

**BYLAWS
OF
AMBLESIDE HOMEOWNERS ASSOCIATION**

**ARTICLE I
MEMBERSHIP**

Section 1.1 TERMS

Unless otherwise provided herein, definitions of Terms used in these Bylaws shall be those provided in Article I of the Declaration of Covenants and Restrictions (hereafter the "Declaration") for Ambleside Subdivision.

Section 1.2 MEMBERS

Every person or entity who is a record owner (including contract purchasers) of a fee or undivided fee interest in any private lot in Ambleside Subdivision, Springfield, Lane County, Oregon, by virtue of such ownership shall be a member of this corporation ("the Association") as provided in the Declaration. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation or the General Public or City of Springfield as owners of any streets, tracts, rights-of-way, or easements. Membership shall be appurtenant to and may not be separated from ownership of any lot made subject to the jurisdiction of the Association. Such ownership shall be the sole qualification for membership, and shall automatically commence upon a person becoming such owner, and shall automatically terminate and lapse when such ownership in a lot shall terminate or be transferred.

Section 1.3 VOTING

The Association shall have two classes of voting membership as described in Article III of the Declaration.

Section 1.4 TRANSFER OF MEMBERSHIP

No membership in this Association shall be assigned or transferred by the member, or by operation of law, including transfer by descent or devise, except as provided above in Article I, Section 1.2.

Section 1.5 ANNUAL MEETING

The annual meeting of the members of the Association shall be held at such place and time as is designated by the Board of Directors during the month of January of each year beginning in 2000.

Section 1.6 SPECIAL MEETINGS

Special meetings of the members may be held at any place designated in and upon call of the president or the Board of Directors.

Section 1.7 PROXY AND BALLOT

Votes may be cast in person or by proxy. Proxies must be filed with the Secretary before or during the appointed meeting. The proxies may require the holder to cast a vote for or against special proposal set out in the notice calling for the meeting. A meeting of the Association may be by proxy ballot, as the Directors may elect, rather than at a formal gathering. Ballots for such meeting must be properly executed and returned in sufficient quantity to constitute a quorum and to pass the proposal specifically propounded on the ballot. Unless withdrawn, a proxy given to another person to vote at a specific meeting shall also be valid at an adjourned meeting.

Section 1.8 NOTICE

The secretary shall cause a written or printed notice stating the place, day and hour of the annual or special meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called, to be deposited in the United States mail, with postage prepaid, addressed to each member at such members most recent address on the Associations records or personally delivered to each member not less than seven (7) nor more than fifty (50) days before the date of the meeting. Provided, however, any member may as to such member waive in writing the requirement of such notice. Provided, further, that any member present at any such meeting shall be conclusively deemed to have timely received the required notice of such meeting.

Anything in these Bylaws to the contrary notwithstanding, notice is required for any meeting at which action is to be taken by the members concerning membership approval under ORS 65.361, 65.407, 65.437, 65.464, 65.487, 65.534, 65.621 or 65.624; which such notice shall be given as provided above.

Each member shall maintain with the secretary the members' correct mailing address for the purpose of receiving such notice and any notices sent to the last address shall constitute notice to the member.

Section 1.9 QUORUM

Except as otherwise provided in the Declaration, members present in person or by proxy of Owners holding forty percent (40%) or more of the outstanding votes in the Association as described in Section 1.2, above, shall constitute a quorum at any regular or special meeting of the members.

Section 1.10 PROCEDURE

At all meetings of the members, the president, or in the president's absence, the vice-president, or in the absence of both the president and vice-president, a presiding officer chosen at the meeting shall preside. The secretary, or in the secretary's absence, the assistant secretary, if any, or a person appointed by the presiding officer, shall act as the secretary of the meeting and keep a record of the proceedings. The procedure for conducting the meeting shall be established by the presiding officer. The order of business for the regular annual meeting shall be as follows:

- (a) Roll call.
- (b) Proof of Notice of meeting or waiver of notice.
- (c) Reading of minutes of the preceding meeting.
- (d) Reports of officers.
- (e) Reports of committees.
- (f) Election of inspectors of election.
- (g) Election of directors.
- (h) Unfinished business.
- (i) New business.

