of the remaining Directors, even though they may constitute less than a quorum; and each person so elected shall be a Director only until the next annual meeting of owners whereupon the owners shall elect a Director to serve the balance of the term, if any, of the vacated Director's position.

Section 8. Removal of Directors. At any meeting duly called, and with notice stating that removal of a Director is on the agenda, any one or more of the Directors may be removed by a majority of the voting owners at a meeting at which a quorum is present and a successor may then and there be elected to fill the vacancy thus created. Any Director whose removal has been proposed by the voting owners shall be given an opportunity to be heard at the meeting.

Section 9. Special Meetings. Special meetings of the Board of Directors may be called by the President by providing notice which shall state the time, place and purpose of the meeting. Special meetings of the Board of Directors shall be called by the President and Secretary at the request of at least two Directors. Notices also shall be posted on the property at least three (3) days prior to the meeting or shall be mailed to all Directors six (6) days prior to the meeting. ~~Only emergency meetings of the Board may be held without notice or held by telephone. In such case, the minutes of the meeting shall state the reason for the emergency.~~

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Section 10. Waiver of Notice. Before or at any meeting of the Board of Directors, any Director may waive notice of such meeting and such waiver shall be deemed equivalent. Attendance by a Director at any meeting of the Board shall be a waiver of notice by that Director of the time and place thereof. If all the Directors are present at any meeting of the Board, no notice shall be required and any business may be transacted at such meeting.

Section 11. Board of Directors' Quorum. At all meetings of the Board of Directors, a majority of the Directors shall constitute a quorum for the transaction of business, and the acts of the majority of the Directors shall be the acts of the Board of Directors. If, at any meeting of the Board of Directors, there is less than a quorum present, the majority of those present may adjourn the meeting from time to time. At any such adjourned meeting, any business that might have been transacted at the meeting as originally called may be transacted without further notice.

Section 12. Action Without Meeting. The Board of Directors may take any action required or permitted to be taken at a Board of Directors' meeting without a meeting if all of the Directors consent to the action in writing. Any action so approved shall have the same effect as though taken at a meeting of the Board.

Section 13. Compensation for Services. No Director shall receive compensation for any services rendered to the Association as a Director. However, a Director shall be reimbursed for actual expenses incurred in the performance of his duties as a Director and may receive compensation for services performed on behalf of the Association in other capacities.

Section 14. Rules and Regulations. Rules and regulations governing the operation and use of common elements shall be adopted, amended and rescinded from time to time by the Board of Directors. Prior to adoption, amendment, or rescission of any rule or regulation, the Board shall cause such rule or regulation to be published and shall furnish a copy to each lot owner.

ARTICLE IV

OFFICERS

Section 1. Designation. The officers of this Association shall be a President, who shall be a member of the Board of Directors, and a Secretary and a Treasurer, who may, but need not, be members of the Board of Directors. The Board of Directors may appoint an assistant secretary or an assistant

treasurer by resolution entered in its minutes. The offices of Secretary and Treasurer may be held by the same person. Officers shall be elected each year by the affirmative vote of a majority of votes cast at a meeting at which a quorum is present. The term of office shall be for a term of one year and until their successors are elected and assume office unless such officer resigns or is removed.

Section 2. Removal of Officers. Any officer may be removed from office with or without cause by the Board of Directors. A vacancy in any office may be filled in the manner prescribed for regular election. The officer elected to such vacancy shall serve for the remainder of the term of the officer he replaces.

Section 3. President. The President shall preside at all meetings of the Association and of the Board of Directors. He shall sign for the Association such contracts and other documents as he may be authorized by the Board of Directors to sign and as prescribed by these Bylaws, and shall perform all acts and duties usually performed by a presiding officer or as prescribed by the Board of Directors.

In the absence of or disability of the President, the member of the Board of Directors who is senior in service shall preside and perform the duties of the Presiding Member.

Section 4. Secretary. The Secretary shall keep or cause to be kept a complete record of all meetings of the Association and of the Board of Directors; serve notice of the meetings of the Board of Directors and of the owners; keep appropriate current records showing the names and addresses of the owners; perform such duties as he is required to perform in connection with assessments; and shall perform such other duties as may be required by the Board. The assistant secretary may be authorized by the Board of Directors to perform the duties of the Secretary.

