

**DEPARTMENT OF COMMERCE AND CONSUMER AFFAIRS
BUSINESS REGISTRATION DIVISION
STATE OF HAWAII**

P.O. Box 40
Honolulu, HI 96810

Articles of Incorporation of

The undersigned, desiring to form a nonprofit corporation under the laws of the State of Hawaii, certifies as follows:

I

The name of the corporation shall be

II

The mailing address of the corporation's initial principal office is:

III

The corporation shall have and continuously maintain in the State of Hawaii a registered office and a registered agent. The agent may be an individual resident of Hawaii, a domestic entity or a foreign entity authorized to transact business in the State, whose business office is identical with the registered office.

- (a) The name (and state or country of incorporation, formation or organization, if applicable) of the corporation's registered agent in the State of Hawaii is
- b. The street address of the corporation's initial registered office in the State of Hawaii is:

IV

Section 1. The corporation is organized for the purposes of: (a)
and (b) transacting any or all lawful activities permitted nonprofit corporations pursuant to Hawaii Revised Statutes Chapter 414D.

Section 2. In furtherance of said purposes, the corporation shall have all powers, rights, privileges and immunities, and shall be subject to all of the liabilities conferred or imposed by law upon corporations of this nature, and shall be subject to and have all the benefits of all general laws with respect to corporations.

Section 3. The corporation is organized exclusively for charitable, religious, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal code.

V

The incorporator(s) name and address:

VI

The corporation has

VII

Section 1. The corporation is nonprofit in nature, and shall not authorize or issue shares of stock. No dividends shall be paid and no part of the income or profit of the corporation shall be distributed to its members, directors, or officers, except for services actually rendered to the corporation.

Section 2. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Section 3. Notwithstanding any other provision of these Articles, the 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, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

VIII

Upon the dissolution of the corporation, the existing assets of the corporation shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the Circuit Court of the Second Circuit of the State of Hawaii, or any other court of competent jurisdiction, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

The undersigned certifies under the penalties of Section 414D-12, Hawaii Revised Statutes, that the undersigned has read the above statements and that the same are true and correct.

DATED: _____, Hawaii, _____.

Incorporator

Phone: