

287196-98

AMENDED AND RESTATED
NONPROFIT ARTICLES OF INCORPORATION OF
STERLING GARDENS HOMEOWNERS ASSOCIATION

FILED
MAR - 9 2006
OREGON
SECRETARY OF STATE

These Amended and Restated Articles of Incorporation are being filed to correct the type of corporation from public benefit to mutual benefit, to add an amendment provision and to revise that upon dissolution or final liquidation of the Corporation, its assets shall be distributed to an unincorporated association.

ARTICLE 1

The name of the corporation shall be Sterling Gardens Homeowners Association (the "Corporation"), and its duration shall be perpetual.

ARTICLE 2

The purposes for which the Corporation is organized shall be to engage in any lawful activity for which corporations may be organized under ORS Chapter 65. The primary purpose of the Corporation shall be to serve as the governing body for Sterling Gardens, a planned community located in Washington County, Oregon. The real property constituting Sterling Gardens consists of Lots 1 through 21, inclusive, and Tracts A-F, as set forth on that plat for Sterling Gardens, which was filed in the Plat Records of Washington County, Oregon, as No. 2005-075891. The lots and tracts of Sterling Gardens are subject to the covenants, conditions, and restrictions set forth in that certain Declaration of Protective Covenants, Conditions, Restrictions and Easements for Sterling Gardens, which was recorded in the Deed Records of Washington County, Oregon, as Instrument No. 2005-091577 (the "Declaration"). The Corporation shall be a mutual benefit corporation. The Corporation shall have members. All owners of lots in Sterling Gardens shall be members of the Corporation, and there shall be no other members.

ARTICLE 3

The address of the initial registered office of the Corporation shall be 4 SW Monroe Parkway, Suite G, Lake Oswego, Oregon 97035, and the name of its initial registered agent at such address shall be Kappes Miller Management, LLC. The initial principal office of the Corporation shall be 4 SW Monroe Parkway, Suite G, Lake Oswego, Oregon 97035, and notices shall be sent to this address.

ARTICLE 4

The name and address of the incorporator of the Corporation are as follows:

Joseph D. Robertson
JDR Contracting, Inc.
16055 SW Walker Road, #413
Beaverton, OR 97006

ARTICLE 5

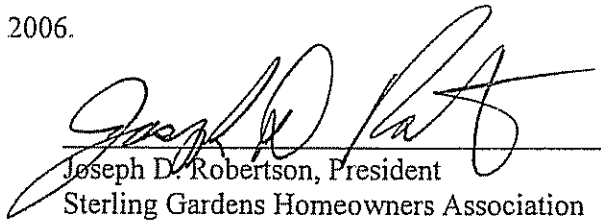
On dissolution or final liquidation of the Corporation, its assets shall be distributed to an unincorporated association of the same name or as otherwise permitted by applicable law.

ARTICLE 6

The Board of Directors of the Corporation, by a majority vote, may amend these Articles with respect to any matter permitted in ORS 65.434. All other amendments to these Articles shall require approval of the owners of lots of Sterling Gardens by the same percentage vote required to amend the Declaration.

The undersigned President of the Association hereby certifies that these Amended and Restated Articles of Incorporation have been adopted by members holding a majority of the voting power of the members.

DATED this 27 day of February, 2006.

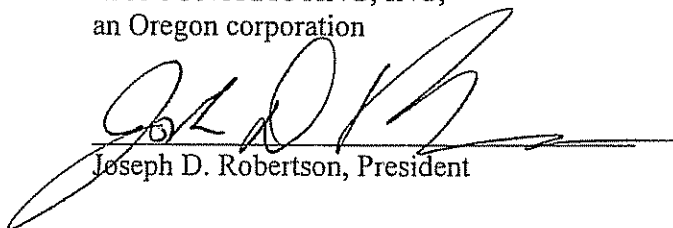


Joseph D. Robertson, President
Sterling Gardens Homeowners Association

The undersigned, JDR Contracting, Inc., owns 19 out of 21 lots in Sterling Gardens and hereby agrees and consents to these Amended and Restated Articles of Incorporation.

JDR CONTRACTING, INC,
an Oregon corporation

DATED: FEB. 27, 2006



Joseph D. Robertson, President



Secretary of State
Corporation Division
255 Capitol Street NE, Suite 151
Salem, OR 97310-1327

Phone:(503)986-2200
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Registry Number: 287196-98
Type: DOMESTIC NONPROFIT CORPORATION

STERLING GARDENS HOMEOWNERS ASSOCIATION
4 SW MONROE PARKWAY STE G
LAKE OSWEGO OR 97035

Acknowledgment Letter

The document you submitted was recorded as shown below. Please review and verify the information listed for accuracy.

If you have any questions regarding this acknowledgement, contact the Secretary of State, Corporation Division at (503)986-2200. Please refer to the registration number listed above. A copy of the filed documentation may be ordered for a fee of \$5.00. Submit your request to the address listed above or call (503)986-2317 with your Visa or MasterCard number.

Document

RESTATED ARTICLES

Filed On
03/09/2006

Jurisdiction
OREGON

Nonprofit Type
MUTUAL BENEFIT WITH
MEMBERS

Name
STERLING GARDENS HOMEOWNERS ASSOCIATION

Registered Agent
KAPPES MILLER MANAGEMENT, LLC
4 SW MONROE PARKWAY STE G
LAKE OSWEGO OR 97035

Mailing Address
4 SW MONROE PARKWAY STE G
LAKE OSWEGO OR 97035