



00106042201500060550140144

I, Dana W. Jenkins, County Clerk, do hereby certify that the within instrument was recorded in the Lincoln County Book of Records on the above date and time. WITNESS my hand and seal of said office affixed.

*Dana W. Jenkins*  
Dana W. Jenkins, Lincoln County Clerk



After Recording  
Return to:  
Clifford G. Collard  
Law Offices of Dennis L. Bartoldus  
PO Box 1510  
Newport, OR 97365

**AMENDED BYLAWS  
OF  
SURFLAND NO. 1 RESIDENTS ASSOCIATION**

These Amended Bylaws are adopted by the SurfLand No. 1 Residents Association, an Oregon nonprofit Association, pursuant to ORS 94.572(1)(a)(A) and 94.625.

**RECITALS:**

1. SurfLand Unit No. 1 is a planned community in Lincoln County, Oregon, that was initially subject to a Declaration of Restrictions recorded on November 5, 1945 in Book 107, page 328, Deed Records of Lincoln County, Oregon, which declaration was amended and superseded by an Amended Declaration of Covenants, Conditions and Restrictions recorded on September 5, 1995 in Book 305, page 0815, Deed Records of Lincoln County, Oregon. As used in these bylaws, "declaration" means said amended declaration.

2. SurfLand No. 1 Residents Association, hereinafter referred to as "the Association", is the organization of owners of lots in SurfLand Unit No. 1, incorporated as an Oregon nonprofit Association on June 27, 1963.

3. The initial Bylaws of the Association are not recorded. In order to amend said Bylaws, these Amended Bylaws were duly adopted by the affirmative vote of the owners of a majority of lots, and supersede the initial Bylaws in their entirety.

**ARTICLE I**

**Membership**

**Section 1. Qualification.**

Membership in this Association shall consist of all persons or entities who are owners of one or more residential Lots in SurfLand Unit No. 1, as the same appears on the map and plat recorded at page 7 in Book 8 of Plat Records of Lincoln County, Oregon. A contract purchaser of any such Lot shall be considered the owner thereof. Such ownership shall be the sole qualification for membership in this Association, and membership shall automatically commence upon the recording of the owner's deed, contract of sale, or a memorandum of such contract. When ownership ceases, the membership of such member shall automatically terminate. Upon

purchase of a Lot, the new owner shall file with the association a copy of the owner's deed, contract or memorandum of contract showing the owner's mailing address and a certificate of the Lincoln County recording officer showing the date of recording and document number. No vote or action of the Association shall be invalidated on the ground of insufficient notice to a new owner unless such document has been filed with the Association.

Section 2. Place of Meeting.

Meetings of the members shall be held at such place within Lincoln County, Oregon, as shall be determined by the board of directors from time to time and specified in the notice of meeting.

Section 3. Annual Meeting.

The annual meeting of the members shall be held in each year on the second Saturday of June, or on the next succeeding business day if the day so designated is a legal holiday. At the annual meeting the members shall elect the board of directors, consider the reports of the affairs of the Association, and transact such other business as may properly be brought before the meeting.

Section 4. Special Meetings.

Special meetings of the members may be called by the president, by a majority of the board of directors, or by the president or secretary upon receipt of a written request of owners entitled to cast at least 10 percent of the votes in the Association. If notice of a special meeting is not given within 30 days after the written request is given to the president or secretary, an owner who signed the request may set the time and place of the meeting and give notice as provided in Section 5 below. Business transacted at a special meeting shall be confined to the purposes stated in the notice.

Section 5. Notice.

Notices stating the place, day and hour of any meeting of the members , shall be hand delivered or mailed not less than 10 days nor more than 50 days before the day of the meeting, by or at the direction of the president or secretary, , to each member, and to any mortgagees that have requested notice. Notices of all meetings shall state the items on the agenda, including the general nature of any proposed amendment to the Declaration or Bylaws, any budget changes, or any proposal to remove a director or officer. If mailed, such notice shall be deemed to be given when deposited in the United States mail with postage fully prepaid thereon, addressed to the member or mortgagee at the member or mortgagee's most recent address as it appears on the records of the Association or designated in writing by the member or mortgagee. Mortgagees requesting notice may designate a representative to attend a meeting.

