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STATE OF HAWAII

DEPARTMENT OF COMMERCE AND CONSUMER AFFAIRS

Business Registration Division

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In the Matter of the Incorporation )  
of )  
HILO ORCHID SOCIETY, INC. )

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PETITION FOR CHARTER OF INCORPORATION

I HEREBY CERTIFY that this is a true and correct copy of the official record(s) of the Business Registration Division.

**DIRECTOR OF COMMERCE AND CONSUMER AFFAIRS**

Date: May 11, 2010

CURTIS NARIMATSU, ESQ.  
166 Kamehameha Avenue  
Hilo, Hawaii 96720  
Attorney for Petitioners

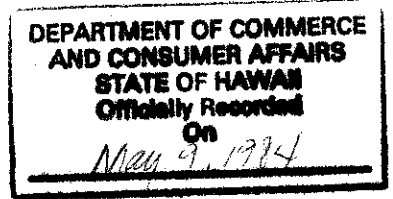
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Business Registration Division

In the Matter of the Incorporation )  
 of )  
 HILO ORCHID SOCIETY, INC. )



PETITION FOR CHARTER OF INCORPORATION

The undersigned, a majority of whom are residents of the State of Hawaii, hereby petition, under the provisions of Hawaii Revised Statutes, Sections 416-19 and 416-20, for a Charter of Incorporation, for themselves and their associates, as a non-profit corporation under the name of HILO ORCHID SOCIETY, INC., and in connection therewith do hereby incorporate herein by reference thereto the accompanying proposed charter of incorporation wherein are set forth various matters required under Section 416-20 aforesaid.

DATED: Hilo, Hawaii, April 30, 1984.

FILED FEE CAPITAL ..... 10.-  
 CERTIFICATION ..... Copies .....  
 TOTAL .....  
 \*

Hayato Tanaka  
Osamu Ito  
Osamu Kobayashi  
Ray Hironaka  
Masaya Miyao

STATE OF HAWAII )  
 ) SS:  
COUNTY OF HAWAII )

HAYATO TANAKA, ROBERT FUJITAKE, De ETTE KOBAYASHI,  
ROY HIMORI, and MASAYA MIYAO, being first duly sworn on  
oath, depose and say that they are the petitioners above  
named, that they have read the foregoing Petition and  
attached proposed Charter of Incorporation and know the  
contents thereof; and that the matters and statements  
therein set forth are true to the best of their knowledge  
and belief.

Hayato Tanaka

Robert Fujitake

Ette Kobayashi

Roy Himori

Masaya Miyao

Subscribed and sworn to before me  
this 30th day of April, 1984.

Etta Puaa  
Notary Public, State of Hawaii

My Commission expires: 10/13/86

STATE OF HAWAII

DEPARTMENT OF COMMERCE AND CONSUMER AFFAIRS

Business Registration Division

In the Matter of the Incorporation )  
of )  
HILO ORCHID SOCIETY, INC. )  
\_\_\_\_\_ )

CHARTER OF INCORPORATION

TO ALL TO WHOM THESE PROVISIONS SHALL COME:

I, the undersigned Director of the Department of Commerce and Consumer Affairs of the State of Hawaii, send Greeting:

WHEREAS, Hayato Tanaka, Robert Fujitake, De Ette Kobayashi,  
and Roy Himori , and Masaya Miyao,

a majority of whom are residents of the State of Hawaii, have filed with me as Director of Commerce and Consumer Affairs a verified petition to grant to them and their associates a Charter of Incorporation as a nonprofit corporation, in accordance with the provisions of Section 416-20, Hawaii Revised Statutes;

NOW, THEREFORE, KNOW YE, that I, the said Director, in the exercise and execution of every power and authority in anywise enabling me in this behalf, do hereby constitute the said petitioners and their associates a corporation under the laws of the State of Hawaii for the purpose and in the form hereinafter set forth.

I

The name of the corporation shall be: HILO ORCHID  
SOCIETY, INC.

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II

The principal place of business and mailing address shall be at 277 Haihai Street, Hilo, Hawaii 96720.

III

Said corporation is organized exclusively for charitable and educational 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 of 1954 (or the corresponding provisions of any future United States Internal Revenue Law). Said corporation is not organized for profit and it will not issue any stock.

IV

Specifically, the purposes of the corporation are to: promote, carry on, and aid in every possible way, the culture of orchids of all kinds; to conduct or cause to be conducted scientific researches for the culture thereof; to acquire and disseminate information relating to said culture, through the media of exhibitions, lectures, publications, and otherwise, and by these means, to aid those interested in said culture of orchids; to make awards in the form of certificates, medals, and otherwise, for excellence and proficiency in said culture of orchids; and generally, to extend the knowledge, production, use and appreciation of orchids, of any kind and in any manner.

V

No part of its assets, income or earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except 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 purposes

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set forth in Paragraphs III and IV hereof. 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 or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision herein, 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 of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

VI

The duration of the corporation shall be perpetual.

VII

The officers shall consist of a President, Vice-President, Recording Secretary, Corresponding Secretary, and a Treasurer.

VIII

There shall be a Board of Trustees consisting of five (5) members. The following persons shall be the initial officers and Trustees, and shall hold office until their successors are duly elected or appointed pursuant to the bylaws of the corporation:

| <u>Position</u> | <u>Name</u>     | <u>Address</u>                     |
|-----------------|-----------------|------------------------------------|
| President       | HAYATO TANAKA   | 277 Haihai St.<br>Hilo, HI 96720   |
| Vice-President  | ROBERT FUJITAKE | 1028 Laulima Way<br>Hilo, HI 96720 |

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|                            |                   |                                      |
|----------------------------|-------------------|--------------------------------------|
| Recording Secretary        | DE ETTE KOBAYASHI | 1203 Launa St.<br>Hilo, HI 96720     |
| Corresponding<br>Secretary | MASAYA MIYAO      | 545 Iwalani St.<br>Hilo, HI 96720    |
| Treasurer                  | ROY HIMORI        | 265 Pohakulani St.<br>Hilo, HI 96720 |

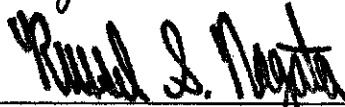
IX


The corporation shall have all the powers provided by law.

X

Upon the dissolution of the corporation, the Board of Trustees shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation by giving the assets to any organization funded by the Hawaii United Way.

IN WITNESS WHEREOF, I have hereunto set my hand and seal of the Department of Commerce and Consumer Affairs, at Honolulu, Hawaii, this 9th day of May, 1984.

  
\_\_\_\_\_  
DIRECTOR OF COMMERCE AND  
CONSUMER AFFAIRS

By   
\_\_\_\_\_  
Corporation & Securities  
Administrator