

BYLAWS
OF
NA KUHIO `IKE

ARTICLE I

Activities

The activities of this Corporation shall be those necessary and appropriate to accomplish the purposes of the Corporation as stated in the Articles of Incorporation.

ARTICLE II

Offices

Section 2.1 Principal Office. The principal office of the Corporation shall be at such place in the State of Hawaii as the Board of Directors of the Corporation (the "Board") shall from time to time determine. The initial principal office of the Corporation is located at 41-253 Ilaupohole Street, Waimanalo, Hawaii 96795.

Section 2.2. Other Offices. The Corporation may have such other offices within the State of Hawaii as the Board may designate.

ARTICLE III

Members

The Corporation shall have one member. The sole member of the Corporation shall be Waimanalo Hawaiian Homes Association, a Hawaii nonprofit corporation (the "Member"), a tax-exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code").

ARTICLE IV

Meetings of Members

Section 4.1 Annual Meeting. The annual member meeting shall be held each year at such time and place as the Board determines for the purposes of electing directors and transacting such other business as may come before the meeting. At the annual meeting, the President and Treasurer shall report on the activities and financial condition of the Corporation and the Member shall consider and act upon such other matters, including the election of directors, which properly come before the meeting.

Section 4.2 Special Meetings. Special member meetings for any purpose or purposes may be held at any time upon the call of the President, the Board, or upon declaration of the Member.

Section 4.3 Place of Meeting. The Board may designate any place as the place of meeting for any annual or special meeting of the member. If no designation is made, the place of the meeting shall be the principal office of the Corporation.

Section 4.4 Notice of Meetings. Notice of all annual or special member meetings not called by the Member, stating the place, day and hour of the meeting and whether it is annual or special, and in the case of special meeting, stating the purpose or purposes thereof, shall be given personally, by mail, telecopy or electronic mail no fewer than ten (10) nor more than sixty (60) days prior to the meeting. If by mail, such notice shall be deemed delivered when deposited in the United States mail postage prepaid and addressed to the Member at such address as appears on the membership roll of the Corporation. Notice for an annual meeting at which any action is proposed to be taken that would require member approval must include a description of the action to be taken that would require such member approval.

Section 4.5 Waiver of Notice. The Member may waive the notice described in Section 4.4 by delivering a written and signed waiver of such notice for inclusion in the minutes, or filing with the Corporation's records. The Member's attendance at a meeting waives any objection to deficiencies in meeting notice unless, at the beginning of the meeting, the Member objects to holding the meeting or transacting all or specific business at the meeting. The Member's attendance at a meeting also waives any objection to consideration of a particular matter at the meeting that is not within the purpose or purposes described in the meeting notice, unless the Member objects upon presentation of the matter.

Section 4.6 Adjourned Meetings and Notice Thereof. Any member meeting, annual or special, may be adjourned from time to time by the Member. When any member meeting, either annual or special, is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Otherwise, it shall not be necessary to give any notice of an adjourned meeting other than by announcement at the meeting at which such adjournment is taken.

Section 4.7 Voting. At all member meetings, unless set forth otherwise in the Articles or these Bylaws, the affirmative vote of the Member shall constitute the act of the Corporation's membership.

Section 4.8 Action Without Meeting. Any action required or permitted to be taken at any meeting of the membership may be taken without a meeting if approved by the Member and such Member signs a written consent setting forth the corporate action to be taken.

ARTICLE V

Board of Directors

Section 5.1 Number of Directors. The number of directors of the Corporation for the ensuing year shall be fixed by the Member annually at each annual member meeting. The number of directors may be increased or decreased from time to time by the Member, but shall in no case consist of less than three (3) persons. The initial Board shall consist of three (3) persons.

Section 5.2 Election. Except for the initial directors, the directors shall be elected by the Member at the annual meeting described in Section 4.1 hereof. The president of the Member shall serve ex officio as one of the directors.

Section 5.3 Term of Office. All directors shall hold office for a term of three (3) years or until their respective successors are duly elected.

Section 5.4 Vacancies. Any vacancy occurring on the Board by reason of a departing director shall be filled by the Member.

Section 5.5 Removal. Any director may be removed from office without cause by the Member at a meeting called for the purpose of removing the director. Notice of the meeting must be given pursuant to Section 4.4, and the meeting notice must state that the purpose, or one of the purposes, of the meeting is the removal of the director. Such removal shall be without prejudice to the contract rights, if any, of the person so removed. Any vacancy created hereby shall be filled pursuant to Section 5.4.

Section 5.6 Reduction. No reduction of the number of directors, or term of directors, shall have the effect of shortening a director's term of office.

Section 5.7 Conflicts of Interest. No person shall act as a director or officer when there is a material conflict of interest between such person and the Corporation.

