

STATE OF HAWAII

DEPARTMENT OF COMMERCE AND CONSUMER AFFAIRS

BUSINESS REGISTRATION DIVISION

335 Merchant Street

Mailing Address: Annual Filing, P.O. Box 40, Honolulu, HI 96810

DOMESTIC NONPROFIT CORPORATION ANNUAL REPORT AS OF January 1, 2011

CORPORATION NAME AND MAILING ADDRESS

HAWAIIAN COMMUNITY DEVELOPMENT BOARD*
1188 BISHOP ST STE 907
HONOLULU HI 96813

Principal Office Address

1188 BISHOP ST STE 907
HONOLULU HI 96813

1. Nature of Activities

TO LESSEN THE BURDENS OF GOVERNMENT BY PROVIDING FACILITIES TO PROVIDE MEDICAL, SOCIAL AND EDUCATIONAL SERVICES AT STRATEGIC LOCATIONS;

2. The name of the registered agent and the registered agent's street address of the place of business in Hawaii of the person 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.

KALI WATSON
1188 BISHOP ST STE 907
HONOLULU HI 96813

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3. List all officers and directors.

Table with 3 columns: Offices Held, Full Name, Address. Rows include S/D BURKE, JACKIE; T/D APOLIONA, FRANCIS; D FERN, DENNIS; D HULIHEE, DAVID.

CONTINUED ON OFFICERS ADDENDUM

NO CHANGES
Checking this box means there are no changes reported. The Department will not be held responsible for any changes made to this report.

CERTIFICATION

I certify under the penalties of Section 414D-12, Hawaii Revised Statutes, that I have read the above, the information is true and correct, and I am authorized to sign this report.

Table for certification with columns: Date, Signature of authorized officer, attorney-in-fact for an officer, or receiver or trustee (if the corporation is in the hands of a receiver or trustee), Print Name.

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OFFICERS ADDENDUM

Offices Held	Full Name	Address
D	AHUE,LINDA	1212 NUUANU AVE STE 3407, HON HI 96817,
D	THOMPSON,PETE	1015 WILDER AVE RM 702, HON HI 96822,
P/D	HOKE,RICHARD	1117 LUNAHÉLU PL, KAILUA HI 96734
D	HEWLEN,HERB KALENA	86-303 HOKUPAA STREET, WAIANAE HI 96792
D	KAUHANE,MICHELLE	5642 OPII STREET, HONOLULU HI 96821
CEO/P/D	WATSON,KALI	1188 BISHOP STREET, SUITE 907, HONOLULU HI 96813
D	KAHIKINA,MICHAEL	89-416 NANAKULI AVE., WAIANAE HI 96792
D	AU HOON,ANNIE	1050 QUEEN STREET, HONOLULU HI 96814

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DEPARTMENT OF COMMERCE & CONSUMER AFFAIRS

STATE OF HAWAII

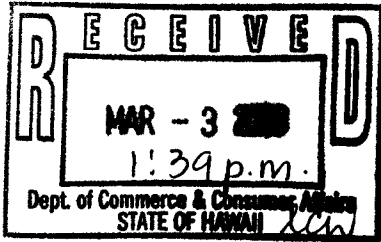
In the Matter of the Incorporation)

of)

HAWAIIAN COMMUNITY
DEVELOPMENT BOARD)

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ARTICLES OF INCORPORATION

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**ARTICLES OF INCORPORATION
OF
HAWAIIAN COMMUNITY DEVELOPMENT BOARD**

THESE ARTICLES OF INCORPORATION are made and entered into this 3rd day of March 2000, by the undersigned.

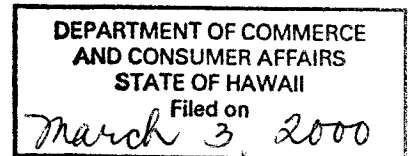
WITNESSETH:

That the undersigned party hereto, desiring to become incorporated as a corporation in accordance with the laws of the State of Hawaii, and to obtain the rights and benefits conferred by said laws upon corporations, does hereby form a corporation pursuant to the provisions of the Hawaii Nonprofit Corporation Act, Chapter 415B of the Hawaii Revised Statutes, as amended, and does make and enter into the following Articles of Incorporation.

I. CORPORATE NAME

The name of the corporation shall be:

HAWAIIAN COMMUNITY DEVELOPMENT BOARD



II. LOCATION OF OFFICE

The location of the principal office of the corporation shall be in the City and County of Honolulu, State of Hawaii, and upon its incorporation, the address of the corporation shall be:

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1188 Bishop Street, Suite 907
Honolulu, Hawaii 96813

The corporation may have such other offices within and without the State of Hawaii as its business may from time to time require.

III. DURATION

The duration of the corporation shall be perpetual.

