

1521 Articles of Inc.

Nonrefundable filing fee: \$50.00
Submit Original and One True Copy

DOMESTIC NONPROFIT

STATE OF HAWAII
DEPARTMENT OF COMMERCE AND CONSUMER AFFAIRS
Business Registration Division
1010 Richards Street
Mailing Address: P.O. Box 40, Honolulu, Hawaii 96810

AUG 28 1996
10:30 A.M. ML

ARTICLES OF INCORPORATION
(Section 415B-34, Hawaii Revised Statutes)

105700 DJ

PLEASE TYPE OR PRINT LEGIBLY IN BLACK INK:

854 00030170	13- 9/09/96	50.00
801 00030171	13- 9/09/96	50.00

The undersigned, desiring to form a nonprofit corporation under the laws of the state of Hawaii, certify as follows:

I

The name of the corporation shall be: Association of Owners of Kalele Kai

II

The address of the corporation's initial office is (provide street address): _____

One Keahole Place, Honolulu, Hawaii 96825

III

The period of its duration is perpetual.

IV

DEPARTMENT OF COMMERCE AND CONSUMER AFFAIRS STATE OF HAWAII Filed on <u>AUGUST 28, 1996</u>

Section 1. The purpose(s) for which the corporation is organized:

To operate, manage and administer the affairs of the Association of Owners

of Kalele Kai

and, the transaction of any or all lawful activities for which nonprofit corporations may be incorporated under Chapter 415B, Hawaii Revised Statutes.

Section 2. And in furtherance of said purposes, the corporation shall have all powers, rights, privileges and immunities, and shall be subject to all of the liabilities conferred or imposed by law upon corporations of this nature, and shall be subject to and have all the benefits of all general laws with respect to corporations.

B13 (Fee)
B23 (Certification)

12/12/96

The number of directors shall be not less than three (3). The number of directors constituting the initial Board of Directors is nine (9). The following are the names and residence street addresses of the initial directors:

Directors (must be individuals)

<u>Name</u>	<u>Residence Street Address (number, street, city, state, zip code)</u>
1. <u>Richard Matti</u>	<u>One Keahole Place #1202, Honolulu, HI 96825</u>
2. <u>James Propotnick</u>	<u>One Keahole Place #2412, Honolulu, HI 96825</u>
3. <u>Steve Hirano</u>	<u>One Keahole Place #1102, Honolulu, HI 96825</u>
4. <u>Raelene Balidoy</u>	<u>One Keahole Place #1605, Honolulu, HI 96825</u>
5. <u>Colin Kurata</u>	<u>One Keahole Place #3310, Honolulu, HI 96825</u>
6. <u>Craig Nagano</u>	<u>One Keahole Place #1218, Honolulu, HI 96825</u>
7. <u>Jeanne Omaye</u>	<u>1260 Ekaha Avenue, Honolulu, HI 96816</u>
8. <u>Kevin Showe</u>	<u>One Keahole Place #TH101, Honolulu, HI 96825</u>
9. <u>Jeff Stone</u>	<u>One Keahole Place #TH110, Honolulu, HI 96825</u>

VI

The officers of the corporation shall consist of a President, Vice-President, Secretary, and Treasurer. The Board may appoint such other officers as in its judgment may be necessary. The following are the names and residence street addresses of the initial officers:

Officers (must be individuals)

<u>Name</u>	<u>Residence Street Address (number, street, city, state, zip code)</u>
President <u>Richard Matti</u>	<u>One Keahole Place #1202, Honolulu, HI 96825</u>
Vice President <u>James Propotnick</u>	<u>One Keahole Place #2412, Honolulu, HI 96825</u>
Secretary <u>Steve Hirano</u>	<u>One Keahole Place #1102, Honolulu, HI 96825</u>
Treasurer <u>Raelene Balidoy</u>	<u>One Keahole Place #1605, Honolulu, HI 96825</u>

VII

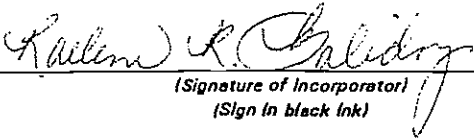
- The corporation has members.
- the corporation has no members.

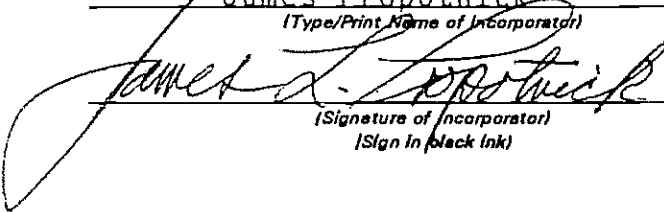
VIII

The corporation is nonprofit in nature, and shall not authorize or issue shares of stock. No dividends shall be paid and no part of the income or profit of the corporation shall be distributed to its members, directors, or officers, except for services actually rendered to the corporation, and except upon liquidation of its property in case of corporate dissolution.

We certify under the penalties of Section 415B-158, Hawaii Revised Statutes, that we have read the above statements and that the same are true and correct.

Witness our hands this 30th day of JULY, 1996.

Raelene Balidoy
 (Type/Print Name of Incorporator)

 (Signature of Incorporator)
 (Sign in black ink)

James Propotnick
 (Type/Print Name of Incorporator)

 (Signature of Incorporator)
 (Sign in black ink)

STATE OF HAWAII
DEPARTMENT OF COMMERCE AND CONSUMER AFFAIRS
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INFORMATION FOR DOMESTIC NONPROFIT CORPORATIONS

Account Books and Records

Section 415B-45 provides that each corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of its members, board of directors, and any committee having any of the authority of the board of directors; and shall keep at its registered office or principal office in this State, a record of the names and addresses of its members entitled to vote. All books and records of a corporation may be inspected by any member or member's agent or attorney, for any proper purpose, at any reasonable time.

