

STATE OF HAWAII
DEPARTMENT OF COMMERCE AND CONSUMER AFFAIRS
Business Registration Division
1010 Richards Street
Honolulu, Hawaii 96813

ARTICLES OF INCORPORATION

OF

NANAKULI HAWAIIAN HOMESTEAD COMMUNITY ASSOCIATION

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THE UNDERSIGNED, desiring to form a non-profit corporation under the laws of the State of Hawaii, Section 415B, Hawaii Revised Statutes, certify as follows:

ARTICLE I – NAME

The name of the Corporation shall be the **Nanakuli Hawaiian Homestead Community Association**.

ARTICLE II – PRINCIPLE OFFICE

The principal office of the Corporation shall be located in Nanakuli, Hawaii. The address of the principal office is 89-188 Farrington Highway, Waianae, Hawaii 96792.

ARTICLE III – PURPOSES AND POWERS

Section 1. The Corporation is organized exclusively for religious, charitable, and education purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501 (c)(3) of the Internal Revenue Code of 1986, as amended [herein referred to as the "Code"], or corresponding section of any future federal tax code.

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This Corporation is organized especially for the creation and development of a community association of the people who reside on Nanakuli Hawaiian Homestead land. The purposes of this community association are: (1) to serve, protect, and preserve the interest of Native Hawaiian beneficiaries of the Home Lands Trust [Hawaiian Homes Commission Act, 1920, as amended], (2) to serve our community's needs in health, education, housing, social services, Kupuna Care, business and employment and culture and the arts, (3) to bear allegiance to the Ahupua'a O Oahu and the State Council of Hawaiian Homestead Associations so that "united", all Native Hawaiians will prosper.

Section 2. This Corporation shall have the right to transact any and all lawful activities for which a non-profit corporation may be incorporated in the State of Hawaii under Chapter 415B – Hawaii Revised Statutes. And in furtherance of said purposes, the Corporation shall have all powers, rights, privileges and immunities, and be subject to all of the liabilities conferred or imposed by law upon corporations of this nature, and shall be subject and have all the benefits of all general laws with respect to corporation. Without limitations, this Corporation shall have the right and powers to receive gifts, bequests, grants, and contributions in any form [including but not limited to federal funds], and to use, apply, invest, and reinvest the principal or income therefrom or distribute the same for its aforementioned purposes.

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ARTICLE IV – DURATION AND DISSOLUTION

Section 1. The Corporation shall have perpetual succession.

Section 2. In the event of the dissolution of the Corporation or the winding up of its affairs and the liquidation of its assets, all remaining assets, income and/or earnings shall be distributed, in the manner and amounts as determined by the affirmative vote of not less than the majority of the membership, to such corporation or corporations organized under the laws of the State of Hawaii or lawfully incorporated under any of the other 49 states therein which shall be exempt under Section 501 (c)(3) of the Code, or a corresponding section of any future tax code. It is herewith further mandated that recipients of the proceeds of the dissolution of this Corporation must have provisions in their respective Charters of Incorporation and By-Laws similar to those of this Corporation. Any such assets, income, or earnings not so disposed of shall be disposed of by the Circuit Court for the jurisdiction in which the principle office of the Corporation is then located, or to such corporation or corporations as said Circuit Court shall determine which are organized and operated exclusively for such purposes.

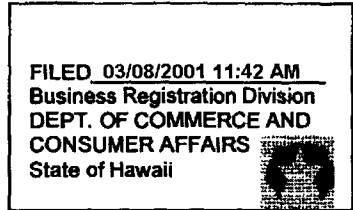
ARTICLE V – DISTRIBUTION OF INCOME

Notwithstanding anything in these Articles of Incorporation to the contrary, in all events and under all circumstances, including but not limited to reorganization, dissolution, or amendment of these Articles of Incorporation:

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STATE OF HAWAII
DEPARTMENT OF COMMERCE AND CONSUMER AFFAIRS
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1010 Richards Street
Honolulu, Hawaii 96813

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and Consumer Affairs State
of Hawaii



ARTICLES OF INCORPORATION

OF

CARROLLCOX.COM

NANAKULI HAWAIIAN HOMESTEAD COMMUNITY ASSOCIATION

N.H.H.C.A.
89-188 Farrington Highway
Waianae, Hawaii 96792

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Section 1. The Corporation shall not authorize or issue any stock.

Section 2. The Corporation shall never be operated for the primary purpose of carrying on any trade or business for profit; and neither the whole nor part or portion of the assets, income or earnings of the Corporation shall be used, nor shall the Corporation ever be organized or operated, for objects or purposes which are not exclusively charitable, religious, educational, scientific or literary, under the laws both of the United States and of the State of Hawaii.

Section 3. Neither the whole nor any part or portion of the assets, income or earnings, current or accumulated, of the Corporation shall ever be used for dividends or be otherwise withdrawn or distributed to or divided among any of the corporation's members, directors, officers, donors, or any private individual within the meaning of the tax exemptions requirements of the laws both of the United States and the State of Hawaii; except, however, that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distribution in furtherance of the Corporation's purposes set forth hereinabove.

Section 4. Unless the Corporation shall qualify as an organization excluded as a private foundation by means of Section 509 (a) of the Code, the Corporation: (1) shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code, (2) shall not engage in any act of self-dealing as defined in Section 4941 (d) of the Code, (3) shall not retain any excess business holdings as defined in Section 4943 (c) of the Code, (4) shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code, and (5) shall not make any taxable expenditures as defined in Section 4945 (d) of the Code.