ARTICLE VI

Meetings of the Board of Directors

Section 6.1 Annual Meetings. The annual meeting of the Board shall be held at such time and place as the Board determines.

Section 6.2 Regular Meetings. Regular meetings of the Board shall be held monthly in the State of Hawaii, or at such times and at such places as the Board may provide by resolution. No notice other than such resolution need be given. The first regular meeting of the year shall serve also as the annual meeting of the Board.

Section 6.3 Special Meetings. Special meetings of the Board may be called by or at the request of the President or any two (2) of the directors then in office. The person or

persons authorized to call special meetings of the Board may fix the date, time and place, within the State of Hawaii, for holding any special meeting of the Board called by them. Notice of each special meeting shall be given in accordance with Section 6.4 of the Bylaws.

Section 6.4 Notice. The Secretary shall give notice of each meeting of the Board (for which notice is required) (i) in writing by mailing the same not less than three (3) days before the meeting; or (ii) by giving notice personally or by telephone, fax or electronic mail not less than 48 hours before the meeting. If by mail, such notice shall be deemed to be delivered when deposited in the United States mail postage prepaid and properly addressed to the member. Notwithstanding the foregoing, any action of the Board that would require approval of the members if the Corporation had members, shall not be valid unless each director is given at least seven (7) days written notice that the matter will be voted upon at the meeting unless notice is waived. Notice need not be given to any director who shall, either before or after the meeting, submit a signed waiver of notice or attend such meeting without protesting, prior to or at its commencement, the lack of notice to him or her. Any written waiver of notice shall be filed with the minutes of the meeting or the corporate records. Except as otherwise provided by law, the Articles of Incorporation or the Bylaws, a notice or waiver of notice need not state the purposes of such meeting.

Section 6.5 Quorum and Adjournment. A majority of the number of directors then in office shall constitute a quorum. No action taken shall bind the Corporation unless it shall receive the concurring vote of a majority of the directors present at a meeting at which a quorum is present. In absence of a quorum, the presiding officer or a majority of the directors present may adjourn the meeting from time to time without further notice and may convene or reconvene the meeting when a quorum shall be present.

Section 6.6 Telephone Meetings. Subject to the notice requirements in Section 6.4 hereof, members of the Board or any committee designated thereby may participate in a meeting of the Board or any committee by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other simultaneously. Participation by such means shall constitute presence in person at a meeting.

Section 6.7 Action Without a Meeting. Any action required or permitted to be taken at any meeting of the Board, or any committee designated thereby may be taken if all the directors or all of the members of the committee, as the case may be, sign a written consent setting forth the action taken or to be taken at any time before or after the intended effective date of such action. Such consent shall be filed with the minutes of the Board or committee, as the case may be, and shall have the same effect as a unanimous vote.

Section 6.8 Presumption of Assent. A director of the Corporation who is present at a meeting of the Board at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless such director's dissent or refusal to vote is entered in the minutes of the meeting or unless the director either files a written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or forwards such dissent by registered or certified mail to the Secretary of the Corporation

immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

ARTICLE VII

Powers and Duties of the Board of Directors

Section 7.1 Powers. Except as reserved to the Member or as otherwise provided by law or in the Articles of Incorporation or Bylaws, the corporate powers of the Corporation shall be vested in the Board to the fullest extent permitted by the laws of the State of Hawaii. The Board shall have general charge of the affairs, funds and property of the Corporation, and shall have full power, and it shall be their duty, to enforce the Bylaws.

Section 7.2 Duties. It shall be the duty of the Board to conduct, manage and control the affairs and business of the Corporation and to promulgate and enforce rules and regulations therefore not inconsistent with law, the Articles of Incorporation and the Bylaws of the Corporation. Directors shall keep confidential all confidential information gained by virtue of their directorship position.

Section 7.3 Committees. The Board, by resolution adopted by a majority of the directors in office, may designate and appoint one or more committees and appoint directors to serve on such committees, which committees, to the extent provided in such resolution, shall have and exercise all the authority of the Board, except as otherwise provided by law, the Articles of Incorporation, or these Bylaws. Each committee shall have two (2) or more directors. Committees shall not have the power to fill vacancies on the Board. The Corporation may also have such advisory committees as the Board may provide from time to time, and the Board may appoint both directors and others to serve on such advisory committees. Advisory committees shall not have authority to act on behalf of the Corporation, but shall only counsel the Board. An individual's membership on an advisory committee does not independently qualify such individual as an officer, director or agent of the Corporation, and such individual shall keep confidential all confidential information gained by virtue of such position. The Board shall have the power to prescribe the manner in which proceedings of any committee shall be conducted. The Board, by vote of the majority of the directors then in office, may remove any member of any committee, at any time, with or without cause, and with or without notice to the person being removed.