Section 5. Treasurer. The Treasurer shall pay or cause to be paid vouchers for expenditures of up to \$100.00 in accordance with the terms of these Bylaws. Vouchers in excess of \$100.00 shall require the signature of the President and the Treasurer following approval for payment by the Board of Directors. The Treasurer shall keep such records, make such reports and perform such other duties as may be required from time to time by the Board of Directors.

Section 6. Assignment of Powers or Duties. In the event of the absence or disability of any officer, the Board of Directors may delegate, during such absence or disability, the

powers or duties of such officer to any other officer or to any Director.

ARTICLE V

OBLIGATIONS OF THE OWNERS

Section 1. Assessments.

(a) All members are obligated to pay a monthly or other periodic assessment imposed by the Board of Directors of the Association to cover the following:

(1) All Association communal expenses.

(2) A reserve for replacement of the general common elements in accordance with ORS 94.595.

(3) Premiums for liability insurance.

Not later than sixty (60) days prior to the beginning of each fiscal year, the Association shall prepare a budget for the next fiscal year and determine the total charges, including reserves, to be assessed against each lot owner. Each owner thereof shall thereafter pay to the Association his assessment installment within thirty (30) days after billing. If the Association determines that the estimate of total charges for the current year is, or will become, inadequate to meet all expenses of the project for any reason, including non-payment of any owner's assessment on a current basis, it shall immediately determine the approximate amount of such inadequacy and issue a supplemental or special estimate of the total charges to be assessed against each lot. Each assessment shall be delinquent if not paid on or before the thirtieth (30th) day after billing. Each special assessment shall become delinquent if not paid within ten (10) days after the levy thereof. There shall accrue with each delinquent assessment, a late charge of Twenty-Five Dollars (\$25.00) each month until the assessment and accrued late charges are paid in full.

(b) The annual budget and the monthly assessments determined therefrom shall be approved at least sixty (60) days prior to the beginning of each fiscal year at a special meeting of the voting owners called for such purpose. A special meeting of the voting owners shall also be called for the purpose of considering any supplemental or special assessments. Special meetings for the purpose of approving the annual budget or any special assessment shall be called by the President and notice thereof shall be given pursuant to these Bylaws. The annual budget and any special assessment or supplemental assessment

must be approved by a majority of the voting owners present, either in person or by proxy.

(c) The Association shall have a lien on any lot for assessments levied against the lot or for late charges or fines imposed against the owner of the lot from the date on which the assessment, charge or fine is due until it is paid. The Board of Directors or the President of the Association may cause to be recorded in the office of the county recorder of the county in which the project is situated, a notice of any delinquent sums due the Association from any lot owner; which notice shall state the amount of such delinquent sums and other authorized charges and interest (including the cost of recording such notice), a sufficient description of a lot against which the same has been assessed, and the name of the record owner or owners thereof. Upon payment of the Association of such delinquent sums and charges in connection therewith, or other satisfaction thereof, the Board of Directors or the President shall cause to be recorded a further notice stating the satisfaction and release of such delinquent sums and charges. Such notices shall be signed on behalf of the Association by any officer or by the President. The Association may demand and receive the cost of recordation of such release before recording same. Any purchaser or encumbrancer, acting in good faith and for value, may rely on such notice of satisfaction and release as conclusive proof of the full satisfaction of the sums stated in the notice of delinquent sums.

(d) All such delinquencies shall be enforced, collected and/or foreclosed in the manner provided in the Declaration.

Section 2. Rules of Conduct. (All rules to be under the supervision of the President.)

(a) No lot shall be used in any manner that obstructs or interferes with the enjoyment by residents of other lots or annoys them by unreasonable noises or otherwise, nor shall any nuisance or illegal activity be committed or permitted to occur. No noxious or offensive activity shall be carried on.

(b) Boats, trailers, campers, trucks (except temporary visitors) shall be kept in garage or behind suitable enclosures.

