



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

In the Matter of the Incorporation

Of

KOA RIDGE OWNERS ASSOCIATION

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

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STATE OF HAWAII

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KOA RIDGE OWNERS ASSOCIATION

ARTICLES OF INCORPORATION

The undersigned, desiring to form a non-profit corporation under the laws of the State of Hawaii, does certify as follows:

ARTICLE I
CORPORATE NAME

The name of the corporation shall be Koa Ridge Owners Association.

ARTICLE II
MAILING ADDRESS AND REGISTERED AGENT

The mailing address of the corporation's initial principal office is 680 Iwilei Road, Suite 510, Honolulu, Hawaii 96817. The corporation may have such other offices within and without the State of Hawaii as the Board of Directors may designate.

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 corporation is 680 Iwilei Road, Suite 510, Honolulu, Hawaii 96817.

ARTICLE III DURATION

The period of the corporation's duration is perpetual.

ARTICLE IV CORPORATE PURPOSES

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 acquire, own, operate, construct, manage, maintain, and/or care for various common or shared areas and improvements within or benefiting certain property situated at Waipio, Ewa, on the Island of Oahu, in the City and County of Honolulu, State of Hawaii, known as "Koa Ridge", being the property from time to time subject to the "Declaration" (as hereinafter defined), and all additions and improvements thereto, to provide services that benefit the Koa Ridge "Community" or "Special Benefited Areas" of the Community (each as defined in the Declaration), and to administer and enforce the "Governing Documents" (as defined in the Declaration), all in a manner consistent with the Declaration of Community Covenants for Koa Ridge dated June 8, 2020, recorded in the Bureau of Conveyances of the State of Hawaii as Document No. A-74660352, and in the Office of the Assistant Registrar of the Land Court of the State of Hawaii as Document No. T-11118135, as the same may be amended from time to time (as amended, the "Declaration"), the By-Laws of Koa Ridge Owners Association (the "By-Laws") which shall be adopted in accordance with the Declaration, these Articles, and the other Governing Documents;

(b) To serve as the "Owners Association" as defined in the Declaration, including to exercise all rights and privileges of the Owners Association and perform all such obligations as set forth in the Declaration and in the other Governing Documents; and

(c) To transact any and all lawful activities permitted for nonprofit corporations incorporated under Chapter 414D, Hawaii Revised Statutes.

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 (now in effect or hereinafter adopted) 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:

(a) To provide, own, acquire, lease, plan, design, develop, improve, construct, reconstruct, maintain, restore, repair, manage, operate and administer, as the case requires, roadways, common driveways, pathways, parks, landscaping areas, parking areas and facilities, mailbox and/or mail kiosk areas, recreation facilities, drainage systems and improvements, entry features, walls, lighting, signs, telecommunication receiving and distribution apparatus and equipment, security and emergency warning systems, utility facilities and improvements, and other common or shared facilities and services, and such other improvements, facilities and services in or upon the "Common Area", the "Area of Common Responsibility" and the "Special Use Areas" (as those terms are defined in the Declaration) or for the benefit of the Community or the Special Benefited Areas, and to provide common or shared services for the benefit of the Community or Special Benefited Areas, all as may be provided for in the Declaration or other Governing Documents.

(b) To accept Common Areas and Area of Common Responsibility designated by the "Declarant" (as defined in the Declaration) and to accept the assignment to the corporation by Declarant of rights and privileges held by Declarant pursuant to deed restrictions or private covenants pertaining to property within or in the vicinity of Koa Ridge or which may become part of Koa Ridge.

(c) To perform all obligations of the Owners Association as set forth in the Declaration and other Governing Documents, and to possess and exercise all rights, privileges, powers and immunities which are accorded to the Owners Association under the Declaration and other Governing Documents or which are reasonably incidental to the fulfillment of the objects and purposes therein set forth.

(d) To enforce by any lawful means any and all covenants, conditions, limitations, restrictions and agreements applicable to the Community under and pursuant to the Declaration, the By-Laws, these Articles and the other Governing Documents.

(e) To obtain, maintain and pay for all insurance policies or bonds deemed appropriate for its own protection and for the protection and benefit of the Community, the Common Area, the Area of Common Responsibility, the Special Use

Areas, and for the corporation's officers, Directors, committees and persons serving on the corporation's committees and to pay losses and dispose of insurance proceeds, as may be provided for in the Declaration or other Governing Documents or as the Board of Directors determines appropriate.

(f) To pay all expenses (including "Common Expenses", as defined in the Declaration) incident to the conduct of the business of the corporation.

(g) Insofar as permitted by law, and in accordance with the Declaration and other Governing Documents, to do any other thing that will promote the common benefit and enjoyment of the Community and the "Members", "Owners", "Parcels", "Sub-Units" and Special Benefited Areas (as those terms are defined in the Declaration), including the adoption and publication of "Rules" (as defined in the Declaration) and the establishment of penalties for infractions thereof.

