

DEPARTMENT OF COMMERCE AND CONSUMER AFFAIRS

STATE OF HAWAII

In the Matter of the Incorporation )  
of )  
KONA HOSPITAL FOUNDATION, )  
a non-profit corporation )  
\_\_\_\_\_ )

I HEREBY CERTIFY that this is a true and correct copy of the original recorded in this office on:  
July 17, 1984  
*Paul H. Knight*  
DIRECTOR OF COMMERCE AND CONSUMER AFFAIRS  
By: *Paul H. Knight*  
CORPORATION & SECURITIES ADMINISTRATOR  
Date: August 07, 1984

PETITION FOR CHARTER OF INCORPORATION

The undersigned, ALLEN C. WILCOX, FRED FUJIMOTO, GAROLD ENLOE and RICHARD T. ISHIDA, all of whom are residents of Kona, County and State of Hawaii, hereby make this petition and request that you grant to them, their associates and successors a Charter of Incorporation for a non-profit corporation to be known as KONA HOSPITAL FOUNDATION, in the form and style, for the purposes, and with the powers set forth in the proposed form of Charter of Incorporation attached hereto and by reference made a part hereof.

Dated at Kailua-Kona, County and State of Hawaii

this 21st day of June, 1984.

*Allen C. Wilcox*  
ALLEN C. WILCOX

*Fred Fujimoto*  
FRED FUJIMOTO

*Garold Enloe*  
GAROLD ENLOE

*Richard T. Ishida*  
RICHARD T. ISHIDA

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KONA HOSPITAL  
ADMINISTRATION




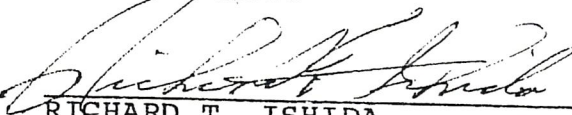
STATE OF HAWAII )  
 ) SS.  
COUNTY OF HAWAII )

ALLEN C. WILCOX, FRED FUJIMOTO, GAROLD ENLOE and RICHARD T. ISHIDA, all of full legal age, being first duly sworn, each depose and say: That they are the petitioners who signed the foregoing Petition for Charter of Incorporation; that they are all residents of Kona, County and State of Hawaii; that they have read said Petition and the proposed Charter of Incorporation, which by reference was made a part of said Petition; that they know the contents thereof, and that the same are true and correct to their best knowledge and belief.


  
\_\_\_\_\_  
ALLEN C. WILCOX

  
\_\_\_\_\_  
FRED FUJIMOTO

  
\_\_\_\_\_  
GAROLD ENLOE

  
\_\_\_\_\_  
RICHARD T. ISHIDA

Subscribed and sworn to before me this  
21st day of June, 1984.

  
\_\_\_\_\_  
Notary Public, State of Hawaii

My commission expires: 12/18/85

I.

NAME

The name of this corporation shall be KONA HOSPITAL FOUNDATION.

II.

LOCATION

The location of the principal office of the corporation shall be at Kealahou, Hawaii, and its initial mailing address shall be c/o Kona Hospital, Post Office Box 69, Kealahou, Hawaii 96750.

III.

PURPOSES

The objects and purposes of the corporation are as follows:

1. To provide means, equipment and facilities for the use by and for the benefit of Kona Hospital located in the County and State of Hawaii; to solicit, collect and otherwise raise money for such purposes and to expend, contribute, disburse, otherwise handle and dispose of the same for such purposes.

2. To receive and maintain funds of real and/or personal property and, subject to the restrictions and limitations hereafter set forth, to use and apply the whole of the income therefrom and the principal thereof exclusively



for charitable, religious, scientific, literary, or educational objects and purposes either directly or by contributions to organizations duly authorized to carry on charitable, religious, scientific, literary, or educational activities, provided, however, that the foregoing shall be strictly limited to such purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954, as amended. The corporation is not organized for profit and it will not issue any stock. No part of its assets, income, or earnings shall inure to the benefit of any member, trustee, officer, employee, or any private individual, except that reasonable compensation may be paid for services rendered to or for the corporation effecting one or more of its objects and purposes or for reimbursement of expenses incurred in behalf of the corporation. No member, trustee, officer, or employee of the corporation, or any private individual, shall be entitled to share in the distribution of any of the corporation's assets on dissolution of the corporation. No part of the activities of the corporation shall include (i) carrying on propaganda, (ii) attempting in any manner to influence legislation, except that members of the corporation's Board of Trustees and personnel of the corporation may testify or make other appropriate communications where formally requested to do so by a legislative body or a committee or a member thereof, in matters concerning legislation relating to the

public purposes of the corporation or public appropriations to programs and activities of the corporation, or (iii) participating in, or intervening in (including the publication or distribution of statements), or contributing to, any political campaign in behalf of any candidate for public office.

Further, and without limiting the generality of the foregoing,

(a) The corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

(b) The corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

(c) The corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

(d) The corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

(e) The corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

Notwithstanding any other provision herein, this corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954, as amended (or the corresponding provision of any future United States Internal Revenue Law).

