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**ARTICLES OF INCORPORATION OF
OAK RIDGE PLANNED COMMUNITY ASSOCIATION**

We, the undersigned, being natural persons over the age of nineteen (19) years, desiring to form a non-profit corporation pursuant to the Alaska Non-profit Corporation Act, do hereby certify as follows:

**ARTICLE I
NAME**

The name of this corporation is OAK RIDGE PLANNED COMMUNITY ASSOCIATION (hereinafter, "Association").

**ARTICLE II
PURPOSES**

The purposes for which the corporation is formed are as follows:

1. The general and primary purposes are to provide for maintenance, preservation and architectural control and enforcement of covenants, conditions and restrictions of a subdivision located in the Municipality of Anchorage, Alaska, under the terms of the Declaration recorded for Oak Ridge Planned Community.

2. The specific purposes and powers are:

(a) To promote the health, safety and welfare of the owners and residents within said planned community.

(b) To exercise all of the powers and privileges and to perform all of the duties and obligations of the Association arising from the Declaration applicable to the property described above, including architectural review of proposed improvements.

(c) To fix, levy, collect and enforce payment by lawful means, all charges or assessments pursuant to the terms of the Declaration; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association, including all licenses, taxes or governmental charges levied or imposed against the property of the Association.

(d) To have and to exercise any and all powers, rights and privileges which a corporation organized under the non-profit corporation law of the State of Alaska may now or hereafter have or exercise.

(e) To act in the capacity of principal, agent, joint venturer, partner or otherwise.

The foregoing statements of purpose shall be construed as a statement both of purposes and of powers, and purposes and powers in each clause shall not be limited or restricted by reference to or inference from the terms or provisions of any other clause, but shall be broadly construed as independent purposes and powers. Notwithstanding any of the above statements or purposes and powers, the Association shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purposes of the Association.

ARTICLE III **DURATION**

The duration of the Association shall be perpetual.

ARTICLE IV **NON-PROFIT EXISTENCE**

The Association shall be a non-profit corporation, without shares of stock.

ARTICLE V **QUALIFICATION OF MEMBERS**

The authorized number and qualifications of members of the Association, voting and other rights and privileges of members, and their liability for dues and assessments and the method of collection thereof, shall be as set forth in the Bylaws.

ARTICLE VI **REGISTERED OFFICE**

The initial registered office of the corporation shall be located at 6741 E. 10th Avenue, Anchorage, Alaska 99504, attention Anthony Lerma.

ARTICLE VII
REGISTERED AGENT

The initial registered agent of the corporation shall be Anthony Lerma, whose address is the same as the registered office set forth above.

ARTICLE VIII
INITIAL BOARD AND INCORPORATORS

The initial Board of Directors shall consist of three (3) persons, and said number may be changed by a duly adopted provision of or amendment to the Bylaws, except that in no event may the subsequent number of Directors be less than three. The name and address of the persons who shall serve as incorporators and initial Directors until their successors shall be elected and qualified are as follows:

<u>Name</u>	<u>Address</u>
Anthony Lerma	6741 E. 10 th Avenue Anchorage, Alaska 99504
Barbara Lerma	6741 E. 10 th Avenue Anchorage, Alaska 99504
Shiela Halvorson	6741 E. 10 th Avenue Anchorage, Alaska 99504

ARTICLE IX
LIMITATION OF DIRECTORS' LIABILITY

To the full extent permitted by law and subject to the limitations expressly stated in AS 10.20.151(d), no director of this corporation shall have any personal liability to the corporation for monetary damages for any breach or alleged breach of the director's fiduciary duty to the corporation.

ARTICLE X
INDEMNIFICATION

The corporation has the power to indemnify, and to purchase and maintain insurance for its directors, officers, trustees, employees, and other persons and

agents, and (without limiting the generality of the foregoing) shall indemnify its directors, against all liability, judgments, damages, fines, settlements and expenses arising from or in connection with service for, employment by, or other affiliation with this corporation or other firms or entities to the maximum extent permitted by law.

