

BYLAWS
OF
AWBREY GLEN HOMEOWNERS ASSOCIATION, INC.

The following bylaws have been adopted at the organization meeting of Awbrey Glen Homeowners Association, Inc., a homeowners association formed pursuant to ORS 94.625.

ARTICLE I
Definitions

As used in these bylaws, the terms set forth below shall have the following meanings:

Section 1. "Awbrey Glen" means the property subject to the Declaration referred to in Section 4.

Section 2. "Corporation" means Awbrey Glen Homeowners Association, Inc.

Section 3. "Declarant" means Brooks Resources Corporation, an Oregon corporation, any person who succeeds to any special Declarant right and to whom all of the Declarant's ownership interest in Awbrey Glen is transferred, or any person, other than the Corporation, to whom the Declarant has transferred, for purposes of resale, all of Declarant's ownership interest in Awbrey Glen.

Section 4. "Declaration" means the Declaration of Covenants, Conditions, and Restrictions for Awbrey Glen dated July 8, 1992.

Section 5. "Homesite" means a platted or legal partitioned lot within Awbrey Glen or any property so designated in any Supplemental Declaration annexing such property to Awbrey Glen but not including any Common Area or Declarant Area as defined in the Declaration.

Section 6. "Owner" means the person or persons owning any Homesite, including any vendee under a recorded land sales contract to whom possession has passed, but excluding any vendor under a recorded land sales contract who has given up possession.

ARTICLE II
Offices

The principal office of the Corporation in the state of Oregon shall be located in the city of Bend, county of Deschutes. The Corporation may have other offices, either within or outside of the state of Oregon, as the board of directors may determine or as the affairs of the Corporation may require.

The Corporation shall have and maintain in the state of Oregon a registered office and a registered agent whose office is identical with the registered office, as required by the Oregon Nonprofit Corporation Act. The registered office may be, but need not be, identical with the principal office in the state of Oregon, and the address of the registered office may be changed from time to time by the board of directors.

ARTICLE III Members

Section 1. Class of Members. The Corporation shall have two classes of members. The designation of the classes and the qualifications and rights of the members of the classes shall be as hereinafter set forth.

Section 2. Membership. Every Owner of one or more Homesites within Awbrey Glen shall, during the entire period of such Owner's ownership of one or more Homesites within Awbrey Glen, be a member of the Corporation. Such membership shall commence, exist, and continue simply by virtue of such ownership, shall expire automatically upon termination of such ownership, and need not be confirmed or evidenced by any certificate or acceptance of membership.

Section 3. Voting Rights. Voting rights within the Corporation shall be allocated as follows:

(a) Homesites. Except as provided in Section 3(b) with respect to Class B members, Homesites shall be allocated one vote per Homesite.

(b) Classes of Voting Membership. The Corporation shall have two classes of voting membership:

Class A. Class A members shall be all Owners with the exception of the Declarant (except that beginning on the date on which the Class B membership is converted to Class A membership, and thereafter, Class A members shall be all Owners including the Declarant). Class A members shall be entitled to voting rights for each Homesite owned computed in accordance with Section 3(a) above. When more than one person holds an interest in any Homesite, all such persons shall be members. The vote for such Homesite shall be exercised as they among themselves determine, but in no event shall more than one vote be cast with respect to any Homesite.

Class B. The Class B member shall be Declarant and shall be entitled to nine times the voting rights computed under Section 3(b) for each Homesite owned by Declarant. The Class B membership

shall cease and be converted to Class A membership on the happening of either of the following events, whichever occurs earlier:

(i) When seventy-five percent (75%) of the Homesites in the final phase of development of Awbrey Glen have been sold and conveyed to Owners other than Declarant; or

(ii) At such earlier time as Declarant may elect in writing to terminate Class B membership.

Section 4. Suspension of Voting Rights. Voting rights may be suspended in the event of a default in the payment of assessments as provided in the Declaration.

ARTICLE IV Meetings of Members

Section 1. Annual Meeting. An annual meeting of the members shall be held on a date during the month of June and at a time designated by the President in each year, beginning with the year 1993, for the purpose of electing directors and for the transaction of such other business as may come before the meeting. If the day fixed for the annual meeting shall be a legal holiday in the state of Oregon, the meeting shall be held on the next succeeding business day. If the election of directors shall not be held on the day designated here for any annual meeting, or at any adjournment of the annual meeting, the board of directors shall cause the election to be held at a special meeting of the members as soon after as is convenient.

Section 2. Special Meetings. Special meetings of the members may be called by the president, a majority of the board of directors, or members having not less than one-tenth of the total voting rights.

Section 3. Place of Meeting. The board of directors may designate any place within the state of Oregon as the place of meeting for any annual meeting or for any special meeting called by the board of directors. If no designation is made or if a special meeting be otherwise called, the place of meeting shall be the principal office of the Corporation in the state of Oregon.

