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Business Registration Division  
DEPT. OF COMMERCE AND  
CONSUMER AFFAIRS  
State of Hawaii



STATE OF HAWAII  
DEPARTMENT OF COMMERCE AND CONSUMER AFFAIRS  
Business Registration Division  
335 Merchant Street  
Mailing Address: P.O. Box 40, Honolulu, Hawaii 96810  
Phone No. (808) 586-2727



## AMENDED AND RESTATED ARTICLES OF INCORPORATION

(Section 414D-184, Hawaii Revised Statutes)

PLEASE TYPE OR PRINT LEGIBLY IN BLACK INK

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

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1. The name of the corporation is:

Enchanted Lake Residents Association

2. The Amended and Restated Articles of Incorporation adopted is attached.

3. The Amended and Restated Articles of Incorporation was adopted on: September 8, 2020

(Month Day Year)

(Check one)

☐ at a meeting of the *members*:

Designation (class) Of membership	Total Number of Memberships (votes) outstanding	Total Number of Votes Entitled to be Cast By each Class	Number of Votes Cast by each class For Amendment	Number of Votes Cast by each class Against Amendment

OR

☐ by written consent of the *members* holding at least eighty per cent of the voting power.

OR

☒ by a sufficient vote of the *Board of Directors or Incorporators* because member approval was not required.

4. Check one:

☐ The written approval of a specified person or persons named in the articles of incorporation was obtained.

☒ The written approval of a specified person or persons is not required.

5. The attached Amended and Restated Articles of Incorporation supersedes the original Articles of Incorporation and all amendments thereto.

The undersigned certifies under the penalties of Section 414D-12, Hawaii Revised Statutes, that the undersigned has read the above statements, I/we are authorized to make this change, and that the statements are true and correct.

Signed this Fifth day of October, 2020

Margaret Novack, President

(Type/Print Name & Title)

Margaret Novack  
(Signature of Officer)

Donald Young, Vice President

(Type/Print Name & Title)

Donald Young  
(Signature of Officer)

SEE INSTRUCTIONS ON REVERSE SIDE. The articles must be signed by at least one officer of the corporation.

**Attachment to Articles of Amendment:**

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF ENCHANTED LAKE RESIDENTS ASSOCIATION**

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF ENCHANTED LAKE RESIDENTS ASSOCIATION**

1. Corporate Name. The name of the Corporation shall be ENCHANTED LAKE RESIDENTS ASSOCIATION.

2. Principal Office; Place of Meetings; No Seal.

2.1. The mailing address of the principal office of the Corporation is Enchanted Lake Residents Association, P.O. Box 1485, Kailua, Hawaii 96734, subject to action by the Board of Directors, which may be taken from time to time, to relocate said principal office; *provided, however*, that such principal office shall be maintained within the State of Hawaii.

2.2 The Corporation does not have a corporate seal.

3. Registered Agent.

3.1 The Corporation shall have and continuously maintain in the State of Hawaii a registered agent who shall have a business address in this state. The agent may be an individual who resides in this state, or a domestic entity or a foreign entity authorized to transact business in this state.

3.2 The name of the Corporation's registered agent in the State of Hawaii is Hawaii Registered Agent LLC, having an address at 1001 Bishop Street, Suite 2685A, Honolulu, Hawaii 96813.

4. Members. The Corporation shall have members.

5. Purposes and Powers of the Corporation.

5.1 The Corporation is organized and shall be operated exclusively for purposes of owning, managing, operating, and maintaining that certain body of water commonly known as "Enchanted Lake" or "Kaelepulu Pond" in Kailua, Island of Oahu, State of Hawaii, Tax Map Key No. (1) 4-2-002:003, to sponsor and organize social activities for its members to encourage a sense of community and fellowship focused on Enchanted Lake; and to conduct any and all activities incidental thereto.

5.2 The Corporation shall be a nonprofit corporation. The Corporation shall not authorize or issue shares of stock. No dividend shall be paid and no part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, directors, officers or other private persons.

5.3 The Corporation shall have the power to transact any and all lawful activities for which nonprofit Corporations may be incorporated under Chapter 414D, Hawaii Revised Statutes, the Hawaii Nonprofit Corporations Act, as amended from time to time (the "Act"), and the Corporation shall have the power conferred upon it by law and the act to indemnify its officers, directors, employees and agents.

6. Board of Directors. The management of the business and affairs of the Corporation and the control of its assets shall be vested in a Board of Directors, which shall consist of a minimum of five (5) individuals, as shall be fixed from time to time pursuant to the Bylaws. Except as otherwise provided in the Bylaws, the directors shall be qualified, nominated, elected, appointed, and removed by vote of the members. The Board of Directors shall have full power to control and direct the business affairs of the Corporation, subject, however, to any limitations contained in these Articles of Incorporation, the Bylaws, and by law.

7. Officers. The officers of the Corporation shall consist of a President, Vice President, Secretary, Treasurer, and/or other officers as the Board of Directors deems necessary, with such qualifications, duties and powers as are provided for in the Bylaws. The officers shall be elected, appointed or removed at such time and in such manner and for such terms as prescribed in the Bylaws.

8. Duration. The duration of the Corporation shall be perpetual.

9. Dissolution. Upon dissolution of the Corporation, its assets shall be distributed for one or more exempt purposes to an organization or organizations with a tax-exempt purpose similar to that of the Corporation. Any assets not so disposed of shall be disposed of by a 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.

10. Amendment. Except for the provisions of Sections 5.2 and 9 above, which shall not be altered, amended or repealed, these Articles of Incorporation shall be subject to further amendment from time to time by the Board of Directors.

11. Exculpation; Indemnity.

11.1 No director or officer of the corporation shall be liable for the negligence or misconduct of any other director or officer, or for any loss suffered by the corporation, unless caused by his or her gross negligence or willful misconduct.

11.2 The Corporation is authorized to indemnify former and current directors, and officers, employees, and agents, whether by Bylaw, agreement, vote of the members or disinterested directors, or otherwise, to the greatest extent permitted under Hawaii Revised Statutes, Section 414D-160 (in the case of directors) and Hawaii Revised Statutes, Section 414D-165 (in the case of officers, employees, and agents).

12. Bylaws, Amendment. The Corporation's Bylaws may be amended (a) by the Board of Directors; (b) by the written consent of a majority of "Assessed Members" (as such term is defined in the Amended and Restated Bylaws of the Corporation, adopted by the Board of Directors herewith) in good standing representing a majority of the then-existing Assessed Lots; or (c) at any meeting of the Association's membership at which a quorum is present, by the approval of Assessed Members in good standing representing a majority of the then-existing Assessed Lots represented by Assessed Members at such meeting, provided that a copy of the proposed amendment or emailed notice with a link to the proposed amendment shall have been sent to each Assessed Member and "Voluntary Member" (as such term is defined in the aforesaid Amended and Restated Bylaws) at such Member's last known address as reflected in the Association's membership records at least fourteen (14) calendar days prior to the date of the meeting.