ARTICLE XI

AMENDMENT TO ARTICLES AND BYLAWS

1. Amendment of these Articles shall require the consent of at least sixty-six and two-thirds percent (66-2/3%) of the Unit Owners' vote as defined in the Bylaws. Amendment of the Bylaws to be adopted hereunder shall be accomplished by the consent of not less than fifty percent (50%) of the Unit Owners' vote of the Unit Owners present at a meeting at which a quorum is present, as defined in the Bylaws.

2. Annexation of additional properties, mergers and consolidations, mortgaging of the Common Elements, dissolution and amendment to these Articles will require the approval of HUD/VA, so long as Declarant is in control of the Association.

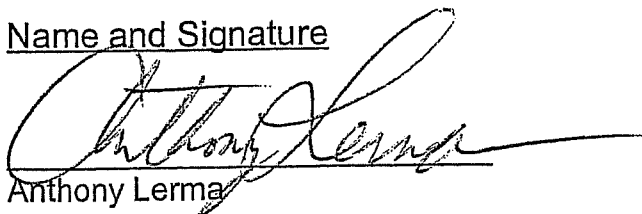
ARTICLE XII

DISTRIBUTION OF ASSETS

In the event the Association is dissolved or liquidated as provided by law, the assets, if any, and excepting if possible the Common Elements, shall be dedicated to a public body, or conveyed to a nonprofit organization. Assets for which this dedication or conveyance is not possible will be distributed to each Unit Owner in the same percentage that that Unit Owner's membership constitutes in the Association.

IN WITNESS WHEREOF, the undersigned have hereunto set their hands and in the execution of these Articles of Incorporation, in duplicate, this 1st day of October, 2003.

Name and Signature


Anthony Lerma

Address

6741 E. 10th Avenue
Anchorage, Alaska 99504

Barbara Lerma
Barbara Lerma

6741 E. 10th Avenue
Anchorage, Alaska 99504

Shiela Halvorson
Shiela Halvorson

6741 E. 10th Avenue
Anchorage, Alaska 99504

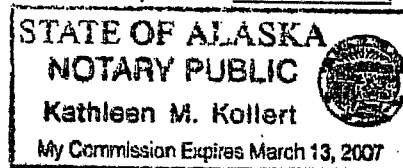
STATE OF ALASKA)
) ss.
THIRD JUDICIAL DISTRICT)

On this 1st day of October, 2003, before me, the undersigned, a Notary Public in and for the State of Alaska, personally appeared **ANTHONY LERMA**, to me known and known to me to be the person named in the foregoing, and he acknowledged to me that he executed the same freely and voluntarily for the uses and purposes therein mentioned.

WITNESS my hand and official seal the day and year first above written.

Kathleen M. Kollert
Notary Public in and for Alaska
My Commission Expires: 3-13-07

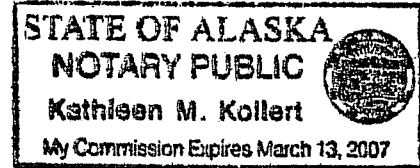
STATE OF ALASKA)
) ss.
THIRD JUDICIAL DISTRICT)



On this 2nd day of October, 2003, before me, the undersigned, a Notary Public in and for the State of Alaska, personally appeared **BARBARA LERMA**, to me known and known to me to be the person named in the foregoing, and she acknowledged to me that she executed the same freely and voluntarily for the uses and purposes therein mentioned.

WITNESS my hand and official seal the day and year first above written.

Kathleen M. Kollert
Notary Public in and for Alaska
My Commission Expires: 3-13-07



STATE OF ALASKA)
) ss.
THIRD JUDICIAL DISTRICT)

On this 1st day of October, 2003, before me, the undersigned, a Notary Public in and for the State of Alaska, personally appeared **SHIELA HALVORSON**, to me known and known to me to be the person named in the foregoing, and she acknowledged to me that she executed the same freely and voluntarily for the uses and purposes therein mentioned.

WITNESS my hand and official seal the day and year first above written.

Kathleen M. Kollert
Notary Public in and for Alaska
My Commission Expires: 3-13-07

