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**2008 RESTATED BYLAWS
OF
THE PONDEROSA PINES
PROPERTY OWNERS' ASSOCIATION**

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**2008 RESTATED BYLAWS OF
THE PONDEROSA PINES
PROPERTY OWNERS' ASSOCIATION**

These 2008 Restated Bylaws of the Ponderosa Pines Property Owners' Association ("**2008 Restated Bylaws**") are made this 15th day of October, 2008 by The Ponderosa Pines Property Owners Association, an Oregon nonprofit corporation (the "**Association**") pursuant to ORS 94.625(10).

RECITALS

A. Ponderosa Pines is a community of owners initially established by the following document recorded in the Records of Deschutes County, Oregon:

Declarations, Restrictions, Protective Covenants and Conditions for The Ponderosa Pines (the "**Declaration**") recorded July 9, 1970, in Vol. 170, Page 763.

Plat of Ponderosa Pines recorded July 3, 1970, in Vol. 10, Page 11, Plat Records.

B. Association is the association of owners formed pursuant to the Declaration and incorporated July 8, 1970, as a nonprofit corporation, under Oregon law.

C. Pursuant to Article II of the Declaration, additional property was subjected to the provisions of the Declaration and brought within the jurisdiction of the Association. The property currently subject to the Declaration is described in attached *Exhibit A*, together with documents by which property was subjected to the Declaration and the jurisdiction of the Association.

D. The Declaration has been amended numerous times. Pursuant to ORS 94.590(6), the 2008 Restated Declarations, Restrictions, Protective Covenants and Conditions for The Ponderosa Pines is being recorded concurrently with these 2008 Restated Bylaws.

E. At the time of formation of the Association, initial bylaws ("Initial Bylaws") were adopted in accordance with Oregon laws governing nonprofit corporations; however, the Initial Bylaws were not recorded in the Records of Deschutes County, Oregon.

F. The Initial Bylaws have been amended numerous times and copies of certain amendments have been recorded in the Records of Deschutes County, Oregon. The Association is currently governed by Bylaws of the Ponderosa Pines Property Owners' Association, recorded November 2, 2007, as Document No. 2007-057944, Records of Deschutes County, Oregon, that amended the following documents recorded in the Records of Deschutes County, Oregon:

Document recorded November 4, 1980, as Document No. 80-11629 (Vol. 331, Page 556).

Document recorded December 2, 1996, as Document No. 96-44095 (Vol. 431, Page 0019).

H. As of January 1, 2002, Ponderosa Pines is a *Class I* Planned Community and subject to the provisions of the Oregon Planned Community Act (ORS 94.550 to 94.783), as provided in ORS 94.572.

I. ORS 94.625(10) permits a board of directors, upon the adoption of a resolution, to cause restated bylaws to be prepared, executed and recorded to codify individual amendments that have been adopted in accordance with ORS 94.625 without further approval of owners.

J. The Board of Directors has determined that it is in the best interest of the Association and owners to clarify the record by restating the Bylaws in the manner set forth in ORS 94.625(10) and to set forth the property subject to the Declaration and the jurisdiction of the Association.

K. By resolution adopted April 29, 2008, in accordance with ORS 94.625(10), the Board of Directors voted to cause the Bylaws to be restated and to cause 2008 Restated Declaration to be executed and recorded as provided in ORS 94.625(10).

NOW, THEREFORE, pursuant to ORS 94.625(10), the Board of Directors hereby restates the Bylaws to codify all amendments, as described in Recital F above. The Bylaws are hereby restated to read as set forth below.

ARTICLE I
NAME AND LOCATION OF ASSOCIATION

The name of this Association is THE PONDEROSA PINES PROPERTY OWNERS' ASSOCIATION. The principle mailing address is 53275 Ponderosa Way, La Pine, OR 97339.

ARTICLE II
DEFINITION

The following terms when used herein shall have the following meanings unless a different meaning is plainly required by the context.

1.1 All terms defined in the Ponderosa Pines Declaration shall be so defined.

1.2 "Ponderosa Pines Declaration" shall mean that instrument filed July 9, 1970, in Volume 170, Page 763, Deed Records in Deschutes County, Oregon.

