



FILED 01/26/2023 09:43 AM
Business Registration Division
DEPT. OF COMMERCE AND
CONSUMER AFFAIRS
State of Hawaii

STATE OF HAWAII
DEPARTMENT OF COMMERCE AND CONSUMER AFFAIRS
Business Registration Division
335 Merchant Street
Mailing Address: P.O. Box 40, Honolulu, Hawaii 96810
Phone No. (808) 586-2727

AMENDED AND RESTATED ARTICLES OF INCORPORATION

(Section 414D-184, Hawaii Revised Statutes)

PLEASE TYPE OR PRINT LEGIBLY IN BLACK INK

The undersigned, duly authorized officers of the corporation submitting these Amended and Restated Articles of Incorporation, certify as follows:

207899D2

1. The name of the corporation is:

KAILAPA COMMUNITY ASSOCIATION

2. The Amended and Restated Articles of Incorporation adopted is attached.

3. The Amended and Restated Articles of Incorporation was adopted on: 12/15/2022

(Month Day Year)

(Check one)

☐ at a meeting of the *members*:

Designation (class) Of membership	Total Number of Memberships (votes) outstanding	Total Number of Votes Entitled to be Cast By each Class	Number of Votes Cast by each class - For Amendment	Number of Votes Cast by each class Against Amendment

OR

☐ by written consent of the *members* holding at least eighty per cent of the voting power.

OR

☒ by a sufficient vote of the *Board of Directors or Incorporators* because member approval was not required.

4. Check one:

☐ The written approval of a specified person or persons named in the articles of incorporation was obtained.

☒ The written approval of a specified person or persons is not required.

5. The attached Amended and Restated Articles of Incorporation supersedes the original Articles of Incorporation and all amendments thereto.

The undersigned certifies under the penalties of Section 414D-12, Hawaii Revised Statutes, that the undersigned has read the above statements, I/we are authorized to make this change, and that the statements are true and correct.

Signed this 26 day of JANUARY, 2023

JEANETTE KAULUKUKUI

(Type/Print Name & Title)

BOARD ADVISOR

(Type/Print Name & Title)

(Signature of Officer)

(Signature of Officer)

SEE INSTRUCTIONS ON REVERSE SIDE. The articles must be signed by at least one officer of the corporation.

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
KAILAPA COMMUNITY ASSOCIATION
(A Hawaii non-profit corporation)**

**ARTICLE 1
CORPORATE NAME**

The Name of the Corporation will be Kailapa Community Association

**ARTICLE 11
OFFICERS; REGISTERED AGENT; INCORPORATOR**

Section 2.1 Mailing address of Principal office: The mailing address of the Corporation's principal office is 61-4016 Kai Opae Pl., Kamuela, Hawaii 96743.

Section 2.2 Registered Agent. The Corporation shall have and continuously maintain in the State of Hawaii a registered agent who shall have a business address in this State. The agent may be an individual who resides in this State, or a domestic entity authorized to transact business in this State.

The name of the Corporation's registered agent in the State of Hawaii is – BRANDIE OYE.

- (1) The street address of the place of business of the person in the State of Hawaii to which service of process and other notice and documents being served on or sent to the entity represented by it may be delivered to is 61-4016 Kai Opae Pl. Kamuela Hawaii 96743.

Section 2.3 INCORPORATORS:

The names and addresses of the incorporators are as follows:

Stacey Dela Cruz - P.O. Box 44582, Kamuela, Hawaii 96743

J.K.

Sheri Ann Fernandez - HCR Box 1, Kawaihae, Hawaii 96743

Lynn Jardine - P.O. Box 44537, Kamuela, Hawaii 96743

David Kahanu - P.O. Box 44394, Kamuela, Hawaii 96743

Jeanette Kaulukukui - HCR 1 Box 5124, Keaau, Hawaii 96749

Rhoda M. Smith - P.O. Box 44518, Kamuela, Hawaii 96743

Section 2.4 MEMBERSHIP

Eligibility. 2.1 The members of the Corporation shall consist of all persons, known as "LESSEE" who are admitted in accordance with these By-Laws and under provisions of the Articles of Incorporation. .

Section 2.5 DISSOLUTION

Dissolution. 2.1 In the event of a dissolution, with the terms of the Articles of Incorporation, after appropriate notice provided to the attorney general and upon dissolution without any further act, upon dissolution of this corporation, assets, shall be distributed for one or more exempt purposes within the meaning of section 501(c) 3 of the internal revenue code or any future federal tax code or shall be distributed to the federal government, or to the state or local government for public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purpose or to such organization or organizations, as the court shall determine, which are organized and operated exclusively for such purposes

ARTICLE 111
CORPORATE PURPOSE AND FORM OF ORGANIZATION

Section 3.1 Purposes: The Corporation is organized exclusively for charitable, literary, religious or educational purposes under Section 501(c) (3) of the Internal Revenue Code of 1986, or the corresponding provision of any future federal tax code, including for such purposes as follows:

1) To empower native Hawaiians residing in the Kohala/Kawaihae community as well as the larger Hawaiian Community, by, among other activities, promoting and disseminating information on personal health and wellness.

