

STATE OF HAWAII
IN THE DEPARTMENT OF COMMERCE AND CONSUMER AFFAIRS
Business Registration Division
1010 Richards Street

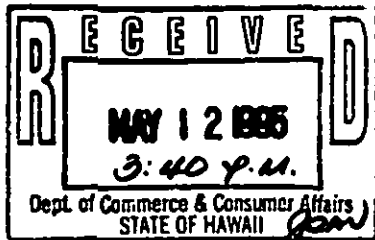
Mailing Address: P.O. Box 40, Honolulu, Hawaii 96810

EXPEDITED
REVIEW

In the Matter of the Incorporation)

of)

ASSOCIATION OF APARTMENT OWNERS OF)
CLIFFSIDE VILLAGES AT WAIPIO, INC.)



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ARTICLES OF INCORPORATION

RICHARD S. EKIMOTO, ESQ.
ELISHA, EKIMOTO & HARADA
1000 Bishop Street, Suite 702
Honolulu, Hawaii 96813
(Telephone: 523-0702)

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01/13/2011 10071

IN THE DEPARTMENT OF COMMERCE AND CONSUMER AFFAIRS
STATE OF HAWAII

In the Matter of the Incorporation)
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 ASSOCIATION OF APARTMENT OWNERS OF)
 CLIFFSIDE VILLAGES AT WAIPIO, INC.)
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DEPARTMENT OF COMMERCE
AND CONSUMER AFFAIRS
STATE OF HAWAII
Filed on
May 12, 1995

ARTICLES OF INCORPORATION

The undersigned, desiring to form a nonprofit corporation under the provisions of Chapter 415B, Hawaii Revised Statutes, hereby execute the following Articles of Incorporation.

ARTICLE I

Corporate Name and Seal

The name of the Corporation shall be "ASSOCIATION OF APARTMENT OWNERS OF CLIFFSIDE VILLAGES AT WAIPIO, INC." The Corporation shall have no seal.

ARTICLE II

Place of Business

The place of the principal office of the Corporation shall be in Honolulu, City and County of Honolulu, State of Hawaii. The street or mailing address of the initial office of the Corporation will be c/o Certified Management, Inc., 3179 Koapaka Street, 2nd Floor, Honolulu, Hawaii 96819-1927.

ARTICLE III

Period of Duration

The duration of the Corporation shall be perpetual.

01/13/2011 10071

ARTICLE IV

Corporate Purposes

The specific purpose for which the Corporation is organized is for the administration, fiscal management and operation of the Cliffside Villages at Waipio condominium project and the maintenance, repair and replacement of, and the making of any additions and improvements to, the common elements thereof in accordance with Chapter 514A, Hawaii Revised Statutes (the "Condominium Property Act" or the "Act"), the Declaration of Horizontal Property Regime of Cliffside Villages at Waipio dated January 14, 1988, filed in the Office of the Assistant Registrar of the Land Court of the State of Hawaii as Document No. 1541100 (the "Declaration"), and the By-Laws of the Corporation (the "By-Laws"), as each of the same have been and may hereafter be amended from time to time, and for no other purpose.

ARTICLE V

Corporate Powers

Section 5.1 Powers. Subject to and to the extent not inconsistent with the Act, the Declaration, and the By-Laws, the Corporation shall have all powers to effect any or all of the purposes for which the Corporation is organized or which may hereafter be provided for by law, and those which may be implied therefrom including, but not limited to, the powers set forth in §415B-5, Hawaii Revised Statutes, as the same may be amended from time to time.

Section 5.2 Scope. The foregoing powers shall be liberally construed and shall not be deemed to exclude by inference any powers which the Corporation is or may become empowered to exercise, whether expressly or impliedly through the reasonable construction of any applicable laws now or hereafter in effect.

ARTICLE VI

Members

The Corporation is nonprofit in nature and shall not authorize or issue any shares of stock. Each person who is an apartment owner of the Cliffside Villages at Waipio condominium project shall be a member of the Corporation. As used herein, the term "apartment owner" shall have the same meaning as that term is defined in the Act, the Declaration, and the By-Laws, as each of the same have been and may hereafter be amended from time to time. No dividends shall be paid and no part of the income or profit

01/13/2011 10071

of the Corporation shall be distributed to its members, directors, or officers except as permitted by law for services actually rendered to the Corporation, and except upon liquidation of its property in case of corporate dissolution in connection with the removal of the Cliffside Villages at Waipio condominium project from the provisions of the Act as provided therein.

ARTICLE VII

Directors and Officers

Section 7.1 Board of Directors. The initial Board of Directors of the Corporation shall consist of nine (9) persons determined in accordance with the By-Laws. At all times that the laws of the State of Hawaii shall so require, at least one director shall be a resident of the State of Hawaii. The directors shall be elected or appointed, may be removed from office, and all vacancies in the office of a director shall be filled, in the manner and for the terms of office provided for in the Act and the By-Laws.

