

DEPARTMENT OF REGULATORY AGENCIES  
STATE OF HAWAII

In the Matter of the Petition  
For Charter  
of  
KONA ASSOCIATION FOR RETARDED CHILDREN

CHARTER OF INCORPORATION OF  
KONA ASSOCIATION FOR RETARDED CHILDREN

Know ye, that whereas MARK M. SUTHERLAND, KID MCCOY,  
JR., D.V.M., KATSUMASA TOMITA, <sup>JOHN</sup> JACK F. CHILLINGWORTH, and *H. D. K.*  
(Mrs.) RUTH A. SLEIGHTHOLM, all of whom are residents of the  
State of Hawaii, have made application to me, as Director of  
Regulatory Agencies of the State of Hawaii, to grant a  
Charter of Incorporation to them and their associates;

NOW, THEREFORE, I, SIDNEY I. HASHIMOTO, DIRECTOR OF  
REGULATORY AGENCIES, in the exercise of all power and  
authority anywise enabling me in this behalf, do hereby  
constitute the above named persons and their associates a  
body corporate, and do confer upon them the following Charter:

CHARTER OF INCORPORATION OF  
KONA ASSOCIATION FOR RETARDED CHILDREN

I.

The name of the corporation shall be KONA ASSOCIATION  
FOR RETARDED CHILDREN.

II.

The location and principal office of the corporation  
shall be at Kealahakua, Hawaii, State of Hawaii, or at such  
other location in the Kona area as the Board of Directors  
shall from time to time designate, and its post office address  
is P. O. Box 738, Kealahakua, Hawaii.

DEPARTMENT OF REGULATORY AGENCIES  
STATE OF HAWAII

In the Matter of the Petition  
For Charter  
of  
KONA ASSOCIATION FOR RETARDED CHILDREN

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Page  
Date

PETITION FOR CHARTER OF INCORPORATION OF  
KONA ASSOCIATION FOR RETARDED CHILDREN

DEPARTMENT OF REGULATORY AGENCIES  
STATE OF HAWAII  
Officially Received  
on

To The Honorable SIDNEY I. HASHIMOTO  
Director of Regulatory Agencies  
State of Hawaii:

December 19, 1966

Come now MARK M. SUTHERLAND, KID MCCOY, JR., D.V.M.,  
<sup>JOHN</sup> KATSUMASA TOMITA, JACK F. CHILLINGWORTH and RUTH A.  
SLEIGHTHOLM and respectfully petition for the issuance of  
a charter of incorporation in the form and manner of the  
Charter of Incorporation attached hereto and incorporated  
herein by reference.

77 D.D.  
4. P.

IN WITNESS WHEREOF the incorporators have hereunto  
set their hands as of this 28<sup>th</sup> day of November, 1966.

Mark M. Sutherland  
Mark M. Sutherland

Kid McCoy, Jr.  
Kid McCoy, Jr., D.V.M.

Katsumasa Tomita  
Katsumasa Tomita

John F. Chillingworth  
John F. Chillingworth  
John

77 D.D.  
4. P.

Ruth A. Sleightholm  
(Mrs.) Ruth A. Sleightholm

THIRD JUDICIAL CIRCUIT )  
COUNTY OF HAWAII )  
STATE OF HAWAII )

MARK M. SUTHERLAND, being first duly sworn, deposes and says under oath, that he is the Petitioner in the foregoing Petition for Charter of Kona Association For Retarded Children, that he has read the said Petition and Charter, knows the contents thereof, and that the same is true.

Mark M. Sutherland  
Mark M. Sutherland

Subscribed and sworn to before me  
this ~~1st~~ day of December, 1966.  
Helen T. O'Connell  
Notary Public, 3rd Judicial Circuit  
State of Hawaii  
My Commission expires 5-8-68

THIRD JUDICIAL CIRCUIT )  
COUNTY OF HAWAII )  
STATE OF HAWAII )

KID MCCOY, JR., D.V.M., being first duly sworn, deposes and says under oath, that he is the Petitioner in the foregoing Petition for Charter of Kona Association For Retarded Children, that he has read the said Petition and Charter, knows the contents thereof, and that the same is true.

Kid McCoy, Jr.  
Kid McCoy, Jr., D.V.M.