ARTICLE II BOARD OF DIRECTORS

Section 2.1 NUMBER

The business and affairs of the Association shall be vested in and controlled by a board of not less than one (1) nor more than six (6) directors; the exact number to be fixed from time to time by resolution of the board of directors: No decrease in the number of directorship positions shall have the effect of shortening the term of any incumbent director. The directors shall exercise all of the powers of the Association except such as are by law or by the Articles of Incorporation or by these bylaws conferred upon or reserved to the members.

Section 2.2 AUTHORITY

Each director except the initial directors shall be elected by a majority vote at the annual meeting of members. The Board shall have the power and authority to make rules and regulations not inconsistent with the laws of the State of Oregon and the Articles of Incorporation and Bylaws of the Association for the guidance of the officers and employees of the Association and for the transaction of the Associations business; to call meetings of the members when deemed advisable; and generally to exercise all powers necessary for carrying out the Association's purposes. It is expressly understood that nothing herein contained shall be deemed to limit or restrict the general authority vested in said Board for the management and control of the Association.

Section 2.3 ELECTION AND REMOVAL

The term of office of the initial Directors named in the Articles of incorporation shall expire upon the election of their successors at the first annual meeting of the members. A director may be removed by the affirmative vote of two-thirds (2/3) of the remaining Directors. Removal may be with or without cause.

Section 2.4 VACANCIES

Whenever any vacancy shall occur in the Board of Directors by death, resignation, disqualification or from any other cause, the vacancy shall be filled by appointment of a replacement by a majority of the remaining Directors without undue delay. A Director appointed to fill a vacancy shall hold office for the unexpired term of the Director who he or she succeeds, and until his or her successor shall have been appointed and qualified.

Section 2.5 MEETINGS

(a) Regular Meetings. A regular meeting of the Board of Directors of the Association shall be held immediately following each annual meeting of the members.

(b) Special Meetings. Special meetings of the Board of Directors may be called by any officer or two Directors of the Association at any reasonable time.

Section 2.6 NOTICE

Notice of a regular or special meeting of the Board of Directors shall be mailed in the United States mail, postage prepaid, addressed to the last known address of the Director, or delivered in person, at least two days before the date of any meeting. The attendance of any Director at any meeting, or his or her written consent to the holding thereof shall be deemed waiver of this notice.

Section 2.7 QUORUM

A majority of the members of the Board of Directors shall constitute a quorum necessary for the transaction of any and all business of the Association. In the event there shall be in attendance at any meeting of the Board of Directors less than a quorum, then a majority of those present may adjourn the meeting to another day, and at any such subsequent meeting at which a quorum shall be present, transact any business which might have been transacted at the meeting which was adjourned.

Section 2.8 PROCEDURE

(a) Business at meetings of the Board of Directors shall be transacted in such order as the Board of Directors from time to time may determine.

(b) At all meetings of the Board of Directors, the president or in the president's absence, the vice-president or in the absence of both, the secretary of the Association shall preside.

(c) All decisions of the Board of Directors shall be approved by a majority of the directors, present at a meeting, unless a greater number is required by these Bylaws or Oregon law.

Section 2.9 CONTRACTS

Inasmuch as the Directors of this Association may be connected with other companies with which this Association may have business dealings, no contracts or other transactions between this Association and any other company shall be affected by the fact that the Directors of this Association are interested in or are directors or officers of such other company. Any Director may be a party to, or interested in, any contract or transaction with this Association provided (a) the "interest" of the Director is disclosed to the Board; (b) the Board approves the transaction at a regular or special meeting.

Section 2.10 TELEPHONIC MEETINGS

Telephonic meetings may be held by the Board of Directors. Such telephonic meetings shall be carried on by means of a "conference call" in which each Director may speak with any of the other Directors. The Directors shall keep telephone numbers on file with the Chairman to be used for telephonic meetings. A director participating in a meeting by this means is deemed to be present in person at the meeting.

Section 2.11 ACTION WITHOUT MEETING

Action of the Board may be taken without a meeting if the action is taken by all members of the Board of Directors. Any action shall be evidenced by one or more written consents describing the action taken, signed by each Director, and included in the minutes or file with the corporate records reflecting the action taken. Action taken without a meeting is effective when the last Director signs the consent, unless the consent specifies an earlier or later effective date. A consent signed under this section has the effect of a meeting vote and may be described as such in any document.

