

IN THE DEPARTMENT OF COMMERCE AND CONSUMER AFFAIRS

STATE OF HAWAII

In the Matter of the Incorporation

of

MILILANI HIGH SCHOOL SPADA, INC.

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



**AMENDED AND RESTATED
ARTICLES OF INCORPORATION**

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03/15/2011 12:00:71

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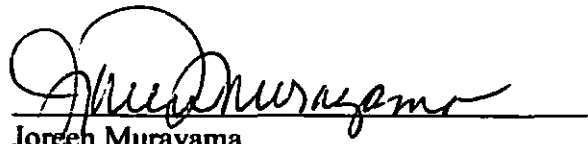
(Section 414D-184, Hawaii Revised Statutes)

The undersigned, a duly authorized officer of the corporation submitting these Amended and Restated Articles of Incorporation, certifies as follows:

1. The name of the corporation is Mililani High School SPADA, Inc.
2. The Amended and Restated Articles of Incorporation adopted are attached.
3. The Amended and Restated Articles of Incorporation were adopted by written consent of the members holding all of the voting power.
4. The written approval of a specified person or persons is not required.
5. The attached Amended and Restated Articles of Incorporation supersede 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 am authorized to make this change, and that the statements are true and correct.

Signed this 22nd day of February, 2011.



Joreh Murayama
1st Vice President

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF MILILANI HIGH SCHOOL SPADA, INC.**

**ARTICLE I
Corporate Name**

The name of the Corporation shall be Mililani High School SPADA, Inc.

**ARTICLE II
Principal Office**

The mailing address of the principal office of the Corporation is P.O. Box 894174, Mililani, Hawaii 96789, or at such other address as the Corporation may specify from time to time.

**ARTICLE III
Duration**

The Corporation shall have perpetual existence.

**ARTICLE IV
Purposes, Powers and Restrictions**

Section 4.1 **Purposes.** The Corporation is organized and shall be administered and operated exclusively for, the following purposes:

(a) To provide a mechanism for the community to build a broad base of financial support for the Students and Parents Against Drugs and Alcohol Committee of Mililani High School in Mililani, State of Hawaii;

(b) To contribute annually for the benefit of the senior class of Mililani High School for the specific purpose of assisting in graduation activities and programs; and

(c) To operate exclusively for charitable, religious, literary, educational and scientific purposes, within the meaning of section 501(c)(3) (or any future corresponding provisions) of the Internal Revenue Code of 1986 (as now enacted or hereafter amended or recodified, the "Code"), including for such purposes, the making of distributions to organizations that qualify as tax-exempt organizations under section 501(c)(3) of the Code.

Section 4.2 **Powers.** The Corporation has the same powers as an individual to do all things necessary or convenient to carry out its affairs, including, without limitation:

(a) To authorize, establish, or impose member dues, assessments, or fees, and to receive and administer funds in furtherance of its objectives and purposes;

(b) To indemnify, and advance funds to pay for or reimburse expenses to, its directors, officers, employees, and agents, whether current or former; and

(c) To perform such other activities and to provide such other services as are permissible under section 501(c)(3) of the Code.

Section 4.3 Restrictions. The Corporation is a nonprofit corporation and shall not authorize or issue shares of stock. No dividend shall be paid and no part of the income or profit of the Corporation shall be distributed to its members, directors, or officers; provided that the Corporation may (a) provide for reimbursement of reasonable expenses incurred by directors, officers, employees, or agents in the performance of corporate duties, and (b) unless the bylaws provide otherwise, pay compensation in a reasonable amount to its officers for services rendered. The Corporation shall not lend money to or guaranty the obligation of a director or officer of the Corporation; provided that the fact that a loan or guaranty is made in violation of this sentence shall not affect the borrower's liability on the loan. Except as permitted by this section 4.3, no part of the assets or earnings of the Corporation shall inure to the benefit of any individual. The Corporation shall not participate in or intervene (including publication or distribution of statements) in any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of the Corporation's articles of incorporation or bylaws, the Corporation shall not carry on any activities not permitted to be carried on (i) by a corporation exempt from federal income tax under section 501(c)(3) of the Code; or (ii) by a corporation, contributions to which are deductible under section 170(c)(2) of the Code.