Subscribed and sworn to before me  
this 30<sup>th</sup> day of November, 1966.  
Helen T. O'Connell  
Notary Public, 3rd Judicial Circuit  
State of Hawaii  
My Commission expires 5-8-68

THIRD JUDICIAL CIRCUIT )  
COUNTY OF HAWAII )  
STATE OF HAWAII )

KATSUMASA TOMITA, being first duly sworn, deposes and says under oath, that he is the Petitioner in the foregoing Petition for Charter of Kona Association For Retarded Children, that he has read the said Petition and Charter, knows the contents thereof, and that the same is true.

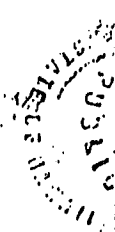
Katsumasa Tomita  
Katsumasa Tomita

Subscribed and sworn to before me  
this 30<sup>th</sup> day of November, 1966.  
Helen T. O'Connell  
Notary Public, 3rd Judicial Circuit  
State of Hawaii  
My Commission expires 5-8-68

THIRD JUDICIAL CIRCUIT )  
COUNTY OF HAWAII )  
STATE OF HAWAII )

*John*  
JACK F. CHILLINGWORTH, being first duly sworn, deposes and says under oath, that he is the Petitioner in the foregoing Petition for Charter of Kona Association For Retarded Children, that he has read the said Petition and Charter, knows the contents thereof, and that the same is true.

*John F. Chillingworth*  
\_\_\_\_\_  
JACK F. CHILLINGWORTH



Subscribed and sworn to before me  
this 30<sup>th</sup> day of November, 1966.

*Hilary D. DeGruke*  
\_\_\_\_\_  
Notary Public, 3rd Judicial Circuit  
State of Hawaii  
My Commission expires 5-8-68

THIRD JUDICIAL CIRCUIT )  
COUNTY OF HAWAII )  
STATE OF HAWAII )

RUTH A. SLEIGHTHOLM, being first duly sworn, deposes and says under oath, that she is the Petitioner in the foregoing Petition for Charter of Kona Association For Retarded Children, that she has read the said Petition and Charter, knows the contents thereof, and that the same is true.

*Ruth A. Sleightholm*  
\_\_\_\_\_  
(Mrs.) Ruth A. Sleightholm

Subscribed and sworn to before me  
this 30<sup>th</sup> day of November, 1966.

*Hilary D. DeGruke*  
\_\_\_\_\_  
Notary Public, 3rd Judicial Circuit  
State of Hawaii  
My Commission expires 5-8-68

### III.

The objects and purposes of the corporation are as follows:

A. To promote the general welfare of mentally retarded and handicapped persons of all ages throughout the Kona area in the County of Hawaii, State of Hawaii; at home, in the communities, in institutions, and in public, private and religious schools and workshops;

B. To further the advancement of all ameliorative and preventative study, research, therapy, education and training in the fields involved in mental retardation and human handicaps.

C. To develop a better understanding of the problems of mental retardation and human handicaps by the public, private, and religious agencies, and international, national, state, and local departments of education, health and institutions;

D. To further the training and education of personnel for work in the fields of mental retardation and human handicaps;

E. To serve as a clearing house for gathering and disseminating information regarding the mentally retarded and the handicapped, and to foster the development of integrated programs in their behalf;

F. To provide special purpose activities, schools, day care centers, workshops, auxiliaries, etc.; and

G. To cooperate with other corporations, societies, clubs, associations, etc. in the interests of mentally retarded and handicapped persons.

### IV.

The powers of the corporation are as follows:

A. To purchase, take on, lease, exchange, or otherwise

acquire any lands, buildings and property, real or personal, which may be requisite for the purpose of, or conveniently used in connection with any of the purposes of the corporation, and to sell, demise, mortgage, give in exchange, or dispose of the same;

B. To invest and deal with the moneys of the corporation, not immediately required, in such securities and in such manner as may from time to time be determined;

C. To borrow, raise, and give security for money by the issue of promissory notes or other obligations or by mortgage of all or any part of the property of the corporation;

D. To solicit, acquire and receive charitable contributions consisting of cash, securities, or other properties;

E. To expend any of the moneys or properties of the corporation, whether they be capital investments or income from the same, for the purposes of the corporation;

F. To do and perform all such acts and things and to carry on all such business as shall be proper, necessary, or convenient for the furtherance of the objects and purposes aforesaid; and

G. To have all other such powers capable of being vested in corporations not organized for profit under the laws of the State of Hawaii.

V.

The duration of the corporation shall be perpetual.

VI.

