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Business Registration Division
DEPT. OF COMMERCE AND
CONSUMER AFFAIRS
State of Hawaii

ARTICLES OF INCORPORATION

OF

NA KUHIO 'IKE

ARTICLE I

Corporate Name

Section 1.1 The name of the Corporation shall be: NA KUHIO 'IKE.

ARTICLE II

Initial Mailing Address and Registered Agent

Section 2.1 Initial Mailing Address. The mailing address of the Corporation's initial principal office is 41-253 Ilauhole Street, Waimanalo, Hawaii 96795.

Section 2.2 Change or Additional Offices. The location of the office or the establishment of additional offices may be determined by the Board of Directors of the Corporation (the "Board") as set forth in the Bylaws.

Section 2.3 Registered Agent. The Corporation shall have and continuously maintain a registered agent in the State of Hawaii as required by Hawaii law. The name of the Corporation's registered agent in the State of Hawaii is Paul Richards. The street address of the place of business of the registered agent in the State of Hawaii to which service of process and other notice and documents being served on or sent to the Corporation may be delivered is 41-155 Poliala Street, Waimanalo, Hawaii 96795.

ARTICLE III

Corporate Purposes

Section 3.1 Purposes. The Corporation is organized exclusively for the following purposes:

- (i) To perform activities for the benefit of, and which are an integral and essential part of the charitable activities of, Waimanalo Hawaiian Homes Association, a Hawaii nonprofit corporation ("WHHA"), a tax-exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States internal revenue law) (the "Code"), including managing and operating WHHA's charitable activities, owning or otherwise holding real and personal property used in WHHA's charitable activities, and assisting with obtaining financing for the construction of additional facilities to be used in carrying on WHHA's charitable activities.

(ii) To operate exclusively for charitable, scientific, literary, religious or educational purposes, within the meaning of Section 501(c)(3) of the Code (or the corresponding provision of any future United States internal revenue law).

Section 3.2 Restrictions. No part of the assets, funds, or earnings of the Corporation shall inure to the benefit of any director or officer of the Corporation or any individual having a private interest in the activities of the Corporation. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation; provided however, the Corporation may make the election provided under Section 501(h) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any United States internal revenue law), and if the Corporation so elects, make expenditures that do not exceed the "lobbying ceiling amounts" and the "grass roots ceiling amounts" thereunder. The Corporation shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office. The term "funds of the Corporation," as used herein, shall mean and include any properties and moneys then held by the Corporation, including any income accumulated by the Corporation and any proceeds from the sale of any properties sold or otherwise disposed of by the Corporation.

Notwithstanding any other provision of these Articles, the Corporation is organized and shall be operated exclusively for charitable, scientific, literary, religious, or educational purposes as a nonprofit corporation and the Corporation shall not carry on any activities not permitted to be carried on:

(i) By a corporation exempt from federal income tax under Section 501(c)(3) of the Code; or

(ii) By a corporation contributions to which are deductible under Section 170(c)(2) of the Code.

ARTICLE IV

Non-Profit

The Corporation is not organized for profit and it will not issue any stock, and no part of its assets, income, or earnings shall be distributed to its directors or officers, except for services actually rendered to the Corporation; provided, however, that the Corporation shall be empowered to make payments and distributions in furtherance of the purposes for which it is organized and operated.

ARTICLE V

Corporate Powers

The Corporation shall have and possess all the powers permitted to nonprofit corporations under the laws of the State of Hawaii.

ARTICLE VI

Duration of Corporation

The duration of the Corporation shall be perpetual.

ARTICLE VII

Membership

The Corporation shall have one member. The sole member of the Corporation shall be WHHA. The member shall have voting rights and such other rights and powers as are provided in the Articles of Incorporation, the Bylaws, and the laws of the State of Hawaii, including, without limitation of the generality of the foregoing, the exclusive power:

(i) To approve the directors of the Corporation in accordance with the Bylaws and to remove any of the directors of the Corporation from office in accordance with the Bylaws; and

(ii) To vote on all matters where the vote of members with voting rights is required under the Articles of Incorporation, the Bylaws, or the laws of the State of Hawaii.

ARTICLE VIII

Directors and Officers

Section 8.1 Board of Directors. There shall be a Board consisting of not fewer than three (3) persons. The number of directors shall be fixed and the directors shall be elected by the sole member in accordance with the Bylaws. The Board shall have and may exercise all the powers of the Corporation except as reserved to the sole member or otherwise provided by law, these Articles or the Bylaws.

Section 8.2 Officers. The officers of the Corporation shall be the president, one or more vice president(s), secretary and treasurer. The Corporation may have such additional officers as the Board shall from time to time determine. The officers shall have the powers, perform the duties and be elected in the manner set forth in the Bylaws. Any two or more offices may be held by the same person unless such practice is prohibited by the Bylaws, provided, however, that not less than two (2) persons shall be officers.

