

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



FILED 05/05/2005 01:34 PM
Business Registration Division
DEPT. OF COMMERCE AND
CONSUMER AFFAIRS
State of Hawaii

ARTICLES OF AMENDMENT

(Section 414D-183, Hawaii Revised Statutes)

PLEASE TYPE OR PRINT LEGIBLY IN BLACK INK

The undersigned, duly authorized officers of the corporation submitting these Articles of Amendment, certify as follows:

1. The name of the corporation is:

WEST MOLOKAI ASSOCIATION

2. The amendment(s) adopted is attached.

3. The amendment (s) was adopted on: March 1, 2003

(Month Day Year)

(Check one)

at a meeting of the members:

Designation (class) Of membership	Total Number of Memberships (votes) outstanding	Total Number of Votes Entitled to be Cast By each Class	Number of Votes Cast by each class For Amendment	Number of Votes Cast by each class Against Amendment
CLASS A	813	813	634	34

OR

by written consent of the members holding at least eighty per cent of the voting power.

OR

by a sufficient vote of the Board of Directors or incorporators because member approval was not required.

4. Check one:

The written approval of a specified person or persons named in the articles of incorporation was obtained.

The written approval of a specified person or persons is not required.

The undersigned certifies under the penalties of Section 414D-12, Hawaii Revised Statutes, that the undersigned has read the above statements and that the same are true and correct.

Signed this 13 day of APRIL, 2005

GEORGE P. BARBOUR, JR. PRESIDENT
(Type/Print Name & Title)

HAROLD EDWARDS, TREASURER
(Type/Print Name & Title)

(Signature of Officer)

(Signature of Officer)

SEE INSTRUCTIONS ON REVERSE SIDE. The articles must be signed by at least one officer of the corporation.

05/06/200520014

ATTACHMENT TO ARTICLES OF AMENDMENT

of

WEST MOLOKAI ASSOCIATION

(Corporate Name)

Fill in the applicable blank(s) and insert text of the amendment.

Article VI, Section _____, Subsection _____,

Paragraph One, is amended to read as follows:

There shall be a Board of Directors of the corporation to consist of not less than three no more than nine directors, and the initial Board of Directors shall consist of five directors. The members of the Board of Directors need not be residents of the State of Hawaii. Subject to the foregoing, the number of directors shall fixed each year by the members of the corporation at their annual meeting. The members of the Board of Directors shall be elected or appointed at such times, in such manner and for such terms, subject to the provisions set forth in this Article VI, as may be prescribed by the By-Laws, which also may provide for the removal of directors and the filling of vacancies and may provide that the remaining members fill vacancies in the Board of Directors, including temporary vacancies caused by the illness of directors or the temporary absence of directors from the State of Hawaii. The directors must be members of the corporation. The Board of Directors shall have full power to control and direct the business and affairs of the corporation and to manage its properties, subject, however, to instructions by the members of the corporation and to any limitations which may be set forth in statutory provisions, in this Charter, in the By-Laws, or in the Declaration.

05/06/r 520014

CERTIFICATE OF AMENDMENT OF BY-LAWS

The undersigned duly authorized officers of WEST MOLOKAI ASSOCIATION, a Hawai'i non-profit corporation, do hereby certify as follows:

That at a meeting of the members of said corporation duly called for the purpose of amending the By-Laws of the corporation held on March 1, 2003, more than 75% of the members present voted to amend the By-Laws in accordance with Article XII of the By-Laws as follows:

1. Article I, Section 2(b) of the By-Laws is amended to read as follows:

b. Any member may attend and vote at meetings in person, or by a proxy holder duly appointed by a written proxy. No proxy shall be valid after eleven months from the date of its execution unless otherwise provided in the proxy. It shall be deemed revoked when the secretary shall receive actual notice of the death or judicially declared incompetence of such member, or upon termination of such member's status as an Owner. The vote for any lot owned of record by two or more persons may be exercised by any one of them present at any meeting in the absence of protest by the other or others, and, in case of protest, each co-tenant shall be entitled to only a share of such vote in proportion to his share of ownership in such lot.

A proxy shall be in writing and shall be valid for only a specified meeting of the Association and any adjournments of that meeting. A member of the Association may give a proxy to any person or the Board of Directors as an entity, and the proxy may be limited as indicated by the Owner. No proxy shall be irrevocable unless:

1. The proxy is coupled with a financial interest in the lot; or
2. The proxy is held pursuant to a first mortgage of record encumbering a lot or an agreement of sale affecting a lot.
3. To be valid, a proxy shall:
 - i. Be delivered to the Secretary of the Association or the managing agent, if any, no later than 4:30 p.m. on the second business day prior to the date of the meeting to which it pertains.
 - ii. Contain at least the name of the Association, the date of the meeting of the Association, the printed name and signature of the person or persons giving the proxy, the lot or lots for which the proxy is given, and the date that the proxy is given; and
 - iii. Contain boxes wherein the owner has indicated that the proxy is given:

- A. For quorum purposes only;
- B. To the individual whose name is printed on a line next to this box;
- C. To the Board of Directors as a whole and that the vote be made on the basis of the preference of the majority of the Board; or
- D. To those directors present at the meeting and the vote to be shared with each Board member receiving an equal percentage.

