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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:

1. The name of the corporation is:

KANEHILI COMMUNITY ASSOCIATION

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

3. The Amended and Restated Articles of Incorporation was adopted on: APRIL 14 2011
(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 19th day of April, 2011

Eliza K. Martin, Treasurer

(Type/Print Name & Title)

Eliza K. Martin

(Signature of Officer)

(Type/Print Name & Title)

(Signature of Officer)

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

04/25/2011 12:00:11

**Amended and Restated
ARTICLES OF INCORPORATION**

OF

Kānehili COMMUNITY ASSOCIATION

ARTICLE I

NAME

The name of the corporation shall be KĀNEHILI COMMUNITY ASSOCIATION (the "Association").

ARTICLE II

LOCATION OF OFFICE

The office and mailing address of the Association shall be: Certified Management, 3179 Koapaka St., Honolulu, Hawai'i 96819. The Board of Directors (the "Board of Directors") of the Association may change the principal office of the Association to such other place as may from time to time be designated by the Board of Directors. The Association may have such other offices within the State of Hawai'i as its business may from time to time require. The Association's registered agent for purposes of service of process is the same as above.

ARTICLE III

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, a domestic entity or a foreign entity authorized to transact business in this State.

- a. The name of the corporation's registered agent in the State of Hawaii is:

Certified Management Inc.

- b. The street address of the place of business of the person in 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:

3179 Koapaka St. Honolulu, HI 96819

ARTICLE IV

DURATION

The duration of the Association is perpetual.

ARTICLE V

PURPOSE

The purposes for which the Association is organized are:

(a) To administer and manage the community association created and established as the Kānehili Community Association; and in doing so, to exercise all rights and powers, and to perform all obligations and duties required, authorized, or permitted to be exercised or performed by the Association under the legal documents (Community Association Management Documents) creating and governing the Kānehili residential community ("Project") located in Kapolei, O'ahu, State of Hawai'i, including without limitation, the "Kānāwai for Kānehili" recorded in the Office of the Assistant Registrar of the Land Court of the State of Hawai'i and/or the Bureau of conveyances of the State of Hawai'i, as the same may be lawfully amended from time to time (the "Kānāwai"). The Association shall have the power to do all things required to be done by it under the Kānāwai and other Community Association Management Documents; and

(b) To exercise any and all rights and powers which a non-profit corporation may exercise under Chapter 414D, HRS, as the same may be amended from time to time.

ARTICLE VI

POWERS

In furtherance of the purposes enumerated within Article IV and in accordance with the laws of the State of Hawai'i applicable to non-profit corporations, the Association shall have and may exercise any and all powers, rights, privileges and immunities, and shall be subject to all liabilities, which are now or may hereafter be conferred or imposed by law on non-profit corporations organized under the laws of the State of Hawai'i, and shall be subject to, and shall have benefits of, all general laws with respect to corporations. Without limitation as to other powers stated or referred to herein, the Association shall have the powers set forth in the Kānāwai and the Bylaws of the Kānehili community Association ("Bylaws").

ARTICLE VII

NON-PROFIT STATUS

The Association shall never be operated for the primary purpose of carrying on any trade or business for profit; and neither the whole nor any part or portion of the assets, income or earnings of the Association shall be used, nor shall the Association ever be organized or operated for objects or purposes which are not permitted under said Chapter 414D HRS or Section 528 of the Internal Revenue Code of 1986 or the Kānāwai.

No part of the net earnings of the Association shall inure (other than by acquiring, constructing, or providing management, maintenance, and care of Association property, and other than by a rebate of excess membership dues, fees or assessments) to the benefit of any individual, whether upon liquidation or dissolution of the Association or otherwise.

The Association is not organized for profit and shall not issue any stock, and no part of its assets, income or earnings shall be used for dividends, or otherwise be withdrawn or distributed to any of its members, directors or officers, except as provided within this article VI.

ARTICLE VIII

MEMBERSHIP

The membership of the Association shall consist of such members as are specified in the Kānāwai and Bylaws.

ARTICLE IX

LIMITATION OF LIABILITY

The property of the Association shall alone be liable in law for the payment of its debts and discharge of its obligations. Neither the members of the Association, nor the members of the Board of Directors, nor any of the officers, employees, contractors or agents of the Association, shall have any personal liability for the payment of such obligations, except that the members of the Association shall be subject to and responsible for the payment of assessments made by the Association pursuant to the Kānāwai.

ARTICLE X

LIABILITY TO ASSOCIATION AND INDEMNITY

The personal liability of the directors, officers, employees and agents of the Association shall be limited to the fullest extent permitted by law, including without limitation, HRS Section 414D-149, as amended, and such directors, officers, employees and agents of the Association also shall be indemnified by the Association to the fullest extent permitted by law, including, but not limited to, the extent established in these Articles and the Bylaws of the Association and the rights and protections afforded by HRS Section 414D-165, as amended.

ARTICLE XI

BYLAWS

The Bylaws shall be adopted by the Board of Directors of the Association.

ARTICLE XII

INCORPORATOR

The name and address of the incorporators is as follows:

Paul K. Pomaikai, Sr.	91-1335 Kinoiki St., Kapolei, HI 96707
Edward J. Akau Jr.,	91-1324 Kinoiki St., Kapolei, HI 96707
Eliza K. Martin	91-1190 Lukahiu Pl., Ewa Beach, HI 96706
Herbert A. Kekuawela	91-1384 Kinoiki St., Kapolei, HI 96707
Melvin M. Kalama Jr.	91-1304 Kinoiki St., Kapolei, HI 96707
Sherry Ann L. Bing	91-1089 Kealiihonui St., Kapolei, HI 96707
Blaine K. Kalama	91-1095 Kahale Pouli St., Kapolei, HI 96707