

**RESTATED AND AMENDED
ARTICLES OF INCORPORATION
OF AIEA COMMUNITY ASSOCIATION**

Adopted November 23, 2009

On November 23, 2009, at a general membership meeting of the members, the Aiea Community Association's valid and current members, along with its Board of Directors, approved the Amended and Restated Articles of Incorporation, as presented below. . The Amended and Restated Articles of Incorporation, were unanimously approved by the 25 of 25 members of general membership in attendance on November 23, 2009, constituting a valid quorum and approval for adoption by both the Board of Directors and the general membership.

Pursuant to Haw. Rev. Stat. § 414D-184, the Amended and Restated Articles of Incorporation supersede the original Articles of Incorporation and all amendments thereto

ARTICLE I

CORPORATE NAME

The name of the Corporation shall be: AIEA COMMUNITY ASSOCIATION.

ARTICLE II

LOCATION OF THE CORPORATION

The location of the Corporation and the street and mailing address of its initial office shall be: 99-210 Hailimanu Place, Aiea, Hawai'i 96701.

ARTICLE III

REGISTERED AGENT AND OFFICE

The corporation shall have and continuously maintain in the State of Hawai'i a registered office and a registered agent.

a. The name of the corporation's registered agent in the State of Hawai'i is:

CLAIRE J. TAMAMOTO

b. The street address of the corporation's initial registered office in the State of Hawai'i is:

99-210 Hailimanu Place
Aiea, Hawai'i 96701

ARTICLE IV

MEMBERS

The Corporation shall have members. Membership shall be open to any person residing in the state of Hawai'i.

ARTICLE V

CORPORATE PURPOSES

Section 5.1 Purposes. The Corporation shall be organized for the following purposes:

- (1) To promote the common interests and the general welfare of the residents, business, and visitors of Aiea;
- (2) To engage in community development activities (which may include housing and economic development activities) which are intended to lead to an improvement of the physical, economic or social environment of its geographic area of operation by addressing one or more of the critical problems of the area with attention to the needs of persons with low income. These activities shall be undertaken primarily, but not exclusively, in the Corporation's geographic area of operation, as more particularly described for the Aiea Neighborhood Board No. 20, found in Section 2-16-220, Neighborhood Geography, City and County of Honolulu, Office of the Managing Director, Neighborhood Commission, Chapter 16, or as may be amended from time to time. See <http://www.honolulu.gov/nco/2008nplan.htm>. Nothing in this paragraph shall allow this organization to carry on any activities not permitted to be carried on by an organization exempt from Federal and state income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provision of any future Unity State Internal Revenue law; and
- (3) To exercise all powers enumerated in Section 414D-52 of the Haw. Rev. Statutes, for charitable, scientific, literary, religious, or educational purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States internal revenue law).

Section 5.2 Restrictions. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation. The Corporation shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office. The term "funds of the Corporation" used herein, shall mean and include any properties and moneys held by the Corporation, including any income accumulated by the Corporation and any proceeds from the sale of any properties sold or otherwise disposed of by the Corporation.

Notwithstanding any other provision of these Articles, the Corporation is organized and shall be operated exclusively for charitable, scientific, literary, religious, or educational purposes, as a nonprofit corporation and the Corporation shall not carry on any activities not permitted to be carried on:

(1) By a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States internal revenue law); or

(2) By a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States internal revenue law).

ARTICLE VI

CORPORATE POWERS

The Corporation shall have and possess all the powers permitted to nonprofit corporations under 414D-52 of the Haw. Rev. Statutes and other laws and applicable regulations of the State of Hawai'i.

ARTICLE VII

LIABILITY AND INDEMNIFICATION OF OFFICERS, DIRECTORS, EMPLOYEES AND AGENTS

Section 7.1 No Liability to Corporation. No director, officer, employee or other agent of the Corporation and no person serving at the request of the Corporation as a trustee, director, officer, employee or other agent of another corporation, partnership, joint venture, trust or other enterprise and no heir or personal representative of any such person shall be liable to the Corporation for any loss or damage suffered by it on account of an action or omission by such person as a trustee, director, officer, employee or other agent if such person acted in good faith and in a manner reasonably believed to be in or not opposed to the best interests of this Corporation, unless with respect to an action or suit by or in the right of the Corporation to procure a judgment in its favor such person shall have been adjudged to be liable for negligence or misconduct in the performance of his or her duty to this Corporation.

Section 7.2 Indemnity.

