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**REVISED AMENDMENT OF THE DECLARATION OF CONDOMINIUM PROPERTY  
REGIME OF KALELE KAI AND BY-LAWS OF THE ASSOCIATION OF OWNERS OF  
KALELE KAI ADOPTING HAWAII REVISED STATUTES CHAPTER 514B**

WHEREAS, by Declaration of Condominium Property Regime (hereinafter referred to as, "Declaration") recorded at the Bureau of Conveyances of the State of Hawaii (hereinafter referred to as the "Bureau") as Document No. 93-087469 (Condominium Map No. 1865), Kapalele Associates, a Hawaii limited partnership, as developer and lessee under that certain Lease No. 28587 dated October 9, 1990 issued by the Trustees of the Estate of Bernice Pauahi Bishop and recorded at said Bureau as Document No. 90-158696, did submit the property described in said Declaration to the

provisions of the Condominium Property Act, Chapter 514A, Hawaii Revised Statutes, as amended;

WHEREAS the Bylaws of the Association (hereinafter referred to as, "Bylaws") were recorded at the State of Hawaii Bureau of Conveyances on June 1, 1993, as Document No. 93-87470;

WHEREAS, H. R. S. §514B-23 provides the declaration, bylaws, condominium map, or other constituent documents of any condominium created before July 1, 2006 may be amended to achieve any result permitted by this Chapter, regardless of what applicable law provided before July 1, 2006, and further provides that an amendment to the declaration, bylaws, condominium map or other constituent documents authorized by this section may be adopted by the vote or written consent of a majority of owners;

WHEREAS, more than a majority of owners have granted their written consent to amend the Declaration and By-Laws so as to permit the Association to achieve any result permitted by Hawaii Revised Statutes Chapter 514B;

WHEREAS on May 1, 2007, the Amendment of the Declaration of Condominium Property Regime of Kalele Kai and By-Laws of the Association of Owners of Kalele Kai Adopting Hawaii Revised Statutes Chapter 514B was recorded with the Bureau of Conveyances of the State of Hawaii as Document No. 2007-078217;

WHEREAS said Amendment of the Declaration of Condominium Property Regime of Kalele Kai and By-Laws of the Association of Owners of Kalele Kai Adopting Hawaii Revised Statutes Chapter 514B was recorded on May 1, 2007, with the Bureau

of Conveyances of the State of Hawaii as Document No. 2007-078217, erroneously failed to specifically reference owners' approval of reduction of the percentage of owners of the common interest required to amend the Declaration from seventy-five percent (75%) to sixty-seven percent (67%);

NOW, THEREFORE, this Revised Amendment of the Declaration of Condominium Property Regime of Kalele Kai and By-Laws of the Association of Owners of Kalele Kai Adopting Hawaii Revised Statutes Chapter 514B, shall supercede the Amendment of the Declaration of Condominium Property Regime of Kalele Kai and By-Laws of the Association of Owners of Kalele Kai Adopting Hawaii Revised Statutes Chapter 514B recorded on May 1, 2007, with the Bureau of Conveyances of the State of Hawaii as Document No. 2007-078217;

THEREFORE, the Declaration and By-Laws are hereby amended to permit the Association to achieve any result permitted by Hawaii Revised Statutes Chapter 514B;

Further, in accordance with Hawaii Revised Statutes §514B-32(a)(11), Paragraph 19 of the Declaration is hereby amended to read as follows:

19. Amendment of Declaration. Except as otherwise provided herein or in the Act, this Declaration may be amended by an affirmative vote or written consent of sixty-seven percent (67%) of the owners, effective only upon recording of an instrument setting forth such amendment and vote, duly executed by such owners or by the proper officers of the Association; provided, however, that at any time prior to the issuance of the final public report by the Real Estate Commission of the State of Hawaii, the Developer may amend this Declaration and the Bylaws in any manner. Notwithstanding the foregoing and notwithstanding the sale and conveyance of any of the condominium units, the Developer may amend this Declaration (including the Bylaws and when applicable, the Condominium Map) (a) by filing the "as built" verified statement (with plans, if applicable) required by Section 514A-12 of the Act, (i) so long as such statement is merely a verified statement of a registered architect or professional engineer

certifying that the final plans theretofore filed fully and accurately depict the layout, location, condominium unit numbers and dimensions of the condominium units as built, or (ii) so long as any plans filed therewith involve only immaterial changes to the layout, location, condominium unit numbers or dimensions of the condominium units as built; and (b) by filing any change or amendment required by an administrative agency of any state, territory, possession or foreign country or other foreign jurisdiction or a mortgagee of a condominium unit as a condition precedent to marketing the Project therein.

In all other respects, the Declaration and By-laws, as amended, are hereby ratified and confirmed, shall be binding upon and inure to the benefit of the parties to it and their respective successors and permitted assigns, and shall remain unchanged by reason of this amendment except as specifically set forth herein. The undersigned officers of the Association hereby certify that the Amendment described herein was adopted with the written consent and/or vote of more than a majority of the owners entitled to vote.

Signed this 14 day of April, 2009.

ASSOCIATION OF OWNERS OF KALELE KAI,  
a Hawaii non-profit corporation

By Bernard R. Oakes  
Printed Name BERNARD R. OAKES  
Its President

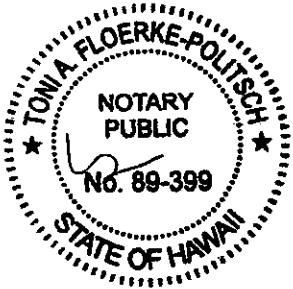
By Colin K. Kurata  
Printed Name COLIN K. KURATA  
Its Secretary

NOTARY ACKNOWLEDGMENT AND CERTIFICATION

STATE OF HAWAII )  
 ) SS.  
CITY AND COUNTY OF HONOLULU )

On this 14 day of April, 2009, before me personally appeared Bradford R. Oakes, to me known to be the person described in and who executed the foregoing instrument, and did say that [s]he is the President of the ASSOCIATION OF OWNERS OF KALELE KAI, a condominium association; and acknowledged that [s]he executed the same as his/her free act and deed of and by authority of the Board of Directors of the ASSOCIATION OF OWNERS OF KALELE KAI.

This REVISED AMENDMENT OF THE DECLARATION OF CONDOMINIUM PROPERTY REGIME OF KALELE KAI AND BY-LAWS OF THE ASSOCIATION OF OWNERS OF KALELE KAI ADOPTING HAWAII REVISED STATUTES CHAPTER 514B consisting of 6 pages, dated 4/1, 2009, was subscribed and sworn to before me on 4/1, 2009, in the First Judicial Circuit of the State of Hawaii.



[Signature]  
Notary Public, State of Hawaii

Toni Floerke-Politsch  
Printed Name of Notary  
My commission expires: 7/19/09

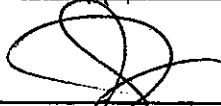
STATE OF HAWAII

CITY AND COUNTY OF HONOLULU

)  
) SS.  
)

On this 19 day of April, 2009, before me personally appeared Colin K. Kurata, to me known to be the person described in and who executed the foregoing instrument, and did say that [s]he is the Secretary of the ASSOCIATION OF OWNERS OF KALELE KAI, a condominium association; and acknowledged that [s]he executed the same as his/her free act and deed of and by authority of the Board of Directors of the ASSOCIATION OF OWNERS OF KALELE KAI.

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Notary Public, State of Hawaii

Toni Floerke-Politsch

Printed Name of Notary

My commission expires: 7/19/09

