

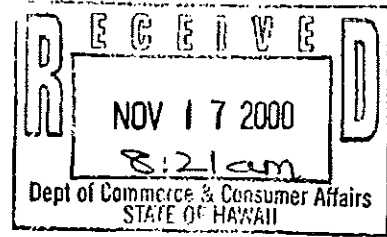
DEPARTMENT OF COMMERCE & CONSUMER AFFAIRS

STATE OF HAWAII

In the Matter of the Incorporation)

of)

WEST KULAHA MEADOWS)
HOMEOWNERS ASSOCIATION)



ARTICLES OF INCORPORATION

DAVID M. JORGENSEN (4784)
ING, HORIKAWA, KUWADA & JORGENSEN
2145 Wells Street, Suite 204
Wailuku, Maui, Hawaii 96793

Attorney for Incorporators

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State of Hawaii
DEPARTMENT OF COMMERCE AND CONSUMER AFFAIRS
Business Registration Division
1010 Richards Street
Mailing Address: P.O. Box 40, Honolulu, HI 96810

ARTICLES OF INCORPORATION
(Section 415B-34, Hawaii Revised Statutes)

The undersigned, desiring to form a nonprofit corporation under the laws of the State of Hawaii, certify as follows:

I
NAME

The name of the corporation shall be: **WEST KUIAHA MEADOWS HOMEOWNERS ASSOCIATION.**

II
LOCATION

The mailing address of the initial or principal office of the corporation is: 1043 Makawao Avenue, Suite 208, Makawao, Maui, Hawaii 96768

III
DURATION

The period of its duration is perpetual.

IV
PURPOSES

The purpose(s) for which the corporation is organized is to provide for the management, maintenance, preservation, and control of subdivision lots, common areas and facilities for the benefit of the property on the Island and County of Maui, State of Hawaii from time to time comprising "West Kuiaha Meadows", as defined in that certain Declaration of Protective Covenants, Conditions and Restrictions for West Kuiaha Meadows dated October 10, 2000, made by WEST KUIAHA ASSOCIATES, LLC (hereinafter called "Declarant"), recorded in the Bureau of Conveyances of the State of Hawaii as Document No. 2000-147200, as the same may be amended, supplemented, and/or modified from time to time as therein provided (hereinafter called the "Declaration"), and also to enhance and protect the value, desirability, and attractiveness of the aforesaid property and to promote the health, safety and welfare of the Members of the Association, and the transaction of any or all

lawful activities for which nonprofit corporations may be incorporated under Chapter 415B, Hawaii Revised Statutes.

V POWERS

In furtherance of the purposes stated above, the corporation shall have following powers:

- (a) It may exercise all of the powers and privileges and perform all of the duties and obligations of the Association as set forth in the Declaration, said Declaration being incorporated herein as if set forth at length.
- (b) It may fix, levy, collect, and enforce payment by any lawful means all charges or assessments pursuant to the terms of the Declaration and pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association, including all licenses, taxes, or governmental charges levied or imposed against the property of the Association.
- (c) It may acquire (by gift, purchase, or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use, or otherwise dispose of real or personal property in connection with the affairs of the Association, subject to the provisions of the Declaration and applicable laws.
- (d) It may borrow money and mortgage, pledge, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred by the Association, subject to the provisions of the Declaration and applicable law.
- (e) It may dedicate, sell or transfer all or any part of the property of the Association as provisions of the Declaration and applicable law.
- (f) It may sue, be sued, complain, and defend in its corporate name.
- (g) It may elect or appoint officers and agents as the business of the Association may require, define their duties, and fix their compensation.
- (h) It may make and amend by-laws not in conflict with law, the Declaration, or these Articles of Incorporation.