(c) Garbage cans shall be kept behind suitable enclosures.

(d) The entire common property shall be maintained under one master landscaping plan, as approved by the members, including planting of additional shrubs, trees, flowers, or ground covers.

ARTICLE VI

MORTGAGE PROTECTION

Section 1. The liens created hereunder upon any lot shall be subject to and subordinate to, and shall not affect the rights of, the holder of the indebtedness secured by any recorded first mortgage or deed of trust (meaning such mortgage with first priority over other mortgages) upon such interest made in good faith and for value, and provided that where the purchaser of a lot obtains title to the lot as a result of foreclosure of the first mortgage or trust deed, such purchaser, his successors and assigns, shall not be liable for any of the common expenses chargeable to such lot which become due prior to the acquisition of title to such lot by such purchaser. Such unpaid share of common expenses or liens created pursuant to Article V, section 1(c) of these Bylaws to secure all assessments shall be a common expense to all the lot owners, including such purchaser, his successors and assigns.

Section 2. No amendment to this section shall affect the holder of any such mortgage recorded prior to the recording of the amendment who does not join in the execution hereof.

Section 3. Notice of Unpaid Assessments. At the request of the mortgagee of a lot, the Association shall report any unpaid assessments due from the owner of such lot.

ARTICLE VII

DEFINITIONS

Section 1. The terms, as used in these Bylaws, shall have the same meaning as are applied to such terms in the Declaration, "Project," "Common Areas," and "Lot."

ARTICLE VIII

Section 1. In case any provision of these Bylaws conflict with any provision of the laws of the State of Oregon, such conflicting provision of these Bylaws shall be null and void upon final court determination to such effect, but all other provisions of these Bylaws shall remain in full force and effect.

ARTICLE IX

AMENDMENT TO BYLAWS

These Bylaws may be amended at any annual or special meeting of the Association provided that notice of the amendment shall be included in the notice of the meeting. No such amendment shall be effective unless and until approved by the vote of not less than seventy-five percent (75%) of all lot owners and until a copy of the Bylaws as so amended, certified by the President and Secretary of the Association, is recorded with the Recording Officer of Clackamas County Oregon.

ARTICLE X

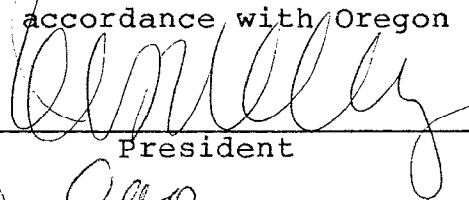
EXISTING OFFICERS

Section 1. The following persons are hereby declared to be the officers of the Association until their successors are elected and assume office:

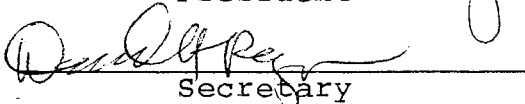
Neil B. Nedelisky , President

David H. Regan , Secretary

We, the undersigned, comprising the present lot owners of Barrington Heights and as the members of the Barrington Heights Association of Lot Owners do hereby certify that this is a true copy of the Bylaws of Barrington Heights Association and Lot Owners and direct that a certified copy of same be recorded in accordance with Oregon law (ORS 94.625).



President



Secretary

STATE OF OREGON)
) ss.
County of Clackamas)

Personally appeared the above-named Neil B. Nedelsiky ,
who being duly sworn, stated that he is President of Barrington Heights
Association Of Homeowners , and acknowledged the foregoing instrument

as his voluntary act and deed.

DATED this 18th day of May, 1989.

James A. Gale
NOTARY PUBLIC FOR OREGON

My Commission Expires: 10-24-89



STATE OF OREGON)
County of Clackamas) ss.

I, John F. Kauffman, County Clerk, for the County of Clackamas, do hereby certify that the instrument of writing was received for recording in the records of said county at

1989 OCT 19 AM 10:33



Witness my hand and seal affixed

John F. Kauffman
JOHN F. KAUFFMAN
County Clerk

Recording Certificate
CCP-R4 (rev. 12/86)

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