The business and affairs of the corporation shall be managed by a Board of Directors consisting of not less than five (5) nor more than twelve (12) persons, who shall be qualified, nominated, elected, and appointed as is provided

for in the By-Laws. The Board of Directors shall have full power to control and direct the business affairs of the corporation, subject, however, to instructions by the members and to any limitations contained herein or in the By-Laws of the corporation. The initial directors of the corporation and their business and home addresses are as follows:

<u>Name</u>	<u>Business Address</u>	<u>Home Address</u>
Mark M. Sutherland	Konawaena Elementary School Kealakekua, Hawaii	Kealakekua, Hawaii
Kid McCoy, Jr., D.V.M.	Kealakekua, Hawaii	Kealakekua, Hawaii
Katsumasa Tomita	Department of Social Services Kealakekua, Hawaii	Rural Route Holualoa, Hawaii
<i>John</i> Jack F. Chillingworth	Chuck Bell's Service Station Kailua-Kona, Hawaii	Captain Cook, Hawaii
Ruth A. Sleightholm	Kealakekua, Hawaii	Kealakekua, Hawaii
William Usui	Kealakekua, Hawaii	Kealakekua, Hawaii
Wilmot B. Boone, M.D.	Kealakekua, Hawaii	Kealakekua, Hawaii
Ethel F. (Rusty) Murray	Kailua-Kona, Hawaii	Kailua-Kona, Hawaii
Margaret Apple	Konawaena Elementary School Kealakekua, Hawaii	Honaunau, Hawaii
David M. Fraser	Dillingham Investment Corporation Captain Cook, Hawaii	Captain Cook, Hawaii

VII.

The officers of the corporation shall consist of such officers as shall be provided for in the By-Laws with such qualifications, duties and powers as are provided for in the By-Laws. The initial officers of the corporation and their business and home addresses are as follows:

<u>Office</u>	<u>Name</u>	<u>Business Address</u>	<u>Home Address</u>
President	Mark M. Sutherland	Konawaena Elementary School Kealakekua, Hawaii	Kealakekua, Hawaii

<u>Office</u>	<u>Name</u>	<u>Business Address</u>	<u>Home Address</u>
Vice President	Katsumasa Tomita	Department of Social Services Kealakekua, Hawaii	Rural Route Holualou, Hawaii
Secretary	Ruth A. Sleightholm	Kealakekua, Hawaii	Kealakekua, Hawaii
Treasurer	William Usui	State Tax Office Kealakekua, Hawaii	Kealakekua, Hawaii

#### VIII.

Members may be admitted and expelled in the manner provided for in the By-Laws. The proposed By-Laws provide that members shall consist of residents of the Kona area of the County of Hawaii, State of Hawaii, who certify their unselfish interest in promoting the stated purposes of the corporation. These proposed By-Laws further provide that membership shall terminate either upon resignation of members duly accepted by the Board of Directors, by failure to meet the dues or service requirement for membership after due notice, or by a majority vote of the quorum of the membership in form of expulsion.

#### IX.

The corporation shall have the power to dissolve, and it shall have the power to distribute all or any part of its properties or assets either before or after dissolution, to any other charitable corporation or trust having purposes similar to those of this corporation, as a majority of the membership at the time of dissolution shall agree upon.

#### X.

The corporation is not organized for profit and will not issue any stock. No part of its assets, income, or earnings will be issued for dividends, or will otherwise be withdrawn or distributed to its members, Directors, or Officers, except for services actually rendered to the corporation, or as otherwise provided herein.

XI.

The property of the Corporation shall alone be liable for payments of the debts and liabilities of the corporation.

XII.

The corporation shall complete its organization within sixty days after issuance of the Charter of Incorporation.

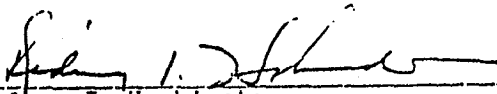
XIII.

The initial By-Laws of the corporation shall be adopted by a majority vote of the members present at a meeting duly called and to be held within thirty (30) days from the issuance of this Charter of Incorporation. Notice shall be given thereof stating that a purpose of the meeting is to consider the adoption of the By-Laws. The By-Laws may be amended by a two-thirds majority of the membership present at any meeting of the members duly called for the purpose of considering the amendment of the By-Laws. A certified copy of said By-Laws shall be filed with the Director of Regulatory Agencies of the State of Hawaii.

