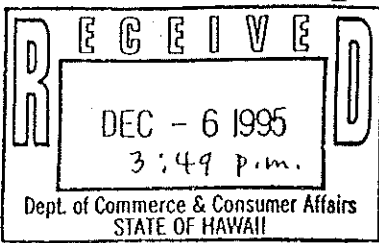


STATE OF HAWAII  
DEPARTMENT OF COMMERCE AND CONSUMER AFFAIRS  
Business Registration Division  
1010 Richards Street  
Mailing Address: P. O. Box 40, Honolulu, Hawaii 96810

RESTATED ARTICLES OF INCORPORATION  
(Section 415B-40, Hawaii Revised Statutes)



The undersigned, duly authorized officers of the corporation submitting these Restated Articles of Incorporation, certify as follows:

- The name of the corporation is:  
St. Elizabeth's Episcopal Church
- The resolution approving the Restated Articles of Incorporation was adopted by the Board of Directors on  
October 22, 1995  
(Month Day Year)
- The Restated Articles of Incorporation are attached.
- The attached Restated Articles of Incorporation correctly set forth without change, the corresponding provisions of the articles of incorporation, as amended, and supersede the original articles of incorporation and all prior amendments.

We certify under the penalties of Section 415B-158, Hawaii Revised Statutes, that we have read the above statements, and that the same are true and correct.

Witness our hands this 26th day of October, 1995.

Juliet Young  
Juliet Young, President  
(Type/Print Name & Title)

Sylvia Rowland, Vice President  
(Type/Print Name & Title)

Juliet Young  
(Signature of Officer)

Sylvia Rowland  
(Signature of Officer)

(See Reverse Side For Instructions)

IN THE DEPARTMENT OF COMMERCE AND CONSUMER AFFAIRS

STATE OF HAWAII

In the Matter of the Incorporation )  
 )  
 of )  
 )  
 ST. ELIZABETH'S EPISCOPAL CHURCH )  
 \_\_\_\_\_ )

**RESTATED  
ARTICLES OF INCORPORATION**

The undersigned, desiring to form a nonprofit corporation under the laws of the State of Hawaii, hereby executes the following Articles of Incorporation:

**ARTICLE I**

**Corporate Name**

The name of this Corporation is St. Elizabeth's Episcopal Church.

**ARTICLE II**

**Period of Duration**

The duration of the Corporation is perpetual.

**ARTICLE III**

**Corporate Purposes and Powers**

Section 3.1. Purposes. The Corporation is organized exclusively for the following purposes:

(a) To be a Parish in union with the Convention of the Diocese of Hawaii acceding to the Constitution and Canons of the Protestant Episcopal Church in the Diocese of Hawaii and the Constitution and Canons of the Protestant Episcopal Church in the United States of America, as such Constitutions and Canons may be amended, supplemented or superseded from time to time; to receive gifts, donations and endorsements; to use its income and other assets for church, religious, educational and charitable purposes; establish and maintain schools and other educational and service facilities of all types; to make rules and regulations for the operation of the Parish and such other facilities; and to aid and assist all and every variety of eleemosynary work in connection with the Diocese of Hawaii and otherwise.

(b) To operate exclusively for charitable, literary, educational and scientific purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States internal revenue law) (the "Internal Revenue Code"), including for such purposes, the making of distributions to organizations that qualify as tax-exempt organizations under Section 501(c)(3) of the Internal Revenue Code.

Section 3.2. Powers. Subject to the restrictions in these Articles of Incorporation, the Corporation has all powers granted by law.

Section 3.3. Nonprofit Restrictions. (a) The Corporation is a nonprofit corporation and shall not authorize or issue any shares of stock. No dividends shall be paid and no part of the assets, earnings or income of the Corporation shall inure to the benefit of or be distributed to any member, vestryperson or officer of the Corporation or to any other individual. The Corporation may, however, pay compensation in a reasonable amount to its members, vestrypersons or officers for services actually rendered to the Corporation. The Corporation may make no loans to its vestrypersons or officers. Nonetheless, the Corporation is empowered to make payments and distributions to organizations and individuals in furtherance of the exempt purposes for which it is organized.

