

**453877-92 ARTICLES OF INCORPORATION
OF
MARQUAM COMMONS CONDOMINIUMS OWNERS ASSOCIATION**

FILED
AUG 01 2007
OREGON
SECRETARY OF STATE

The undersigned limited liability company, acting as incorporator under the Oregon Non-Profit Corporation Law, adopts the following Articles of Incorporation:

ARTICLE 1

NAME AND DURATION

The name of this corporation is Marquam Commons Condominiums Owners Association (the "Association").

ARTICLE 2

PURPOSES

This corporation is a mutual benefit, membership corporation and is formed under the provisions of the Oregon Condominium Act to serve as the means through which the unit owners may take action with regard to the administration, management and operation of Marquam Commons Condominiums. Marquam Commons Condominiums is a condominium located in the City of Portland, Multnomah County, Oregon, and has been submitted to the Oregon Condominium Act by Declaration Submitting Marquam Commons Condominiums to Condominium Ownership recorded in the Deed Records of Multnomah County, Oregon (the "Declaration"). The definitions contained in or adopted by the Declaration are hereby adopted by reference.

ARTICLE 3

POWERS AND DUTIES

The Association shall exercise and perform all of the powers and obligations granted to the Association by the Oregon Condominium Act, the Declaration and the Bylaws attached to the Declaration, as they may hereafter be amended. In addition, the Association shall have all of the powers and obligations of a nonprofit corporation pursuant to the general nonprofit corporation laws of the State of Oregon.

ARTICLE 4

REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Association is 8614 N. Crawford, Portland, OR 97223, and the name of its initial registered agent who shall be amenable to service of process at such address is Donald Silvey. The principal office and mailing address to which the Office of the Secretary of State may mail notices as required by law is:

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8316 North Lombard, #451
Portland, Oregon 97203

ARTICLE 5

DIRECTORS

The affairs of the Association shall be governed by a board of directors appointed or elected as provided in the Declaration and Bylaws.

ARTICLE 6

INCORPORATOR

The name and address of the incorporator are:

Marquam-Three Pines, LLC
8316 North Lombard, #451
Portland, Oregon 97203

ARTICLE 7

DISSOLUTION

If the Association shall at any time be dissolved, whether inadvertently or deliberately, it shall automatically be succeeded by an unincorporated association of the same name. In that event, all of the property, powers and obligations of the incorporated association existing immediately prior to its dissolution shall thereupon automatically vest in the successor unincorporated association, which vesting shall thereafter be confirmed and evidenced by appropriate conveyances and assignments by the incorporated association. To the greatest extent possible, any such successor unincorporated association shall be governed by the Articles of Incorporation and Bylaws of the incorporated association as if they had been made to constitute the governing documents of the unincorporated association.

ARTICLE 8

MEMBERSHIP AND VOTING RIGHTS

(a) All the unit owners of the Condominium, including Marquam-Three Pines, LLC, and its successors and assigns (the "Declarant"), and the Association itself, to the extent any of these own a unit or units in the condominium, shall be members of the Association. 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.

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(b) Each owner of a Living Unit shall have a vote based on the ratio by which the square footage of the particular Living Unit bears to the total square footage of all Living Units combined; provided, however, that Declarant shall have five times the voting rights otherwise allocable to each such unit owned by Declarant until the earlier of (a) when Declarant has sold and conveyed to a person other than a successor declarant 75 percent or more of the units in the Condominium, or (b) years after the date of the first conveyance of a unit to a person other than a successor declarant. No voting rights shall attach to Parking Units. Declarant shall be entitled to vote as the unit owner of any then existing Living Units retained by Declarant, and the board of directors shall be entitled to vote on behalf of any such unit which has been acquired by or on behalf of the Association; provided, however, that the board of directors shall not be entitled to vote such units in any election of directors. The method of voting shall be as provided in the Bylaws.

ARTICLE 9

AMENDMENT

The provisions hereof may not be amended without the vote of unit owners holding a majority of the voting rights, together with the consent of Declarant and mortgagees to the extent required by the Oregon Condominium Act, the Declaration or the Bylaws. No such amendment may be inconsistent with the Declaration or Bylaws unless such documents are likewise amended as provided therein. In the event of any conflict between the Declaration and these Articles, the Declaration shall prevail.

DATED: April 19, 2007

INCORPORATOR:

MARQUAM-THREE PINES, LLC,
an Oregon limited liability company

By:  _____
Donald Silver, Member