

BY-LAWS
OF
SUNNY HILL HOME OWNERS ASSOCIATION

ARTICLE I
OFFICES

The corporation shall maintain its principal office at 4475 S.W. Scholls Ferry Road, Suite 150, Portland, Oregon 97225 but may have offices and transact business at such other places as the Board of Directors may from time to time appoint.

ARTICLE II
BOARD OF DIRECTORS

Section 1.

Directors of this corporation shall be elected by the members to serve until the next annual meeting of the members. Thereafter, directors shall be elected at the annual meeting of the members, to serve for one year or until their successors have been elected and qualified. Their term of office shall begin immediately upon election. Directors shall be elected by a majority vote of the members of this corporation present and voting at said annual meeting.

Section 2. Any vacancy, or vacancies, in the initial Board of Directors shall be filled by the remaining director, or directors, then in office even though less than a quorum. The initial directors, or persons appointed as their successors, need not be members of the Association.

RECORDED
Transamerica Title Ins. Co.
11-1881

After the first vote of the members to elect directors of the corporation, any vacancy, or vacancies, in the Board of Directors shall be filled by the remaining directors then in office even though less than a quorum. The substitute director, or directors, shall complete the unexpired term of the director for whom they are substituted.

Section 3. The directors to be elected at the first election conducted by the members, and all directors elected thereafter, shall be either a member of this corporation, or an authorized representative of an incorporated member of this corporation.

Section 4. The Board of Directors shall have the following powers:

(a) To select and remove all the officers, agents, and employees of the corporation, prescribe such powers and duties for them as may not be inconsistent with law, with the Articles of Incorporation or the By-Laws, fix their compensation, and require from them security for faithful service.

(b) To conduct, manage and control the affairs and business of the corporation, and to make such rules and regulations therefore not inconsistent with law, with the Articles of Incorporation or the By-Laws, as they may deem best.

(c) To determine, levy and assess charges and assessments and to fix the rate of such annual

charges or assessments upon and against lots in Sunny Hill as provided in the Articles of Incorporation of this corporation.

(d) To exercise for this corporation all power and authority vested in or delegated to this corporation by any Declaration of Restrictions pertaining to or affecting said property in the plat of Sunny Hill, Clackamas County, Oregon.

Section 5. The directors of this corporation shall receive no compensation for their services.

Section 6. It shall be the duty of the directors of the corporation to supervise all officers, agents and employees and see that their duties are properly performed, and to cause certificates of membership to be issued to the members of this corporation.

Section 7. Regular meetings of the Board of Directors shall be held at any place within the State which has been designated from time to time by resolution of the Board, or by written consent of all members of the Board.

Section 8. Immediately following each annual meeting of the members, the Board of Directors shall hold a regular meeting for the purpose of organization, election of officers, and the transaction of other business. No notice of such meeting is required to be given.

Section 9. Special meetings of the Board of Directors for any purpose or purposes shall be called at any time by the President, or if he is absent or unable or

refuses to act, by the Vice President, or by any two directors. Written notice of the time and place of special meetings shall be delivered personally to the directors or sent to each director by mail or other form of written communication at his last known address at least forty eight (48) hours prior to the time of the holding of the meeting. Special meetings may be held, without notice, upon the written consent of all the directors.

ARTICLE III

OFFICERS

The officers of the corporation shall be elected by the Board of Directors and shall consist of a President, Vice President, Secretary and Treasurer, elected from among the directors, who need not be members of the Association. The powers and duties of the Treasurer may be exercised and performed by the President, Vice President or Secretary, if the directors shall so determine.

ARTICLE IV

PRESIDENT

The President shall be the chief executive officer of this corporation and shall, subject to the control of the Board of Directors, have general supervision, direction and control of the business and officers of the corporation. He shall preside at all meetings of the members and at all meetings of the Board of Directors. He/she shall have the general powers and duties of management usually vested in the office of president of a corporation and shall have such other powers

and duties as may be prescribed by the Board of Directors or the By-Laws.

ARTICLE V
VICE PRESIDENT

In the case of the absence of the President or his/her inability to act, the Vice President shall act as President.

ARTICLE VI
SECRETARY

The Secretary shall keep a full and complete record of the proceedings of the Board of Directors, shall give all notices required by these By-Laws and shall discharge such other duties as may be imposed upon him/her by any declaration of restrictions pertaining to or affecting property in the plat of Sunny Hill, Clackamas County, Oregon. He/she shall discharge such other duties as pertain to the office of Secretary or as prescribed by the Board of Directors.

ARTICLE VII
TREASURER

The Treasurer shall receive and safely keep all funds of this corporation and deposit the same in such bank or banks as may be designated by the Board of Directors. Such funds shall be disbursed in the manner prescribed by the Board of Directors.

ARTICLE VIII
MEETINGS OF MEMBERS

Section 1. All meetings of members of the Association shall be held at the principal office of the corporation or at such other place in Sunny Hill as may be designated by

the Board of Directors.

Section 2. The annual meeting of the members of the Association shall be held during the month of February of each year. Written notice of each annual meeting shall be given to each member entitled to vote thereat, either personally or by mail or other means of written communication, addressed to such member at his address appearing on the books of this corporation or given by him to this corporation for the purpose of notice. All such notices shall be mailed or dispatched by the Secretary not less than ten (10) days before such annual meeting and shall specify the place, the day and the hour of such meeting. Such notice shall also state the general nature of the business or proposal to be considered or acted upon at such meeting.