IN WITNESS WHEREOF, I have hereunto set my hand and caused the official seal of the Department of Regulatory Agencies of the State of Hawaii to be hereunto affixed this

*19th* day of *December*, 1966.



  
Sidney I. Hashimoto  
Director of Regulatory Agencies

AMENDMENTS TO THE CHARTER OF INCORPORATION OF KONA ASSOCIATION  
FOR RETARDED CITIZENS

FIRST: Article III is hereby amended by the addition of paragraphs H and I, as follows:

- H. To provided elderly persons and handicapped persons with housing facilities and services specially designed to meet their physical, social and psychological needs, and to promote their helath, security, happiness and usefulness in longer living, the charges for such facilities and services to be predicated upon the provision, maintenance and operation thereof on a nonprofit basis.
- I. The Corporation is irrevocably dedicated to and operated exclusively for, nonprofit purposes; and no part of the income or assets of the Corporation shall be distributed to, nor inure to the benefit of, any individual.

SECOND: Article IV is hereby amended as follows:

- 1. Paragraph C is hereby deleted and substituted therefor is the following new paragraph C.
  - C. To borrow money and issue evidence of indebtedness in furtherance of any or all of the objects of its business, and to secure the same by mortgage, pledge or other lien on the Corporation's property.
- 2. Article IV is further amended by the addition of paragraphs H, I, and J, as follows:
  - H. To buy, own, sell, assign, mortgage or lease any interest in real estate and personal property and to construct, maintain and operate improvements thereon necessary or incident to the accomplishment of the purposes set forth in Article III hereof.

AMENDMENTS TO THE CHARTER OF INCORPORATION OF KONA ASSOCIATION  
FOR RETARDED CITIZENS

- I. To do and perform all acts reasonably necessary to accomplish the purposes of the Corporation, including the execution of a Regulatory Agreement with the Secretary of Housing and Urban Development, and of such other instruments and undertakings as may be necessary to enable the Corporation to secure the benefits of financing under Section 202 of the Housing Act of 1959. Such Regulatory Agreement and other instruments and undertakings shall remain binding upon the Corporation, its successors and assigns, so long as a mortgage on the Corporation's property is held by the Secretary of Housing and Urban Development.
  
- J. In the event of the dissolution of the Corporation or the winding up of its affairs, or other liquidation of its assets, the Corporation's property shall not be conveyed to any organization created or operated for profit or to any individual for less than the fair market value of such property, and all assets remaining after the payment of the Corporation's debts shall be conveyed or distributed only to an organization or organizations created and operated for nonprofit purposes similar to those of the Corporations: PROVIDED, however, that the Corporation shall at all times have the power to convey any or all of its property to the Secretary of Housing and Urban Development.

THIRD: Article VI is hereby amended by the deletion of the first sentence which reads:

The business and affairs of the corporation shall be managed by a Board of Directors consisting of not less than five (5) nor more than twelve (12) persons, who shall be qualified, nominated, elected, and appointed as is provided for in the By-laws.

And substituted therefor is the following:

Page 3

AMENDMENTS TO THE CHARTER OF INCORPORATION OF KONA ASSOCIATION  
FOR RETARDED CITIZENS

The business and affairs of the corporation shall be managed by a Board of Directors consisting of not less than five (5) nor more than twenty-five (25) persons, who shall be qualified, nominated, elected, and appointed as is provided for in the By-Laws.

FOURTH: Article XIII is hereby amended by the deletion of said Article and substituted therefor is the following new Article XIII:

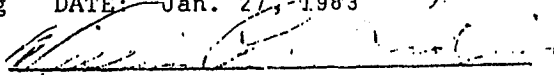
The initial By-Laws of the corporation shall be adopted by a majority vote of the members present at a meeting duly called and to be held within thirty (30) days from the issuance of this Charter of Incorporation. Notice shall be given thereof stating that a purpose of the meeting is to consider the adoption of the By-Laws. The By-Laws may be amended by a two-thirds majority of the membership present at any meeting of the members duly called for the purpose of considering the amendment of the By-Laws. The By-Laws shall not be inconsistent with the provisions of these Articles or of the Regulatory Agreement between the Corporation and the Secretary of Housing and Urban Development pursuant to Article III hereof. A certified copy of said By-Laws shall be filed with the Director of Regulatory agencies of the State of Hawaii.

FIFTH: A new Article XIV is hereby added which shall read as follows:

So long as a mortgage on the Corporation's property is held by the Secretary of Housing and Urban Development, these Articles may not be amended without the prior written approval of the said Secretary.