2. Article I of the By-Laws is amended by the addition of a new subsection (f) reading as follows:

(f) All Association and Directors meetings shall be conducted in accordance with the most current edition of Robert's Rules of Order, Newly Revised.

3. Article II, Section 1(a) is amended to read as follows:

Section 1. Number; Election; Tenure; Vacancies.

a. There shall be a Board of Directors of the corporation of not less than three nor more than nine members, and until the members of the corporation shall otherwise determine, the Board of Directors shall consist of five members. Subject to the foregoing limitations, the number of directors shall be fixed each year by the members of the corporation at their annual meeting, provided that the number of directors may be decreased or increased subject to the foregoing limitations and if increased the additional directors may be elected by the members at any special meeting called for such purpose. All members of the Board of Directors must be members of the corporation. There shall be no more than one member on the Board from any one Lot.

4. Article II, Section 2(a) is amended to read as follows:

Section 2. Meetings; Notice; Quorum.

a. (i) An annual meeting of the Board of Directors shall be held each year immediately after the annual meeting of the members of the corporation and at the place of such annual meeting without call or formal notice. Regular meetings of the Board of Directors, other than annual meetings, shall be held upon seven (7) days notice on such day or days and at such time or times and at such place or places in the State

of Hawaii, as shall be determined from time to time by the Board of Directors, and when any such meeting or meetings shall be so determined no further notice thereof shall be required. Notice may be made in the same manner as set forth in Section 2(b) hereof. Special meetings of the Board of Directors may be called by any officer of the corporation or by any three members of the Board of Directors, and any such meeting shall be held on such day, at such time and at such place in the State of Hawaii, as shall be specified by the person or persons calling the meeting.

(ii) Whenever practicable, all meetings of the Board of Directors, other than executive sessions, shall be open to all members. Members who are not on the Board of Directors may participate in any deliberation or discussion, other than executive sessions, unless a majority of a quorum of the Board of Directors vote otherwise.

(iii) The Board of Directors shall meet at least once each year.

(iv) Minutes of the meetings of the Board of Directors shall include the recorded vote of each board member on all motions except motions voted upon in executive session.

(v) The Board of Directors, with the approval of a majority of a quorum of its members, may adjourn any meeting and reconvene in executive session to discuss and vote upon matters concerning personnel, litigation in which the Association is or may become involved, or as may be necessary to protect the attorney-client privilege of the Association. The general nature of any business to be considered in executive session shall be first announced in the regular session.

(vi) No Board member shall vote by proxy at Board meetings.

(vii) A director who has a conflict of interest on any issue before the Board shall disclose the nature of the conflict of interest prior to a vote on that issue at the Board meeting, and the minutes of the Board shall record the fact that a disclosure was made.

5. Article II, Section 2(b) is amended to read as follows:

b. Notice of each special meeting of the Board of Directors, specifying the day and time and place of the Meeting shall be given by or under direction of the secretary or by a person calling the meeting to each member of the Board of Directors, by advising him at least forty eight (48) hours in advance in writing or by word of mouth of the meeting, or by leaving written or oral notice of the meeting at his residence or usual place of business either by telephone, telegraph, facsimile or any other form of written or electronic communication, or by mailing written notice of the meeting postage prepaid addressed to him at his residence or usual place of business. Nonreceipt of notice of any meeting by any member of the Board of Directors shall not invalidate the meeting or any proceedings taken or any business done at the meeting. Any member of the Board of Directors may waive notice of any meeting either prior to or at or after the meeting, with the same effect as though notice of the meeting has been given to him. The presence of any member of the Board of Directors at a meeting shall be the equivalent of a waiver by him of notice of the meeting.

given to him. The presence of any member of the Board of Directors at a meeting shall be the equivalent of a waiver by him of notice of the meeting.

6. Article VI, Section 1 is amended to read as follows:

Section 1. Vote Required.