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Section 6. Electronic Notice to Owners or Directors.

In lieu of mailing notice as provided in Section 5 of this Article, or in Article II, Section 7, in the discretion of the Board of Directors, any notice, information or other written material required to be given to an owner or director may be given by electronic mail, facsimile or other form of electronic communication, except that notice of the following matters cannot be given electronically:

- a. Failure to pay an assessment;
- b. Foreclosure of an Association lien;
- c. Any other action the Association may take against an owner; or
- d. An offer to use a dispute resolution program under ORS 94.630(4).

However, an owner or director may decline to receive notice by such electronic means and may direct the board to provide notice in the manner otherwise provided in these Bylaws.

Section 7. Quorum.

Members entitled to cast ten percent (10%) or more of the votes in the Association, present in person, by proxy, or by absentee ballot (if absentee ballots are permitted), at any annual or special meeting of members shall constitute a quorum at the meeting.

Section 8. Waiver.

Whenever any notice is required to be given to any member of the Association, waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be the equivalent to the giving of such notice.

Section 9. Transfer of Membership.

No member shall have any interest in the assets of the Association, nor shall the membership of any member be transferable or subject to claims of creditors in any circumstances.

Section 10. Voting.

a. The owner or owners of each Lot shall be entitled to one vote upon each subject properly submitted to a vote. A majority vote of the members voting is sufficient to approve any act of the members, unless otherwise provided by the Declaration or these Bylaws, or required by law.

b. An attorney-in-fact under a power of attorney, executor, administrator, guardian, conservator or trustee may vote with respect to any Lot owned or held in such fiduciary capacity if the fiduciary satisfies the secretary that the person is the attorney-in-fact, executor, administrator, guardian, conservator or trustee holding the Lot in a fiduciary capacity.

c. Whenever a Lot is owned by two or more persons jointly, according to the records of the Association, a vote for the Lot may be exercised by any one of the owners, in the absence

of protest by a co-owner. If the owners cannot agree on the vote, the vote for the Lot shall be disregarded. However, a court order may establish the right of co-owners' authority to vote.

#### Section 11. Proxies.

At all meetings or votes of the Association, a member may vote by proxy executed in writing by the member. Such proxy shall be filed with the Secretary of the Association before or at the time of the meeting. A proxy shall terminate one year after its date unless the proxy specifies a shorter term, and is not valid if it is unsigned, undated, or purports to be revocable without notice. A copy of a proxy in compliance with this Section that is provided to the Association by facsimile, electronic mail or other means of electronic communication utilized by the Board of Directors is valid. A proxy may be revoked only by actual notice to the person presiding over the meeting or to the board if a vote is being conducted by written ballot in lieu of a meeting. A proxy that states that it is for a particular meeting shall also be valid at any time to which that meeting is adjourned or continued, unless otherwise stated in the proxy or unless the proxy has expired. The Board of Directors may not require that a proxy be on a form prescribed by the board.

#### Section 12. Absentee Ballots.

In the discretion of the Board of Directors, the vote of members at a meeting may be cast by absentee ballot executed in writing by the member. An absentee ballot shall set forth each proposed action and a place to vote for or against each proposed action. All solicitations for votes by absentee ballot shall include instructions for delivery of the completed ballot and instructions about whether a properly delivered ballot may be canceled (which must be determined by the Board of Directors before absentee ballots are provided to members). A member voting by absentee ballot shall be deemed present for purposes of a quorum.