ADOPTED: Special Membership Meeting DATE: Jan. 27, 1983

PLACE: Kona Krafts SECRETARY:

  
(signature)

Change of Corporate Name  
Non-Profit Corporation  
File in Duplicate

Make two copies checked as follows:  
Dept. of Regulatory Agencies Fee \$5  
Bureau of Conveyances Fee \$2

STATE OF HAWAII  
DEPARTMENT OF REGULATORY AGENCIES  
Business Registration Division  
1010 Richards Street

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

In the Matter of the Amendment of  
the Charter of Incorporation of  
  
KONA ASSOCIATION FOR RETARDED  
CHILDREN, a non-profit corporation)

DEPARTMENT OF REGULATORY AGENCIES  
BUSINESS REGISTRATION DIVISION  
STATE OF HAWAII  
Officially Recorded  
On  
July 7 1979

BUSINESS REGISTRATION  
JUN 25 1 15 PM '79

14,604

CERTIFICATE OF AMENDMENT

The President and Secretary, respectively, of KONA ASSOCIATION FOR RETARDED CHILDREN

a Hawaii non-profit corporation, do hereby certify that at a special meeting of the members of said corporation duly called and held at Kealahou, Kona, Hawaii on the 29th day of June, 1978, for the purpose of changing the name of the said corporation, it was voted by not less than two-thirds of the members present at the meeting to amend the Charter of Incorporation of said corporation by deleting the name KONA ASSOCIATION FOR RETARDED CHILDREN wherever it appears in the Charter of Incorporation, and inserting in lieu thereof the name KONA ASSOCIATION FOR RETARDED CITIZENS.

IN WITNESS WHEREOF, the undersigned have hereunto set their hands this 25th day of June, 1979.

FILED FILE CHARGES  
CERTIFICATION  
COUNTY OF HAWAII

Rikio Morimoto  
President  
Wm. M. Usui  
Secretary Treasurer

STATE OF HAWAII  
COUNTY OF HAWAII

RIKIO MORIMOTO and Wm. M. Usui being first duly sworn on oath depose and say that they are the President and Secretary, respectively, of KONA ASSOCIATION FOR RETARDED CHILDREN; that as such officers they are duly authorized to sign the foregoing Certificate of Amendment; and that they have read the said Certificate, know the contents thereof, and that the same is true.

Subscribed and sworn to before me this 15th day of June, 1979.

Patricia D. ...  
Notary Public, 4th Judicial Circuit,  
State of Hawaii  
My commission expires: 12-18-80

Rikio Morimoto  
President  
Wm. M. Usui  
Secretary Treasurer

I hereby approve the foregoing amendment this 7th day of July, 1979

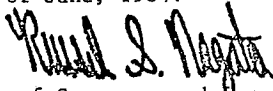
Corporation & Securities Administrator

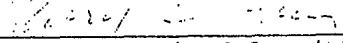
Director of Regulatory Agencies

STATE OF HAWAII  
DEPARTMENT OF COMMERCE AND CONSUMER AFFAIRS  
Honolulu

I, RUSSEL S. NAGATA, Director of Commerce and Consumer Affairs of the State of Hawaii, do hereby certify that according to the records of this Department, KONA ASSOCIATION FOR RETARDED CITIZENS was incorporated on December 19, 1966 as a nonprofit corporation; that it is still in existence; and that it has complied with all the provisions of Chapter 416 of the Hawaii Revised Statutes, regulating domestic nonprofit corporations.

IN WITNESS WHEREOF, I have hereunto  
set my hand and affixed the seal of  
the Department of Commerce and  
Consumer Affairs, at Honolulu, this  
7th day of June, 1984.

  
Director of Commerce and Consumer Affairs


By   
Acting Corporation & Securities Administrator

STATE OF HAWAII  
DEPARTMENT OF COMMERCE AND CONSUMER AFFAIRS



THE DIRECTOR'S OFFICIAL CERTIFICATION  
APPEARS ON THE BACK OF THE FIRST PAGE OF THE  
ATTACHED DOCUMENT.

I HEREBY CERTIFY that this is a true and correct  
copy of the original recorded in this office on:  
May 16, 1983

 *Russell S. Nagata*  
DIRECTOR OF COMMERCE AND  
CONSUMER AFFAIRS

By: *Russell S. Nagata*  
CORPORATION & SECURITIES ADMINISTRATOR

Date: May 15, 1984