

**RESOLUTION
OF THE BOARD OF DIRECTORS
of
WAIMEA COMMUNITY ASSOCIATION**

Adopted: November 3, 2014

RE: AMENDED AND RESTATED ARTICLES OF INCORPORATION

WHEREAS, the Board of Directors of the Waimea Community Association (the "Corporation") wishes that the Corporation's Amended and Restated Articles of Incorporation comply with requirements of the State of Hawaii's Department of Commerce and Consumer Affairs/ Business Registration Division (DCCA/BREG), and

WHEREAS, specific required changes to the Amended and Restated Articles of Incorporation, adopted by the Board on September 18, 2014, and submitted to DCCA/BREG thereafter, were detailed in a letter from the DCCA/BREG to the Corporation on October 17, 2014, those changes including:

- Deletion of Preamble,
- Deletion of words "initial or" prior to "principal office" (Article II),
- Change Statute citation from Chapter 415B to Chapter 414D (Article III), due to change in HRS,
- Addition of names and home addresses of Incorporators (Article V, new)
- Delete home addresses of Board of directors (Article VIII, number revised),
- Delete home addresses of Officers (Article X, number revised),
- Addition of text requiring that the Corporation maintain a registered agent in Hawaii, and name of Registered Agent (Article XI, new), and

WHEREAS, Renumbering of several additional Articles is necessitated by the additions indicated above,

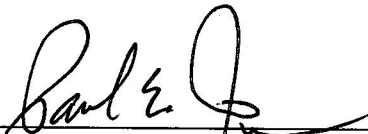
NOW THEREFORE, BE IT RESOLVED, that the Board of Directors approves the revisions indicated above to the Amended and Restated Articles of Incorporation adopted September 18, 2014; and

BE IT FURTHER RESOLVED, that the Amended and Restated Articles of Incorporation with the above indicated modifications, attached hereto, are adopted and are to be resubmitted to DCCA/BREG for filing.

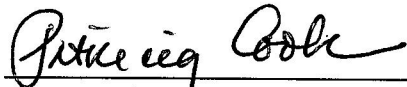
Accepted and agreed this 3rd day of November, 2014.



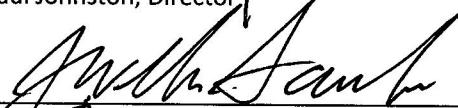
Nancy Carr Smith, Director



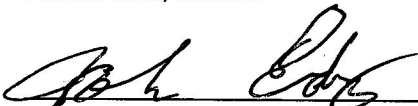
Paul Johnston, Director



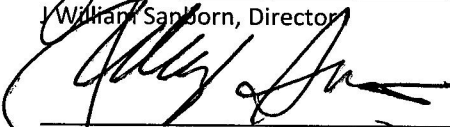
Patricia Cook, Director



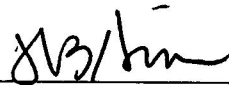
William Sanborn, Director



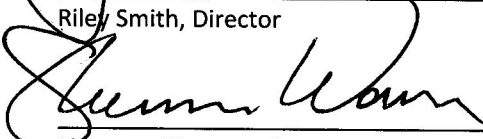
John Edney, Director



Riley Smith, Director



Wayne Higaki, Director



Sherman Warner, Director