#### Section 13. Voting By Ballot In Lieu of a Meeting.

a. Any action that may be taken at any meeting of the Association may be taken without a meeting if such action is approved in a vote by written ballot called by the Board of Directors. However, action by written ballot may not substitute for an annual meeting of the Association, a meeting for which the agenda includes a vote on the removal of a director, or a special meeting called at the request of members under Section 4 of this Article.

b. The board must provide members with at least ten (10) days' written notice in compliance with ORS 94.647(2)(b) and (2)(c), regarding the right of members to request secrecy procedures, before written ballots are mailed or otherwise delivered. If, at least three (3) days before written ballots are scheduled to be mailed or otherwise distributed, at least ten percent (10%) of the members petition the board requesting secrecy procedures, a written ballot must be accompanied by a secrecy envelope, a return identification envelope to be signed by the owner, and instructions for making and returning the ballot.

c. A ballot shall be provided to each member not less than 21 days or more than 50 days before ballots are required to be returned. Ballots must set forth each proposed action and

provide an opportunity to vote for or against each proposal. Written instructions shall be included in or accompany each ballot, and shall state (a) the date set by the board by which ballots must be returned to be counted, (b) the number of ballots that must be cast to satisfy the quorum required for a meeting of members, and (c) the percentage of total votes cast that is required for approval of the proposed action, or, if the proposal requires approval by a certain percentage of the owners, the number of approving ballots required for approval. A returned ballot may not be revoked. In the discretion of the Board of Directors, the deadline set for the return of ballots may be extended pursuant to ORS 94.647(5)(c) by written notice given to all members before the deadline initially set. Written ballots that are returned in secrecy envelopes may not be examined or counted before the deadline for returning ballots specified in the instructions or any permissible extension has passed. In addition, the Board, in its discretion, may provide that a vote may be given by electronic ballot, in compliance with ORS 94.661.

## ARTICLE II

### Board of Directors

#### Section 1. Duties; Selection; Number.

The business, property and affairs of this Association shall be managed by a board of directors composed of five persons, all of whom shall be members of the Association. The board of directors shall have all powers, duties and authority vested in the Association and not reserved to the members by the declaration, these bylaws, or the Oregon Planned Community Act or the Oregon Nonprofit Corporation Act. The directors shall be elected by the members at their annual meeting to serve for terms of one year and until their successors are elected and take office. There shall be no limit on the number of consecutive terms a director may serve.

#### Section 2. Qualifications.

As provided in ORS 94.639, each member of the board of directors must be an individual and an owner or co-owner of a lot in Surfland Unit No. 1, except that:

a. If a Association, limited liability company or partnership owns a lot or owns an interest in an entity that owns a lot, an officer, employee or agent of a Association, a member, manager, employee or agent of a limited liability company, or a partner, employee or agent of a partnership may serve on the board of directors;

b. A trustee may serve on the board of directors if the trustee holds legal title to a lot in trust for the benefit of the owner of the beneficial interest in the lot; and

c. An executor, administrator, guardian, conservator, or other individual appointed by a court to serve in a fiduciary capacity for an owner of a lot, or an officer or employee of an entity if an entity is appointed, may serve on the board of directors.

d. The position of an individual serving on the board of directors under paragraphs a, b, or c of this Section automatically becomes vacant if the individual no longer meets the requirements of one of those paragraphs.

e. Prior to election to the board of directors, an individual shall, upon request of the board, provide the board with documentation satisfactory to the board that the individual meets the qualifications set forth in this paragraph.

Section 3. Vacancies.

Any vacancy occurring in the board of directors, except a vacancy resulting from the removal of a director by the members, shall be filled by the affirmative vote of a majority of the remaining directors, although less than a quorum. Any director elected to fill a vacancy shall serve for the unexpired term of his predecessor in office.

Section 4. Removal.

Any director may be removed, with or without cause, at a meeting at which the matter of removal is an item on the agenda and stated in the notice of the meeting, by a vote of a majority of the members who are present, in person, by proxy, or by absentee ballot, if absentee ballots are permitted. A director whose removal has been proposed must be given an opportunity to be heard at the meeting before the vote is taken. The removal of each director whose removal is proposed must be voted on as a separate question. If the vote is in favor of removal, the owners shall elect a director to fill the vacancy, provided that the notice of the meeting stated that filling the vacancy will be an item on the agenda in the event a director is removed. A director who is removed by the owners remains a director until the vacancy is filled.