ARTICLE VIII

Officers

Section 8.1 Officers. The officers of the Corporation shall be the President, one or more Vice Presidents, the Secretary, the Treasurer and such other officers as the Board shall from time to time elect, including without limitation, Assistant Secretaries and Assistant Treasurers, with such duties as from time to time may be prescribed by the Board or these Bylaws.

Section 8.2 President. The President shall preside at all meetings of the Board. Unless otherwise determined by the Board, the President shall have general charge and supervision of the Corporation. The President shall perform such other duties as are incident to the office or are required by the Board.

Section 8.3 Vice President(s). The Board shall elect a Vice President or Vice Presidents. In the absence or disability of, or refusal to act by the President, the Vice President or Vice Presidents shall, in the order designated by the President or the Board, perform all of the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions upon the President. The Vice President or Vice Presidents shall have such powers and perform such other duties as from time to time may be prescribed by the President or the Board.

Section 8.4 Treasurer and Assistant Treasurer. The Treasurer shall be the chief financial officer of the Corporation and exercise general supervision over the receipt, custody and disbursement of corporate funds. The Treasurer shall perform all other duties assigned by the Board. The Assistant Treasurer or Assistant Treasurers, if elected, shall, in the order designated by the President or the Board, perform all the duties and exercise all the powers of the Treasurer during the absence or disability of the Treasurer or whenever the office is vacant, and shall perform all the duties assigned by the President or the Board.

Section 8.5 Secretary and Assistant Secretaries. The Secretary shall keep the minutes of all meetings of the Board and authenticate the records of the Corporation. The Secretary shall keep or cause to be kept a register showing the names of the directors and officers with their addresses. The Secretary shall give notice in conformity with the Bylaws of all meetings of the Board. The Secretary shall also perform all other duties assigned by the Board. The Assistant Secretary or Assistant Secretaries, if elected, shall, in the order designated by the President or the Board, perform all the duties and exercise all the powers of the Secretary during the absence or disability of the Secretary or whenever the office is vacant, and shall perform all the duties assigned by the President or the Board.

Section 8.6 Election and Term of Office. The President, Vice President(s), Secretary, Treasurer and such other officers as the Board shall from time to time elect, including without limitation, Assistant Secretaries and Assistant Treasurers, shall be elected by the Board and shall serve a term not to exceed one (1) year or until their respective successors are elected. These officers may be elected for successive terms. Any two (2) or more offices may be held by the same person, provided that the Corporation shall have not fewer than two (2) persons as officers.

Section 8.7 Removal. The president, vice president, secretary and treasurer shall be subject to removal at any time, with or without cause, by a majority vote of the Board whenever in the judgment of the Board the best interests of the Corporation will be served thereby. The Board may, in its discretion, elect acting or temporary officers, elect officers to fill vacancies occurring for any reason whatsoever, and limit or enlarge the duties and powers of any officer elected by it.

Section 8.8 Resignation. An officer may resign at any time by delivering notice to the Corporation. A resignation is effective when the notice is effective unless the notice specifies a future effective date. If a resignation is made effective at a future date and the Corporation accepts the future effective date, the Board may fill the pending vacancy before the effective date if the Board provides that the successor does not take office until the effective date.

ARTICLE IX

Auditor

Section 9.1 Election. An auditor may be elected by the Board at its annual meeting, or at any special meeting called for such purpose, to serve as the Corporation's auditor until a successor is elected. No director or officer of the Corporation shall be eligible to serve as auditor. The auditor's report shall be made available to the Member upon the Member's request.

Section 9.2 Duties. If elected, the auditor shall, at least once in each fiscal year and more often if required by the Board, or applicable law or regulation, examine the books and papers of the Corporation and compare the statements of the treasurer with the books and vouchers of the Corporation, and otherwise make a complete audit of the books of the Corporation, and thereafter make appropriate reports to the Board.

ARTICLE X

Disbursement and Contributions

Section 10.1 Disbursements. Disbursements of the funds of the Corporation for the purposes for which it is organized shall be made by the Board in its discretion.

Section 10.2 Limitations on Disbursements. The Board shall not make any disbursements or contributions of the funds or assets of the Corporation to or for the benefit, directly or indirectly, of any member, director or officer of the Corporation, except for reasonable payments for services actually rendered to the Corporation by such member, director or officer as an employee of the Corporation.

Section 10.3 Loans. The Corporation shall not lend or advance money to, other than customary travel or expense advances, or otherwise guarantee the obligations of any of its directors or officers.

ARTICLE XI

Miscellaneous

Section 11.1 Books and Records. The Corporation shall keep correct and complete books and records of account and financial statements and shall also keep minutes of the proceedings of its Board and committees.