(b) The Corporation shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

(c) Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any activities not permitted to be carried on by:

(i) a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code; or

(ii) a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

(d) The Corporation has no power to do any act in contravention of the Constitution and Canons of the Protestant Episcopal Church in the Diocese of Hawaii or the Constitution and Canons of the Protestant Episcopal Church in the United States of America, as such Constitutions and Canons may be amended, supplemented or superseded from time to time.

Section 3.4. Real Property. (a) As a subordinate body of The Episcopal Church in Hawaii, a Hawaii nonprofit corporation, the Corporation may accept, hold, manage and administer all of its real property in trust for The Protestant Episcopal Church in the United States of America and The Diocese of Hawaii (Episcopal). However, so long as the Corporation remains a part of The Diocese of Hawaii (Episcopal) as a Parish in union with the Convention of the Diocese of Hawaii, the existence of the trust shall in no way limit the power and authority of the Corporation over such property, and the Corporation may deal with the property as sole owner free and clear of any trust, subject only to the provisions of the Constitution and Canons of the Diocese of Hawaii (Episcopal) and the Charter of Incorporation and Bylaws of The Episcopal Church in Hawaii, as each may be amended from time to time.

(b) The Corporation shall accept, hold, encumber and convey all of its real property or any interest therein in accordance with the Constitution and Canons of the Protestant Episcopal Church in the Diocese of Hawaii and the Charter of Incorporation and Bylaws of The Episcopal Church in Hawaii, as such instruments may be amended, supplemented or superseded from time to time.

## ARTICLE IV

### Location of the Corporation

The street address of the initial office of the Corporation is 720 N. King Street, Honolulu, Hawaii 96817.

## ARTICLE V

### Members of the Vestry and Officers

Section 5.1. Governing Board. The governing board of the Corporation shall be called a Vestry and shall consist of not fewer than five persons, who shall be called vestrypersons. The members of the Corporation may determine the number of vestrypersons from time to time. The Vestry has and may exercise the powers of the Corporation except as otherwise provided by law, these Articles of Incorporation, the Bylaws, and the Constitution and Canons of the Protestant Episcopal Church in the Diocese of Hawaii.

Section 5.2. Officers. The officers of the Corporation are a chair of the Vestry, a president, a vice president, a secretary and a treasurer. The officers have the powers, perform the duties and are appointed or elected in the manner set forth in the Bylaws. No person may hold two or more offices of the Corporation.

Section 5.3. Initial Directors and Officers. The following persons are initial Directors and Officers of the Corporation and shall hold office until their successors are duly elected pursuant to the Bylaws:

<u>Name and Office</u>	<u>Residence Address</u>
The Reverend Gerhard Laun, Chair of the Board	1515 Nuuanu Avenue QT #53 Honolulu, Hawaii 96817
Juliet Young, President	1566 Kealia Drive Honolulu, Hawaii 96817
Sylvia Rowland, Vice President	98-1418A Kaahumanu Street Pearl City, Hawaii 96782
Betty Wong, Secretary	1633 Old Palama Street Honolulu, Hawaii 96817
Lawrence Young, Treasurer	1377 Akiyahala Street Kailua, Hawaii 96734

Section 5.4. Classification of Vestrypersons. The vestrypersons shall be divided into three (3) classes, each class to serve for a term of three (3) years. The term of office of the first, second and third classes of vestrypersons shall expire at the first, second and third annual meetings of members, respectively, after the first annual meeting of members.

## ARTICLE VI

### Membership

Section 6.1. Qualifications. Membership in the Corporation may be held by all persons who have the qualifications of membership specified in the Bylaws. Members of the Corporation shall be admitted or expelled in the manner provided by the Bylaws.

Section 6.2. Voting Rights. Each member has one vote on all matters.