ARTICLE IX

Liability and Indemnification of Officers and Directors

Section 9.1 No Liability to Corporation.

(i) No director or former director of the Corporation shall be personally liable to the Corporation for monetary damages for breach of the director's duties to the Corporation, except this limitation of liability shall not limit liability for (a) any breach of the director's duty of loyalty to the Corporation; (b) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (c) any transaction in which a director received an improper personal economic benefit; or (d) violations of Hawaii law relating to director conflicts of interest, loans to directors or the guaranty of obligations of directors, or director liability for unlawful distributions.

(ii) In addition to and without in any respect narrowing the limitation of liability of directors and former directors set forth in Section 9.1(i), no person who serves as director or officer of the Corporation, without remuneration or expectation of remuneration, shall be liable for damage, injury, or loss caused by or resulting from the director's or officer's performance, or failure to perform, duties of the position to which the person was elected or appointed, unless the director or officer was grossly negligent in the performance of, or failure to perform, such duties. For purposes of this section, remuneration does not include payment or reimbursement of reasonable expenses incurred by or on behalf of a director or officer or the provision of indemnification or insurance for actions as a director or officer.

(iii) Any repeal, amendment, or other modification of this Section 9.1 shall have prospective effect only and shall not affect the limitation of liability afforded by its provisions, or give rise to or increase any liability, for acts or omissions occurring prior to such repeal, amendment or other modification.

Section 9.2 Indemnification and Advance of Expenses

(i) The Corporation shall indemnify each current and former director and officer of the Corporation from any liability to any person for any action taken, and any failure to take action, as a director or officer to the fullest extent permitted by law, except liability to the Corporation for (a) any breach of the duty of loyalty to the Corporation; (b) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (c) any transactions in which a director or officer received an improper personal economic benefit; or (d) violations of Hawaii law relating to director conflicts of interest, loans to directors or officers or the guaranty of obligations of directors or officers, or director liability for unlawful distributions.

(ii) The Corporation shall authorize payment in advance of final disposition of an action, suit or proceeding for the expenses and attorneys' fees incurred by a director or officer seeking indemnification under this Section 9.2 to the maximum extent permitted by law, provided that such director or officer delivers a written affirmation of the director's or officer's good faith belief that the director or officer has met the requisite standard of conduct, and

delivers a written undertaking to repay such amount if it is ultimately determined that such person is not entitled to be indemnified.

(iii) Any repeal, amendment or other modification of this Section 9.2 shall have prospective effect only and shall not affect the right of any current or former director or officer to indemnification and advancement of expenses for any action taken or failure to take action by such director or officer prior to the date of such repeal, amendment or other modification.

(iv) The Corporation may purchase and maintain insurance on behalf of any person described in this Article IX against any liability asserted against or incurred by such person in any such capacity or arising out of such person's status, regardless of whether the Corporation would have the power to indemnify the person against such liability.

Section 9.3 Savings Clause; Limitations Consistent With Exempt Status. If this Article or any Section or provision hereof shall be invalidated by any court on any ground, then the Corporation shall nevertheless indemnify each party otherwise entitled to indemnification or advancement of expenses hereunder to the fullest extent permitted by law or any applicable provision of this Article that shall not have been declared invalid. Notwithstanding any other provision of these Articles, the Corporation shall not indemnify any person, purchase any insurance, or advance expenses in any manner, or to any extent, or under any circumstances that would jeopardize or be inconsistent with the qualification of the Corporation as an organization described in Section 501(c)(3) of the Code (or any corresponding provision of future United States internal revenue law).

ARTICLE X

Corporate Liability

The property of the Corporation shall alone be liable in law for the debts and liabilities of the Corporation. The member, officers and directors of the Corporation shall incur no personal liability for said debts and liabilities by reason of such membership or position.

ARTICLE XI

Corporate Dissolution

If the Corporation shall cease to exist or shall be dissolved, all property and assets of the Corporation of every kind, after payment of its just debts and liabilities, shall be distributed to WHHA if at the time of the Corporation's dissolution WHHA is still in existence and is an organization recognized as exempt for federal income tax as an organization described in Section 501(c)(3) of the Code. Otherwise, upon dissolution of the Corporation, all property and assets of the Corporation of every kind, after payment of its just debts and liabilities, shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

ARTICLE XII

Bylaws

The power to alter, amend or repeal the Bylaws of the Corporation shall be vested entirely in the sole member.

ARTICLE XIII

Amendment

The power to alter, amend or repeal these Articles of Incorporation shall be vested entirely in the sole member.

ARTICLE XIV

Incorporator

The name and mailing address of the incorporator are as follows: Paul Richards, 41-155 Poliala Street, Waimanalo, Hawaii 96795.

* * * * *

I certify under the penalties of Section 414D-12, Hawaii Revised Statutes, that I have read the above statements, am authorized to sign this Articles of Incorporation, and that the above statements are true and correct, dated June 30, 2011.



Paul Richards
Incorporator

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