





The Corporation shall have and continuously maintain in the State of Hawaii a registered agent who shall have a business address in this State. The agent may be an individual who resides in this State, a domestic entity or a foreign entity authorized to transact business in this State.

The name of the Corporation's registered agent in the State of Hawaii is Troy T. Fukuhara of the City and County of Honolulu, State of Hawaii. The street address of the place of business of the person in the State of Hawaii to which service of process and other notice and documents being served on or sent to the entity represented by it may be delivered to is 680 Iwilei Road, Suite 510, Honolulu, Hawaii 96817.

### III.

#### PERIOD OF DURATION

The period of the Corporation's duration is perpetual.

### IV.

#### PURPOSES AND POWERS

The Corporation shall be a nonprofit corporation within the meaning of Chapter 414D of the Hawaii Revised Statutes, as amended.

The Corporation is organized for the following specific purposes and powers:

- a. To provide the management and maintenance of the common elements of the condominium project known as "Pu`uwai Place – Phase I" located at Aualii, Waikele, District of Ewa, City and County of Honolulu, Hawaii (the "Project")(in the event the Project is merged by one or more administrative mergers or ownership mergers with a condominium project or projects located or to be located on lands in the vicinity of the Project (referred to as the "Additional Phases") in accordance with the Declaration of Merger of Condominium Phases dated \_\_\_\_\_, 2017, recorded as Document No. \_\_\_\_\_, as amended from time to time (the "Declaration of Merger"), all references to Project shall refer to the entire merged Project, as reconstituted by any such merger or mergers); and
- b. To have and exercise all of the powers conferred by law on nonprofit corporations; and

c. To have and exercise all powers conferred by law on an association of unit owners under Chapter 514B of the Hawaii Revised Statutes, as amended, or the corresponding provisions of any successor Hawaii law; and

d. To have and exercise all powers provided to the association of unit owners in the Declaration of Condominium Property Regime of Pu`uwai Place – Phase I dated \_\_\_\_\_, 2017, recorded in the Bureau of Conveyances of the State of Hawaii as Document No. \_\_\_\_\_, as amended from time to time (the "Phase I Declaration"), and the By-Laws of the Association of Unit Owners of Pu`uwai Place – Phase I dated \_\_\_\_\_, 2017, recorded in said Bureau as Document No. \_\_\_\_\_, as amended from time to time (the "Phase I By-Laws"); provided that upon an administrative merger or ownership merger of Pu`uwai Place – Phase I with the Additional Phases, the Corporation shall have and exercise all powers provided to the association of unit owners in the Declarations of Condominium Property Regime applicable to each of the merged phases which shall be construed as one document applicable to the merged Project, and the same shall be true of the respective By-Laws of the merged phases. In the event of a conflict between the respective Declarations of Condominium Property Regime and the By-Laws, the Declaration of Condominium Property Regime for Phase I and the By-Laws for Phase I shall control. The Phase I Declaration and the Declarations of Condominium Property Regime of the Additional Phases that have been merged by administrative merger or ownership merger are collectively referred to as the "Declaration". The Phase I By-Laws and the By-Laws of the Association of Unit Owners of the Additional Phases that have been merged by administrative merger or ownership merger are collectively referred to as the "By-Laws".

The Corporation is not organized for profit and it will not issue any stock. No part of its assets, income or earnings shall be distributed to any director, officer, employee or any private individual, except that reasonable compensation may be paid for services rendered to or for the Corporation effecting one or more of its objects and purposes or for reimbursement of expenses incurred in behalf of the Corporation. No director, officer or employee of the Corporation, or any private individual, shall be entitled to share in the distribution of any of the Corporation's assets on dissolution of the Corporation, except to the extent permitted by law. No part of the activities of the Corporation shall include (i) carrying on propaganda, (ii) attempting in any manner to influence legislation, except that members of the Corporation's Board of Directors and personnel of the Corporation may testify or make other appropriate communications where formally requested to do so by a legislative body or a committee or a member thereof in matters concerning legislation relating to the public purposes of the Corporation or public appropriations to programs and activities of the Corporation, or (iii) participating or intervening in (including the publication or distribution of

statements), or contributing to, any political campaign on behalf of any candidate for public office.