Section 4. Notice of Meetings. Written or printed notice stating the place, day, and hour of any meeting of members shall be delivered, either personally or by mail, to each member entitled to vote at such meeting, not less than ten nor more than 50 days before the date of such meeting, by or at the direction of the president, or the secretary, or the officers or persons calling the meeting. Each notice shall state the time and place of the meeting and 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, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail addressed to the member at his address as it appears on the records of the Corporation, with postage thereon prepaid. Notice shall also be given to all mortgagees requesting such notice. Mortgagees may designate a representative to attend a meeting called under this section.

Section 5. Informal Action by Members. Any action required by law to be taken at a meeting of the members, or any action which may be taken at a meeting of members, may be taken without a meeting if a consent in writing, setting out the action so taken, shall be signed by all of the members entitled to vote with respect to the subject matter of the action.

Section 6. Quorum. The members holding 25 percent of the votes which may be cast at any meeting shall constitute a quorum at such meeting. If a quorum is not present at any meeting of members, a majority of the members present may adjourn the meeting without further notice.

Section 7. Proxies. At any meeting of members, a member entitled to vote may vote by proxy executed in writing by the member or by his authorized attorney in fact. No proxy shall be valid after 11 months from the date of its execution, unless otherwise provided in the proxy.

Section 8. Voting by Mail. Where directors or officers are to be elected by members or any class or classes of members the election may be conducted by mail in the manner provided in the Oregon Nonprofit Corporation Act.

ARTICLE V Transition

Section 1. Interim Board; Turnover Meeting. Declarant shall have the right to appoint an interim board of three directors or more, who shall serve as the board of directors of the Corporation until replaced by Declarant or their successors have been elected by the members at the turnover meeting described in this section. Declarant shall call a meeting by giving notice to each member as provided in these bylaws for the purpose of turning over administrative responsibility for Awbrey Glen to the Corporation not later than one hundred twenty (120) days after Homesites representing seventy-five percent (75%) of the votes in all phases of Awbrey Glen computed in accordance with Article III Section 3(a) above have been sold and conveyed to members other than Declarant. If Declarant does not call a meeting required by this section within the required time, the Transitional Advisory Committee described in Section 2 below or any member may call a meeting and give notice as required in

this section. At the turnover meeting, the interim directors shall resign and their successors shall be elected by the members and Declarant as provided in the Declaration and these bylaws.

Section 2. Transitional Advisory Committee. Declarant or the members shall form a transitional advisory committee (the "Transitional Advisory Committee") to provide for the transition from administrative responsibility by Declarant of Awbrey Glen to administrative responsibility by the Corporation. Not later than the sixtieth (60th) day after the Declarant has conveyed to members other than Declarant Homesites representing fifty percent (50%) of the votes of all phases in Awbrey Glen computed in accordance with Article III Section 3(a) above, Declarant shall call a meeting of members for the purpose of selecting the Transitional Advisory Committee. The Transitional Advisory Committee shall consist of three or more persons. The members, other than Declarant, shall select two or more members. Declarant may select no more than one committee member. The Transitional Advisory Committee shall have reasonable access to all information and documents which Declarant is required to turn over to the Corporation under ORS 94.616.

(a) Declarant Failure to Call Meeting. A member may call a meeting of members to select the Transitional Advisory Committee if the Declarant fails to do so as provided above.

(b) Members' Failure to Select Committee Members. Notwithstanding the foregoing, if the members do not select members for the Transitional Advisory Committee as described above, Declarant shall have no further obligation to form the Transitional Advisory Committee.

(c) Turnover Meeting. The requirement for formation of a Transitional Advisory Committee shall not apply once the turnover meeting specified in Section 1 above has been held.

Section 3. Declarant Control After Turnover. After the turnover meeting described in Section 1 above, Declarant shall continue to have the voting rights described in Article III Section 3(b). In addition, a majority of the board of directors of the Corporation shall be elected by Declarant, as Class B member, with the balance of the board of directors elected by the Class A members. After termination of Class B membership, all directors shall be elected by the Class A members.

ARTICLE VI Board of Directors

Section 1. General Powers. The affairs of the Corporation shall be managed by its board of directors. Except

for directors appointed by Declarant, directors shall be members of the Corporation.

Section 2. Number, Tenure and Qualifications. The number of directors shall be three. Each director shall hold office until the next annual meeting of members and until his successor shall have been elected and qualified.

Section 3. Regular Meetings. A regular annual meeting of the board of directors shall be held without other notice than this bylaw, immediately after, and at the same place as, the annual meeting of members. The board of directors may provide by resolution the time and place, within the state of Oregon, for the holding of additional regular meetings of the board without other notice than the resolution. All regular and special meetings of the board of directors shall be open to members.