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Section 5. No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation; nor shall it participate in, or intervene in [including the publishing or distributing of statements] any political campaign on behalf of or in opposition to any candidate for public office; nor shall it engage in any activities which are unlawful under the laws of the United States or the State of Hawaii; nor shall it engage in any transaction or activity not permitted to be conducted or carried on by an organization exempt under Section 501 (c)(3) of the Code, or by an organization, contributions to which are deductible under Section 170 (c)(2) of the Code.

ARTICLE VI – MEMBERSHIP

Section 1. The Corporation shall have a regular membership of not less than five (5) or more than seven (7) individuals who shall have such qualifications and shall be selected in accordance with the provisions of the Bylaws. Evidence of regular membership shall be maintained in the books and records of the Corporation showing those persons who shall from time to time be members of the Membership Group.

Section 2. Except as otherwise provided by law, all power and voting rights shall be exclusively vested in the regular members of the Corporation and each regular member shall be entitled to one vote.

Section 3. This Corporation shall also have associate membership open to all individuals living on Nanakuli Hawaiian Homestead Land. Associate members shall apply for membership and pay dues set by the Board of Directors. Associate members shall have the right to attend the annual meeting of this Corporation, where they may suggest policy for the Corporation, vote on matters brought before the associate membership by the Board of Directors, and vote for six (6) members from the associate membership to be members of the Board of Directors.

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ARTICLE VII – BOARD OF DIRECTORS

Section 1. There shall be a Board of Directors of the Corporation of not less than five (5) individuals or more than eleven (11) individuals who need not be regular members of the Corporation. The number of directors and their selection shall be established as provided in the Bylaws. The right and exercise of all powers to advise, consent or veto any of the business of the Corporation and the control and distribution of its property shall be vested in the Board of Directors, subject, however, to the provisions of laws, these Articles of Incorporation and the Bylaws. There may be an executive committee and such other committees as the Board of Directors or the Bylaws may provide. Each director shall hold office for a term of two (2) years until a successor is elected and qualified.

Section 2. There shall be seven (7) initial Directors who shall hold office for two (2) year terms. The names of the initial Directors of the Corporation are:

<u>Name</u>	<u>Residence Address</u>
Kamaki Kanahele	89-237 Kauwahi Avenue, Waianae, Hawaii 96792
Robert Mokiao	89-220 B Mano Avenue, Waianae, Hawaii 96792
Lihilihi Kia	89-628 Farrington Highway, Waianae, Hawaii 96792
Anna Tello	89-094 Aone Place, Waianae, Hawaii 96792
Jacob Kuni	89-338 Kauwahi Avenue, Waianae, Hawaii 96792
Merrie Aipoalani	89-308 Mokiawe Street, Waianae, Hawaii 96792
Michael P. Kahikina	89-416 Nanakuli Avenue, Waianae, Hawaii 96792

Section 3. The Board of Directors may select and hire an Executive Director who shall conduct all the daily affairs and business of the Corporation as established by provisions in the Bylaws.

ARTICLE VIII – OFFICERS

Section 1. As provided in the Bylaws, the Board of Directors annually shall elect from among the members of the Corporation, a President, a Vice-President, a Secretary, a Treasurer, a Sergeant-at-arms and, from time to time, such other officers as the conduct of the affairs of the Corporation may require. Any two or more offices may be held by the same individual, provided, however, that the Corporation shall have at least three (3) individuals as officers.

Section 2. The names of the initial Officers of the Corporation, who shall hold office until their successors shall be duly elected, and their respective residence street addresses are:

<u>Office</u>	<u>Name</u>	<u>Residence Address</u>	CARROLLCOX.COM
President	Kamaki Kanahale	89-237 Kauwahi Avenue,	Waianae, Hawaii 96792
Vice President	Robert Mokiao	89-220 B Mano Avenue,	Waianae, Hawaii 96792
Secretary	Lihilihi Kia	89-628 Farrington Highway,	Waianae, Hawaii 96792
Treasurer:	Anna Tello	89-094 Aone Place,	Waianae, Hawaii 96792
Sergeant-at-arms	Jacob Kuni	89-338 Kauwahi Avenue,	Waianae, Hawaii 96792

ARTICLE IX – LIABILITY AND INDEMNIFICATION

Section 1: The property of the Corporation shall alone be liable for payment of its debts and liabilities. The members, directors, and officers shall, to the fullest extent permitted by law, incur no personal liability for such debts and liabilities by reason of such membership or position.

Section 2: The Corporation shall indemnify each director, officer, employee, and agent, including former directors and officers, to the full extent permitted by the Hawaii Nonprofit Corporation Act. The Corporation may purchase and maintain insurance on behalf of any such director, officer, employee or agent against any liability asserted or incurred by such person in any such capacity or arising out of his or her status as such.

ARTICLE X – AMENDMENTS

The regular members of the Corporation reserve the right to amend, alter, repeal, or rescind the Articles of Incorporation and the Bylaws of this Corporation by three quarter majority vote of the members present, a quorum having been established, at its annual membership meeting.

WE certify under the penalties of Section 415B-158, Hawaii Revised Statutes, that we have read the above statements and that the same are true and correct.

Witness our hands this eighth day of March, 2001.

Kamaki Kanahale
Kamaki Kanahale, President

Robert Mokiao
Robert Mokiao, Vice President

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