

BYLAWS OF
WAPITI NEIGHBORS
An Oregon Domestic Business C-Corporation

ARTICLE I. OFFICES

Section 1.1 Principal Office. The principal office of the corporation in the state of Oregon shall be located at 64550 Wapiti Lane, Meacham, Oregon 97859. The corporation may have such other offices, either within or without the state of Oregon, as the board of directors may designate or as the business of the corporation may from time to time require.

Section 1.2 Registered Office. The registered office of the corporation shall be located at 64550 Wapiti Lane, Meacham, Oregon 97859, or as it may be changed from time to time by the board of directors.

ARTICLE II. MEMBERS

Section 2.1 Annual Meetings. The annual meeting of the members shall be held at such hour and on such day during the month of June or July of each year as the President may designate, or if the President shall fail to designate a date by the first day of July, then at 7:00 o'clock P.M. on the fourth Tuesday of July. If the day fixed for the annual meeting shall be a legal holiday in the state of Oregon, such meeting shall be held on the next succeeding business day. Failure to hold the annual meeting at the designated time shall not work a forfeiture or dissolution of the corporation.

Section 2.2 Failure to Hold Annual Meeting. If the annual meeting is not held at the designated time, the president or the board of directors may call the annual meeting at a time fixed by them not more than 60 days after such designated time by proper notice designating the meeting as the annual meeting. If the annual meeting is not held at the designated time or during the 60-day period thereafter, the annual meeting may be called by the holders of not less than 50% of all the membership interests entitled to vote at the meeting. In such event, notice shall be given not more than 15 days after the expiration of such 60-day period. Such notice shall fix the time of the meeting at the earliest date permissible under the applicable notice requirements.

Section 2.3 Special Meetings. Special meetings of the members, for any purpose or purposes, unless otherwise prescribed by statute, may be called by the president or by the board of directors, and shall be called by the president at the request of the stockholders of not less than 50% of all the membership interests of the corporation entitled to vote at the meeting.

Section 2.4 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. A waiver of notice signed by all members entitled to vote at a

meeting may designate any place, either within or without the state of Oregon, as the place for holding of such meeting. If no designation is made, or if a special meeting is otherwise called, the place of meeting shall be at the principal office of the corporation in the state of Oregon.

Section 2.5 Notice of Meeting. Written notice stating the place, day and hour of the meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not fewer than 30 nor more than 60 days before the date of the meeting, either personally or by mail, by or at the direction of the president, the secretary, or the persons calling the meeting, to each member of record entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the member's address as it appears on the stock transfer books of the corporation, with first class postage paid.

Section 2.6 Closing of Transfer Books or Fixing of Record Date. For the purpose of determining members entitled to notice of, or to vote at, any meeting of members or any adjournment of such meeting, or in order to make a determination of members for any other proper purpose, the board of directors of the corporation may provide that the membership interest books shall be closed for a stated period but not to exceed 50 days. If the membership interest books shall be closed for the purpose of determining members entitled to notice of, or to vote at, a meeting of members, such books shall be closed for at least 10 days immediately preceding such meeting. In lieu of closing the membership interest books, the board of directors may fix in advance a date as the record date for any such determination of members, such date in any case to be not more than 50 days and, in case of a meeting of members, not fewer than 10 days prior to the date on which the particular action requiring such determination of members is to be taken. If the membership interest books are not closed and no record date is fixed for the determination of members entitled to notice of, or to vote at, a meeting of members, the date on which notice of the meeting is mailed shall be the record date for such determination of members. When a determination of members entitled to vote at any meeting of members has been made as provided in this section, such determination shall apply to any adjournment of such meeting.

Section 2.7 Voting Record. The officer or agent having charge of any books of the corporation shall make, at least 10 days before each meeting of members, a complete record of the members entitled to vote at such meeting, or any adjournment of such meeting, arranged in alphabetical order, with the address of and the number of membership interests held by each, which record, for a period of 10 days prior to such meeting, shall be kept on file at the registered office of the corporation, and shall be subject to inspection by any member at any time during usual business hours. Such record shall also be produced and kept open at the time and place of the meeting, and shall be subject to the inspection of any member during the whole time of the meeting. The original membership interest books shall be prima facie evidence as to who are the members entitled to examine such record or transfer books, or to vote at any meeting of members.

Section 2.8 Quorum. A majority of the outstanding membership interests of the corporation entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of members. If less than a majority of the outstanding membership interests are represented at a meeting, a majority of the membership interests so represented may adjourn the meeting from time to time without further notice until a quorum is present or represented. At such adjourned meeting during which a quorum shall be present or represented, any business may be transacted which might have been transacted at the meeting as originally noticed. The members present at a duly organized meeting may continue to transact business until adjournment, notwithstanding the withdrawal of enough members to leave fewer than a quorum.