IV. CORPORATE PURPOSE AND POWERS

Section 4.1 Purposes. The corporation is organized exclusively for the following purposes:

(i) To lessen the burdens of government by providing facilities to provide medical, social and educational services at strategic locations and to provide and develop housing for the elderly and low income citizens of Hawaii; and

(ii) To serve as a “local development corporation” as that term is used in the Federal Community Developments Block Grant regulations 24 CFR 570.204(c)(3) which were promulgated pursuant to Title I of the Housing and Community Development Act, as amended, (42 USC 5301 et seq.) within the City and County of Honolulu, the County of Kauai, the County of Maui, and the County of Hawaii;

(iii) To operate exclusively for charitable, scientific, literary, religious, or educational purposes, within the meaning of Section 501(c)(3) of the Internal Revenue code of 1986 (or the corresponding provision of any future United States internal revenue law).

Section 4.2 Restrictions. No part of the assets, funds, or earnings of the Corporation shall inure to the benefit of any director of the Corporation or any individual having a private interest in the activities of the Corporation. 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 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:

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(i) 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 United States internal revenue law); or

(ii) 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 United States internal revenue law).

V. MEMBERS

The corporation shall have no members.

VI. BOARD OF DIRECTORS

The business and affairs of the Corporation shall be managed by the Board of Directors which shall consist of not less than three persons. At least one member of the Board of Directors shall be a resident of the State of Hawaii, and in the absence of a

director who is a resident of the State of Hawaii, the Board of Directors shall not function except to elect a new director who is a resident of the State of Hawaii. The members of the Board of Directors shall be elected or appointed at such times, in such manner and for such terms as may be prescribed by the Bylaws of the corporation.

VII. OFFICERS

The officers of the corporation shall consist of a Chairman of the Board of Directors, a President, a Vice-President, a Secretary, a Treasurer, and such other executive officers and assistant officers and agents as may be prescribed by the Bylaws of the corporation. The officers shall be appointed by the Board of Directors at such times, in such manner, and for such terms, as may be prescribed by the Bylaws.

All officers and agents of the corporation, as between themselves and the Corporation, shall have such authority and perform such duties in the management of the corporation as may be prescribed by the Bylaws, or as may be determined by resolution of the Board of Directors not inconsistent with the Bylaws.

VIII. INITIAL DIRECTORS AND OFFICERS

The following persons shall act as the initial directors and officers of the corporation until their respective successors are duly elected and qualified as provided for in the Bylaws:

DIRECTORS **CARROLLCOX.COM**

<u>NAME</u>	<u>RESIDENCE ADDRESS</u>
Gladys Brandt	1350 Ala Moana Boulevard Penthouse #6 Honolulu, Hawaii 96814
Kali Watson	3013 Kamuela Place Honolulu, Hawaii 96817
Kenneth Brown	3715 Diamond Head Road Honolulu, Hawaii 96816
General Edward Richardson	717 Kumukahi Place Honolulu, Hawaii 96825
James Ahloy	45-119 Puaae Place Kaneohe, Hawaii 96744
Francis Apoliona	1441 Frank Street Honolulu, Hawaii 96816

Kaulana Park	665 Kealahou Street Honolulu, Hawaii 96825
Richard Hoke	1117 Lunahelu Place Kailua, Hawaii 96734
Jackie Burke	1215 Kaauwai Place Honolulu, Hawaii 96817
David Hulihee	1615 Kalani Iki Street Honolulu, Hawaii 96819
Linda Ahue	1212 Nuuanu Avenue Suite 3407 Honolulu, Hawaii 96817
Douglas Ing	154 Kaha Street Kailua, Hawaii 96734
Pete Thompson	1015 Wilder Avenue, #702 Honolulu, Hawaii 96822
Patricia K. Brandt	1806 Manaiki Place Honolulu, Hawaii 96819

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OFFICERS

<u>NAME</u>	<u>TITLE</u>	<u>RESIDENCE ADDRESS</u>
Gladys Brandt	Chairman	1350 Ala Moana Boulevard Penthouse #6 Honolulu, Hawaii 96814
Kali Watson	President/CEO	3013 Kamuela Place Honolulu, Hawaii 96817
Richard Hoke	Vice-President	1117 Lunahelu Place Kailua, Hawaii 96734
Jackie Burke	Secretary	1215 Kaauwai Place Honolulu, Hawaii 96817
Francis Apoliona	Treasurer	1441 Frank Street Honolulu, Hawaii 96816

IX. DISSOLUTION


Upon the dissolution or winding up of the corporation, its assets remaining after payment of, or provision for payment of, all debts and liabilities of the corporation shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusive for charitable, educational, religious and/or scientific purposes and which has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986.

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X. BYLAWS

The Board of Directors shall adopt the initial Bylaws of the corporation. The Bylaws may be altered, amended or repealed and new Bylaws adopted by the Board of Directors as prescribed in the Bylaws.

IN WITNESS WHEREOF, the undersigned has signed and executed these Articles of Incorporation on the day and year first about written and certifies under the penalties of Section 415B-158, Hawaii Revised Statutes, as amended, that he has read the foregoing Articles and statements and that the same are true and correct.


Kali Watson, Incorporator