Section 7.2 Officers. The officers of the Corporation shall be a President, a Vice President, a Secretary, and a Treasurer. The Corporation may have an assistant secretary, assistant treasurer or other officers, as determined by the Board of Directors. The officers shall have the powers, perform the duties and be appointed as shall be determined by the Board of Directors and the By-Laws. Any person may hold two or more offices of the Corporation unless such practice is prohibited by the By-Laws.

Section 7.3 Initial Officers and Directors. The names and residence addresses of the initial officers and directors are:

<u>NAME</u>	<u>RESIDENCE</u>
Bryan K. Clymer President and Director	94-109 Wali Place, #F-102 Waipahu, HI 96797
Laura Ramey Vice President and Director	94-100 Luluka Place, #L-101 Waipahu, HI 96797
Anu Lakshmanan Secretary and Director	94-111 Mui Place, #A-103 Waipahu, HI 96797
Becky Gustafson Treasurer and Director	94-233 Hokulewa Loop Mililani, HI 96789-2322
Laurie N.C. Aina Director	94-109 Wali Place, #F-104 Waipahu, HI 96797

01/13/2011 10071

Shen Hayes
Director

94-100 Luluka Place, #L-102
Waipahu, HI 96797

John Overton
Director

94-101 Huki Place, #R-103
Waipahu, HI 96797

Gae Thiel
Director

94-100 Mui Place, #C-205
Waipahu, HI 96797

Carol Perez
Director

94-104 Mui Place, #D-201
Waipahu, HI 96797

ARTICLE VIII

Powers of the Board of Directors

Section 8.1 Authority. All the powers and authority of the corporation shall be vested in and may be exercised by the Board of Directors, except as otherwise provided by the Act, these Articles of Incorporation or the By-Laws.

Section 8.2 Powers. The Board of Directors shall have the powers established therefor by the Act, the Declaration and the By-Laws.

ARTICLE IX

By-Laws

When adopted by the Board of Directors, the initial By-Laws of the Corporation shall be the existing By-Laws of the Association of Apartment Owners of Cliffside Villages at Waipio attached to the Declaration and incorporated therein by reference, as the same have been amended from time to time. The By-Laws may be amended only as provided in the Act, the Declaration and the By-Laws, as amended.

ARTICLE X

Subordination

These Articles shall in all respects be subordinate to and controlled by the Act and the Declaration. In the event of any conflict between the Act and Chapter 415B, Hawaii Revised Statutes, the Act shall be conclusively deemed to control except as to corporate matters.

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ARTICLE XI

Dissolution

Section 11.1 Voluntary Dissolution. The Corporation shall not be voluntarily dissolved except in connection with the removal of the Cliffside Villages at Waipio condominium project from the provisions of the Act as provided therein, or in the event of or on account of a decision rendered by the highest court of the State of Hawaii in which such decision can be had that the incorporation of the association of apartment owners of a condominium project organized and existing pursuant to the Act is repugnant to said Act.

Section 11.2 Effect of Dissolution. In the event of the dissolution of the Corporation for any reason whatsoever, including without limitation dissolution pursuant to §415B-97, Hawaii Revised Statutes, the members of the Corporation shall, without any other action, immediately be deemed and construed to constitute an unincorporated condominium association organized and existing pursuant to the Act. The By-Laws of the Corporation shall, upon such dissolution, become the by-laws of said association. Those persons who are serving as directors and officers of the Corporation at the time of any such dissolution shall, upon such dissolution, become directors and officers of such unincorporated association and shall continue to serve as such until their successors are duly elected in accordance with the By-Laws. Immediately upon any such dissolution, the last directors of the Corporation, acting as trustees for the creditors and members of the Corporation and/or the court-appointed trustee, if any, shall promptly wind up and settle the affairs of the Corporation as provided by law and shall cause the assets and liabilities of the Corporation to be transferred to and assumed by said unincorporated association and shall have the power to do all acts and things necessary, appropriate, or convenient therefor.

ARTICLE XII

Amendment

These Articles of Incorporation may be amended by the vote of a majority of a quorum of the Board of Directors at any regular or special meeting.

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IN WITNESS WHEREOF, the undersigned certify that we have read the above statements and that the same are true and correct to the best of our knowledge and belief.

DATED: Honolulu, Hawaii, MAY 12 1995

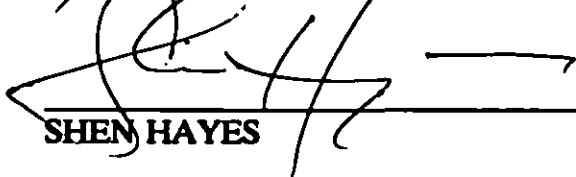

BRYAN K. CLYMER



LAURA RAMEY



ANU LAKSHMANAN


BECKY GUSTAFSON


LAURIE N.C. AINA


SHEN HAYES


JOHN OVERTON


GAE THIEL


CAROL PEREZ