

DEPARTMENT OF COMMERCE AND CONSUMER AFFAIRS


STATE OF HAWAII

In the Matter of the )  
 Incorporation )  
 of )  
 JAMES CAMPBELL HIGH SCHOOL )  
 ALUMNI & COMMUNITY FOUNDATION )  
 as a nonprofit corporation )

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ARTICLES OF INCORPORATION

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



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**ARTICLES OF INCORPORATION**  
**of**  
**JAMES CAMPBELL HIGH SCHOOL ALUMNI & COMMUNITY FOUNDATION**  
*(a Hawaii nonprofit corporation)*

(Chapter 414D, Hawaii Revised Statutes)

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**ARTICLE 1**  
**NAME**

SECTION 1.1. The name of the Corporation is "JAMES CAMPBELL HIGH SCHOOL ALUMNI & COMMUNITY FOUNDATION."

**ARTICLE 2**  
**PLACE OF BUSINESS; INITIAL REGISTERED OFFICE AND AGENT**

SECTION 2.1. *The mailing address of the initial principal office of the Corporation is 91-980 North Road, Ewa Beach, HI 96706. In addition to its initial principal office, the Corporation shall have and continuously maintain in the State of Hawaii a registered office and a registered agent in accordance with the Hawaii Nonprofit Corporations Act or any successor statute thereto. The registered 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. The name of the Corporation's registered agent in the State of Hawaii is Tesha Malama. The street address of the Corporation's registered agent and registered office in the State of Hawaii is 91-818 Lawalu Place, Ewa Beach, HI 96706.*

**ARTICLE 3**  
**PURPOSE**

(a) The Corporation is organized and shall be operated ~~exclusively~~ for charitable, religious, educational, scientific and literary purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 (the "Code"), and within such constraints the Corporation's purposes shall include, without limitation, the use and application of the whole or any part of the income from the principal of the funds maintained by the Corporation exclusively for charitable, religious, educational, scientific and literary purposes either directly or by contributions or distributions to organizations which qualify as exempt organizations under section 501(c)(3) of the Code. The principal purpose of the Corporation, at least initially, is to foster and nurture the growth and development of James Campbell High School and the Campbell community

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through active involvement of students, faculty, alumni and other individuals committed to lifelong learning and the desire to create a healthy, safe and caring community.

**ARTICLE 4  
POWERS**

**SECTION 4.1.** Solely to further the above charitable, religious, educational, scientific and literary purposes, the Corporation shall have all powers, rights, privileges and immunities which now or hereafter may be conferred or secured by law to nonprofit corporations and which are reasonably incidental to the fulfillment of the objects and purposes set forth above; including, without limitation, the right and power to receive gifts, bequests, grants, and contributions in any form, including but not limited to federal funds, and to use, apply, invest and reinvest the principal or income therefrom or distribute the same for such purposes.

**ARTICLE 5  
TAX EXEMPTION PROVISIONS**

**SECTION 5.1.** It is intended that this Corporation shall have and continue to have the status of a corporation that is exempt from federal income taxation under Section 501(a) of the Code as an organization described in Section 501(c)(3) thereof, and these Articles of Incorporation shall be construed accordingly and all powers and activities hereunder shall be limited accordingly.

**SECTION 5.2.** No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation; nor shall the Corporation participate or intervene in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office; nor shall the Corporation engage in any activities which are unlawful under the laws of the United States or of the State of Hawaii; nor shall the Corporation engage in any transaction or activity not permitted to be conducted or carried on by an organization exempt under section 501(c)(3) of the Code, or by an organization, contributions to which are deductible under section 170(c)(2) of the Code.

**SECTION 5.3.** The Corporation shall not be operated for the primary purpose of carrying on any trade or business for profit; and neither the whole nor any part or portion of the assets, income or earnings, current or accumulated, of the Corporation shall be used, nor shall the Corporation be organized or operated, for objects or purposes which are not exclusively charitable, religious, educational, scientific or literary, as defined under the laws of the United States and of the State of Hawaii.

**SECTION 5.4.** Neither the whole nor any part or portion of the assets, income or earnings, current or accumulated, of the Corporation shall be used for dividends or otherwise withdrawn or distributed to or divided among any of the Corporation's

directors, officers, donors, or any private individual within the meaning of the tax exemption requirements of the laws of the United States and of the State of Hawaii; except, however, that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the Corporation's purposes set forth above.

SECTION 5.5. Unless the Corporation shall qualify as an organization excluded as a private foundation by means of section 509(a) of the Code, the Corporation: (1) shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Code; (2) shall not engage in any act of self-dealing as defined in section 4941(d) of the Code; (3) shall not retain any excess business holdings as defined in section 4943(c) of the Code; (4) shall not make any investments in such manner as to subject it to tax under section 4944 of the Code; and (5) shall not make any taxable expenditures as defined in section 4945(d) of the Code.

**ARTICLE 6  
DURATION**

SECTION 6.1. The duration of the Corporation is perpetual.

**ARTICLE 7  
MEMBERS**

SECTION 7.1. The Corporation shall be a membership corporation. Membership in the Corporation shall consist only of the members of the Board of Directors. Members of the Corporation shall not, as such, be personally liable for the acts, debts, liabilities or obligations of the Corporation.

**ARTICLE 8  
NON-STOCK BASIS**

SECTION 8.1. The Corporation shall not authorize or issue any shares of stock.

