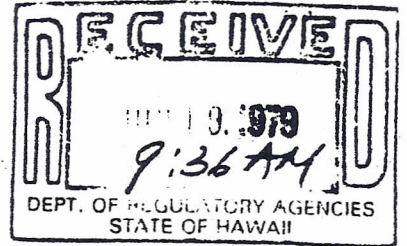


STATE OF HAWAII

DEPARTMENT OF REGULATORY AGENCIES

In the Matter of a Petition )  
for Charter of Incorporation )  
 )  
of )  
 )  
ORCHIDLAND COMMUNITY )  
ASSOCIATION, INC. )  
\_\_\_\_\_ )



PETITION FOR CHARTER OF INCORPORATION

CARLSMITH, CARLSMITH,  
WICHMAN AND CASE  
(Tim E. deSilva) 1586-0  
121 Waiianuenue Avenue  
Hilo, Hawaii 96720

Attorneys for Orchidland Community  
Association, Inc.

STATE OF HAWAII            )  
                                  )    SS:  
COUNTY OF HAWAII        )

On this 23rd day of May,  
1979, before me personally appeared AL PERREIRA, HARRY  
SHIGEURA, BARBARA BROWN and DOLORES WALTHER, to me known  
to be the persons described in and who executed the fore-  
going instrument, and acknowledged to me that they  
executed the same as their free act and deed.

*[Signature]*  
Notary Public, Third Judicial  
Circuit, State of Hawaii

My Commission expires: May 1983

STATE OF HAWAII

DEPARTMENT OF REGULATORY AGENCIES

In the Matter of a Petition )  
 for Charter of Incorporation )  
 )  
 of )  
 )  
 ORCHIDLAND COMMUNITY )  
 ASSOCIATION, INC. )  
 \_\_\_\_\_ )

PETITION FOR CHARTER OF INCORPORATION

TO THE HONORABLE TANY S. HONG, DIRECTOR OF REGULATORY AGENCIES OF THE STATE OF HAWAII:

The undersigned, ALBERT PERREIRA, HARRY M. SHIGEURA, BARBARA BROWN and DOLORES M. WALTHER, all of whom are residents of the State of Hawaii, hereby petition the Director of Regulatory Agencies of the State of Hawaii, under the provisions of Sections 416-19 and 416-20 of the Hawaii Revised Statutes for the issuance of a charter of incorporation in the form and manner of the Charter of Incorporation attached hereto and incorporated herein by reference.

IN WITNESS WHEREOF, the Incorporators have hereunto set their hands this 15<sup>th</sup> day of June, 1979.

Albert Perreira  
 ALBERT PERREIRA

Harry M. Shigeura  
 HARRY M. SHIGEURA

Barbara Brown  
 BARBARA BROWN

Dolores M. Walther  
 DOLORES M. WALTHER

DEPARTMENT OF REGULATORY AGENCIES

STATE OF HAWAII

In the Matter of the Incorporation )  
  ) )  
  of    ) )  
  ) )  
ORCHIDLAND COMMUNITY                    ) )  
ASSOCIATION, INC.                        ) )  
\_\_\_\_\_ )

CHARTER OF INCORPORATION

TO ALL TO WHOM THESE PRESENTS SHALL COME:

I, the undersigned Director of Regulatory Agencies of the State of Hawaii, send greetings:

WHEREAS, ALBERT PERREIRA, HARRY M. SHIGEURA, BARBARA BROWN and DOLORES M. WALTHER, all of whom are residents of the State of Hawaii, have filed with me, as Director of Regulatory Agencies, a verified petition to grant to them and their associates a Charter of Incorporation as a nonprofit corporation, in accordance with Section 416-20 of the Hawaii Revised Statutes;

NOW, THEREFORE, I, the said Director, in the exercise and execution of every power and authority in anywise enabling me in this behalf, do hereby constitute the said petitioners and their associates a corporation under the laws of the State of Hawaii for the purposes and in the form hereinafter set forth.

STATE OF HAWAII            )  
  ) SS:  
COUNTY OF HAWAII        )

ALBERT PERREIRA, HARRY M. SHIGEURA, BARBARA BROWN  
and DOLORES M. WALTHER, being first duly sworn on oath,  
depose and say that they are the petitioners above named,  
that they have read the foregoing petition and attached  
proposed charter of incorporation and know the contents  
thereof; and that the matters and statements therein set  
forth are true to the best of their knowledge and belief.

*Albert Perreira*

Albert Perreira

*Harry M. Shigeura*

Harry M. Shigeura

*Barbara Brown*

Barbara Brown

*Dolores M. Walther*

Dolores M. Walther

Subscribed and sworn to before me this  
15<sup>th</sup> day of June, 1979.

*James A. Casin*  
Notary Public, Third Judicial  
Circuit, State of Hawaii

My Commission expires: January 4, 1985

I.

NAME

The name of this corporation shall be ORCHIDLAND  
COMMUNITY ASSOCIATION, INC.

II.