Section 4. Special Meetings. Special meetings of the board of directors may be called by or at the request of the president or any two directors. The persons authorized to call special meetings of the board may fix any place within the state of Oregon as the place for holding any special meeting of the board called by them.

Section 5. Notice. Notice of any special meeting of the board of directors shall be given at least three days previously by written notice delivered personally or sent by mail or telegram to each director at the director's address as shown by the records of the Corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage prepaid. If notice be given by telegram, it shall be deemed to be delivered when the telegram is delivered to the telegraph company. Any director may waive notice of any meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these bylaws. For other than emergency meetings, notice of board of directors meetings shall be posted in a place or places within Awbrey Glen at least three days prior to the meeting, or notice shall be provided by a method otherwise reasonably calculated to inform lot owners of such meetings.

Section 6. Quorum. A majority of the board of directors shall constitute a quorum for the transaction of business at any meeting of the board; but if less than a majority of the directors are present at the meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

Section 7. Manner of Acting. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the board of directors, unless the act of a greater number is required by law or by these bylaws.

Section 8. Vacancies. Any vacancy occurring in the board of directors and any directorship to be filled by reason of an increase in the number of directors, shall be filled by the board of directors. A director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

Section 9. Compensation. Directors as such shall not receive any stated salaries for their services.

Section 10. Informal Action by Directors. Any action required by law to be taken at a meeting of directors, or any action which may be taken at a meeting of directors, may be taken without a meeting if a consent in writing, setting out the action so taken, shall be signed by all of the directors.

Section 11. Emergency Meetings. Emergency meetings of the board of directors may be held without notice if the reason for the emergency is stated in the minutes of the meeting. Only emergency meetings of the board of directors may be conducted by telephonic communication.

Section 12. Power and Responsibility. The board of directors shall have all of the powers and responsibilities of the board of directors of a homeowners association under Chapter 94 of Oregon Revised Statutes, as amended from time to time.

ARTICLE VII Officers

Section 1. Officers. The officers of the Corporation shall be a president, one or more vice presidents (the number to be determined by the board of directors), a secretary, a treasurer, and such other officers as may be elected in accordance with the provisions of this Article VII. The board of directors may elect or appoint the other officers, including one or more assistant secretaries and one or more assistant treasurers, as it shall deem desirable, to have the authority and perform the duties prescribed by the board of directors. Any two or more offices may be held by the same person.

Section 2. Election and Term of Office. The officers of the Corporation shall be elected annually by the board of directors at the regular annual meeting of the board of directors. If the election of officers shall not be held at such meeting, it shall be held as soon thereafter as is convenient. New offices may be created and filled at any meeting of the board of directors. Each officer shall hold office until his successor shall have been elected and shall have qualified.

Section 3. Removal. Any officer elected or appointed by the board of directors may be removed by the board of directors whenever in its judgment the best interests of the Corporation would be served by his or her removal, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

Section 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the board of directors for the unexpired portion of the term.

Section 5. President. The president shall be the principal executive officer of the Corporation and shall in general supervise and control all of the business and affairs of the Corporation. He or she shall preside at all meetings of the members and of the board of directors. He or she may sign, with the secretary or any other proper officer of the Corporation authorized by the board of directors, any deeds, mortgages, bonds, contracts, or other instruments which the board of directors has authorized to be executed, except in cases where the signing and execution shall be expressly delegated by the board of directors or by these bylaws or by statute to some other officer or agent of the Corporation; and in general he shall perform all duties incident to the office of president and such other duties as may be prescribed by the board of directors.

Section 6. Vice President. In the absence of the president or in the event of his inability or refusal to act, the vice president (or in the event there be more than one vice president, the vice presidents in the order of their election) shall perform the duties of the president, and when so acting, shall have all the powers of and be subject to all the restrictions upon the president. Any vice president shall perform such other duties as may be assigned to him by the president or by the board of directors.

Section 7. Treasurer. If required by the board of directors, the treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety as the board of directors shall determine. He shall have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for moneys due and payable to the Corporation from any source, and deposit all such moneys in the name of the Corporation in such banks or other depositories as shall be selected in accordance with the provisions of Article VIII of these bylaws; and in general perform all the duties incident to the office of treasurer and such other duties as may be assigned to him by the president or by the board of directors.

Section 8. Secretary. The secretary shall keep the minutes of the meetings of the members and of the board of

directors in books provided for that purpose; see that all notice are given in accordance with the provisions of these bylaws or as required by law; be custodian of the corporate records of the Corporation; keep a register of the post office address of each member which shall be furnished to the secretary by that member; and in general perform all duties incident to the office of secretary and such other duties as may be assigned by the president or by the board of directors.

Section 9. Assistant Treasurers and Assistant Secretaries. If required by the board of directors, the assistant treasurers shall give bonds for the faithful discharge of their duties in such sums and with such sureties as the board of directors shall determine. The assistant treasurers and assistant secretaries, in general, shall perform the duties assigned to them by the treasurer or the secretary or by the president or the board of directors.