Section 5. Place of Meetings.

Meetings of the board of directors shall be held at such place and time as may be designated from time to time by the board of directors and specified in the notice of the meeting.

Section 6. Annual, Regular and Special Meetings; Notice.

Annual meetings of the board of directors shall be held without notice immediately following the adjournment of the annual meeting of the members. A schedule of regular meetings may be fixed by resolution of the board, and no notice thereof to directors other than the existence of such resolution shall be required. Special meetings for any purpose may be called at any time by the president, vice-president or any two directors.

Section 7. Notice.

Except in an emergency, notice of the date, time and place of special meetings shall be given at least three (3) days before the meeting to each director, either personally, by mail or by electronic means pursuant to Article I, Section 6 of these bylaws. Notice by mail shall be sufficient if deposited in the United States mail with postage fully prepaid addressed to the

director at his or her most recent address as it appears on the records of the Association in time to be received by the addressee in the ordinary course of mail not less than three (3) days prior to the time stated in such notice. Except for emergency meetings and the meeting held immediately after the annual meeting, notice of all meetings of the board of directors shall be posted at a conspicuous place or places within Surfland Unit No. 1 at least three (3) days before the meeting, or notice shall be provided by a method otherwise reasonably calculated to inform member of the meeting, such as by electronic means pursuant to Article I, Section 6 of these bylaws. Emergency meetings may be held without notice, if the reason for the emergency is stated in the minutes. Only emergency meetings may be conducted entirely by telephonic communication or by the use of a means of communication that allows all directors participating to hear each other simultaneously or otherwise to be able to communicate during the meeting. A director participating by such means is deemed to be present.

Section 8. Waiver of Notice.

Notice of any special meeting of the board may be waived by any director by any instrument in writing that specifies the meeting for which notice is waived, whether signed before or after the time of the meeting, which shall be filed with the secretary of the Association as part of the minutes of the meeting. The attendance or participation of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director, at the beginning of the meeting or promptly upon his or her arrival, objects to holding the meeting or to the transaction of any business, and does not thereafter vote for or assent to any action taken at the meeting.

Section 9. Quorum; Adjourned Meetings; Vote; Action Without a Meeting.

A majority of the directors in office shall constitute a quorum for the transaction of business. In the absence of a quorum, a lesser number of directors may adjourn a meeting from time to time and no notice of the time or place of holding an adjourned meeting shall be required if the time and place be fixed at the meeting so adjourned. The action of a majority of the directors duly assembled at any meeting at which there is a quorum is valid as a corporate act, unless the declaration, these bylaws, or any law require approval by a majority or other percentage of all directors. Any action which may be taken by the directors at a meeting may be taken without a meeting by consent or approval of all directors evidenced by a memorandum of writing subscribed by all directors, including an electronic communication as authorized by ORS 65.341, setting forth the action so taken and filed with the secretary of the Association. The vote or abstention of each director present shall be recorded in the minutes. A director who is present is presumed to have assented to any action taken unless the director votes against the action or abstains from voting because the director claims a conflict of interest.

Section 10. Board Meetings Open to Members.

Except as provided in Section 11 of this Article, all meetings of the board of directors shall be open to all members of the Association. The president or other person presiding over a meeting shall have authority to exclude any member who disrupts the proceedings.

Section 11. Executive Sessions.

At the discretion of the board of directors, the board may close the meeting to members other than directors and meet in executive session to:

- a. Consult with legal counsel; or
- b. Consider personnel matters, including salary negotiations and employee discipline, negotiations of contracts with third parties, collection of unpaid assessments, or for any other purpose permitted for executive sessions by the Oregon Planned Community Act.