**ARTICLE 9  
DIRECTORS**

SECTION 9.1. The affairs of the Corporation shall be managed by the Board of Directors, subject, however, to the provisions of law, these Articles of Incorporation, and the Bylaws. There may be such committees as the Board of Directors or the Bylaws may provide. The number of directors of the Corporation and their selection shall be

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fixed from time to time by or in the manner provided in the Bylaws, but the number thereof shall never be less than nine (9) nor more than nineteen (19). No decrease in number shall have the effect of shortening the term of an incumbent director. Except as otherwise specified in the Bylaws, each director shall hold office for a term of one (1) year and until a successor is elected and qualified.

The initial number of directors shall be nineteen (19). The following are the names and residence street addresses of the initial Directors, who shall serve until their respective successors are duly elected and qualified:

<u>Name</u>	<u>Residence Address</u>
Gail Awakuni	1783 Alaweo Place, Honolulu, Hawaii 96821
Tesha Malama	91-818 Lawalu Place, Ewa Beach, Hawaii 96706
Alan Castillo	3348 Catherine St., Honolulu, Hawaii 96815
Lourdes Tupper	91-1005A Laulauna St., Ewa Beach, Hawaii 96706
Barbara Yoshioka	91-967 Kalapu St., Ewa Beach, Hawaii 96706
Kurt Fevella	91-941 Ikulani St., Ewa Beach, Hawaii 96706
Dale Newcomb	91-725 Ihipehu St., Ewa Beach, Hawaii 96706
Teresa Gonsalves	91-1788 Lau'o St., Ewa Beach, Hawaii 96706
Frances Rivero	91-884 Fort Weaver Rd., Ewa Beach, Hawaii 96706
Vicky Gaynor	55 South Kukui Street, Apt. 3202, Honolulu, Hawaii 96813
Aaron Shumway	91-943 Pahuhu St., Ewa Beach, Hawaii 96706
Elizabeth Santa Ana	91-917 North Road, E-3, Ewa Beach, Hawaii 96706
Nolan Santa Ana	91-917 North Road, E-3, Ewa Beach, Hawaii 96706
Thomas Suster	91-939 Mailani Street, Ewa Beach, Hawaii 96706
Tami Carlos	91-069 K-2 Fort Weaver Road, Ewa Beach, Hawaii 96706
E. Lynn Haring	60 N. Beretania Street, #1302, Honolulu, Hawaii 96817
Paul Oshiro	91-784 Makule Road, Ewa Beach, Hawaii 96706

Kerry Bise

91-1004 Kuea Street, Kapolei, Hawaii 96707

Letitia Bise

91-1004 Kuea Street, Kapolei, Hawaii 96707

SECTION 9.2. Limitation of Directors' Personal Liability. To the fullest extent permitted by law from time to time, the property of the Corporation alone shall be liable for its debts, and the officers and directors shall incur no personal liability for corporate debts by reason of their position; further, no director shall have any personal liability in any action brought by the Corporation for monetary damages for breach of any of such director's duties to the Corporation.

**ARTICLE 10  
BYLAWS**

SECTION 10.1. The Bylaws of the Corporation shall be adopted by the Board of Directors of the Corporation, and thereafter may be adopted, amended or repealed as provided therein.

**ARTICLE 11  
INDEMNIFICATION**

SECTION 11.1. The Corporation is authorized to provide indemnification of its directors, officers, employees, and agents, including former directors, officers, employees and agents, through Bylaw provisions, agreements, vote of disinterested directors, or otherwise, to the fullest extent permissible under the Hawaii Nonprofit Corporations Act or any successor statute thereto. The Corporation may purchase and maintain insurance on behalf of any director, officer, employee or agent against any liability asserted or incurred by such person in any such capacity or arising out of his or her status as such.

**ARTICLE 12  
LIQUIDATING DISTRIBUTIONS**

SECTION 12.1. Upon the dissolution of the Corporation, whether voluntarily or involuntarily or by operation of law, the remaining assets of the Corporation shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the 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 in whose jurisdiction the principal office of the Corporation is then located, exclusively for such purposes or to such organization or

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organizations, as such court shall determine, which are organized and operated exclusively for such purposes.

**ARTICLE 13  
AMENDMENT**

**SECTION 13.1.** *The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, provided, however, that any such action shall be calculated to carry out the objects and purposes for which the Corporation is formed, and all rights and privileges conferred upon members, directors and officers are subject to this reservation. Any such permitted amendment or repeal shall be made in accordance with the provisions and procedures of the laws of the State of Hawaii, as amended from time to time, unless more specific provisions for amendments are adopted by the Corporation in accordance with law.*

**ARTICLE 14  
CODE**

**SECTION 14.1.** Any reference in these Articles of Incorporation to a section of the Code shall be interpreted to include a reference to the regulations relating thereto and to the corresponding provisions of any applicable future United States internal revenue law.

**ARTICLE 15  
INCORPORATOR**

**SECTION 15.1.** The incorporator is Tesha Malama, whose address is 91-818 Lawalu Place, Ewa Beach, Hawaii 96706.

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I certify under the penalties of Section 414D-12, Hawaii Revised Statutes, that I have read the Articles of Incorporation of James Campbell High School Alumni & Community Foundation and the same are true and correct.

Dated: 4/18/04

*Tesha H. Malama*  
Tesha Malama, Incorporator