ARTICLE V **Directors and Officers**

Section 5.1 Board of Directors. The board of directors of the Corporation shall consist of no fewer than three (3) and no more than five (5) individuals with the number fixed or determined in accordance with the bylaws. The bylaws may set forth qualifications for directors. The board of directors shall be constituted and its members appointed, elected, or designated as set forth in the bylaws.

Section 5.2 Limitation of Liability of Directors. Any person who serves as a director without remuneration or expectation of remuneration shall not be liable for damage, injury, or loss caused by or resulting from the person's performance of, or failure to perform duties of, the position to which the person was elected or appointed unless the person was grossly negligent in the performance of, or failure to perform such duties. For the purpose of this section 5.2, remuneration does not include payment of reasonable expenses and indemnification or insurance for actions as a director. Without limiting any other protections to which the directors may be entitled, the directors of the Corporation shall not be personally liable to the Corporation or its members for monetary damages for the breach of any of the director's duties to the Corporation and its members, unless such elimination of personal liability is prohibited by law.

Section 5.3 Indemnification and Advancement. The Corporation shall indemnify, and advance funds to pay for or reimburse expenses to, its directors, officers, employees, and agents, whether current or former, to the fullest extent permitted by law.

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Section 5.4 Amendment, Modification, or Repeal. Any amendment, modification, or repeal of this Article V shall not deprive any person of rights hereunder arising out of alleged or actual occurrences, acts, or failures to act occurring prior to notice to such person of such amendment, modification, or repeal.

ARTICLE VI **Membership**

Section 6.1 Members. The Corporation shall have one class of members, designated as regular members, and may have one or more other classes of members as may be set forth in the bylaws or determined by the board of directors in accordance with the bylaws.

Section 6.2 Creation and Termination. The admission of members, the creation and termination of memberships or classes of memberships, and the rules relating to additional qualifications, duties, obligations and privileges of members shall be as set forth in the bylaws. The board of directors may adopt policies, rules, and regulations to implement such bylaw provisions.

Section 6.3 No Voting Rights. The members shall have no right to vote on any matter, including, without limitation: (a) election of directors, (b) amendment of the articles of incorporation, whether to terminate all members or any class of members or to redeem or cancel all memberships or any class of memberships, or otherwise, (c) amendment of the bylaws, (d) merger, (e) sale of assets, (f) dissolution, (g) authorization, approval, or ratification of a transaction in which a director has a conflict of interest, or (h) determination of whether a director has met the applicable standard of conduct in connection with any indemnification obligation of the Corporation.

ARTICLE VII **Corporate Dissolution; Distribution of Assets**

In the event that the Corporation shall be dissolved, whether voluntarily or administratively or by operation of law, and the Corporation shall not be reinstated, all assets of the Corporation, after payment of debts and liabilities, shall be distributed to one or more public agencies, organizations, corporations, trusts or foundations organized, administered and operated exclusively for educational, charitable, religious, eleemosynary, benevolent, scientific, literary or similar purposes, no part of whose assets, income or earnings may be used for dividends or otherwise withdrawn or distributed to or inure to the benefit of any private shareholder or individual and the activities of which do not include participation or intervention in any political campaign on behalf of any candidate for public office. 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 Code.

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ARTICLE VIII
Restatement and Amendment of Articles of Incorporation

Section 8.1 Restatement by the Board of Directors. These articles of incorporation may be restated by the board of directors at any time without approval of the members or any class or classes of members.

Section 8.2 Amendment by the Board of Directors. These articles of incorporation may be amended by the board of directors at any time without approval of the members or any class or classes of members. Any such amendment shall be adopted at a meeting of the board of directors upon its receiving the vote of a majority of the directors in office.

Section 8.3 Limitation on Amendment. No amendment of these articles of incorporation shall be made which would change the objects and purposes of the Corporation to include those which are not in accordance with those permissible under section 501(c)(3) of the Code.

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