## ARTICLE VII

### Liability and Indemnification of Officers, Vestrypersons, Employees and Agents

Section 7.1. No Liability. (a) No vestryperson or officer of the Corporation who serves without remuneration or expectation of remuneration shall be liable for damage, injury, or loss caused by or resulting from the person's performance of, or failure to perform, duties of any position to which the person was appointed, unless the person was grossly negligent in the performance of, or failure to perform, such duties.

(b) No vestryperson, officer, employee or other agent of the Corporation and no person serving at the request of the Corporation as a vestryperson, officer, employee or other agent of another corporation, partnership, joint venture, trust or other enterprise and no heir, devisee, or personal representative of any such person shall be liable to the Corporation for any loss or damage suffered by it on account of an action or omission by such person if such person acted in good faith and in a manner reasonably believed to be in or not opposed to the best interests of the Corporation.

Section 7.2. Indemnity. (a) The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact that such person is or was a vestryperson, officer, employee or other agent (but only an agent who serves without remuneration or expectation of remuneration) of the Corporation or is or was serving at the request of the Corporation as a vestryperson, officer, employee or other agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding if such person acted in good faith and in a manner which such person reasonably believed to be in or not opposed to the best interests of the Corporation, or, with respect to any criminal action or proceeding, had no reasonable cause to believe the conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which such person reasonably believed to be in or not opposed to the best interests of the Corporation or, with respect to any criminal action or proceeding, had reasonable cause to believe that such conduct was unlawful.

(b) The Corporation shall indemnify each person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that such person is or was a vestryperson, officer, employee or agent (but only an agent who serves without remuneration or expectation of remuneration) of the Corporation or is or was serving at the

request of the Corporation as a vestryperson, officer, employee or agent of another corporation, partnership, joint venture, trust or other entity, against expenses (including attorneys' fees) actually and reasonably incurred in connection with the defense or settlement of such action or suit if such person acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of such person's duty to the Corporation unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

(c) To the extent that a vestryperson, officer, employee or other agent (but only an agent who serves without remuneration or expectation of remuneration) of the Corporation or any division of the Corporation, or a person serving at the request of the Corporation as a vestryperson, officer, employee or agent of another corporation, partnership, joint venture, trust or other entity, has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in paragraphs (a) and (b) of this section, or in defense of any claim, issue or matter therein, such person shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred in connection therewith.

(d) Any indemnification under paragraphs (a) and (b) of this section (unless ordered by a court) shall be made by the Corporation only if authorized in the specific case upon a determination that indemnification of the vestryperson, officer, employee or agent is proper in the circumstances because such person has met the applicable standard of conduct set forth in paragraphs 7.2(a) and (b). Such determination may be made:

(i) by the Vestry by a majority vote of a quorum consisting of vestrypersons who were not parties to such action, suit or proceedings;

(ii) if such a quorum is not obtainable, or, even if obtainable and a quorum of disinterested vestrypersons so directs, by independent legal counsel in a written opinion to the Corporation;

(iii) if a quorum of disinterested vestrypersons so directs, by a majority vote of the members; or

(iv) by the court in which such proceeding is or was pending upon application made by the Corporation or the agent or the attorney or other person rendering services in connection with the defense, whether or not such application by the agent, attorney or other person is opposed by the Corporation.

(e) Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit, or proceeding upon receipt of an undertaking by or on behalf of the vestryperson, officer, employee or agent to repay such amount unless it shall ultimately be determined that such person is entitled to be indemnified by the Corporation as authorized in this article.

(f) The indemnification provided by this article shall not be deemed exclusive of any other rights to which those indemnified may be entitled and shall continue as to a person who has ceased to be a vestryperson, officer, employee or agent and shall inure to the benefit of the heirs, devisees and personal representatives of any such person.

