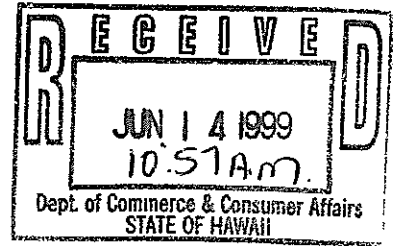


STATE OF HAWAII
DEPARTMENT OF COMMERCE AND CONSUMER AFFAIRS
Business Registration Division
Honolulu

In the Matter of the Incorporation)

of)

MAHANALUA NUI HOMEOWNERS)
ASSOCIATION, INC.)



ARTICLES OF INCORPORATION

(Section 415B-34, Hawaii Revised Statutes)

MANCINI ROWLAND & WELCH
Thomas D. Welch, Jr.
33 Lono Avenue, Suite 470
Kahului, Hawaii 96732

STATE OF HAWAII

DEPARTMENT OF COMMERCE AND CONSUMER AFFAIRS
Business Registration Division
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In the Matter of the Incorporation)
)
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)
 MAHANALUA NUI HOMEOWNERS)
 ASSOCIATION, INC.)
 _____)

ARTICLES OF INCORPORATION

The undersigned, desiring to form a non-profit corporation under the laws of the State of Hawaii, does hereby execute the following Articles of Incorporation:

ARTICLE I
CORPORATE NAME

The name of the corporation shall be:

MAHANALUA NUI HOMEOWNERS ASSOCIATION, INC.

ARTICLE II
CORPORATE LOCATION

The address of the corporation's initial office is:

173 Hoohana Street
Kahului, Hawaii 96732

The corporation's principal place of business and mailing address may be changed from time to time by action of the Board of Directors of the corporation from time to time.

ARTICLE III.
DURATION

The period of the corporation's duration is perpetual.

ARTICLE IV
CORPORATE PURPOSES

Section 1. The corporation is organized exclusively for the following purposes:

(a) To act in all respects as a neighborhood homeowners' association for the purpose of owning, maintaining and operating roads, common areas and common facilities located within the subdivision known as Mahanalua Nui Subdivision (phases I and II), located at Launiupoko, Lahaina, Hawaii.

(b) To carry out all functions and exercise all powers as described in the Declaration of Covenants, Conditions and Restrictions to the Mahanalua Nui Subdivision at Launiupoko, dated June 1, 1999, recorded in the Bureau of Conveyances of the State of Hawaii as Document No. _____ as they may be amended from time to time (the "CC&Rs") including but not limited to the ownership, management, regulation and operation of certain common areas and facilities, the levy, assessment and collection of periodic common expenses against the members and their properties as more particularly described in the CC&Rs and the Bylaws of the corporation, and the prosecution and defense of legal actions in connection with said functions.

(c) The transaction of any and all lawful activities for which nonprofit corporations may be incorporated under Chapter 415B, Hawaii Revised Statutes, as it may be amended from time to time, or any successor statute.

ARTICLE V
CORPORATE POWERS

Section 1. The corporation shall have all powers, rights, privileges and immunities, and shall be subject to all of the liabilities conferred or imposed by law upon corporations of this nature, and shall be subject to and have all the benefits of all general laws with respect to corporations.

Section 2. The corporation shall have, in addition to the general powers conferred upon it under the statutes of the State of Hawaii, the following powers subject to the limitations described in Article VI:

1. To indemnify any person who was or is a party or is threatened to be made a party to any proceeding (other than an action by or in the right of the corporation) if that person is or was a director, officer, employee or other agent of the corporation, against expenses (including attorneys' fees), judgments, fines, settlements and other amounts actually and reasonably incurred in connection with the proceeding if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the corporation and, with respect to any criminal proceeding, had no reasonable cause to believe the conduct of the person was unlawful. The termination of any proceeding by judgment, order, settlement, conviction, or upon a pleas of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which the person reasonably believed to be in or not opposed to the best interest of the corporation or that the person had reasonable cause to believe that the person's conduct was unlawful;

2. To indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action by or in the right of the corporation to procure a judgment in its favor because that person is or was a director, officer, employee or other agent of the corporation, against expenses (including attorneys' fees) actually and reasonably incurred by the person in connection with the defense or settlement of the action if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the corporation except that no indemnification shall be made in respect of any claim, issue, or matter as to which the person shall have been adjudged to be liable for negligence or misconduct in the performance of the person's duty to the corporation unless and only to the extent that the court in which the action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, the person is fairly and reasonably entitled to indemnity for such expenses as the court deems proper.