Section 2.12 COMPENSATION OF DIRECTORS

No Director shall be compensated in any manner, except for out-of-pocket expenses, unless such compensation is approved by vote of the Owners.

ARTICLE III OFFICERS OF THE CORPORATION

Section 3.1 ENUMERATION AND QUALIFICATION

The officers of the Association shall consist of the President, Vice-President, Secretary and Treasurer. The Board of Directors may, if it sees fit, elect an assistant secretary and any such other officer as in their judgment may be necessary. Any number of offices may be held by the same person.

Section 3.2 ELECTION AND TERMS

At its regular annual meeting the Board of Directors shall elect all of the officer of the Association, but in event of failure to elect officers on the day designated, the officers shall continue to hold office and perform their duties until their successors are elected and qualified.

(a) Unless otherwise provided by law, all officers shall be subject to removal, with or without cause, and at any time, by the affirmative vote of a majority of the Directors present at any meeting at which there is a quorum.

(b) In event of vacancy in any office, the Board of Directors, by an affirmative vote of the majority present at any meeting at which there is a quorum, shall fill the same for the unexpired term.

Section 3.3 POWERS AND DUTIES

(a) **PRESIDENT.** The president shall be the presiding officer of the Board of Directors. He or she shall give such counsel and advice as he or she deems essential to the best interest of the Association, and see that all orders and resolutions of the Board of Directors are carried into effect and shall have the general power and duties of supervision usually vested in the office of the president of a corporation. He or she shall execute all contracts and agreements authorized by the Board of Directors. He or she shall execute all deeds and other instruments to be under the seal of the Association and he or she shall perform all other duties required of him or her by the laws of the State of Oregon. He or she shall perform such other duties as from time to time may be assigned to him or her by the Board of Directors.

(b) **VICE-PRESIDENT.** In the absence of the President, the Vice-President shall have all the power and shall perform all the duties of the President.

(c) SECRETARY. The secretary shall supervise the recording of the minutes of all the meetings and proceedings of the Board of Directors and the membership in a book or books provided for that purpose. He or she shall cause to be given and served all notices to the members and directors of the Association and shall affix the corporate seal, attested by his or her signature, to all instruments to be under the seal of the Association. He or she shall cause to be kept a list of the members of the Association. He or she shall, in general, perform such other duties as may be prescribed by the Board of Directors or the president or are incident to the office of the secretary of a corporation under the laws of the State of Oregon.

(d) TREASURER. The treasurer shall be the official custodian of all funds and securities of the Association, and shall cause the same to be deposited in such banks or other depositories as the Board of Directors may designate or approve. Whenever required by the President, the treasurer shall render regular or special statements of any or all of the Association accounts. In general, the treasurer shall perform all acts incident to the office of treasurer of a corporation under the laws of the State of Oregon, subject to the control of the Board of Directors.

(e) ASSISTANT SECRETARY. The assistant secretary shall perform the ministerial duties of the Secretary, but shall have no discretionary authority.

ARTICLE IV FISCAL MATTERS

Section 4.1 SIGNATURES.

(a) Checks. All checks of the Association shall be signed by one or more of the officers of the Association, or other persons, as specifically authorized by the Board of Directors.

(b) Debt Instruments. All notes, bonds, or other promises to pay money, shall be signed by any two officers of the Association.

Section 4.2 ENDORSEMENTS.

Checks, drafts, notes and other negotiable instruments payable to the Association, or its order, shall be endorsed for collection or deposit by any officer of the Association or person so authorized by the Board of Directors.

Section 4.3 FISCAL YEAR

The Association shall conduct its fiscal affairs on the basis of a fiscal year ending on December 31 of each year.

ARTICLE V COMMITTEES

Section 5.1 NOMINATING COMMITTEE

There shall be a nominating committee of at least three (3) members. One of the members shall be the Vice-President, who shall act as chairman. The remaining members shall be appointed by the President and confirmed by the Board of Directors. The Nominating Committee shall propose nominees to stand for election to the Board of Directors, persons to be appointed to fill vacancies on the Board of Directors, and candidates to stand for election as officers of the Association.