Except in the case of an emergency, the board of directors shall vote in an open meeting whether to meet in executive session. If the board votes to meet in executive session, the presiding officer shall state the general nature of the action to be considered and, as precisely as possible, when and under what circumstances the deliberations can be disclosed to members. The statement, motion, or decision to meet in executive session must be included in the minutes of the meeting. A contract or an action considered in executive session does not become effective unless the board of directors, following the executive session, reconvenes in open meeting and votes on the contract or action, which must be reasonably identified in the open meeting and included in the minutes.

Section 12. Rules of Order.

Meetings of the Association and the board of directors shall be conducted according to the latest edition of Robert's Rules of Order published by the Robert's Rules Association, unless other rules of order are adopted by resolution of the Association or the board of directors. A decision of the Association or the board of directors may not be challenged because the appropriate rules of order were not used unless a person entitled to be heard was denied the right to be heard and raised an objection at the meeting in which the right to be heard was denied.

Section 13. Compensation.

Directors shall serve without compensation, but shall be reimbursed for their ordinary and necessary expenses incurred on behalf of the Association, as determined by the board of directors.

### ARTICLE III

#### Duties of the Board of Directors

It shall be the duty of the Board of Directors to:

Section 1. Ballots and Proxies.



Proxies and ballots shall be retained for one year from the date of determination of any vote of the members, except that proxies and ballots relating to an amendment to the declaration, bylaws, or other governing document must be retained for one year from the date the amendment is effective.

Section 2. Financial Records.

The board of directors shall keep financial records sufficiently detailed for proper accounting purposes, and distribute a copy of an annual financial statement, consisting of a balance sheet and income and expense statement for the preceding fiscal year, to each member, and, upon written request, any mortgagee of a Lot, within 90 days after the end of each fiscal year.

Section 3. Budget.

The board of directors shall adopt a proposed budget for the Association prior to each annual meeting of the Association, to be adopted by the members at the annual meeting. As provided in Section 4.1 of the declaration, the amount of the annual dues assessment for each lot shall be decided by vote of the members at the annual meeting. Such dues shall be determined by the budget adopted by the members. A summary of the budget and notice of the amount of the annual dues assessment shall be provided to all members within 30 days after the annual meeting. In the event a new budget is not adopted, the last adopted budget shall continue in effect.

Section 4. Tax Returns.

The board shall cause any necessary income tax returns for the Association to be filed.

Section 5. Association Records.

The books, records, and documents of the Association shall be available at reasonable times for inspection and, upon written request, duplication by any member or mortgagee of a lot that makes the request in good faith for a proper purpose, subject to any reasonable charge established by the board, by resolution, for copies and personnel costs for furnishing the documents, information or records. The Board may also adopt, by resolution, reasonable rules governing the frequency, time, location, notice and manner of examination and duplication. Records and documents may be withheld from examination and duplication to the extent the records concern:

- a. Personnel matters relating to a specific identified person or a person's medical records;
- b. Contract, leases and other business transactions that are currently under negotiation to purchase or provide goods or services;

c. Communications with legal counsel that relate to matters specified in a. or b. above and the rights and duties of the Association regarding existing or potential litigation or criminal matters

;

d. Disclosure of information in violation of law;

e. Documents, correspondence or management or board reports compiled for or on behalf of the Association or the board of directors by its agents or committees for consideration by the Board in executive session held in accordance with Article II, Section 11 of these bylaws;

f. Documents, correspondence or other matter considered by the board in executive session held in accordance with Article II, Section 11 of these bylaws; or

g. Files of individual owners, other than those of a requesting owner or requesting mortgagee of an individual owner, including any individual owner's file kept by or on behalf of the Association.

#### Section 6. Association Funds.

The board shall cause all assessments and other Association funds to be deposited and maintained in the name of the Association in one or more federally insured accounts or certificates of deposit at a financial institution as defined in ORS 706.008, other than an extra-national institution, until disbursed for expenses of the Association, except that funds in such accounts, in the discretion of the board, may be used to purchase obligations of the United States government.

