

**FILED**

**APR 21 2009**

**OREGON  
SECRETARY OF STATE**

596436-93

**ARTICLES OF INCORPORATION  
OF  
DAYBREAK COHOUSING OWNERS ASSOCIATION**

In accordance with the requirements of Chapter 65 of the Oregon Revised Statutes (the "Act"), the undersigned incorporator, a natural person over 18 years of age, does hereby form a corporation not for profit and certifies:

**ARTICLE I. NAME**

The name of the corporation is Daybreak Cohousing Owners Association (the "Association").

**ARTICLE II. NATURE OF CORPORATION**

The Association is a not-for-profit mutual benefit corporation.

**ARTICLE III. DURATION**

The duration of the Association shall be perpetual.

**ARTICLE IV. PURPOSE AND POWERS OF ASSOCIATION**

The Association does not contemplate pecuniary gain or profit to its members and shall exist exclusively for nonprofit purposes. The Association shall have all the powers and authority set forth in the Declaration for Daybreak Cohousing Condominium, recorded in the real property records of Multnomah County, Oregon (the "Declaration"), as the same may be amended or supplemented from time to time in accordance with the provisions thereof. The purpose of the Association is to engage in any and all activities necessary or appropriate to administer and enforce the terms of the Declaration and to exercise all powers granted conferred thereby, including the enforcement of any rules and regulations promulgated thereunder.

**ARTICLE V. PROHIBITED ACTIVITIES**

The Association shall not have or issue shares of stock. No part of the net earnings of the Association shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article IV of these Articles.



## **ARTICLE VI. MEMBERSHIP**

The Association shall have members. Each Owner of a Unit in Daybreak Cohousing Condominium (as those terms are defined in the Declaration) shall be a mandatory member of the Association. The rights and obligations of the members shall be as specified in the Declaration and the Bylaws of this Association.

## **ARTICLE VII. DISSOLUTION**

Subject to any contrary provisions in the Act, the Association may be dissolved with the assent given in writing and signed by the Owners of not less than 100% of the Units in the Condominium (as those terms are defined in the Declaration), provided that so long as the Declarant owns one or more of the Units dissolution shall require the assent in writing of the Declarant. Upon dissolution of the Association, it shall automatically be succeeded by an unincorporated association of the same name. All of the assets, powers, and obligations of the Association existing prior to dissolution shall thereupon automatically vest in the successor unincorporated association.

## **ARTICLE VIII. REGISTERED OFFICE AND AGENT**

The initial registered agent of the Association is Terri Huggett, whose address is 1644 N. Willamette Blvd., Portland, OR 97217.

## **ARTICLE IX. OFFICE**

The initial principal office of the Association to which notices required under the Act may be sent is located at the following address: 1644 N. Willamette Blvd., Portland, OR 97217.

## **ARTICLE X. INCORPORATOR**

The incorporator of the Association is Roger Alfred, whose address is 1120 NW Couch Street, 10<sup>th</sup> Floor, Portland, Oregon 97209.

## **ARTICLE XI. LIABILITY OF DIRECTORS AND OFFICERS**

To the fullest extent that the Act, as it exists on the date hereof or may hereafter be amended, permits the limitation or elimination of the liability of directors and uncompensated officers (as defined in the Act), a director or uncompensated officer of the Association shall not be liable to the Association or its members for monetary damages for conduct as a director or uncompensated officer. Any amendments to or repeal of this Article or the Act shall not adversely affect any right or protection of a director or uncompensated officer of this Association for or with

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respect to any acts or omissions of any such director or uncompensated officer occurring prior to such amendment or repeal.

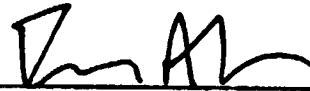
### ARTICLE XIII. INDEMNIFICATION

The Association may indemnify each of its directors and officers to the fullest extent permissible under the Act, as the same exists or may hereafter be amended, against all expense, liability, and loss (including, without limitation, attorneys' fees) incurred or suffered by such person by reason of or arising from the fact that such person is or was a director or officer of the Association, or is or was serving at the request of the Association as a director, officer, partner, trustee, employee, or agent of another foreign or domestic business or nonprofit corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise, and such indemnification shall continue as to a person who has ceased to be a director or officer and shall inure to the benefit of his or her heirs, executors, and administrators. The Association may, by action of the board of directors, provide indemnification to employees and agents of the Association who are not directors or officers with the same scope and effect as the indemnification provided in this Article XIII to directors and officers. The indemnification provided in this Article XIII shall not be exclusive of any other rights to which any person may be entitled under any statute, bylaws, agreement, resolution of members or directors, contract, or otherwise.

### ARTICLE XIV. AMENDMENTS

Amendment of these Articles of Incorporation shall require the written assent of the owners of one hundred percent (100%) of the Units.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Oregon, I, the undersigned, as the incorporator of the Association, do execute these Articles of Incorporation on this 16<sup>th</sup> day of April, 2009 and declare that they are, to the best of my knowledge and belief, true, correct, and complete.



Roger Alfred, Incorporator

The name and telephone number of the person to contact about this filing are:

Lesa Eays  
(503) 727-2155