ARTICLE III
MEMBERSHIP

Members of the Association shall be every Owner in the Ponderosa Pines. There shall be no other qualification for membership. Membership shall terminate upon transfer of fee simple title to a Lot or the contract purchaser's interest by a contract purchaser.

ARTICLE IV
MEETING OF MEMBERS

4.1 Place of Meeting. Meetings of Members shall be held at the principal office or place of business of the Association, or at such suitable place convenient to the Members of the Association as may designated by the Board of Directors.

4.2 Annual Meeting. The annual meeting shall be held on a Saturday in July at a convenient time.

4.3 Special Meeting. Special meetings of Members may be called at anytime by the chairman of the Board of Directors upon resolution by the Board of Directors or written request of at least twenty-five percent (25%) of Members.

4.4 Notice. It shall be the duty of the Secretary to mail, at least fifteen (15), but not more than sixty (60) days prior to the meeting, a notice of each annual or special meeting stating the purpose of the meeting and the time and place the meeting will be held to each Member at the address of the Member in the records of the Association, or the address supplied by such Member to the Association for the purpose of notice.

4.5 Quorum. Except as hereinafter provided, the presence either in person or by proxy of Members entitled to cast at least twenty percent (20%) of the total votes of the Association shall constitute a quorum for the transaction of business at all meetings. If, however, such quorum shall not be present or represented at such meeting, the Members entitled to vote thereon shall have the power to adjourn the meeting from time to time without notice, other than announcement at the meeting, until a quorum as set forth above shall be present or be represented.

4.6 Voting. At every meeting of Members, each Member present, whether in person or by proxy, shall have the right to cast one vote for each Lot owned by such person. Fractional voting will be allowed for those Lots having multiple ownership. If the majority of the Owners of such Lot cannot agree, the vote for each Lot will be counted fractionally.

4.7 Proxies. A Member may vote in person or by proxy executed in writing and filed with the Secretary. Every proxy shall be revocable, and shall automatically terminate upon termination of ownership.

ARTICLE V
BOARD OF DIRECTORS

5.1 Number and Qualifications. The affairs of the Association shall be governed by a Board of Directors composed of seven (7) persons, who must be Members of the Association.

5.2 Term. The directors on the initial Board shall serve until the first annual meeting (with the right to run for re-election). At the first annual meeting the membership shall elect three (3) directors for three (3) year terms, two (2) directors for two (2) year terms, and two (2) directors for a one (1) year term, with all terms thereafter being for three years when filling vacancies by expiration of terms.

5.3 Vacancies. Vacancies in the Board of Directors shall be filled by a vote of a majority of the remaining directors. The remaining term of the vacancy filled shall be served by the director so elected.

5.4 Removal of Directors. Directors may be removed from office before their terms expire by a majority vote of all Members, whether voting by proxy or in person, at a special meeting called for the purpose of such removal or at a general meeting.

5.5 Compensation. No director shall receive any compensation for any service he may render to the Association as a director. However, any director may be reimbursed for his actual expenses which are incurred in the performance of his duties as director, or may receive compensation for services to the Association in a capacity other than as a director.

5.6 Manner of Election. Prospective directors will run for a specific vacancy. After nominations from the floor at the annual meeting or by a nominating committee appointed by the chairman of the Board of Directors, a secret written ballot will be taken of all Members or their proxies for each vacancy. Cumulative voting is not permitted. The person receiving the most votes for each vacancy shall be elected.

ARTICLE VI
MEETINGS OF THE BOARD OF DIRECTORS

6.1 Regular Meetings. Immediately after each annual meeting of Members, the directors elected at such meeting and those holding over shall hold a meeting for the purpose of electing officers as hereinafter provided and for the transaction of such other business as may come before the meeting. No prior notice of such meeting shall be required to be given to the directors. The Board of Directors by resolution may establish other dates, times and places for regular meetings of the Board.

6.2 Special Meetings. Special meetings may be called by the chairman at the request of at least two (2) directors, or at the chairman's discretion. These special meetings may be held

at such reasonable times and places as the chairman may determine and shall be limited to only those items of business described in the notice of such special meeting.