(h) In connection with the exercise of any powers conferred upon the corporation, to levy assessments upon, and collect such assessments from its Members and from the Owners, as applicable, in accordance with the Declaration, which assessments shall constitute liens upon the Parcels and Sub-Units as provided in the Declaration and other Governing Documents, and which assessments are subject to the enforcement provisions provided in the Declaration and other Governing Documents.

(i) To collect and enforce payment, by all lawful means, of all charges and assessments and fines provided for herein or in the Declaration, the By-Laws, or other Governing Documents, including the foreclosure or sale of Parcels or Sub-Units subject to any assessment lien at public or private sale on such reasonable terms and conditions as the Directors of the corporation shall determine, the proceeds of any such sale to be applied first to the payment of the corporation's costs, including legal expenses, of the sale proceedings, next to the payment of amounts owed to the corporation and the balance, if any, to the owners of such Parcels or Sub-Units and others asserting an interest in such proceeds as their interests may appear.

(j) To sue (subject to the provisions and limitations provided in the Declaration and other Governing Documents) and be sued in any court having proper jurisdiction.

(k) To acquire (by gift, purchase, lease, easement, license or otherwise), own, hold, improve, build upon, operate, maintain, rent, lease, assign, sell, transfer, convey, donate, dedicate for public use or dispose of such property, real, personal and mixed, as the purposes of the corporation shall require or appear to be served, without limit as to amount, and to borrow money, to mortgage, pledge and hypothecate the same to secure any debt of the corporation, subject to the provisions of the Declaration and other Governing Documents.

(l) To draw, make, accept, endorse, assign, discount, execute and issue promissory notes, bills of exchange, bills of lading, drafts, obligations, certificates, stock and other warrants, and other instruments to be assignable, negotiable or transferable by delivery or to order, or otherwise, as the purpose of the corporation shall require.

(m) To enter into and perform contracts, undertakings and obligations of every kind and character consonant with the purposes of the corporation and subject to the limitations set forth herein, or in the Declaration or other Governing Documents.

(n) To appoint such subordinate officers and agents as the activities of the corporation may require.

(o) To adopt and amend By-Laws not inconsistent or in conflict with the law, the Declaration, these Articles or other Governing Documents.

(p) To amend and enforce Rules and Design Guidelines not inconsistent with, and subject to, the Declaration or other Governing Documents, governing and regulating certain activities within the Community, for the mutual benefit and welfare of the Members, Owners and "Occupants" (as defined in the Declaration) of the Community.

(q) To exercise any other rights, powers, privileges and immunities possessed by or granted to the corporation.

(r) To indemnify any person who was or is a party or is threatened to be made a party to any proceeding if that person is or was a Director, officer, employee or other agent of the corporation, or is or was serving at the request of the corporation as a Director, member, officer, employee or agent of another foreign or domestic corporation, partnership, limited liability entity, joint venture, trust or other enterprise, or was a Director, officer, employee or agent of a foreign or domestic corporation which was a predecessor corporation of the corporation or of another enterprise at the request of the predecessor corporation, against reasonable expenses (including attorneys' fees), judgments, fines, settlements and other amounts actually and reasonably incurred in connection with the proceeding as provided in the Declaration, the By-Laws, or the other Governing Documents, or as otherwise permitted by law.

(s) To purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee or the agent of the corporation, or is or was serving at the request of the corporation as a Director, member, officer, employee or agent of another foreign or domestic corporation, partnership, limited liability entity, joint venture, trust or other enterprise, or was a Director, officer, employee or agent of a foreign or domestic corporation which was a predecessor corporation of the corporation or of another enterprise at the request of such predecessor corporation, against any liability asserted against or incurred by such person in any such capacity or arising out of such

person's status as such, whether or not the corporation would have the power to indemnify such person against such liability under the provisions of these Articles.

(t) To cease its corporate activities and surrender its corporate franchise in accordance with the applicable provisions and procedures of the Governing Documents and applicable law.

ARTICLE VI LIMITATIONS

The corporation is non-profit in nature, and shall not authorize or issue shares of stock. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its Directors, officers, Members, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services actually rendered to the corporation. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, except that members of the corporation's Board of Directors, officers and personnel of the corporation may testify or make other appropriate communication 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, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 528 of the Internal Revenue Code as amended and/or revised. It is intended specifically that the corporation act as a "homeowners association" as that term is defined in Section 528(c)(1) of the Internal Revenue Code.