2) To educate and strengthen the cultural identity and self-esteem of Hawaii's youth,

3) the community and families through instruction in Hawaiian history, culture and values; and

4) To preserve and protect our natural environment through the stewardship of Lands consistent with local Hawaiian history, culture and values; and all such purposes shall be accomplished exclusively in such charitable manner within the meaning of Section 501(c)(3) of the Internal Revenue Code.

Section 3.2 Nonprofit Form of Organization, The Corporation is not organized for profit, and it will not authorize or issue shares of stock. No part of the net earnings of the Corporation shall inure in whole or in part to the benefit of, or be distributable to, private shareholders, or individuals, except as allowed by law. The corporation may pay a reasonable compensation to its directors or officers for services rendered to the Corporation in furtherance of its purposes: provided, that no such payment shall be deemed to be a dividend or a distribution of income or profit.

1) No substantial part of the activities of the Corporation shall be lobbying activities or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

(1) provided, that no such payment shall be deemed to be a dividend or distribution of income or profit.

(2) No substantial part of the activities of the Corporation shall be lobbying activities or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

(3) Notwithstanding any other provision in the articles of incorporation, the Corporation shall not carry on any other activity not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future federal tax code) or by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future federal tax code).

ARTICLE IV

CORPORATE POWERS

The Corporation shall have and possess all the powers permitted to nonprofit corporations exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provisions of any future federal tax code, as allowed under the laws of the State of Hawaii and the Internal Revenue Code.

ARTICLE V

CORPORATE LIFE

The Corporation shall have perpetual duration.

ARTICLE VI

DIRECTORS AND OFFICERS

Section 6.1 Board of Directors. The Board of Directors shall consist of not less than (3) individuals.

The number of directors shall be fixed, and the directors elected in accordance with the bylaws. The Board

shall have and may exercise all the powers of the Corporation except as otherwise provided by the articles of incorporation, bylaws or law.

Section 6.2 Officers. The Corporation shall have the officers described in the bylaws and elected by the Board of Directors. The Officers shall have the powers, perform their duties, and be elected at such time, in such manner, and for such terms according to the bylaws.

ARTICLE VI

LIABILITY AND INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES AND AGENTS.

Section 7.1 Limitation of Liability to Corporation and Members. No director of the corporation shall be personally liable to the corporation or the members for any monetary damages because of a breach of the director's duties to the corporation and the members provided, that such liability shall not be eliminated in the following circumstances.

- 1) For breach of the director's duty of loyalty to the corporation.
- 2) For acts of omissions not made in good faith or that involve intentional misconduct or knowing violation of the law.
- 3) For transactions from which a director derived an improper personal economic benefit.
- 4) For any improper conflict of interest transaction with the corporation in which a director had a direct or indirect interest.
- 5) For any transaction in which a director received a loan or guaranty of obligation from the Corporation; or
- 6) For any transaction where a director votes for or assents to an unlawful distribution.

Section 7.2 Indemnification.

1) Definitions. The following definitions contained in the Hawaii Nonprofit Corporations Act (HRS 414D-159) apply to section 7.2. c

- a) "Director" means a individual who is or was a director of the Corporation.
- b) "Expenses" includes counsel fees.
- c) "Official capacity" means with respect to a director, the office of the director in the corporation and with respect to an officer, employee, or agent of the Corporation who is not a director, the office in the Corporation held by the officer or the employment or agency relationship undertaken by the employee or agent on behalf of the corporation.
- d) "Proceeding" means any threatened, pending, or completed action, suit, or proceeding whether civil, criminal, administrative, or investigative and whether formal or informal.
- e) "Party" includes an individual who was, is or is threatened to be made a named defendant or respondent in a proceeding.
- f) "Liability" means the obligation to pay a judgement, settlement, penalty, fine, or reasonable expenses actually incurred with respect to a proceeding damage because of a breach of the director's duties to the corporation and the members, provided that such liability shall not be eliminated in the following circumstances.

- a) For transactions from which a director derived a improper personal economic benefit
- b) For breach of the director's duty of loyalty to the corporation.
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Signed this 24 day of JANUARY, 2023

JEANETTE KAULUKUKUI

(Type/Print Name & Title)

BOARD ADVISOR

(Type/Print Name & Title)

(Signature of Officer)

(Signature of Officer)

SEE INSTRUCTIONS ON REVERSE SIDE. The articles must be signed by at least one officer of the corporation.

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