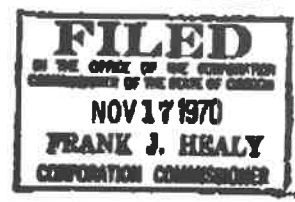


FILE NO. 91278

ARTICLES OF INCORPORATION
OF
BATTLECREEK COMMONS ASSOCIATION
An Oregon Non-Profit Corporation



KNOW ALL MEN by these presents: That we, Thomas B. Brand and Evelyn N. Ferris, each being upward of the age of twenty-one (21) years, do hereby incorporate the corporation named herein and hereby do adopt, execute and verify in duplicate, the following Articles of Incorporation thereof;

ARTICLE I

The name of the corporation is "Battlecreek Commons Association", and its duration shall be perpetual.

ARTICLE II

The purpose, or purposes for which said corporation is organized is: for any lawful purpose.

ARTICLE III

Membership in the association shall be determined in accordance with the declaration of real property and with the bylaws of the association.

ARTICLE IV

The association shall have two classes of membership. Class A members shall be all of the lot owners and each lot owner shall have one vote. The Class B member shall be the developer, Ron Jones & Co., and shall be entitled to two times the votes for each lot owned by a Class A member for the lots contained upon the first declaration of Covenants and Restrictions for Battlecreek Commons, and one vote for each lot owned by a Class A member for the lots set forth upon subsequent declarations, provided however, that the

Class B membership shall cease and become converted to Class A membership upon the happening of any of the following events, whichever shall occur earlier:

- (a) When fifty percent (50%) of the lots set forth upon the last declaration to be filed have been sold; or
- (b) On the 5th day of July, 1980.

ARTICLE V

The address, including the street and number of the initial registered agent of the corporation is: 515 Pioneer Trust Building, Salem, Marion County, Oregon, and the name of its registered agent at such address is Thomas B. Brand.

ARTICLE VI

The number of directors constituting the initial board of directors shall be three (3) and the respective names and addresses (including street and number, if any) of the persons who are to serve as the initial directors are:

THOMAS B. BRAND:	515 Pioneer Trust Bldg. Salem, Oregon
EVELYN N. FERRIS:	515 Pioneer Trust Bldg. Salem, Oregon
RICHARD D. LEE:	515 Pioneer Trust Bldg. Salem, Oregon

ARTICLE VII

The name and addresses, including the street and number, if any, of each of the above-named incorporators is: Thomas B. Brand, 515 Pioneer Trust Building, Salem, Oregon; and Evelyn N. Ferris, 515 Pioneer Trust Building, Salem, Oregon.

ARTICLE VIII

Upon dissolution, after payment of all debts and claims, and after payment to those persons, if any, claiming any right, title or interest in or to any of the assets of the association, whether legal or equitable, the balance then

remaining, if any, shall be distributed unto Marion County, Oregon, for park purposes.

IN WITNESS WHEREOF we have hereunto set our hands and seals in duplicate on this 16th day of November, 1970.

Evelyn N. Ferris
EVELYN N. FERRIS

Thomas B. Brand
THOMAS B. BRAND

STATE OF OREGON,)
) ss.
County of Marion.)

We, the undersigned, THOMAS B. BRAND and EVELYN N. FERRIS, being first duly and severally sworn, do, on oath, declare, each of himself or herself and not one for another, that I am one of the individuals who, as an incorporator, executed the foregoing Articles of Incorporation, and that the statements contained herein are true, as I verily believe.

Thomas B. Brand
THOMAS B. BRAND

Evelyn N. Ferris
EVELYN N. FERRIS

Subscribed and sworn to before me this 16th day of November 1970.

Spencer W. Colkover
NOTARY PUBLIC FOR OREGON

My commission expires: 4-26-73