Section 2.9 Proxies. At all meetings of members, a member may vote in person, by proxy executed in writing by the member, or by the member's duly authorized attorney-in-fact. Such proxy shall be filed with the secretary of the corporation before, or at the time of, the meeting. No proxy shall be valid after 11 months from the date of its execution, unless otherwise provided in the proxy.

Section 2.10 Voting of Membership Interests. The legal owner of each parcel of real property located within the district, as described in Exhibit A attached, shall be the owner of one membership interest to be attributed to each such parcel owned, and shall be entitled to one member vote as to each such parcel owned. Where parcels are owned by more than one individual or entity, the membership voting interest for such a parcel shall be fractionalized in proportion to the ownership percentage interest of each owner. In lieu of fractionalized membership interests for voting purposes, multiple owners of a single parcel may designate in writing one of such owners to exercise the entire voting interest for that parcel. Each outstanding membership interest entitled to vote shall be entitled to one vote upon each matter submitted to a vote at a meeting of members, except as otherwise provided in the articles of incorporation. The vote of the holders of a majority of the membership interests present and entitled to vote at any duly organized meeting shall decide any question unless the vote of a greater number shall be required by law or the articles of incorporation.

Section 2.11 Informal Action of Members. Any action required to be taken at a meeting of the members, or any other action which may be taken at a meeting of the members, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all members entitled to vote with respect to the subject matter of the action.

ARTICLE III. BOARD OF DIRECTORS

Section 3.1 General Powers. The business and affairs of the corporation shall be managed by its board of directors.

Section 3.2 Number, Tenure and Qualifications. The number of directors of the corporation shall at least three and not more than six, as set forth in the Articles of Incorporation, and shall serve staggered terms of either 2 to 3 years as deemed necessary by

the current board of directors, in order to prevent a sudden vacancy of all board positions in the same year. The members shall thereafter elect new directors for any upcoming vacancies at the subsequent annual meeting. Each director shall hold office until the next annual meeting of members upon their terms completion and until the director's successor shall have been duly elected and qualified. Directors must hold a membership interest in the corporation in order to serve. When a legal entity is a member of the corporation, any person who holds an ownership interest in the entity shall be eligible to serve as a director. In the election of directors, each member shall be entitled to cast one vote for each parcel owned by the member for each director position. The eligible candidates receiving the greatest number of votes for each director position shall be elected.

Section 3.3 Regular meetings. A regular 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, either within or without the state of Oregon, for the holding of additional regular meetings without other notice than such resolution.

Section 3.4 Special Meetings. Special meetings of the board of directors may be called by, or at the request of, the president or any director. The person or persons authorized to call special meetings of the board of directors may fix any place, either within or without the state of Oregon, as the place for holding any special meeting of the board of directors called by him, her or them.

Section 3.5 Telephone Conference Meeting. Any regular or special meeting of the board of directors may be by means of conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other. Participations in such meeting shall constitute presence in person at the meeting.

Section 3.6 Notice of Meeting. Notice of any special meeting shall be given at least ten (10) days prior to such meeting by written notice delivered personally or mailed to each director at the director's business address, or by telegram. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with first class postage paid. If notice is given by telegram, such notice 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 a 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 purposes of, any regular or special meeting of the board of directors need be specified in the notice or waiver of notice of such meeting.

Section 3.7 Quorum. A majority of the number of directors fixed by section 3.2 of this article III shall constitute a quorum for the transaction of business at any meeting of the board of directors. If less than a majority is present at a meeting, the director or directors present may adjourn the meeting from time to time without further notice. If a director holds an ownership

interest in more than one entity members, such director shall be entitled to cast a vote for each entity such director has an ownership interest, not to exceed one director vote per entity.

Section 3.8 Manner of Acting. The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the board of directors. In the event the board is deadlocked as to a particular action, the members shall decide the appropriate course of action at a special meeting called for that purpose.

Section 3.9 Removal. All or any number of the directors may be removed with or without cause, at a special meeting of members called for that purpose, by a vote of the majority of the membership interests then entitled to vote at an election of directors.

Section 3.10 Vacancies. Any vacancy occurring in the board of directors may be filled by the affirmative vote of a majority of the remaining directors, even though less than a quorum of the board of directors, or by a sole remaining director. A director elected to fill a vacancy shall be elected for the unexpired term of the director's predecessor in office. Any directorship to be filled by reason of an increase in the number of directors shall be filled by election at an annual meeting or at a special meeting of members called for that purpose, unless otherwise provided in the articles of incorporation.

Section 3.11 Compensation. By resolution of the board of directors, each director may be paid the director's expenses, if any, of attendance at each meeting of the board of directors.