6.3 Notices. No notice need be given for regular meetings held pursuant to Section 6.1. Notice of special meetings must be given at least two (2) days prior to time of the meeting and shall include all business to be considered at such meeting. Attendance at a meeting shall constitute a waiver of notice thereof.

6.4 Quorum. A majority of the directors shall constitute a quorum. Directors may take any action which is in their power without a meeting by obtaining written approval of all of the directors to such action.

ARTICLE VII POWERS AND DUTIES OF THE BOARD OF DIRECTORS

7.1 General Powers. The Board of Directors shall have power to exercise all powers, duties and authority vested in or delegated to the Association and not reserved to the membership by the provisions of these Bylaws, the Articles of Incorporation, and the Ponderosa Pines Declaration.

7.2 Assessments. The Board of Directors shall have the power, as more fully provided in the Ponderosa Pines Declaration, to fix the amount of the annual assessment against each Lot and give the Owners subject thereto written notice of such assessment at least thirty (30) days prior to the due date thereof, and to cause to be prepared a roster of property subject to assessment with assessments applicable to each such property and to keep such roster in the Association's office subject to inspection by any Owner.

7.3 Other Powers. The Board shall have the power to declare the office of a member of the Board of Directors vacant in the event such member shall be absent without excuse from two regular meetings of the Board of Directors. The Board shall have power to employ employees and officials and prescribe their duties and fix their compensation.

7.4 Duties of the Board of Directors. It shall be the duty of the Board of Directors to:

- (a) Cause to be kept a complete record of all its acts and the proceedings of its meetings and to cause to be presented at the annual meeting of Members a report reviewing the business and affairs of the Association for the past year;
- (b) Procure and maintain adequate insurance on property owned, leased or otherwise used by the Association;

(c) Cause, in its discretion, all officers or employees having fiscal responsibilities to be bonded with sufficient surety for the faithful performance of their official duties with the premium on such bond to be paid by the Association;

(d) Perform all other responsibilities given to it by the Ponderosa Pines Declaration; and

(e) Perform all other powers and duties granted by law.

ARTICLE VIII **COMMITTEES**

The Board of Directors shall appoint such committees as it, in its discretion, deems necessary to assist in the operation of the affairs of the Association. Such committees shall exercise all powers and be subject to all duties which the Board of Directors shall give them. Committee members need not be members of the Board of Directors, but shall be Members of the Association. A majority of the members of any committee shall fix its procedure.

ARTICLE IX **OFFICERS**

9.1 Designation and Election. The principal officers of the Association shall be a chairman of the Board, and a vice-chairman, who shall be members of the Board, and a secretary and treasurer who need not be members of the Board. The Board may appoint an assistant secretary or an assistant treasurer by resolution. The officers of the Association shall be elected annually by the Board of Directors and shall hold office at the pleasure of the Board.

9.2 Removal, Resignation and Vacancies. Any officer may be removed by an affirmative vote of the majority of the members of the Board of Directors. A vacancy in any office may be filled in the manner prescribed for the regular elections, with the officer elected filling the remainder of the term of the officer he replaces.

9.3 Chairman. The chairman shall preside at all meetings of the Board and of the Association. He shall have all the general powers and duties which are usually vested in the president of an association.

9.4 Vice-Chairman. The vice-chairman shall take the place of the chairman and perform his duties whenever the chairman shall be absent or unable to act. If neither the chairman nor the vice-chairman is able to act, the Board will appoint some other Board member to do so on an interim basis. He shall also perform such other duties as may be delegated to him by the Board of Directors.

9.5 Secretary. The secretary shall keep the minutes of all meetings of the Members of the Association and of the Board, shall serve notice of any such meetings, shall keep

appropriate records of the names and addresses of the Association Members, and shall perform other duties incident to the office of secretary.

9.6 Treasurer. The treasurer shall have care and custody of and be responsible for all the funds of the Association and shall deposit such funds in the name of the Association in such banks or safe deposit companies as the Board may designate; shall make, sign and endorse in the name of the Association all checks, drafts, notes and other orders for the payment of money; and further shall perform all duties incident to the office which the treasurer of an association normally performs.