VI BOARD OF DIRECTORS

There shall be a Board of Directors of the Association which shall have full power to control and direct the business and affairs of the Association and to manage its properties, subject, however, to instructions by the Members of the Association and to any limitations which may be set forth in statutory provisions, in these Articles, in the By-Laws, or in the Declaration. The members of the Board of Directors shall be elected, appointed, and removed, and vacancies in the Board of Directors

shall be filled at such times, in such manner, and for such terms, as may be prescribed by the By-Laws of the Association. At least one (1) member of the Board of Directors shall be a resident of the State of Hawaii. The names and residence addresses of the initial directors are as follows:

	<u>Name</u>	<u>Residence Address</u>
1.	<u>Kent R. Smith</u>	<u>2740 Liholani Street, #17, Pukalani, HI 96768</u>
2.	<u>Ian D. Smith</u>	<u>23 Manuahi Pl., Haiku, HI 96708</u>
3.	<u>Mark R. Walker</u>	<u>2115 Naalae Dr., Kula, HI 96790</u>

**VII
OFFICERS**

The officers of the corporation shall consist of a president, a vice-president, a secretary and a treasurer. The officers shall be elected or appointed, hold office, and may be removed as may be prescribed in the By-Laws. All officers of the Association shall have such authority and perform such duties in the management of the Association as may be provided in the By-Laws, or as may be determined by resolution of the Board of Directors not inconsistent with the Declaration, these Articles of the By-Laws. The names and residence addresses of the initial officers are as follows:

<u>Office Title</u>	<u>Name</u>	<u>Residence Address</u>
President	<u>Kent R. Smith</u>	<u>2740 Liholani St., Pukalani, HI 96768</u>
Vice-President	<u>Ian D. Smith</u>	<u>23 Manuahi Pl., Haiku, HI 96708</u>
Secretary	<u>Mark R. Walker</u>	<u>2115 Naalae Rd., Kula, HI 96790</u>
Treasurer	<u>Mark R. Walker</u>	<u>2115 Naalae Rd., Kula, HI 96790</u>

**VIII
MEMBERS**

- [X] The corporation has members.
- [] The corporation has no members.

IX
NONPROFIT STATUS

The corporation is nonprofit in nature, and shall not authorize or issue shares of stock. No dividends shall be paid and no part of the income or profit of the corporation shall be distributed to its members, directors, or officers, except for services actually rendered to the corporation, and except upon liquidation of its property in case of corporate dissolution.

X
LIMIT OF DEBT AND LIABILITY

The property of the Association shall alone be liable in law for the payment of its debts and the discharge of its obligations. Neither the Members of the Association, nor the members of the Board of Directors, nor any of the officers shall have any personal liability for the payment of such debts or the discharge of such obligations, except that the Members of the Association shall be subject to assessment for and on account of debts, expenses, and obligations of the Association as provided in the Declaration.

XI
VALIDITY OF CONTRACTS

No contract or other transaction between the Association and any other person, firm, corporation, association, or other organization, and no act of the Association shall in any way be affected or invalidated by the fact that any of the directors or officers of the Association are parties to such contract, transaction, or act or are pecuniarily or otherwise interest in the same or are directors, officers, stockholders, or members of any such other firm, corporation, Association, or other organization, provided that the interest or such director or officer shall be disclosed or shall have been known to the Board of Directors authorizing or approving the same, or to a majority thereof. Any director of the Association who is a party to such transaction, contract, or act or who is pecuniarily or otherwise interested in the same or is a director, officer, stockholder, or member of such other firm, corporation, association, or other organization, may be counted in the determining a quorum of any meeting of the Board of Directors that shall authorize or approve any such contract, transaction, or act and may vote thereon with like force and effect as if he were in no way interested therein.

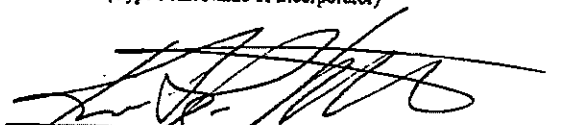
XII
AMENDMENT

These Articles of Incorporation may be amended from time to time in the manner set forth by law.

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.

Signed on October 18, 2000.

Kent R. Smith
(Type/Print Name of Incorporator)


(Signature of Incorporator)

Mark R. Walker
(Type/Print Name of Incorporator)


(Signature of Incorporator)