Section 5.2 OTHER COMMITTEES

The President, with Board approval, or the Board, may appoint or establish such other committees as either sees fit. Committees may include non-board members, provided that each committee is chaired by a member of the Board of Directors.

ARTICLE VI SEAL

Section 6.1 The Board of Directors may provide a corporate seal which shall be circular in form and have inscribed in it the name of the Association and the words "corporate seal".

ARTICLE VII INDEMNIFICATION

Section 7.1 Subject to the terms, conditions and limitations set forth in this Article, the corporation shall indemnify and reimburse every director, officer, or other agents of the corporation, who is made or threatened to be made a defendant or respondent to any threatened or pending civil, criminal, administrative or investigative action or other proceeding, for all expenses reasonably and actually incurred in or as a result of, and for all liabilities arising out of, such action or proceeding, including but not limited to court costs, attorney fees, judgments, settlements, penalties and fines, if the action or proceeding arises out of or is in any way related to the conduct of such person in his or her official capacity of director, officer or agent of the corporation.

Section 7.2 No indemnification or reimbursement shall be provided by the corporation to any Director or Officer for any liability or expense relating to any claim or finding in an action or other proceeding brought by or on behalf of the corporation or any shareholder thereof wherein it is determined that such director or officer:

a. committed a breach of the director's or officer's duty of loyalty to the corporation or its members;

b. engaged in any act or omission not in good faith or which involved intentional misconduct or a knowing violation of law;

c. engaged in any conduct resulting in a distribution of assets of the corporation which was unlawful: or

d. engaged in any transaction from which the director or officer derived an improper personal benefit.

e. engaged in any actor omission in violation of ORS 65.361 to 65.367.

Section 7.3 No indemnification or reimbursement shall be provided by the corporation to any Director or Officer for any liability or expense pertaining to or arising out of any action or other proceeding wherein it is determined that such person engaged in conduct:

a. involving a breach of the persons duty of loyalty to the corporation or its members;

b. involving a known violation of law; or

c. as a result of which the person derived an improper personal benefit.

Section 7.4 The termination of any action or other proceeding by judgment, order, conviction, settlement or plea of no contest or its equivalent shall not by itself be determinative as to whether the person in question did not meet the standards of conduct described in Sections 7.2 or 7.3 of this Article, as the case may be.

Section 7.5 The indemnification and reimbursement provided for in this Article shall be provided regardless of whether the occurrence of the conduct giving rise to the proceeding or action in which expenses or liabilities are incurred was prior to or after the adoption of this Article.

Section 7.6 The indemnification and reimbursement provided for in this Article shall be provided regardless of whether the person to be indemnified or reimbursed is an officer, director, or agent of the corporation at the time indemnification or reimbursement is sought or granted.

Section 7.7 The indemnification and reimbursement provided for in this Article shall not be exclusive of any other rights or remedies, and shall apply fully to the successors, heirs, conservators and executors of any persons entitled to indemnification or reimbursement.

Section 7.8 Expenses and liabilities incurred by an officer, director, or agent of the corporation which are subject to reimbursement or indemnification under this Article may be paid or reimbursed by the corporation in advance of the final disposition of an action or proceeding.

Section 7.9 Nothing contained in this Article shall in any way limit the power of the corporation to purchase and maintain liability insurance on behalf of any person who is or was a director, officer, or agent of the corporation, and if such insurance is in force, the indemnification and reimbursement provided for in this Article shall apply only to those expenses and liabilities reasonably and actually incurred which were not paid or reimbursed by insurance.

Section 7.10 The provisions of this Article are severable and if any provision of this Article shall be deemed invalid by a court of law as against public policy, or for any other the remaining provisions shall remain in full force and effect.

ARTICLE VIII AMENDMENTS

Section 8.1 The Board of Directors shall have power, by the vote of a majority of those Directors present at any meeting at which there is a quorum present, to make, alter, amend or rescind the Bylaws of the Association.

ARTICLE IX COMPLIANCE

In case of any conflict between the provisions of these Bylaws and the Declaration, the provisions on the Declaration shall apply.