Notwithstanding any other provision herein, the Corporation shall have all of the powers of a condominium owners association as defined in Section 528 of the Internal Revenue Code of 1986, and shall not carry on any activities not permitted to be carried on by a corporation entitled to an exemption from federal income tax on certain income under Section 528 of the Internal Revenue Code of 1986, or the corresponding provision of any subsequent federal laws.

V.

MEMBERS

The Corporation shall have members who shall be owners of units in the Project. The authorized number and qualifications of members of the Corporation, the property, voting and other rights and privileges of the members, and their liabilities for dues and assessments and the method of collection thereof, shall be as set forth in the Declaration, the By-Laws and these Articles of Incorporation.

VI.

INCORPORATOR

The name and address of the incorporator is Gail O. Ayabe, 999 Bishop Street, Suite 1600, Honolulu, Hawaii 96813.

VII.

BOARD OF DIRECTORS

The business and affairs of the Corporation shall be managed by the Board of Directors as provided in the Declaration and By-Laws. Until the first annual meeting of the Corporation, Castle & Cooke Homes Hawaii, Inc. (the "Developer"), the developer of the Project, will have the right to exercise all of the powers of the Board of Directors of the Corporation.

VIII.

OFFICERS

The officers of the Corporation shall be a President, a Vice President, a Secretary, a Treasurer and such other officers as are prescribed in the By-Laws. Until the

first annual meeting of the Corporation, the Developer will have the right to exercise all of the powers of the officers of the Corporation.

## IX.

### ADMINISTRATIVE OR OWNERSHIP MERGER

In the event that the Project is merged, by administrative merger or ownership merger, with one or more projects pursuant to the Declaration of Merger, the Developer shall have the right, power and authority in its sole and absolute discretion, without the further act, consent or approval of any Member, unit owner, lien holder or any other persons, to merge the Corporation with other corporations pursuant to Chapter 414D, Hawaii Revised Statutes, and to take such other actions as may be necessary or appropriate to complete the administrative merger or ownership merger, as provided in the Declaration of Merger, including, without limitation, the amendment of these Articles of Incorporation.

## X.

### DISSOLUTION

Upon the dissolution or winding up of the Corporation, its assets remaining after payment of, or provision for payment of, all debts and liabilities of the Corporation shall be distributed to a successor condominium owners association for the Project or, if no such successor is in existence, any amounts which may by law be rebated to the members shall be refunded to them, in proportion to their relative common interests. Any sums which may not be so rebated shall be distributed to such one or more organizations which are qualified under 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any subsequent federal laws), and in such shares, as the Board of Directors shall determine.

## XI.

### CORPORATE LIABILITIES

All of the property of the Corporation shall be liable for the debts of the Corporation. The members, directors, officers and employees of the Corporation shall not be personally liable for the Corporation's obligations by reason of membership or position; provided, however, that a member shall be liable for any sums for which the member is liable pursuant to the Declaration, the By-Laws or by agreement, including common expenses, assessments, fines, attorneys' fees and other charges which may be collected by the Corporation from the member.

XII.

AMENDMENT

These Articles of Incorporation may be amended from time to time in the manner set forth by law, except that (a) no proposed amendment shall be adopted without the affirmative vote of not less than two-thirds (2/3) of the voting rights present, in person or by proxy, constituting a quorum, at a meeting duly called and held for the purpose of considering the amendment of the Articles of Incorporation, and (b) the percentage of the voting power necessary to amend a specific clause or provision of these Articles of Incorporation shall not be less than the percentage of affirmative votes required for action to be taken under such clause or provision. Notwithstanding the foregoing, these Articles of Incorporation may be amended by the Developer as described in Article IX above.

I certify under the penalties of Section 414D-12 of the Hawaii Revised Statutes that I have read the above statements and that the same are true and correct.

Witness my hand this \_\_\_\_\_ day of \_\_\_\_\_, 2017.

\_\_\_\_\_  
Gail O. Ayabe

Incorporator