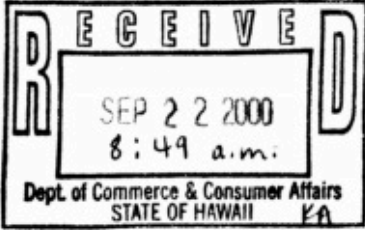
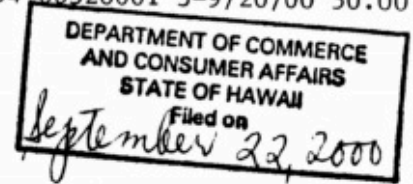


STATE OF HAWAII
DEPARTMENT OF COMMERCE AND CONSUMER AFFAIRS
Business Registration Division
1010 Richards Street
Mailing Address: P.O. Box 40, Honolulu, Hawaii 96810



ARTICLES OF INCORPORATION
(Section 415B-34, Hawaii Revised Statutes)

B54 00320001 3-9/20/00 50.00



PLEASE TYPE OR PRINT LEGIBLY IN BLACK INK

119,940 D2

The undersigned, desiring to form a nonprofit corporation under the laws of the State of Hawaii, certify as follows:

I

The name of the corporation shall be:

Milolii Beach Club Association II

II

The mailing address (must be a street address including number, street, city, state, and zip code) of the initial or principal office of the corporation is:

P.O. BOX 6337 Ocean View, Hawaii 96737.

III

The period of its duration is perpetual.

IV

Section 1. The purpose(s) for which the corporation is organized is:

This corporation is organized to provide for management maintenance, repair & improvement of the streets and park site within the area known as The Milolii Beach Lots Subdivision, located in. Papa. 2d. South Kona.

and the transaction of any or all lawful activities for which nonprofit corporations may be incorporated under Chapter 415B, Hawaii Revised Statutes.

Section 2. And in furtherance of said purposes, 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 and have all the benefits of all general laws with respect to nonprofit corporations.

F2859260

V

The number of directors shall not be less than three (3). The number of directors constituting the initial Board of Directors is

Five (5)

The names and residence addresses of the initial directors are as follows:

	<u>Name</u>	<u>Residence Address</u>
1.	<u>Gwen Carley.</u>	<u>P.O. Box 94 Honolulu HI 96724</u>
2.	<u>Melanie Fuller.</u>	<u>P.O. Box 1298 Kealahou HI 96750.</u>
3.	<u>Dan Durgin.</u>	<u>P.O. Box 6640 Ocean View HI 96737.</u>
4.	<u>Kenny Auld</u>	<u>P.O. Box 4008 Kailua-Kona HI 96745</u>
5.	<u>Randy Lovernich</u>	<u>P.O. Box 6535 Ocean View HI 96737</u>

The officers of the corporation shall consist of a president, a vice-president, a secretary and a treasurer. The names and residence addresses of the initial officers are as follows:

<u>Office Title</u>	<u>Name</u>	<u>Residence Address</u>
President	<u>Gwen Carley.</u>	<u>P.O. Box 94 Honolulu 96726.</u>
Vice-President	<u>Dan Durgin.</u>	<u>P.O. Box 6640 Ocean View HI 96737.</u>
Secretary	<u>Melanie Fuller</u>	<u>P.O. Box 1298 Kealahou HI 96750.</u>
Treasurer	<u>Kenny Auld.</u>	<u>P.O. Box 4008 Kailua Kona HI 96745</u>

VII

The corporation shall have and continuously maintain in the State of Hawaii a registered office and a registered agent. If the corporation has an officer or director who is a resident of Hawaii, this requirement is optional.

a. The name (and state or country of incorporation, if applicable) of the corporation's registered agent in the State of Hawaii is:

(Name of Registered Agent) (State/country of incorporation)

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

VIII

The corporation has members.
The corporation has no members.

IX

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.

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

Signed this 21 day of July 2000.

Melanie Fuller

(Type/Print Name of Incorporator)

(Type/Print Name of Incorporator)

Melanie Fuller

(Signature of Incorporator)

(Signature of Incorporator)
