

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


In the Matter of the Incorporation)
)
 of)
)
 KULEANA CLUB ASSOCIATION)
 OF INTERVAL OWNERS)

DEPARTMENT OF COMMERCE
 AND CONSUMER AFFAIRS
 STATE OF HAWAII
 Officially Recorded
 On February 13, 1984

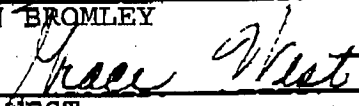
PETITION FOR CHARTER OF INCORPORATION

The undersigned, a majority of whom are residents of the State of Hawaii, hereby petition, under the provisions of Sections 416-19 and 416-20, Hawaii Revised Statutes, for a charter of incorporation, for themselves and their associates, as a non-profit corporation under the name of KULEANA CLUB ASSOCIATION OF INTERVAL OWNERS, and in connection herewith do hereby incorporate herein by reference thereto the accompanying proposed charter of incorporation wherein are set forth various matters required under Section 416-20 aforesaid.

Dated at KAHULUI, MAUI, this 21ST day of DECEMBER, 1983.



 GORDON BROMLEY



 GRACE WEST



 ROBERT MCKNIGHT

FILING FEE CAPITAL	•	10,440.-
CERTIFICATION	•	90 & 9.-
TOTAL	•	59,90

STATE OF HAWAII
COUNTY OF MAUI

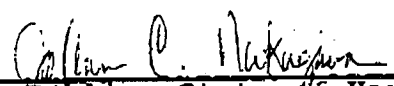
)
) SS.
)

GORDON BROMLEY, being first duly sworn on oath, deposes and says that he is a petitioner above named, that he has read the foregoing petition and attached proposed charter of incorporation and knows the contents thereof; and that the matters and statements therein set forth are true to the best of his knowledge and belief.



GORDON BROMLEY

Subscribed and sworn to before me
this 8 day of Feb,
1984.



Notary Public, State of Hawaii

My Commission Expires: 7-16-86

STATE OF HAWAII
COUNTY OF MAUI

)
) SS.
)

ROBERT MCKNIGHT, being first duly sworn on oath,
deposes and says that he is a petitioner above named, that he
has read the foregoing petition and attached proposed charter of
incorporation and knows the contents thereof; and that the
matters and statements therein set forth are true to the best of
his knowledge and belief.


ROBERT MCKNIGHT

Subscribed and sworn to before me on
this 8 day of Feb,
19 84.


Notary Public, State of Hawaii

My Commission Expires: 7-16-86

STATE OF HAWAII

DEPARTMENT OF COMMERCE AND CONSUMER AFFAIRS

In the Matter of the Incorporation)

of)

KULEANA CLUB ASSOCIATION)
OF INTERVAL OWNERS)

CHARTER OF INCORPORATION

OF THE

KULEANA CLUB

ASSOCIATION OF INTERVAL OWNERS

TO ALL TO WHOM THESE PRESENTS SHALL COME:

I, the undersigned Director of the Department of
Commerce and Consumer Affairs of the State of Hawaii, send
Greeting:

WHEREAS, GRACE WEST, GORDON BROMLEY and ROBERT
McKNIGHT, a majority of whom are residents of the State of
Hawaii, have filed with me as Director of the Department of
Commerce and Consumer Affairs a verified petition to grant to
them and their associates a charter of incorporation as a
non-profit corporation, in accordance with the provisions of
Section 416-20, Hawaii Revised Statutes, as amended;

NOW, THEREFORE, KNOW YE, that I, the said Director, in the exercise and execution of every power and authority in anywise enabling me in this behalf, do hereby constitute the said petitioners and their associates a corporation under the laws of the State of Hawaii for the purposes and in the form hereinafter set forth.

I

The name of the corporation shall be KULEANA CLUB ASSOCIATION OF INTERVAL OWNERS.

II

The location of the principal office of the corporation shall be in Wailuku, Maui, or at such other place within the State of Hawaii as shall be designated from time to time according to the Bylaws of the corporation, and the specific address of its initial office shall be at c/o Oihana Property Management & Sales, Inc., 2145 Wells Street, Wailuku, Maui, Hawaii 96793.

III

The corporation shall be organized for the purpose of complying with Section 514E-29 of the Hawaii Revised Statutes, namely the establishment of an association of any and all owners of time share Interval Ownership Interests, in Kuleana Club located within the Kuleana Condominium, Mahinahina, Maui, Hawaii, as created under that certain Declaration of Covenants, Conditions and Restrictions originally made by Resort Marketing

Associates, Inc. and recorded in the Bureau of Conveyances of the State of Hawaii, as amended from time to time.

IV

The duration of the corporation shall be perpetual.

V

The officers of the corporation shall consist of a President, Vice President, Secretary and Treasurer, along with such other officers as may be provided for in the By-Laws.

VI

There shall be a Board of Directors, consisting of not less than three nor more than seven persons, as the By-Laws shall provide. Directors and officers shall be elected or appointed in the manner provided for in the By-Laws and shall have the powers given to them in the By-Laws. Any person may hold two or more offices in the corporation unless forbidden to do so by the By-Laws or by law. The Board of Directors shall, except as limited in the By-Laws, have all powers necessary or proper to carry out all of the activities of the corporation, and the Directors may delegate such powers as they see fit, so long as such delegation is not prohibited by law or in the By-Laws. The initial officers and Directors of the Corporation, who shall hold office until their successors are duly elected pursuant to the By-Laws, together with their residence and addresses, are as follows:

Name	Position	Residence
JERRY ADAMS	President & Director	4103 85th Street SE Mercer Island, WA 98040
REINHOLD LEHR	Vice President & Director	c/o Shortgrass Ranches P. O. Box 342 Medicine Hat, Alberta Canada T1A 7G1
GORDON BROMLEY	Treasurer & Director	1606 W. 5th Avenue Vancouver, BC Canada V6J 1N8
KENNETH McCLATCHEY	Secretary & Director	508 Burson Place Ann Arbor, MI 48104
ROBERT McKNIGHT	Director	2145 Wells Street Wailuku, HI 96793

VII

The corporation shall have all powers granted by law necessary and proper to carry out its purposes.

VIII

The members of the corporation shall consist solely of each and every owner, from time to time, of a time share Interval Ownership Interest in said Kuleana Club, as created and conveyed under said Declaration of Covenants, as amended. The precise qualifications for membership, the different classes of membership, if any, and the voting and other rights and privileges of members shall be as set forth in the By-Laws.

IX

The corporation is not organized for profit, will not issue any stock, and shall pay no dividends. No part of the assets, income or earnings of the corporation shall inure to

the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services actually rendered to the corporation, to make reimbursements for expenses actually incurred in service of the corporation, and to make disbursements upon liquidation of its property in the case of its dissolution.

X

No officer or director of this corporation shall be personally liable for the debts or liabilities of the corporation, and the corporation shall indemnify any such officer or director for any claim made against him, by virtue of such position, including all reasonable costs and attorney's fees.

IN WITNESS WHEREOF, I have hereunto set my hand and seal of the Department of Commerce and Consumer Affairs, at Honolulu, Hawaii, this 13th day of February, 1984.

Richard S. North

ACTING Director of Department of
Commerce and Consumer Affairs

By: *[Signature]*
Corporation and Securities
Administrator

BUSINESS REGISTRATION DIV
DEPT OF COMMERCE & CONSUMER
335 MERCHANT STREET
HONOLULU, HAWAII 96813
586-2744

Phone Order

Clerk: 3909
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CVV2 Code: M

Appr Code: 287440 Inv#: 000006

Total: \$ 2.50

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