Section 3. Special meetings of the members of the Association, for any purpose or purposes whatsoever, may be called at any time by the Board of Directors or by one or more members holding not less than one-fifth of the voting power of this corporation. Except in special cases where other express provision is made by statute, notice of such special meeting shall be given in the same manner as for annual meetings of members. Notices of any special meeting shall specify, in addition to the place, day and hour of such meeting, the general nature of the business to be transacted.

Section 4. The presence in person or by proxy of members entitled to exercise a majority of the voting power of this corporation at any meeting shall constitute a quorum for the transaction of business. The members present at duly called

or held meeting at which a quorum is present may continue to do business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum.

Section 5. Every person entitled to vote or execute consents shall have the right to do so either in person or by agent or agents authorized by a written proxy executed by such person or a duly authorized agent and filed with the Secretary of this corporation.

ARTICLE IX
MEMBERSHIP

Section 1. Qualification for membership in this corporation is as provided in the Articles of Incorporation.

Section 2. Membership in this corporation shall be transferred or divided by the transfer of record of the ownership of all or part of the property to which the membership is appurtenant. Upon satisfactory evidence of such transfer, the membership of the transferor shall be marked cancelled on the books of this corporation as to the property so transferred, without requiring a surrender or cancellation of the transferor's certificate of membership, and a new certificate of membership may thereupon be issued to such transferee.

ARTICLE X
AMENDMENTS

New By-Laws may be adopted, or these By-Laws may be amended or repealed, by the vote of members entitled to exercise a 75% majority of the voting power of this corporation, or by the written assent of 75% of such members, except as otherwise

provided by law or by the Articles of Incorporation.

These are the current By-Laws approved and adopted
by the Board of Directors on the 29th day of December,
1977.

Nick Bunick
Director - Nick Bunick

Arthur C. Piculell, Jr.
Director - Arthur C. Piculell, Jr.

Gary A. Mc Mahill
Director - Gary A. Mc Mahill

STATE OF OREGON)
)ss.
County of Washington)

I, hereby certify that on the 29 day of December,
1977, personally appeared before me Nick Bunick, Arthur C. Piculell, Jr.
and Gary A. Mc Mahill, who being by me first duly sworn, did severally
declare that they are the persons who signed the foregoing document
as BY-LAWS, and that the statements therein are true.

Donald L. Lamb
Notary Public for the State of Oregon
My Commission Expires: September 6, 1980



AFTER RECORDING, RETURN TO:
Homesite Development Corporation
4475 S.W. Scholls Ferry Road
Portland, Oregon 97225

5150

AMENDMENT

By-Laws of Sunny Hill, Clackamas County, Oregon, recorded on March 15, 1978 as Fee #78-10477.

Pursuant to Article X of the By-laws, the Sunny Hill Homeowners Association hereby modifies Article VIII, section 2 as follows:

The annual meeting of the members of the Association shall be held during the month of February of each year. Written notice of each annual meeting shall be given to each member entitled to vote there at, either personally or by mail or other means of written communication, addressed to such member at his address appearing on the books of this corporation for the purpose of notice. All such notices shall be mailed or dispatched by the Secretary not less than ten (10) days before such annual meeting and shall specify the place, the day, and the hour of such meeting. Such notice shall also state the general nature of the business or proposal to be considered or acted upon at such meeting.

There shall also be a semi-annual meeting of the Association which shall be held during the month of June of each year. All provisions for notice, voting, and agenda as set forth above with regard to the annual meeting shall also apply to the semi-annual meeting.

Done this 25th day of March, 1985

SUNNY HILL HOMEOWNERS ASSOCIATION

Judith Munsell Burgher
Judith Munsell Burgher, President

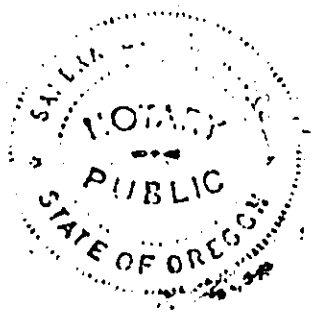
State of Oregon)
)ss.
County of Clackamas)

Personally appeared Judith Munsell Burgher, who being duly sworn, did say that she is the President of Sunny Hill Homeowners Association and that said instrument was signed in behalf of said association by authority of its board of Directors; and she acknowledged said instrument to be its voluntary act and deed.

Ronda L. Peet
Notary Public of Oregon
My Commission Expires:

MY COMMISSION EXPIRES
JANUARY 31, 1989

After Recording Please Return to:
Sunny Hill Homeowners Association
Box 847
Lake Oswego, OR 97034



85 09775

STATE OF OREGON)
County of Clackamas) ss.
I, Juanita N. Orr, County Clerk, Es Officio, Recorder of Conveyances of the State of Oregon, for the County of Clackamas, do hereby certify that the instrument of writing was received for recording in the records of said County at

1985 MAR 25 PM 4:11

Witness my hand and seal affixed.
Juanita N. Orr
JUANITA N. ORR
County Clerk
Recording Certificate
CCP #4 85 09775