#### Section 7. Financial Review.

Within 180 days after receiving a petition signed by at least a majority of the members, the board shall have the most recent financial statement reviewed by an independent certified public accountant licensed in the State of Oregon in accordance with the Statements on Standards for Accounting and Review Services issued by the American Institute of Certified Public Accountants.

#### Section 8. Statements to Members.

The board shall provide, within 10 business days of receipt of a written request from an owner, a written statement as required by ORS 94.670(8) that provides:

a. The amount of assessments due from the member and unpaid at the time the request was received, including:

- (1) Regular and special assessments;
- (2) Fines and other charges;
- (3) Accrued interest; and
- (4) Late payment charges;

b. The percentage rate at which interest accrues on assessments that are not paid when due; and

c. The percentage rate used to calculate the charges for late payment or the amount of a fixed charge for late payment.

d. The board is not required to comply with this Section 8 if the Association has commenced litigation by filing a complaint against the member and the litigation is pending when the statement would otherwise be due.

Section 9. Statements to Escrow Agents.

In addition to the statements required by Section 8 of this Article, the board shall comply with ORS 94.712(2) by providing to an escrow agent or title insurance company, upon request of an owner or owner's agent, for the benefit of a prospective purchaser, a written statement of unpaid assessments against the owner and owner's lot through a date specified in the statement. Neither the purchaser nor the escrow agent or title insurance company shall be liable for any unpaid assessment against the selling owner that is not included in the written statement.

Section 10. Insurance.

The board of directors shall procure and maintain adequate liability insurance covering all common property and all damage or injury caused by the negligence of the Association, and casualty insurance on all insurable improvements, if any, on the common property. The board shall review such insurance at least annually. The casualty insurance shall cover loss or damage by fire or other hazards, including extended coverage, vandalism and malicious mischief, and providing full replacement cost coverage if available at reasonable cost. The policy may contain a deductible in an amount determined by the Board, considering such factors as the availability and cost of insurance and the loss experience of the Association, but not in excess of the greater of the maximum deductible acceptable to the Federal National Mortgage Association or \$10,000. The Board shall obtain workers' compensation insurance if necessary to comply with any applicable laws. In its discretion the Board may obtain a policy of Directors and Officers (D & O) insurance insuring any person who is or was a director or officer of the Association against any liability asserted against him or her as a result of, or arising out of, his or her service in such capacity, with limits determined by the board.

Section 11. Enforcement.

The board of directors shall be responsible for the enforcement of the declaration, bylaws, and Association rules and regulations, and the collection of assessments. The board may adopt uniform late charges for late payment of assessments and, after giving written notice and an opportunity to be heard, levy reasonable fines for violations of the declaration, bylaws, rules and regulations of the Association, provided that the charge imposed or the fine levied is based on a resolution of the Association or board that is delivered to each member or mailed to the mailing address of each member.

Section 12. Corporate Status.

The board shall take all actions necessary to maintain the status of the Association as a nonprofit corporation under the laws of the State of Oregon, including the filing of annual reports with the Oregon Secretary of State, Corporation Division, as required by ORS 65.787 and designating the registered agent of the corporation.

ARTICLE IV

Officers

Section 1. Designation; Qualification.

The officers shall be a president and a vice-president, who shall be directors, a secretary, a treasurer, and such subordinate officers as the board of directors shall appoint from time to time. Any two or more offices may be held by the same person except the offices of president and secretary. All officers shall be members and shall be elected by and hold office at the pleasure of the board of directors.

Section 2. Election.

Officers shall be elected annually by the new board of directors immediately after the annual meeting of members. All officers shall be elected for a term of one year.

Section 3. President.

The president shall be the chief executive officer of the Association and shall, subject to the control of the board of directors, have general supervision, direction and control of the affairs of the Association. He or she shall preside at all meetings of the members and of the board of directors. He or she shall have the general powers and duties of supervision and management usually vested in the office of president of a Association and shall have such other powers and duties as may be prescribed by the board of directors.