ARTICLE VIII Contracts, Checks, Deposits, and Funds

Section 1. Contracts. The board of directors may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, Etc. All checks, drafts, vouchers, or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by those officers or agents of the Corporation and in a manner as shall be determined by resolution of the board of directors. In the absence of this determination by the board of directors, the instruments shall be signed by the treasurer or an assistant treasurer and countersigned by the president or a vice president of the Corporation.

Section 3. Deposits. All funds of the Corporation shall be deposited to the credit of the Corporation in the banks or other depositaries as the board of directors may select.

Section 4. Gifts. The board of directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Corporation.

ARTICLE IX Books and Records

Section 1. Maintenance of Books and Records. The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its

members, board of directors, and committees having any of the authority of the board of directors, and shall keep at the registered or principal office a record giving the names and addresses of the members entitled to vote. All books and records of the Corporation may be inspected by any member, or his agent or attorney or the mortgagee of any Homesite for any proper purpose at any reasonable time.

Section 2. Distribution of Financial Statements.
Within 90 days after the end of each fiscal year, the board of directors shall distribute to each member and, upon written request, any mortgagee of a Homesite, a copy of the annual financial statement for the Corporation consisting of a balance sheet and income and expense statement for the preceding fiscal year.

ARTICLE X Fiscal Year

The fiscal year of the Corporation shall begin on the first day of January and end on the last day of December in each year.

ARTICLE XI Assessments

The Corporation shall have the authority to impose and collect assessments as provided in Article 10 of the Declaration.

ARTICLE XII Maintenance

The Corporation, through the board of directors, shall be responsible for maintenance upon the Common Areas within Awbrey Glen as provided in Article 9 of the Declaration. The cost of maintenance shall be paid through assessments provided for in Article 10 of the Declaration. The board of directors shall have authority to employ personnel at the expense of the Corporation necessary for the maintenance, upkeep, and repair of the Common Areas within Awbrey Glen.

ARTICLE XIII Insurance

The board of directors shall obtain insurance as required under Chapter 94 of Oregon Revised Statutes. The amount of insurance coverage shall be determined by the board of directors. Members shall not be required to obtain any particular insurance coverage and shall not be precluded from obtaining any particular insurance coverage. Insurance coverage obtained and maintained by the board of directors may not be brought into contribution with insurance obtained by members or their mortgagees.

ARTICLE XIV
Rules and Regulations

Rules and regulations permitted pursuant to Section 8.10 of the Declaration may be adopted by majority vote of the board of directors after notice to the members as required by Article VI Section 5.

ARTICLE XV
Additional Property

If additional property is annexed to Awbrey Glen during a fiscal year, common expenses will be apportioned as provided in the Declaration on the basis of the remaining fraction of the fiscal year during which the property annexed is incorporated into Awbrey Glen.

ARTICLE XVI
Waiver of Notice

Whenever any notice is required to be given under the provisions of the Oregon Nonprofit Corporation Act or under the provisions of the articles of incorporation or the bylaws of the Corporation, a waiver in writing signed by the persons entitled to the notice, whether before or after the time stated there, shall be deemed equivalent to the giving of notice.

ARTICLE XVII
Amendments to Bylaws

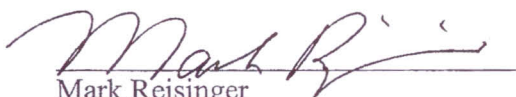
These bylaws may be altered, amended, or repealed and new bylaws may be adopted by a majority vote of the members; provided that no rights of Declarant under these bylaws may be restricted or terminated without Declarant's written consent.

**FIRST AMENDMENT TO THE
BYLAWS
OF
AWBREY GLEN HOMEOWNERS ASSOCIATION, INC.**

Article VI Section 2 of the BYLAWS OF AWBREY GLEN HOMEOWNERS ASSOCIATION, INC. are hereby amended to read as follows:

Number, Tenure and Qualifications. The number of directors shall be five. The two candidates receiving the highest number of votes shall serve until the annual meeting in 2007. The remaining candidates shall serve until the annual meeting in 2005. Thereafter, each director elected shall hold office for a period of four years and until his successor shall have been elected and qualified. The terms shall rotate so that no more than three new members are elected in any one-year period.

The undersigned hereby certifies that the foregoing amendment was duly approved by the members of the Awbrey Glen HomeOwners Association by a proxy vote on July 18, 2003 in accordance with the bylaws of the Awbrey Glen HomeOwners Association and applicable laws governing associations.



Mark Reisinger

President, Awbrey Glen HomeOwners Association, Inc.



Roberta Dyer

Secretary, Awbrey Glen HomeOwners Association, Inc.