9.7 Delegation and Change of Duties. In the event of absence or disability of any officer the Board of Directors may delegate during such absence or disability the powers or duties of such officer to any other officer or any director.

ARTICLE X BOOKS, RECORDS, AUDIT

10.1 Inspection by Members. The books, records, and papers of the Association shall at all times during reasonable business hours be subject to inspection by any Member or his authorized agent at the office of the Association.

10.2 Audit. An annual internal review shall be made by a certified public accountant before the date of each annual meeting, at which meeting such report shall be presented. A special audit shall be made at any time upon order of the Board of Directors or upon a majority vote of the Members at any regular or special meeting.

10.3 Execution of Instruments. All checks, drafts, notes, bonds, acceptances, deeds, leases, contracts, and other instruments shall be signed by such person, or persons, as may be designated by general or special resolution of the Board of Directors and, in the absence of any such general or special resolution applicable to any such instrument, then such instrument shall be signed by the chairman.

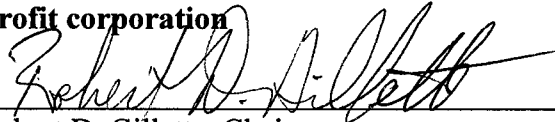
ARTICLE XI AMENDMENT

These Bylaws may be amended by two-thirds (2/3) of the Members voting in person or by proxy at any special or regular meeting provided that a quorum is present. Amendments may be proposed by the Board of Directors or by petition signed by at least twenty percent (20%) of the Members.

A statement of any proposed amendment shall accompany the notice of any regular or special meeting at which such proposed amendment shall be voted upon.

In case of any conflict between the Ponderosa Pines Declaration and these Bylaws, the Declaration will control.

**THE PONDEROSA PINES PROPERTY
OWNERS ASSOCIATION, an Oregon
nonprofit corporation**

By: 
Robert D. Gillette, Chairman

By: 
Cheryl Riddle, Acting Secretary

CERTIFICATION

The undersigned Chairman and Secretary of The Ponderosa Pines Owners Association, an Oregon nonprofit corporation, hereby certify that the 2008 Restated Bylaws of The Ponderosa Pines Property Owners' Association include all previously adopted amendments in effect and include no other changes, except to correct scribes' errors or to conform format and style.

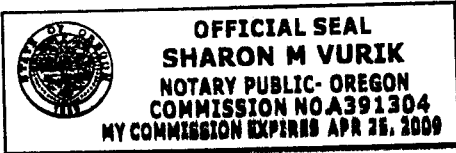
THE PONDEROSA PINES PROPERTY OWNERS ASSOCIATION, an Oregon nonprofit corporation

Robert D. Gillette
Robert D. Gillette, Chairman

Cheryl M Riddle
Cheryl Riddle, Acting Secretary

STATE OF OREGON)
) ss
County of Deschutes)

The foregoing instrument was acknowledged before me this 15th day of OCTOBER, 2008 by Robert D. Gillette, Chairman of The Ponderosa Pines Property Owners Association, an Oregon nonprofit corporation, on its behalf.



Sharon M Vurik
Notary Public for Oregon
My Commission Expires: 4-25-09

STATE OF OREGON)
) ss
County of Deschutes)

The foregoing instrument was acknowledged before me this 15th day of OCTOBER, 2008 by Cheryl Riddle, Acting Secretary, of The Ponderosa Pines Property Owners Association, an Oregon nonprofit corporation, on its behalf.



Sharon M Vurik
Notary Public for Oregon
My Commission Expires: 4-25-09

EXHIBIT A

PONDEROSA PINES, Deschutes County, Oregon.

PONDEROSA PINES-FIRST ADDITION, Deschutes County,
Oregon.

PONDEROSA PINES-SECOND ADDITION, Deschutes County,
Oregon.

PONDEROSA PINES-THIRD ADDITION, Deschutes County,
Oregon.

PONDEROSA PINES-FOURTH ADDITION, Deschutes County,
Oregon.