3. Without limiting the generality of the foregoing, all powers which a Hawaii nonprofit corporation may exercise under Section 415B-6, Hawaii Revised Statutes, as it may be amended from time to time, or any successor statute.

ARTICLE VI LIMITATIONS

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services actually rendered to the corporation.

ARTICLE VII
MEMBERS

The corporation shall have members. The "Owners" of each "Property" (as those terms are defined in the CC&Rs) within Mahanalua Nui Subdivision shall automatically be members of this corporation. The membership in this corporation may be transferred or encumbered only with and to the same extent as a transfer of an ownership interest in a Property. In the event any interest in a Property is conveyed without mention of this membership, this membership shall be deemed to be automatically transferred with said Property. A person's membership shall terminate at such time as said person shall no longer be an owner of any Property in Mahanalua Nui Subdivision.

ARTICLE VIII
DIRECTORS

The management of the business and affairs of the corporation and the control and distribution of its assets shall be vested in a Board of Directors, which shall consist of such number of directors as shall be fixed by the Bylaws of the corporation, but in no event less than three (3) individuals. The members may increase or decrease the number of directors at any annual meeting or any other meeting properly called for such purpose. Further, at least one director shall be a resident of the State of Hawaii. The directors shall be qualified, nominated, elected and appointed as is provided for in the Bylaws. The Board of Directors shall have full power to control and direct the business affairs of the corporation, subject, however, to any limitations contained herein or in the Bylaws of the corporation or by statute. Each initial director of the corporation shall serve until his successor is duly chosen. The initial Board of Directors is fixed at three and the directors of the corporation and their residence addresses, are as follows, to serve until their successors are elected and qualified:

<u>Name</u>	<u>Residence Address</u>
Peter K. Martin	590-A Old Stable Road Paia, Hawaii 96779
James Riley	590 Old Stable Road Paia, Hawaii 96779
Robert L. Horcajo	2 Waa Place Paia, Hawaii 96779

ARTICLE IX
OFFICERS

The officers of the corporation shall consist of a president, vice-president, secretary, treasurer and such other assistant officers as the Board of Directors deems necessary, with such qualifications, duties and powers as are provided for in the Bylaws. The officers have been elected or appointed at such time and in such manner and for such terms as prescribed in the Bylaws of the corporation. Any two or more offices may be held by the same person, provided that the corporation shall have at least two persons as officers. The initial officers and their residence addresses are as follows:

<u>Office</u>	<u>Name</u>	<u>Residence Address</u>
President	Peter K. Martin	590-A Old Stable Road Paia, Hawaii 96779
Vice President	James Riley	590 Old Stable Road Paia, Hawaii 96779
Secretary	Robert L. Horcajo	2 Waa Place Paia, Hawaii 96779
Treasurer	Peter K. Martin	590-A Old Stable Road Paia, Hawaii 96779

ARTICLE X
BYLAWS

The Bylaws of the corporation shall be adopted by the Board of Directors of the corporation and may be amended from time to time by the Board of Directors.

ARTICLE XI
DISSOLUTION

Upon the dissolution of the corporation, or the winding up of its affairs, the assets of the corporation shall be distributed exclusively to an incorporated or unincorporated association of owners of Properties in Mahanalua Nui Subdivision, which shall be formed for the purpose of carrying out the functions of the "Association" as defined in the CC&Rs, as it shall then exist.

ARTICLE XII
AMENDMENT

The Articles of Incorporation set forth herein shall be subject to amendment from time to time as provided by law, except that no amendment shall be made which would change the objects and purposes of this corporation and each amendment shall conform to the Declaration, Bylaws and Hawaii law.

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

Witness my hand this 1st day of June, 1999.



THOMAS D. WELCH, JR.