ARTICLE X ASSESSMENT COLLECTION COSTS: SUITS AND ACTIONS

Owners shall be obliged to pay reasonable fees and costs including, but not limited to, attorney fees incurred in connection with efforts to collect delinquent and unpaid assessments. In addition to the assessment for operating expenses and the funding of reserves, such assessments may include fees, late charges, fines and interest imposed.

In the event suitor action is commenced by the Directors for the collection of any amounts due pursuant to these Bylaws or for the enforcement of any provisions of the Declaration or Bylaws, the Owner or Owners, jointly and severally, will in addition to all other obligations, pay the costs of such suitor action, including reasonable attorney fees to be fixed by the trial court and, in the event of an appeal, the cost of the appeal, together with reasonable attorney fees in the appellate court to be fixed by such court.

It is hereby certified that these Bylaws have been adopted by AMBLESIDE HOMEOWNERS ASSOCIATION and will be recorded in the Deed Records of Lane County, together with the Declaration for Ambleside Subdivision and Bylaws are approved by the Assessor of said County.

DATED this 26 day of October, 1998.

AMBLESIDE HOMEOWNERS ASSOCIATION

an Oregon corporation

By _____
Myles Breadner, President

STATE OF OREGON)
)ss.
County of Benton)

The foregoing instrument was acknowledged before me this 26th day of October, 1998 by Myles Breadner, president of AMBLESIDE HOMEOWNERS ASSOCIATION, an Oregon corporation on behalf of the corporation.



Notary Public, for Oregon
My commission expires: 11-21-01



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AFTER RECORDING, RETURN TO:

Sandra J. Turner, Secretary
Ambleside Meadows Homeowners Assoc.
3518 Osprey Drive
Springfield, OR 97477

AMENDMENT
TO
THE BYLAWS OF AMBLESIDE MEADOWS HOMEOWNERS ASSOCIATION
FOR
AMBLESIDE MEADOWS SUBDIVISION
SPRINGFIELD, LANE COUNTY, OREGON

WHEREAS, the Declaration of Protective Covenants, Conditions and Restrictions for Ambleside Meadows Subdivision, Springfield, Lane County, Oregon, was recorded on December 29, 1998 on Reel 2499R, 98103699.

COVER SHEET

COVER PAGE Amendment to the Bylaws

For Pages 1 of 3 AMBLESIDE HOMEOWNERS ASSOCIATION

FILE COPY

AMENDMENT

TO

THE BYLAWS OF AMBLESIDE MEADOWS HOMEOWNERS ASSOCIATION
MEMORANDUM OF ACTION BY THE BOARD OF DIRECTORS

Pursuant to Article VIII of the Bylaws of the Corporation; by proxy and a majority of votes at the Annual Homeowner's Meeting, held June 27, 2007, the Board of Directors hereby take the following action to the Bylaws of Ambleside Homeowners Association:

RESOLVED, that Article I, Section 1.5 ANNUAL MEETING, of the Bylaws of the Corporation is amended as follows:

"The annual meeting of the members of the Association shall be held at such place and time as is designated by the Board of Directors during the month of June of each year".

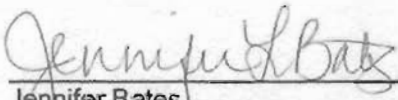
RESOLVED, that Article II, Section 2.1 of the Bylaws of the Corporation is amended to increase the maximum number of directors as follows:

"The business and affairs of the Association shall be vested in and controlled by a Board of not less than one (1) nor more than nine (9) directors... ."

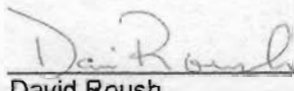
Except as amended herein, the recorded Bylaws of the Corporation for Ambleside Meadows Subdivision, Springfield, Lane County, Oregon, as amended, are ratified, confirmed and republished and the Secretary-Treasurer is hereby directed to record the Bylaws of the Corporation as reflected above.

