

CHARTER OF INCORPORATION  
of  
FERN ACRES COMMUNITY ASSOCIATION

TO ALL TO WHOM THESE PRESENTS SHALL COME:

I. SIDNEY I. HASHIMOTO, Director of regulatory agencies of the State of Hawaii, send GREETINGS:

WHEREAS, GUSTAF BLOMBERG, ALICE BLOMBERG, AL SIEMANN, GRACE SIEMANN and BECKY ARQUERO, hereinafter called the petitioners, have made application to me as Director aforesaid, whereby they and those who may hereafter become associated with them and their successors may be made a body corporate of the State of Hawaii, under the name of

FERN ACRES COMMUNITY ASSOCIATION

with all rights, powers, privileges or immunities which are now or may hereafter be conferred by law upon a corporation of such nature;

NOW, THEREFORE, KNOW YE, that I, SIDNEY I. HASHIMOTO, as Director as aforesaid in the exercise and execution of every power and authority in anywise enabling me in this behalf, hereby constitute the petitioners and their associates and successors a perpetual body corporate under the laws of the State of Hawaii.

FIRST: The name of the corporation shall be FERN ACRES COMMUNITY ASSOCIATION.

SECOND: The location of the corporation and the address of its initial office shall be at P.O. Box 38, Keaau, County and State of Hawaii, and at such other place as directors may from time to time determine.

THIRD: The purposes of the corporation and its powers in connection therewith are as follows:

(a) To protect and promote the best interest of the property owners and residents of the subdivision known as FERN ACRES, Puna, County and State of Hawaii, which is more particularly shown on Maps filed in the office of the Assistant Registrar of the Land Court of the State of Hawaii with Land Court Application No, 1053; to promote and strive for the improvement and betterment of roadways and utilities within FERN ACRES; and to promote and encourage a better community and civic spirit among and to foster good will and friendship between all residents of FERN ACRES; to cooperate with civic and public organizations for the general welfare of the people of the Island of Hawaii and the State of Hawaii.

(b) To take and hold by devise, bequest, gift, purchase, lease or other transfer either absolutely or in trust, for such purposes or any of them, any property, real, personal or mixed, without limitation as to amount or value; to sell, convey or otherwise dispose of any such property and to invest and reinvest the same or any proceeds thereof or income therefrom in real and personal property of every class and description, including bonds, stocks, and securities of every class, type and description; and to expend or distribute the income, principal, or both income and principal, of any such property, for any of the purposes of the corporation in such manner as in the judgment of its members or directors will promote such purposes;

(c) To enter into, make, perform and carry out contracts of every kind for any corporate purpose, without limit as to amount, with any person, firm, association or corporation or other group or organization, including particularly contracts for the borrowing of money and for the employment of administrators and investment or other counsel as the directors may deem necessary; to draw, make, accept, endorse, discount, execute and issue promissory notes, warrants and other negotiable or transferable instruments; to issue bonds, debentures or other obligations for any of the purposes of the corporation, and to secure the same by mortgages, pledges, deeds of trust or otherwise;

(d) To engage in such other activities as may be reasonably incidental to the promoting and furthering of its purposes;

(e) To exercise and possess any and all of the rights, privileges, powers and immunities which now or hereafter may be secured by law to chartered benevolent and charitable corporations and which are reasonably incidental to the fulfillment of the purposes above set forth or to the exercise of any powers possessed by or granted to the corporation.

FOURTH: The period of duration of the corporation shall be perpetual.

FIFTH: There shall be a Board of Directors of the corporation to consist of not less than three (3) nor more than eleven (11) persons, each of whom shall be a member of the corporation, the majority of whom must be residents of the State of Hawaii. The Board of Directors shall be constituted and its members elected and appointed as the By-laws shall prescribe. The direction and management of the affairs of the corporation and the central and distribution of its property, shall be vested in the Board of Directors:



subject however, to any regulations which may be set forth in statutory provisions, in this charter of incorporation, or in the Bylaws.

The number and names of the initial Board of Directors of the corporation who shall hold office until their successors shall be duly elected, together with their residence addresses, are as follows:

<u>NAME</u>	<u>MAILING ADDRESS</u>
1. GUSTAF BLOMBERG	P. O. Box 38, Keaau, Hawaii
2. BECKY B. ARQUERO	Hilo, Hawaii
3. GRACE SIEMANN	Keaau, Hawaii
4. AL SIEMANN	Keaau, Hawaii
5. ALICE BLOMBERG	P. O. Box 38, Keaau, Hawaii

SIXTH: The Board of Directors of the corporation shall elect each year from among the members of the corporation a President, A Vice President, one or more Secretaries, a Treasurer; and, from time to time, such other officers as the conduct of the affairs of the corporation may require.

SEVENTH: The corporation is a membership corporation and is not organized for profit and it will not issue any stock. No part of its assets, income or earnings 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. No loans shall be made by the corporation to its officers or directors.

EIGHTH: In all events and under all circumstances, including but not limited to reorganization, dissolution, or amendment of the charter of incorporation of the corporation, no substantial part of the activities of the corporation shall consist of carrying on propaganda, or otherwise attempting, to influence legislation; (except as it may directly or adversely effect the residents of FERN ACRES) nor shall it participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office; (however, this does not preclude any individual from support of any candidate of his own choice of any legally state recognized political party nor shall it engage in any activities which are unlawful under the laws of the United States, or the State of Hawaii; nor shall it engage in any transaction defined at the time as prohibited under the Internal Revenue Laws of the United States; nor shall amounts be accumulated out of income of the corporation in amount or duration, or be used or invested in such manner or for purposes or functions, such that the same would constitute grounds for denial of income tax exemption under the Internal Revenue Laws of the United States.



NINTH: The membership of the corporation shall consist of the petitioners named herein, together with such other members, whether as successors to the original members or as additional members, as shall be admitted to membership in the manner prescribed in the by-laws. At all meetings of the members each member shall be entitled to one vote. A person shall cease to be a member upon his death or upon his withdrawal or expulsion from membership. Any member may be expelled from membership, for any reason, by vote of the majority of the members of the corporation at any annual, regular or special meeting of the membership. A member may also be expelled for non-payment of dues or other particular reason which may, together with the procedure for expulsion, be specified in the by-laws. No membership shall be assignable inter vivos nor shall any membership pass to any personal representative, heir or devise of any member.

TENTH: The by-laws of the corporation shall be adopted by the petitioners prior to the effective date of such by-laws and within thirty (30] days after the charter has been granted, and thereafter may be adopted, amended or repealed by vote of two thirds of the members of the corporation present in person at any meeting of the membership duly called and held, the notice of which shall have stated that a purpose of the meeting is to consider the adoption or amendment or repeal of the by-laws.

ELEVENTH: The property of the corporation shall alone be liable for the payment of its debts and liabilities and the private property of the members, directors and officers shall not be subject to the payment of corporate debts to any extent whatever.

TWELFTH: The corporation shall indemnify every director or officer, his heirs, executors and administrators, against expenses reasonably incurred by him in connection with any action, suit or proceeding to which he may be made a party by reason of his being or having been a director or officer of the corporation, except in relation to matters as to which he shall be finally adjudged in such action, suit or proceeding to be liable for negligence or misconduct. In the event of a settlement, indemnification shall be provided only in connection with such matters covered by the settlement as to which the corporation is advised by counsel that the person to be indemnified did not commit such a breach of duty. The foregoing right of indemnification shall be in addition to any other rights to which he may be entitled as a matter of law.

IN WITNESS HEREOF, I have hereunto set my hand and official seal at Honolulu, Hawaii, this 16 day of May, 1967.

(SIG.) Sidney I. Hashimoto  
Directory of Regulatory Agencies State of Hawaii