(1) The Corporation shall indemnify each person who was or is a party or is threatened to be made a party to any threatened, pending or completed civil, criminal, administrative or investigative action, suit or proceeding (other than an action by or in the right of the Corporation), by reason of the fact that such person is or was a director, officer, employee or agent of the Corporation or is or was serving in such capacity at the request of the Corporation in any other corporation, partnership, joint venture, trust or other enterprise, against expenses, attorneys' fees, judgments, fines and amounts paid in settlement, actually and reasonably incurred by such person in connection with such

action, suit or proceeding, if such person acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The terminating of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that such person did not act in good faith and in a manner which such person reasonably believed to be in or not opposed to the best interests of the Corporation and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

(2) The Corporation shall indemnify each person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding by or in the right of the Corporation by reason of the fact that such person is or was a director, officer, employee or agent of the Corporation or is or was serving in such capacity at the request of the Corporation in any other corporation, partnership, joint venture, trust or other enterprise against expenses and attorneys' fees actually and reasonably incurred by such person in the defense or settlement of such action or suit if such person acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation; provided that no indemnification shall be made in respect of any claim, issue, or matter as to which such person is adjudged to be liable for negligence or misconduct in the performance of his or her duty to the Corporation unless and only to the extent that the court in which such action or suit was brought determines upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses and attorneys' fees which such court deems proper.

(3) To the extent that a person seeking indemnification under Section 7.2(1) or 7.2(2) above has been successful on the merits or otherwise in defense of any action, suit or proceeding, or any claim, issue or matter therein, the Corporation shall indemnify such person against expenses and attorneys' fees actually and reasonably incurred in connection therewith.

(4) The Corporation shall make indemnification payments to or on behalf of the person seeking them only if authorized in the specific case upon a determination that indemnification of such person is proper because such person meets the applicable standards of conduct set forth in Section 7.2(1) or 7.2(2) above. Such determination may be made (1) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or (2) if such quorum is not obtainable, or if a quorum of disinterested directors so directs, by independent legal counsel in a written opinion to the Corporation, or (3) by the court in which such action, suit or proceeding was pending upon application made by the Corporation or the person seeking indemnification or the attorney or other person rendering services in connection with the defense, whether or not such application is opposed by the Corporation.

(5) The Board of Directors shall authorize payment in advance of final disposition of an action, suit or proceeding for the expenses and attorneys' fees incurred by a person seeking indemnification under Section 7.2(1) or 7.2(2) above, provided that such person delivers a written undertaking to repay such amount unless it is ultimately determined that such person is entitled to be indemnified under this Section 7.2.

(6) The indemnification provided by this Section 7.2 shall not be deemed exclusive of any other rights to which those seeking indemnification are entitled under any bylaw, agreement, vote of disinterested directors or otherwise, both as to action in a person's official capacity and as to action in another capacity while holding such office, and shall continue as to a person who ceases to be a director, officer, employee or agent and shall inure to the benefit of his or her heirs, executors and administrators.

(7) The Corporation may purchase and maintain insurance on behalf of any person described in Section 7.2(1) or 7.2(2) above against any liability asserted against or incurred by such person in any such capacity or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify the person against such liability under this Section 7.2.

(8) This Section 7.2 shall be effective with respect to any person who is a director, officer, employee or agent of the Corporation or is serving in such capacity at the request of the Corporation in any other corporation, partnership, joint venture, trust or other enterprise, at any time on or after the effective date of these Articles of Incorporation with respect to any action, suit or proceeding pending on or after that date against such person based upon his or her acting in such capacity before or after that date

ARTICLE VIII

NON-PROFIT

The Corporation is not organized for profit and it will not issue any stock, and no part of its assets, income, or earnings shall be distributed to its directors or officers, except for services actually rendered to the Corporation; provided, however, that the Corporation shall be empowered to make payments and distributions in furtherance of the purposes for which it is organized and operated.

ARTICLE IX

CORPORATE LIABILITY

The property of the Corporation shall alone be liable in law for the debts and liabilities of the Corporation. The officers and directors of the Corporation shall incur no personal liability for said debts and liabilities by reason of such position.

ARTICLE X

CORPORATE DISSOLUTION

If the Corporation shall cease to exist or shall be dissolved, all property and assets of the Corporation of every kind, after payment of its just debts, shall be distributed only to one or more public agencies, organizations, corporations, trusts or foundations having like purposes and organized and operated exclusively for charitable, scientific, literary, religious or educational purposes, no part of whose assets, income or earnings may be used for dividends or otherwise withdrawn or distributed to or inure to the benefit of any private individual and the activities of which do not include participation or intervention

(including the publication or distribution of statements) in any political campaign on behalf of any candidate for public office. In no event shall any distribution be made to any organization unless it qualifies as a tax-exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States internal revenue law) with purposes similar or related to those of the Corporation.

ARTICLE XI

BYLAWS

Section 12.1 Adoption. The Bylaws shall be adopted by the Board of Directors of the Corporation.

Section 12.2 Amendment. The Bylaws of the Corporation may be altered, amended or repealed by the Board of Directors of the Corporation.

ARTICLE XII

AMENDMENT

These Articles shall be subject to amendment from time to time in the manner provided by law.

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

Signed this 30th day of November, 2009.

CLAIRE J. TAMAMOTO
President, Director