ARTICLE VII MEMBERS

There shall be classes of Members of the corporation having the qualifications, rights, privileges and obligations as provided in the Declaration, the By-Laws and the Governing Documents. Initially there shall be two classes of Members, a Residential Class of Members and a Non-Residential Class of Members, as provided in the Declaration. Initially the Residential Class of Members shall consist of two subclasses, as provided in the Declaration: (a) the General Residential Subclass, and (b) the Restricted Residential Subclass. Initially the Non-Residential Class of Members shall consist of five subclasses, as provided in the Declaration: (a) the Commercial Use Subclass, (b) the Health Care Subclass, (c) the Industrial Subclass, (d) the Community Support Subclass, and (e) the Civic Subclass. During the "Declarant Control Period" (as defined in the Declaration), the Association shall have a Declarant Member as described

in the Declaration, which Declarant Member shall be a member of both the Residential Class of Members and the Non-Residential Class of Members.

ARTICLE VIII DIRECTORS

The business and affairs of the corporation shall be managed by the Board of Directors as provided in the Declaration and the By-Laws. The Directors shall be qualified, nominated, elected and appointed as provided for in the Declaration and the By-Laws. The Board of Directors shall have full power to control and direct the business affairs of the corporation, subject, however, to any limitations contained in these Articles, the Declaration, the By-Laws, the other Governing Documents or in any applicable statute. The initial Directors of the corporation and their addresses are as follows:

<u>Name</u>	<u>Address</u>
Laura Kodama	680 Iwilei Road, Suite 510, Honolulu, Hawaii 96817
Michele Otake	680 Iwilei Road, Suite 510, Honolulu, Hawaii 96817
Austin Hirayama	680 Iwilei Road, Suite 510, Honolulu, Hawaii 96817

ARTICLE IX OFFICERS

The corporation shall have such officers as provided in the By-Laws. The initial officers and their addresses are as follows:

<u>Office</u>	<u>Name</u>	<u>Address</u>
President	Laura Kodama	680 Iwilei Road, Suite 510, Honolulu, Hawaii 96817
Vice President	Michele Otake	680 Iwilei Road, Suite 510, Honolulu, Hawaii 96817
Secretary	Austin Hirayama	680 Iwilei Road, Suite 510, Honolulu, Hawaii 96817
Treasurer	Francis Takagi	680 Iwilei Road, Suite 510, Honolulu, Hawaii 96817

ARTICLE X DISSOLUTION

No voluntary dissolution of the corporation or liquidation of its assets shall take place without the approval of (a) the Board, (b) at least eighty percent (80%) of the total votes of the Members, including Members representing at least a majority of the total "Residential Votes" and at least a majority of the "Non-Residential Votes" (each as defined in the Declaration), and (c) the Declarant Member during the Declarant Control Period and thereafter the Declarant during the "Development and Sale Period" (as defined in the Declaration). 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 organization of the corporation or, if no such successor is in existence, any amounts which may by law be distributed to the Members shall be distributed to them, in proportion to their relative voting interests. In the alternative, such assets may be granted, conveyed or assigned to any one or more non-profit corporations, associations, trusts or other organizations, to be devoted to charitable purposes and uses that would most nearly reflect the purposes and uses to which the assets were required to be devoted by the corporation.

ARTICLE XI MERGERS AND CONSOLIDATION

To the extent permitted by law and except as otherwise provided in the Declaration or these Articles of Incorporation, the corporation may contract or otherwise cooperate with other non-profit corporations organized for the same purposes for the purpose of merging and/or consolidating with such other non-profit corporations, provided that any such merger or consolidation shall be approved by (a) the Board, (b) at least eighty percent (80%) of the total votes of the Members, including Members representing at least a majority of the total Residential Votes and at least a majority of the Non-Residential Votes, and (c) the Declarant Member during the Declarant Control Period and thereafter the Declarant during the Development and Sale Period.

ARTICLE XII AMENDMENT

The Articles of Incorporation may be amended upon both (a) majority vote of all members of the Board, and (b) approval of the Declarant Member during the Declarant Control Period, except that any amendment which would terminate all members or a class of members or redeem or cancel all memberships or any class of membership shall require the vote of two-thirds of each class of members present at a duly noticed meeting of the members at which the amendment is voted upon. Notwithstanding the foregoing, no amendment shall be made which would change the objects and purposes of the corporation to include subjects and purposes which would permit any transaction or

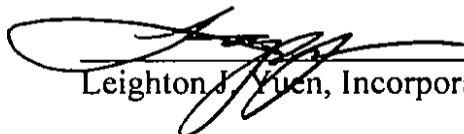
activity not permitted to be conducted or carried on by an organization exempt from taxation as herein provided.

ARTICLE XIII
INCORPORATOR

The name of the incorporator is Leighton J. Yuen and his address is 999 Bishop Street, Suite 1600, Honolulu, Hawaii 96813.

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.

Witness my hand this 13th day of July, 2020.



Leighton J. Yuen, Incorporator