

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

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Business Registration Division
DEPT. OF COMMERCE AND
CONSUMER AFFAIRS
State of Hawaii



**ARTICLES OF INCORPORATION
(Section 414D-32, Hawaii Revised Statutes)**

The undersigned, for the purpose of forming a nonprofit corporation under the laws of the State of Hawaii, do hereby make and execute these Articles of Incorporation:

ARTICLE I. NAME AND ADDRESS

The name of the corporation shall be "KAP Roadway Maintenance Association, Inc." (the "Association") and the street address of its initial principal office is P.O. Box 2383, Kailua Kona, HI 96745-2383.

ARTICLE II. PURPOSE

The purposes for which the Association is organized are:

- (A) To be and constitute the Association to which reference is made in the Declaration of Covenants, Conditions, and Restrictions for the 'KA AINA PONO Subdivision.
- (B) To perform all obligations and duties of the Association, and to exercise all rights and powers of the Association, as specified in the Declaration, these Articles, in the Bylaws and as provided by law; and
- (C) To provide an entity for the furtherance of the interests of the owners of real property subject to the Declaration.

ARTICLE III. MEMBERS

The Association shall have two classes of membership, Class "A" and Class "B". Class A members are those who, in the Declaration, are defined as within 'KA AINA PONO Subdivision (Article II, 2.1). Class B members are those who, in the Declaration, are defined as having grants of easement for roadway access (Article II, 2.1(a)).

ARTICLE IV. TERM

The Association shall be of perpetual duration.

ARTICLE V. DIRECTORS

- (A) The affairs of the Association shall be managed by a Board of Directors consisting of an odd number of not less than three (3) nor more than seven (7) Directors. The

initial Board shall consist of five (5) Directors who shall be appointed by those who have volunteered from earlier solicitations to the Membership seeking interest in serving on the initial Board.

- (B) The officers of the Association shall be a President, Vice President, Secretary, and Treasurer. Any two offices may be held by the same person, except the offices of President and Secretary.
- (C) At the initial seating of the Board, the Director occupying the position of Treasurer and two (2) additional Directors (total of three (3)) shall serve a minimum of current plus two (2) additional years and the balance of the Board Members shall serve the current plus one (1) additional year term, as such Directors determine among themselves.
- (D) The method of election, removal and filling of vacancies on the Board of Directors and the term of office of Directors shall be as set forth in the Declaration and Bylaws.

ARTICLE VI. BY-LAWS

The first By-Laws of the Association shall be adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided by the By-Laws.

ARTICLE VII. LIABILITY OF OFFICERS AND DIRECTORS

To the fullest extent that the Hawaii Nonprofit Corporations Act, as it exists on the date hereof or as it may hereafter be amended, permits the limitation or elimination of the liability of Officers and Directors, no Officer nor Director of the Association shall be personally liable to the Association or its Members for monetary damages for breach of duty of care or other duty as an Officer or Director. This limitation of liability shall not extend to an Officer's or Director's intentional acts of fraud, misrepresentation, theft, or other intentional acts causing damages to the Association and Members. No amendment to or repeal of this Article shall apply to or have any effect on the liability or alleged liability of any Officer or Director of the Association for or with respect to any acts or omissions of such Officer or Director occurring prior to such amendment or repeal.

ARTICLE VIII. AMENDMENTS

Amendments to the Articles of Incorporation shall be proposed and adopted in the following manner:

- (A) Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is considered.
- (B) A resolution for the adoption of a proposed amendment may be proposed either by the Board of Directors or by Owners representing ten (10) of the total Class "A" votes of the Association; and, shall require an affirmative vote of Owners representing at least 50% plus one of the total Class "A" votes in the Association to pass adoption;

(C) Provided, further, that no amendment shall abridge, limit or alter the rights reserved by or granted to the Declarant, its successors or assigns, or any successor Declarant, by these Articles or By-Laws without the prior written consent of the Declarant, its successors or assigns, or a successor Declarant.

ARTICLE IX. DISSOLUTION

The Association may be dissolved only upon a resolution duly adopted by the Board of Directors and the affirmative vote of Owners representing at least 80% of the total Class "A" votes in the Association.

ARTICLES X. INCORPORATOR

The name and address of each incorporator of the Association is:

Stephen D Lopez, P.O. Box 2383, Kailua Kona, HI 96745

Cindy L. Tuttle, P.O. Box 2383, Kailua Kona, HI 96745

ARTICLE XI. APPOINTMENT OF REGISTERED AGENT

Stephen D Lopez is hereby appointed to serve as Registered Agent of the Association. The business address of the Registered Agent is P.O. Box 2383, Kailua Kona, HI 96745-2383.

ARTICLE XII. NONPROFIT

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.

ARTICLE XIII. CERTIFICATION

The undersigned certifies under the penalties of Section 414D-12, Hawaii Revised Statutes, that the undersigned has read the above statements, that I/we are authorized to sign this Articles of Incorporation, and that the above statements are true and correct:

Signed this 3rd day of January, 2022.


Stephen D Lopez, Incorporator


Cindy L. Tuttle, Incorporator