LOCATION

The location of the principal office of the  
corporation shall be Hilo, Hawaii, and its initial mailing  
address shall be P. O. Box 109, Keaau, Hawaii 96749.

III.

PURPOSES

A. To aid, promote and assist in the development,  
improvement and maintenance of Orchidland Estates Subdivision  
as a desirable residential community.

B. To preserve the agricultural status of the  
subdivision.

C. To help and assist residents in times of  
need and distress.

D. To represent the residents of the subdivi-  
sion in matters of legislation pertaining to and affecting  
the subdivision and to actively represent the residents of  
the subdivision before government agencies.

A

E. To promote the health, safety and welfare of the residents in the subdivision.

F. To develop a unified community spirit and to promote better understanding and good fellowship among the residents of the subdivision.

G. To promote and support projects for the betterment of the residents in the subdivision and to maintain and improve the quality of life therein.

Provided, however, that the foregoing shall be strictly limited to charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954, as amended. The corporation is not organized for profit and it will not issue any stock. No part of its assets, income, or earnings shall inure to the benefit of any member, director, officer, employee, or any private individual, except that reasonable compensation may be paid for services rendered to or for the corporation effecting one or more of its objects and purposes or for reimbursement of expenses incurred in behalf of the corporation. No member, director, officer, or employee of the corporation, or any private individual, shall be entitled to share in the distribution of any of the corporation's assets on dissolution of the corporation. No part of the

activities of the corporation shall include (i) carrying on propaganda, (ii) attempting in any manner to influence legislation, except that members of the corporation's Board of Directors and personnel of the corporation may testify or make other appropriate communications where formally requested to do so by a legislative body or a committee or a member thereof, in matters concerning legislation relating to the public purposes of the corporation or public appropriations to programs and activities of the corporation, or (iii) participating in, or intervening in (including the publication or distribution of statements), or contributing to, any political campaign in behalf of any candidate for public office.

Further, and without limiting the generality of the foregoing,

(a) The corporation 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 Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

(b) The corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal



Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

(c) The corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

(d) The corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

(e) The corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

#### IV.

#### DURATION

The duration of this corporation shall be perpetual.

#### V.

#### MEMBERS

(a) Subject to any restrictions or limitations as contained in the by-laws of the corporation all owners

and residents of the Orchidland Estates Subdivision may become members of the corporation.

(b) The members of this corporation may also be the directors thereof. Additional members shall become members or shall cease to be members in accordance with the provisions set forth in the by-laws.

## VI.

### BOARD OF DIRECTORS

The business and affairs of the corporation shall be managed by a Board of Directors consisting of not less than three (3) members; no less than one third (1/3) of the members of the Board shall be residents of the State of Hawaii. The initial directors of the corporation and their residence addresses are as follows:

<u>Name</u>	<u>Residence Address</u>
Albert Perreira	133 Meluhia Hilo, Hawaii 96720
Harry M. Shigeura	284 Pohakulani Hilo, Hawaii 96720
Barbara Brown	Box 1113 Keaau, Hawaii 96749
Dolores M. Walther	Box 733 Keaau, Hawaii 96749
Wayne Carey	Box 1043 Keaau, Hawaii 96749

<u>NAME</u>	<u>RESIDENCE ADDRESS</u>
Robert Coates	S. R. Box UU51 Keaau, Hawaii 96749
Howard Mercer	S. R. Box UU-110 Keaau, Hawaii 96749
Scot Susman	Box 1031 Keaau, Hawaii 96749
Gordon Shigeura	c/o 420 Lanikaula Hilo, Hawaii 96720

The qualifications and manner of election of the directors shall be as set forth in the Bylaws of the corporation.

#### VII.

#### OFFICERS

The officers of the corporation shall consist of such officers as shall be provided for in the Bylaws, with such qualifications, duties, and powers as are provided for therein. The initial officers of the corporation and their residence addresses are as follows:

<u>Title</u>	<u>Name</u>	<u>Address</u>
President	Albert Perreira	133 Meluhia Hilo, Hawaii 96720
Vice President	Harry M. Shigeura	284 Pohakulani Hilo, Hawaii 96720
Recording Secretary	Barbara Brown	Box 1113 Keaau, Hawaii 96749
Treasurer	Dolores M. Walther	Box 733 Keaau, Hawaii 96749

## VIII.

### 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 this corporation, shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively 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 1954, as amended.

## IX.

### BYLAWS

The initial Bylaws of the corporation shall be adopted by the directors at an initial meeting of the directors, and a certified copy thereof shall be filed within thirty (30) days after adoption. The Bylaws, and every part thereof, may from time to time and at any time, be amended, altered, repealed, and new or additional bylaws may be adopted by the members as prescribed in the Bylaws.

IN WITNESS WHEREOF, I have hereunto set my hand and caused the official seal of the office of the Director

of Regulatory Agencies of the State of Hawaii to be hereunto  
affixed this 25<sup>th</sup> day of June, 1979.

*Tany S. Hong*

TANY S. HONG  
Director of Regulatory Agencies

*Russel S. Nagata*

Corporation & Securities  
Administrator