(g) The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a vestryperson, officer, employee or other agent of the Corporation or is or was serving at the request of the Corporation as a vestryperson, officer, employee or other agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against such person and incurred by such person in any such capacity or arising out of such person's status as such, whether or not the Corporation would have the power to indemnify such person against such liability under the provisions of this Article.

## ARTICLE VIII

### Corporate Dissolution

If the Corporation shall be dissolved, all assets of the Corporation of every kind, after payment of its just debts, shall be distributed only to The Episcopal Church in Hawaii for the use and benefit of St. Elizabeth's Episcopal Church provided that if that entity shall not then exist as a parish or mission, to the Episcopal Church in Hawaii, or to the successor of The Episcopal Church in Hawaii which shall constitute the secular corporate entity of the Episcopal Diocese of Hawaii; provided, however, that if no such successor corporation exists, then such distribution shall be made to the Domestic and Foreign Missionary Society of the Protestant Episcopal Church in the United States of America for the use and benefit of Episcopalians in the State of Hawaii. In no event shall any distribution be made to any organization unless it qualifies as a tax-exempt organization under Section 501(c) (3) of the Internal Revenue Code of 1986 (or any future corresponding law) with purposes similar or related to those of the Corporation.



## ARTICLE IX

### ByLaws

The power to alter, amend or repeal the Bylaws or adopt new bylaws is vested in the Vestry subject to repeal or change by action of the members. All amendments to the Bylaws must be approved by the Ecclesiastical Authority and the Chancellor of the Protestant Episcopal Church in the Diocese of Hawaii prior to becoming effective.

## ARTICLE X

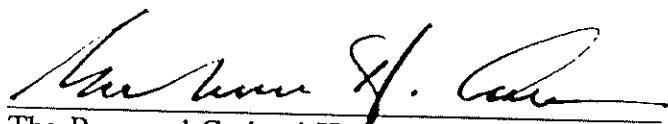
### Amendment of Articles of Incorporation

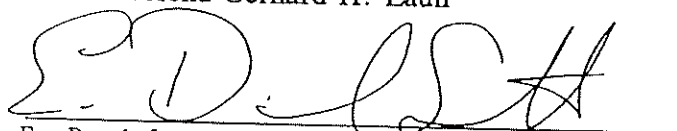
These Articles are subject to amendment from time to time in the manner set forth by law; provided, however, that no amendment may be effective unless it bears the written consent of the Bishop and Standing Committee of the Protestant Episcopal Church in the Diocese of Hawaii, with the advice of the Chancellor, the granting of which consents shall be certified by (a) the President or Vice President, and (b) the Secretary or Assistant Secretary of The Episcopal Church in Hawaii, a Hawaii nonprofit corporation, or its successor, which certification, in order for such amendment to be effective, must be attached thereto as the same shall be filed with the Department of Commerce and Consumer Affairs or its successor entity.

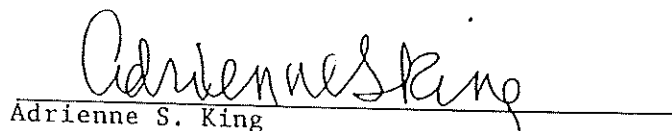
CERTIFICATE

The Reverend Gerhard H. Laun, Rector of St. Elizabeth's Episcopal Church, and E. Daniel Smith and Adrienne S. King, being the Vice President and Secretary of The Episcopal Church in Hawaii respectively, hereby certify that the Rector of St. Elizabeth's Episcopal Church, the Standing Committee acting in lieu of the Bishop as the Ecclesiastical Authority of the Diocese in the absence of a Bishop, and the Chancellor of The Episcopal ~~Diocese~~ <sup>Church of</sup> Hawaii have consented to the amendment of the Articles of Incorporation of St. Elizabeth's Episcopal Church as set forth in the Articles of Amendment of St. Elizabeth's Episcopal Church to which this certificate is attached.

WITNESSETH our hands as of the 18th day of November, 1995.

  
The Reverend Gerhard H. Laun

  
E. Daniel Smith

  
Adrienne S. King