#### IV.

##### DURATION

The duration of this corporation shall be perpetual.

#### V.

##### MEMBERS

(a) The members of the corporation shall number not less than four (4) nor more than fifteen (15), as may be fixed by the members from time to time. The initial members shall be as follows:

<u>Name</u>	<u>Residence</u>
Allen C. Wilcox	* Napoopoo, Kona, Hawaii (Mailing address: RR 1, Box 176A Captain Cook, Hawaii 96704
Fred Fujimoto	* Kalaoa, Kona, Hawaii (Mailing address: P. O. Box 1927 Kailua-Kona, Hawaii 96745
Garold Enloe	* Holualoa, Kona, Hawaii (Mailing address: P. O. Box 838 Kealakekua, Hawaii 96750
Richard T. Ishida	* Kealakekua, Kona, Hawaii (Mailing address: P. O. Box A Kealakekua, Hawaii 96750

(b) The members of this corporation shall also be the Trustees thereof, so that the number of members shall also be the number of trustees.

New or additional members may be elected at any annual or special meeting of members held for that purpose by vote of a majority of remaining members, although less than a quorum, or by a sole remaining member, and the admission of a person either as a member or as a trustee shall constitute his election as both a member and as a trustee. When a person ceases to be a member or ceases to be a trustee, he shall no longer be either a member or a trustee. Members shall be elected for the same term as trustees, i.e., until their successors are appointed. A person shall cease to be both a member and a trustee upon his death, resignation, expulsion or inability to act as provided by the Bylaws.

\* No street address.



Should for any reason the corporation be without any members, then the senior Judge of the Third Circuit Court of the State of Hawaii (encompassing the Island of Hawaii) shall appoint not less than four (4) nor more than fifteen (15) members. No membership, trusteeship or interest in this corporation shall be assignable inter vivos, nor shall any membership, trusteeship or interest in this corporation pass to any personal representative, heir, devisee, assignee or successor in interest.

VI.

BOARD OF TRUSTEES

The business and affairs of the corporation shall be managed by a Board of Trustees consisting of not less than four (4) members; no less than one (1) member of the Board shall be a resident of the State of Hawaii. The initial trustees of the corporation and their residence addresses are as follows:

<u>Name</u>	<u>Residence</u>
Allen C. Wilcox	* Napoopoo, Kona, Hawaii (Mailing address: RR 1, Box 176A Captain Cook, Hawaii 96704
Fred Fujimoto	* Kalaoa, Kona, Hawaii (Mailing address: P. O. Box 1927 Kailua-Kona, Hawaii 96745
Garold Enloe	* Holualoa, Kona, Hawaii (Mailing address: P. O. Box 838 Kealakekua, Hawaii 96750

\* No street address.

Richard T. Ishida

\* Kealahou, Kona, Hawaii  
(Mailing address: P. O. Box A  
Kealahou, Hawaii 96750

The qualifications and manner of election of the trustees shall be as set forth in the Bylaws of the corporation.

VII.

OFFICERS

The officers of the corporation shall consist of such officers as shall be provided for in the Bylaws, with such qualifications, duties, and powers as are provided for therein. The initial officers of the corporation and their residence addresses are as follows:

<u>Title</u>	<u>Name</u>	<u>Residence</u>
Chairman, Board of Trustees	Allen C. Wilcox	* Napoopoo, Kona, Hawaii (Mailing address: RR 1, Box 176A, Captain Cook, Hawaii 96704
Vice Chairman	Fred Fujimoto	* Kalaoa, Kona, Hawaii (Mailing address: P. O. Box 1927, Kailua-Kona, Hawaii 96745
Secretary- Treasurer	Garold Enloe	* Holualoa, Kona, Hawaii (Mailing address: P. O. Box 838, Kealahou, Hawaii 96750

\* No street address.

VIII.

DISSOLUTION

Upon the dissolution or winding up of the corporation, its assets remaining after payment of, or provision for payment of, all debts and liabilities of this corporation, shall be distributed to a non-profit fund, foundation, or corporation which is organized and operated exclusively for charitable, educational, religious, and/or scientific purposes and which has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended.

IX.

BYLAWS

The initial Bylaws of the corporation shall be adopted by the trustees at an initial meeting of the trustees, and a certified copy thereof shall be filed within thirty (30) days after adoption. The Bylaws, and every part thereof, may from time to time and at any time, be amended, altered, repealed, and new bylaws may be adopted, subject to repeal or change by the members, by the Board of Trustees as prescribed in the Bylaws.

IN WITNESS WHEREOF, I have hereunto set my hand  
and caused the official seal of the office of the Director  
of Commerce and Consumer Affairs of the State of Hawaii to  
be hereunto affixed this 17<sup>th</sup> day of July,  
1984.

*Ronald S. Nagata*

\_\_\_\_\_  
Director of Commerce and  
Consumer Affairs

By *Russell H. Yamashita*  
\_\_\_\_\_  
Corporation & Securities  
Administrator