Section 11.2 Inspection of Corporate Records. The books of account and minutes of proceedings of the Board shall be open to inspection upon the written demand of the Member or any director, at any reasonable time and place, and for a purpose reasonably related to the Member's interests as a member, or such director's interests as a director. Such inspection may be made in person or by an agent or attorney, and shall include the right to make copies. Demand for inspection may be made in writing upon the President, the Secretary or any Assistant Secretary of the Corporation at least five (5) days before the date on which the Member or director wishes to inspect and/or copy the documents.

Section 11.3 Execution of Instruments.

(i) All checks and other orders for the payment of money, drafts, notes, bonds, acceptances, contracts, and all other instruments, except as otherwise provided in these Bylaws, shall be signed by such person or persons as shall be provided by general or special resolution of the Board, and in the absence of any provision in these Bylaws or any such general or special resolution applicable to any such instrument, then such instrument shall be signed by the President or any Vice President, and by the Treasurer or the Secretary (or an Assistant Treasurer or Assistant Secretary). Unless authorized by the Board, no officer, agent or employee of the Corporation shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose or to any amount.

(ii) The Board may provide for the execution of checks by the printed, lithographed or engraved facsimile signature or signatures of the person or persons authorized to sign checks.

Section 11.4 Inspection of Bylaws. The Corporation shall keep in its principal office the original or a copy of the Bylaws as amended, certified by the Secretary, which shall be open to inspection by the Member and directors at all reasonable times during office hours.

Section 11.5 Conflicts of Interest Policy. The Corporation shall have a conflicts of interest policy, adopted by Board resolution. The Board shall resolve any question of a conflict in accordance with the conflicts of interest policy. This policy shall be reviewed by the Board periodically.

ARTICLE XII

Severability

The invalidity of any provision of these Bylaws shall not affect the other provisions hereof, and in such event, these Bylaws shall be construed in all respects as if such invalid provisions were omitted.

ARTICLE XIII

Fiscal Year

The fiscal year of the Corporation shall be such as may from time to time be established by the Board in accordance with applicable federal and state law and lawful regulations.

ARTICLE XIV

Seal

The Corporation may have a seal of such form as the Board may from time to time determine.

ARTICLE XV

Amendments

The Bylaws may be altered, amended or repealed in accordance with the provisions of the Articles of Incorporation.

CERTIFICATION

I certify that I am the Secretary of the above-named Corporation and that the foregoing Bylaws were adopted as the Bylaws of the Corporation by its Board of Directors on June 30, 2011.

Moana Akana
Secretary

WRITTEN CONSENT OF THE BOARD OF DIRECTORS

OF

NA KUHIO `IKE

Re: Organizational Meeting

Pursuant to Section 414D-144 of the Hawaii Revised Statutes, as amended, the undersigned, being all of the initial directors of NA KUHIO `IKE (the "Corporation"), hereby adopt the following resolutions:

RESOLVED, that the actions of the sole incorporator of the Corporation taken on June 30, 2011, are hereby ratified, confirmed and adopted;

FURTHER RESOLVED, that the Bylaws attached hereto as Exhibit A are hereby adopted as the bylaws of the Corporation;

FURTHER RESOLVED, that the following individuals are hereby appointed officers of the Corporation, to hold office until their respective successors are duly appointed, subject, however, to removal by the Board of Directors:

Paul Richards	President
Moana Akana	Vice President
Moana Akana	Secretary
Marvelle K. Laughlin	Treasurer

FURTHER RESOLVED, that the Secretary of the Corporation is hereby authorized and directed to obtain suitable books and records for the Corporation;

FURTHER RESOLVED, that the officers of the Corporation are hereby authorized and directed to open a checking account and such other bank accounts as are reasonably necessary for the operation of the Corporation;

FURTHER RESOLVED, that the Corporation shall be on a fiscal year of accounting ending on June 30;

FURTHER RESOLVED, that the proper officers and directors of the Corporation are hereby authorized and directed to take any and all actions necessary or appropriate in furtherance of the foregoing resolutions and to otherwise complete organization of the Corporation; and

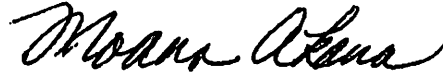
FURTHER RESOLVED, that all actions heretofore taken by the directors and officers of the Corporation in furtherance of the foregoing resolutions are hereby ratified, confirmed and approved.

This Written Consent may be executed in counterparts and transmitted by facsimile (all of which taken together shall constitute, and be effective as, one written consent).

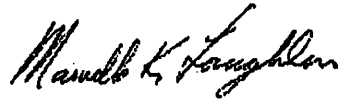
IN WITNESS WHEREOF, the undersigned have executed this Written Consent effective as of June 30, 2011.



Paul Richards



Moana Akana



Marvelle K. Laughlin