

**ARTICLES OF INCORPORATION**  
**KAUAI NORTH SHORE LIONS FOUNDATION**

The undersigned incorporator, a natural person 18 years of age or older, in order to form a corporate entity adopts the following Articles of Incorporation.

**ARTICLE I**

NAME OF CORPORATION - The name of this corporation shall be: Kauai North Shore Lions Foundation.

**ARTICLE II**

ADDRESS - The mailing address of the corporation's initial principle office is: PO Box 985, Hanalei, HI 96714.

**ARTICLE III**

The corporation shall have and continuously maintain in the State of Hawaii a registered agent who shall have a business address in the State.

1. The name of the corporation's registered agent is: JOHN GORDON.
2. 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: 3698 ALBERT ROAD, PRINCEVILLE, HI 96722.

**ARTICLE IV**

The number of directors constituting the initial Board of Directors is three, their names and addresses being as follows:

Michael Loo	PO Box 223057, Princeville, HI 96722
Gary Pacheco	PO Box 158, Kilauea, HI 96754
Michael Taylor	PO Box 223118, Princeville, HI 96722

## **ARTICLE V**

The corporation shall have members, as provided in the corporation's bylaws. The management of the affairs of the corporation shall be vested in a Board of Directors, as defined in the corporation's bylaws. No director shall have any right, title, or interest in or to any property of the corporation.

Members of the first Board of Directors shall serve until the first annual meeting, at which their successors are duly elected and qualified, or removed as provided in the bylaws.

## **ARTICLE VI**

**EXEMPTION REQUIREMENTS** - At all times shall the following operate as conditions restricting the operations and activities of the corporation:

1. The corporation shall not afford pecuniary gain, incidentally or otherwise, to its members. No part of the net earnings of this corporation shall inure to the benefit of any member of the corporation, except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes. Such net earnings, if any, of this corporation shall be used to carry out the nonprofit corporate purposes set forth in Article II above.
2. No substantial part of the activities of the corporation shall constitute the carrying on of propaganda or otherwise attempting to influence legislation, or any initiative or referendum before the public, and the corporation shall not participate in, or intervene in (including by publication or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.
3. 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 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended.

## **ARTICLE VII**

**DISSOLUTION** - At the time of dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all debts, obligations, liabilities, costs and expenses of the corporation, transfer all of the assets of the corporation to Hawaii Lions Foundation to be held for the Kauai North Shore Lions Club as long as the Hawaii Lions Foundation remains an exempt organization according to the Internal Revenue Code of 1986, as now enacted or hereafter amended. In no case shall a disposition be made which would not qualify as a charitable contribution under Section 170(c)(1) or (2) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, in such manner as the Board of Directors shall determine.

## **ARTICLE VIII**

DURATION - The duration of the corporate existence shall be perpetual and the corporation shall have succession in its corporate name.

## **ARTICLE IX**

PERSONAL LIABILITY - The personal liability of directors of the corporation for monetary damages shall be eliminated to the fullest extent permissible under Hawaii law. No repeal or amendment of this Article directly or by adoption of an inconsistent provision of these Articles of Incorporation will be effective with respect to the liability of a director for acts or omissions occurring prior to such repeal or amendment.

## **ARTICLE X**

PURPOSE - Kauai North Shore Lions Foundation is organized exclusively for charitable, community service, and educational purposes. To this end, the corporation shall at all times be operated exclusively for charitable purposes within the meaning of Section 501(c)3 of the Internal Revenue Code of 1986, as now enacted or hereafter amended, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501©3 of the Internal Revenue Code of 19861, as now enacted or hereafter amended. All funds, whether income or principal, and whether acquired by gift or contributions or otherwise, shall be devoted to said purposes. The corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its affairs.

## **ARTICLE XI**

The undersigned certifies under the penalties of Section 414D-12, Hawaii Revised Statutes, that the undersigned has read the above statements, that I am authorized to sign this Articles of Incorporation, and that the above statements are true and correct.

Gary A. Pacheco

Signed this 6<sup>th</sup> day of July, 2012

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