Section 3.12 Presumption of Assent. A director of the corporation who is present at a meeting of the board of directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken, unless the director's dissent shall be entered in the minutes of the meeting, or unless the director shall file his or her written dissent to the action with the person acting as the secretary of the meeting before the adjournment of the meeting, or unless the director shall forward such dissent by registered mail to the secretary of the corporation immediately after the adjournment of the meeting. Such right of dissent shall not apply to a director who voted in favor of such action.

Section 3.13 Action Without a Meeting. Any action that may be taken at a meeting of the directors may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all directors.

ARTICLE IV. OFFICERS

Section 4.1 Number. The officers of the corporation shall be a president, a secretary, and a treasurer, to serve a term of 2 or 3 years at the discretion of the current board of directors until the next annual meeting, in which their terms expire. Thereafter, officers shall be elected by the voting members.

Section 4.2 Election and Term of Office. The officers of the corporation to be elected by the members shall be elected as the previous officers positions expire by the members at the annual meeting of the members. If the election of the officers shall not be held at such meeting, such election shall be held as soon thereafter as may be convenient. Each officer shall hold office until his or her successor shall have been duly elected and shall have qualified, or until the officer's death, or until the officer shall resign, or shall have been removed in the manner provided in section 4.3 of this article IV.

Section 4.3 Removal. Any officer or agent may be removed by the board of directors whenever in its judgment the best interests of the corporation will be served by such removal, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer or agent shall not of itself create contract rights.

Section 4.4 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 4.5 President. The president shall be the principal executive officer of the corporation and, subject to the control of the board of directors, shall in general supervise and control all the business and affairs of the corporation. The president shall, when present, preside at all meetings of the members and of the board of directors. The president may sign, with the secretary, or any other proper officer of the corporation so authorized by the board of directors, certificates of membership interests of the corporation and any deeds, mortgages, bonds, contract, or other instruments which the board of directors has authorized to be executed, except in cases where the signing and executing of any of the same shall be expressly delegated by the board of directors or by these bylaws to some other officer or agent of the corporation, or shall be required by law to be otherwise signed or executed. The president shall, in general, perform all duties incident to the office of the president and such other duties as may be prescribed by the board of directors from time to time.

Section 4.6 Secretary. The secretary shall (1) keep the minutes of the proceedings of the members and of the board of directors in one or more books provided for that purpose; (2) see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; (3) be custodian of the corporate records and of the seal of the corporation, and see that the seal of the corporation is affixed to all documents the executing of which on behalf of the corporation under its seal is duly authorized; (4) keep a register of the mailing address of each member, which shall be furnished to the secretary by such member; (5) have general charge of the membership interest books of the corporation; (6) in general perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to him or her by the president or by the board of directors.

Section 4.7 Treasurer . The treasurer shall (1) have charge and custody of, and be responsible for, all funds and securities of the corporation; (2) 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 bonds, trust companies, or other depositories as shall be

selected in accordance with the provisions of article VI of these bylaws; and (3) in general perform all duties incident to the office of treasurer and such other duties as from time to time may be assigned to him or her by the president or by the board of directors. If required by the board of directors, the treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the board of directors shall determine.

ARTICLE V. RECORDS OF MEMBERSHIP INTERESTS AND THEIR TRANSFER

Section 5.1 Membership interests. Records of membership interests of the corporation may be in such form as shall be determined by the board of directors. Such records shall be based upon ownership of the parcels listed in Exhibit A, as shown in the Deed Records of Umatilla County, Oregon, and these bylaws.

Section 5.2 Transfer of Membership interests. Transfer of membership interests of the corporation shall occur upon transfer of any of the parcels described in Exhibit A.

ARTICLE VI. CONTRACTS, LOANS, CHECKS AND DEPOSITS

Section 6.1 Contracts. The board of directors may authorize any officer, officers, agent, or agents 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 6.2 Loans. No loans shall be contracted on behalf of the corporation and no evidences of indebtedness shall be issued in its name, unless authorized by a resolution of the board of directors. Such authority may be general or confined to specific instances.

Section 6.3 Checks, Drafts, etc. All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the corporation, shall be signed by such officers, officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the board of directors.

Section 6.4 Deposits. All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the board of directors may select.

ARTICLE VII. SEAL

The board of directors may provide a corporate seal which shall be circular in form and have inscribed on it the name of the corporation, the state of incorporation, and the words (Corporate Seal.)

ARTICLE VIII. WAIVER OF NOTICE

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

ARTICLE IX. AMENDMENTS

These bylaws may be altered, amended or repealed, and new bylaws may be adopted by the board of directors by a majority vote of the full board of directors at any regular or special meeting, subject to repeal or change by action of the members.

WAPITI NEIGHBORS, an Oregon corporation.

Robert Scaplehorn, Secretary