ADOPTED EFFECTIVE: June 27, 2007

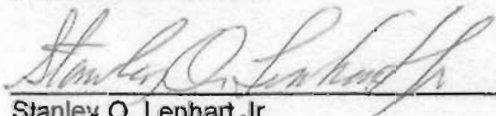
DIRECTORS:



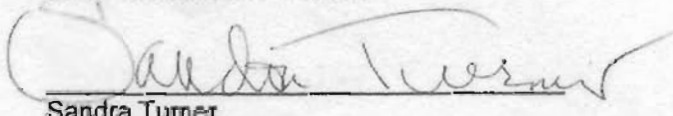
Jennifer Bates
President and Director



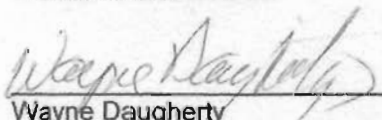
David Roush
Vice President and Director



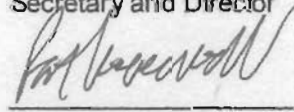
Stanley O. Lenhart, Jr.
Treasurer and Director



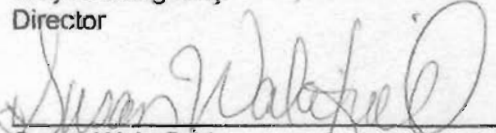
Sandra Turner
Secretary and Director



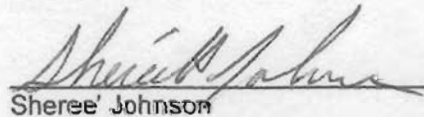
Wayne Daugherty
Director



Pat Greenwell
Director



Susan Wakefield
Director



Sheree Johnson
Director

ACKNOWLEDGEMENTS APPEAR ON FOLLOWING PAGES

STATE OF OREGON)
)ss.
County of Lane)

This instrument was acknowledged before me this 10 day of September, 2007 by Jennifer Bates, officer and director of AMBLESIDE MEADOWS SUBDIVISION.



Karen D. Dudley

Notary Public for Oregon

STATE OF OREGON)
)ss.
County of Lane)

This instrument was acknowledged before me this 8 day of September, 2007 by David Roush, officer and director of AMBLESIDE MEADOWS SUBDIVISION.



Karen D. Dudley

Notary Public for Oregon

STATE OF OREGON)
)ss.
County of Lane)

This instrument was acknowledged before me this 6 day of September, 2007 by Sandra Turner, officer and director of AMBLESIDE MEADOWS SUBDIVISION.



Karen D. Dudley

Notary Public for Oregon

STATE OF OREGON)
)ss.
County of Lane)

This instrument was acknowledged before me this 13 day of September, 2007 by Stanley O. Lenhart, Jr., officer and director of AMBLESIDE MEADOWS SUBDIVISION.



Karen D. Dudley

Notary Public for Oregon

ACKNOWLEDGEMENTS APPEAR ON FOLLOWING PAGE

STATE OF OREGON)
)ss.
County of Lane)

This instrument was acknowledged before me this 10 day of September, 2007 by Wayne Daugherty, director of AMBLESIDE MEADOWS SUBDIVISION.



Karen D. Dudley

Notary Public for Oregon

STATE OF OREGON)
)ss.
County of Lane)

This instrument was acknowledged before me this 8 day of ~~September~~ ^{October}, 2007 by Sheree' Johnson, director of AMBLESIDE MEADOWS SUBDIVISION.

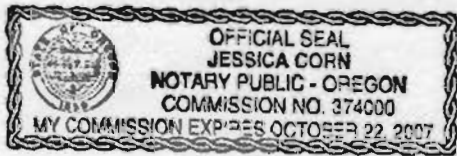


Karen D. Dudley

Notary Public for Oregon

STATE OF OREGON)
)ss.
County of Lane)

This instrument was acknowledged before me this 11 day of September, 2007 by Pat Greenwell, director of AMBLESIDE MEADOWS SUBDIVISION.

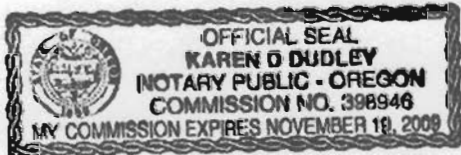


Jessica Corn

Notary Public for Oregon

STATE OF OREGON)
)ss.
County of Lane)

This instrument was acknowledged before me this 10 day of September, 2007 by Susan Wakefield, director of AMBLESIDE MEADOWS SUBDIVISION.



Karen D. Dudley

Notary Public for Oregon