The By-Laws may be amended or repealed and new By-Laws may be adopted, by action of not less than a seventy-five percent (75%) in voting interests of each class of members either by written consent or at a meeting of the members of the corporation duly called and held, the notice of which shall have stated that a purpose of the meeting is to consider the adoption, amendment or repeal of the By-Laws and the general nature of the same; PROVIDED HOWEVER, that amendments proposed to be adopted by way of written consent by one or more Owners other than the Board of Directors, must be submitted to the Board of Directors accompanied by a petition signed by no less than 25% of the Owners. The proposed amendment, rationale, and ballots for voting shall then be mailed by the Board of Directors to the Owners at the Association's expense without charge within 30 days of the receipt of the petition by the Board of Directors.

IN WITNESS WHEREOF, the undersigned hereto have executed these presents this 13th day of April, 2005.

WEST MOLOKAI ASSOCIATION

By: J.P. Barbour

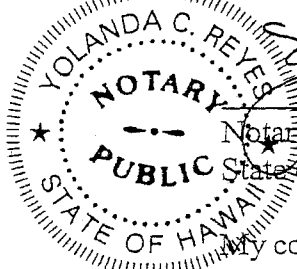
Print Name: GEORGE P. BARBOUR, SR
Print Title PRESIDENT

By: Harold Edwards

Print Name HAROLD EDWARDS
Print Title: TOLDS.

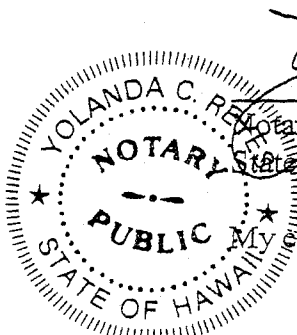
STATE OF Hawaii)
COUNTY OF Maui) SS:

On this 13th day of April, 2005, before me personally appeared Harold Edwards, to me personally known, who being by me duly sworn, did say that he is the Treasurer of West Molokai Association and that said instrument was signed in behalf of said Association by authority of its Board of Directors, and that said officer acknowledged said instrument to be the free act and deed of said Association.

 Yolanda C. Reyes
Notary Public, Hawaii
My commission expires: 06-01-05

STATE OF Hawaii)
COUNTY OF Maui) SS:

On this 13th day of April, 2005, before me personally appeared George Barbours, to me personally known, who being by me duly sworn, did say that he is the President of West Molokai Association and that said instrument was signed in behalf of said Association by authority of its Board of Directors, and that said officer acknowledged said instrument to be the free act and deed of said Association.

 Yolanda C. Reyes
Notary Public, Hawaii
My commission expires: 06-01-05

Handwritten initials

TRANSFER CERTIFICATE OF TITLE NOS.

WEST MOLOKAI ASSOCIATION

<u>LOT #</u>	<u>TCT #</u>	<u>LOT. #</u>	<u>TCT #</u>	<u>LOT #</u>	<u>TCT #</u>
<u>Map 7</u>					
13	181,965				
<u>Map 8</u>					
24	624,770	25	386,391	26	418,342
27	223,392	28	386,901	29	379,511
30	598,702	31	550,244	32	277,268
33	277,269	34	588,076	35	277,270
36	349,908	37	277,272	38	277,692
39	546,242	40	407,536	42	208,741
43	357,419	44	236,863	45	598,702
46	526,272	47	474,927	48	525,550
49	600,121	50	390,219	51	700,825
52	358,968	53	277,284		
<u>Map 9</u>					
63	208,153	66	208,156	68	208,158
<u>Map 11</u>					
70-85	220,492				
<u>Map 15</u>					
94	230,003				
<u>Map 16</u>					
97	230,005	98	230,006		

TRANSFER CERTIFICATE OF TITLE NOS.

WEST MOLOKAI ASSOCIATION

LOT #	TCT #	LOT. #	TCT #	LOT #	TCT #
Map 19					
128	598,702	240	730,634		
129	598,702	241	730,635		
131	690,843	242	716,161		
138	744,512	244	738,390		
147	702,125	245	707,974		
148	704,050	248	693,465		
149	687,675	250	698,198		
151	598,702	251	725,680		
152	687,677	252	699,219		
156	729,244	253	598,702		
158	683,496	254	598,702		
204	689,752	255	698,379		
217	698,738	256	598,702		
218	598,702	257	598,702		
219	598,702	258	598,702		
220	702,920	259	598,702		
221	710,229	260	742,453		
222	697,879	261	702,846		
223	704,049	262	598,702		
225	700,822	263	598,702		
226	690,458	264	598,702		
227	696,273	265	598,702		
228	694,108	266	696,115		
229	693,464	267	716,159		
230	692,083	268	716,158		
231	692,084	271	739,158		
232	693,237	272	728,577		
234	700,268	341	684,106		
235	700,823	343	729,382		
236	700,576	357	693,983		
237	699,043				
238	739,072				
239	696,789				