Annual Report

Section 415B-11 provides that every nonprofit corporation, shall deliver to the director for filing, an annual report. Section 415B-12 provides that such report shall reflect the state of affairs of the corporation as of December 31 of the year preceding the year of filing. The annual report shall be delivered to the director for filing between January 1 and March 31 of each year. However, the first annual report of a domestic nonprofit corporation shall be filed between January 1 and March 31 of the year next succeeding the calendar year in which its articles of incorporation were filed by the director. A \$5.00 fee must be paid upon filing the report.

The annual report forms will be mailed to all corporations in January of each year and, in order to assure receipt of the same, this department shall be notified in writing of any change of address. The notification must be signed by a corporate officer and his corporate title stated below his signature.

Failure to file the report within the prescribed time will subject the corporation to a penalty of \$25. If the annual reports are not filed for a period of two years, the corporation may be involuntarily dissolved by the director pursuant to the provisions of Section 415B-97.

ByLaws

Section 415B-41 provides that the initial bylaws of a corporation shall be adopted by its board of directors. The power to alter, amend, or repeal the bylaws or adopt new bylaws shall be vested in the board of directors unless otherwise provided in the articles of incorporation or the bylaws.

CERTIFICATE OF ADOPTION OF
RESOLUTION OF THE BOARD OF DIRECTORS OF THE
ASSOCIATION OF OWNERS OF KALELE KAI

WHEREAS, by Declaration of Condominium Property Regime of Kalele Kai dated May 20, 1993, recorded at the Bureau of Conveyances of the State of Hawaii (hereinafter referred to as the "Bureau") as Document No. 93-087469, 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 (hereinafter referred to as the "Trustees"), did submit the property described in said Declaration to the provisions of the Condominium Property Act, Chapter 514A, Hawaii Revised Statutes, as amended;

WHEREAS, said Declaration of Condominium Property Regime, as amended (hereinafter referred to as the "Declaration"), provided for the organization of the Association of Owners of Kalele Kai (hereinafter referred to as the "Association");

WHEREAS, said Association is governed by Bylaws recorded at the Bureau as Document No. 93-087470;

WHEREAS, Article VII, Section 7.7 of said Bylaws provides:

Section 7.7 Association May Incorporate. All of the rights, powers, obligations and duties of the Association imposed hereunder may be exercised and enforced by a non-profit membership corporation, formed under the laws of the State of Hawaii for the purposes herein set forth by the Association. Said corporation shall be formed upon the written approval of a majority of the voting owners. The formation of said corporation shall in no way alter the terms, covenants and conditions set forth herein and the Articles and Bylaws of said corporation shall be subordinated hereto and controlled

hereby. Any action taken by said corporation which said action is in violation of any or all of the terms, covenants or conditions contained herein shall be void and of no effect. (emphasis added.)

WHEREAS, in accordance with Article VII, Section 7.7 of the Bylaws, the owners of apartments to which are appurtenant more than fifty percent (50%) of the common interest gave their written consent and approval to the incorporation of the Association;

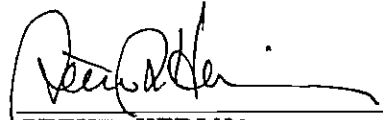
NOW THEREFORE, the Board of Directors of the Association adopts the following resolutions:

1. RESOLVED, that Raelene Balidoy and James Propotnick are appointed as the incorporators to form a nonprofit corporation under the laws of the State of Hawaii to be known as the Association of Owners of Kalele Kai;
2. RESOLVED, that the Articles of Incorporation attached hereto are approved;
3. RESOLVED, that the following persons shall be the initial directors and officers of the Association, as incorporated;
 - a. DIRECTORS
 - i. Richard Matti
 - ii. James Propotnick
 - iii. Steve Hirano
 - iv. Raelene Balidoy
 - v. Colin Kurata
 - vi. Craig Nagano
 - vii. Jeanne Omaye
 - viii. Kevin Showe
 - ix. Jeff Stone
 - b. OFFICERS
 - i. President: Richard Matti
 - ii. Vice President: James Propotnick
 - iii. Secretary: Steve Hirano
 - iv. Treasurer: Raelene Balidoy
4. RESOLVED that the incorporators are authorized to sign the Articles of Incorporation on behalf of the Association.

5. RESOLVED, that M. Anne Anderson, Esq., the attorney for the Association is directed to file or cause to be filed the Articles of Incorporation with the Department of Commerce and Consumer Affairs of the State of Hawaii.
6. RESOLVED, that the effective date of the incorporation of the Association shall be as of the date of the filing of the Articles of Incorporation with the Department of Commerce and Consumer Affairs of the State of Hawaii.
7. RESOLVED, that the Association shall continue at all times be governed by the Declaration and Bylaws referred to herein as said Declaration and Bylaws have heretofore been amended and/or restated and may hereafter be amended and/or restated, from time to time. RESOLVED FURTHER that said Bylaws referred to herein, as heretofore and hereafter amended and/or restated, shall be the Bylaws of the Association, as incorporated.
8. RESOLVED, that the corporation shall have no corporate seal.

IN WITNESS WHEREOF, the undersigned, being the Secretary of the Association, certifies that the foregoing resolutions were adopted by the Board of Directors of the Association.

Dated: July 30, 1996.



STEVE HIRANO
Secretary

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