Section 4. Vice President.

The vice president shall perform the duties and exercise the powers of the president during the absence or disability of the president.

Section 5. Secretary.

The secretary shall keep or cause to be kept at such place as the board of directors may designate a book of minutes of all meetings of directors and members, showing the time and place of the meeting, whether it was regular or special and, if special, how authorized, notice given, the names of those present at directors' meetings, the number of members present at members' meetings and the proceedings thereof. The secretary shall give or cause to be given such notice of the meetings of the members and the board of directors as is required by law and

these bylaws. He or she shall have such other powers and perform such other duties as may be prescribed by the board of directors.

Section 6. Treasurer.

The treasurer shall receive and safely keep all funds of the Association and deposit the same in such bank or banks as may be designated by the board of directors. He or she shall, from time to time when requested by the board, render to it and to the members an accounting of all transactions as treasurer and of the financial condition of the Association.

## ARTICLE V

### Execution of Instruments

Section 1. Checks and Drafts.

All checks, drafts and orders for payment of money shall be signed in the name of the Association by such officer or officers or agent or agents as the board of directors shall from time to time designate for that purpose.

Section 2. Authorization.

When the execution of any contract, conveyance or other instrument has been authorized without specification of the executing officers, the president or vice president and the secretary may execute the same in the name and on behalf of the Association, provided that no such instrument shall be invalid for failure of execution by the secretary if the president or vice president signs the instrument. The board of directors may designate the officer or officers who shall have authority to execute any instrument on behalf of the Association. In the absence of such authorization, no officer, agent or employee shall have the power or authority to bind the Association by any contract or engagement or to pledge its credit or to render it liable for any purpose for any amount.

## ARTICLE VI

### Amendment of Bylaws

These bylaws may be amended or repealed by the affirmative vote of a majority of the members, either at any regular or special meeting of the members if notice of the proposed amendment or repeal is contained in the notice of the meeting, or in a vote by ballots in lieu of a meeting pursuant to Article I, Section 13 of these bylaws.

## ARTICLE VII

### Corporate Seal

The Association shall have no corporate seal.

**CERTIFICATION**

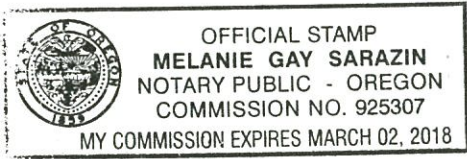
The undersigned president and secretary of the Surfland No. 1 Residents Association hereby certify that the foregoing Amended Bylaws were duly adopted at the duly constituted annual meeting of the members of the Surfland No. 1 Residents Association on June 13, 2015 by the affirmative vote of owners of a majority of the lots, in accordance with the previously effective bylaws and ORS 94.625.

Denise W. Ross  
Denise Ross, President

Dottie Kimbell  
Dottie Kimbell, Secretary

STATE OF OREGON            )  
  ) ss.  
County of Lincoln         )

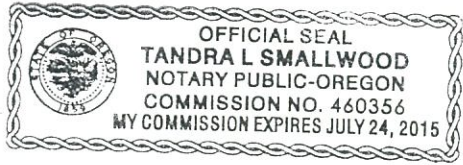
This instrument was acknowledged before me on June 18, 2015 by Denise Ross, as President of Surfland No. 1 Residents Association, an Oregon non-profit corporation.



Melanie Gay Sarazin  
NOTARY PUBLIC FOR OREGON  
My commission expires: March 02, 2018

STATE OF OREGON            )  
  ) ss.  
County of Lincoln         )

This instrument was acknowledged before me on June 7<sup>th</sup>, 2015 by Dottie Kimbell, as Secretary of Surfland No. 1 Residents Association, an Oregon non-profit corporation.



Tandra L Smallwood  
NOTARY PUBLIC FOR OREGON  
My commission expires: July 24, 2015