

/s/ LESLIE T. KOBATA, Registrar
SKC 5

LAND COURT SYSTEM

REGULAR SYSTEM

Return by: MAIL (X) PICKUP () TO:

Danielle N. Degele
Haitsuka Degele LLP
75-1000 Henry Street, Suite 208
Kailua-Kona, HI 96740

TOTAL NUMBER OF PAGES: 5

TITLE OF DOCUMENT:

**FOURTH AMENDMENT OF THE BYLAWS OF THE
MAUNA LANI RESORT ASSOCIATION**

PARTIES TO DOCUMENT:

ASSOCIATION: MAUNA LANI RESORT ASSOCIATION, a Hawaii nonprofit corporation, whose mailing address is c/o Resort Association Partners, LLC, 68-150 Ho'ohana Street, Kohala Coast, Hawaii 96743-9704

Waikoloa, District of South Kohala, County of Hawaii, State of Hawaii

MLRA/4th amend bylaws/3.8.2019

**FOURTH AMENDMENT OF THE BYLAWS
OF THE MAUNA LANI RESORT ASSOCIATION**

WHEREAS, by Declaration of Covenants and Restrictions of the Mauna Lani Resort Association ("Association") made on June 3, 1982 and filed in the Office of the Assistant Registrar of the Land Court of the State of Hawaii ("Land Court") as Document No. 1120889 and noted on Transfer Certificate of Title No. 154,928 and also recorded in the Bureau of Conveyances of the State of Hawaii ("Bureau") in Liber 16425, at Page 203 ("Declaration"), Mauna Lani Resort, Inc., a Hawaii corporation, as "Declarant", submitted certain real property described in said Declaration, and the developments and improvements to be created and constructed therein and thereon, to certain restrictions, covenants, conditions, provisions and easements as set forth in said Declaration; and

WHEREAS, on or about March 24, 1983, pursuant to the Declaration, the Association approved the "Bylaws of the Mauna Lani Resort Association," ("Bylaws"); an Affidavit of Ian Pullan re the Bylaws of the Mauna Lani Resort Association was recorded in the Bureau of Conveyances of the State of Hawaii as Document No. 2008-166085; and

WHEREAS, pursuant to Section 9.1 of the Bylaws and Section 421J-12(a), Hawaii Revised Statutes, as amended, the Bylaws may be amended by the vote or written consent of two-thirds (2/3) of all of the total voting rights of the Association and an affirmative vote of a majority of the Board of Directors of the Association; and

WHEREAS, an action by written consent of the Owners pursuant to Chapter 414D of the Hawaii Revised Statutes, as amended, of two-thirds (2/3) of all of the total voting rights of the Association and an affirmative vote of a majority of the Board of Directors of the Association have approved the amendment of the Bylaws as hereinafter set forth;

NOW, THEREFORE, the undersigned Officers of the Association hereby certify that the Bylaws of the Mauna Lani Resort Association have been amended pursuant to and in compliance with Section 9.1 of the Bylaws and Section 421J-12(a), Hawaii Revised Statutes, as amended, as follows:

1. **Sections 5.1.c and 5.2.a of Article V** of the Bylaws of the Mauna Resort Association shall be amended in their entirety, as follows:

5.1 Powers and Duties

c. Employ and remove at pleasure and without cause a manager, all agents, employees, independent contractors, or such other persons as they deem necessary, prescribe their duties and fix their compensation, as provided in Section 5.2 hereinbelow.

5.2 Limitation on Powers. The Board of Directors of the Association shall ordinarily be prohibited from taking any of the following actions, except with the vote or written assent of a majority of the voting power of the Association residing in Residential Owners:

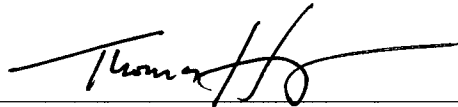
- a. Entering into a contract with a third person wherein the third person will furnish goods or services for the Common Property or the Association for a term longer than five (5) years.

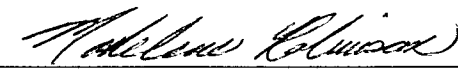
In all other respects and for every purpose, the terms and conditions of the By-Laws, as heretofore and hereinabove amended, shall continue in full force and effect.

This instrument may be executed in counterparts, each of which shall be deemed an original, and said counterparts shall together constitute one and the same instrument, notwithstanding all of the parties are not signatory to the original or the same counterparts. For all purposes, including without limitation, recordation, filing and delivery of this instrument, duplicate unexecuted and unacknowledged pages of the counterparts may be discarded and the remaining pages assembled as one document.

IN WITNESS WHEREOF, the undersigned officers have signed this instrument on this 18th day of March, 2019.

MAUNA LANI RESORT ASSOCIATION
a Hawaii nonprofit corporation

By 
Thomas L. Leeper
Its President

By 
Madelene Robinson
Its: Secretary

STATE OF HAWAII

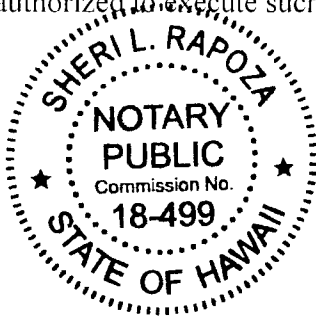
)

) ss.

COUNTY OF HAWAII

)

On this 18th day of March, 2019, before me personally appeared Thomas L Leeper, to me personally known (or proved to me on the basis of satisfactory evidence) to be the person described in and who executed the foregoing instrument, who, being by me duly sworn or affirmed, did say that such person(s) executed the foregoing instrument as the free act and deed of such person(s), and, if applicable, in the capacity shown, having been duly authorized to execute such instrument in such capacity.



Sheri L. Rapoza

Print Name: Sheri L. Rapoza

Notary Public, State of Hawaii

My commission expires: 9/23/22

Doc. Date: <u>3/18/19</u>	#Pages: <u>5</u>
Name: <u>Sheri L. Rapoza</u>	
Doc. Description: <u>Fourth Amendment of the Bylaws of the Mauna Lani Resort Association</u>	
<u>Sheri L. Rapoza</u> Notary Signature	A circular notary seal for Sheri L. Rapoza, a Notary Public in the State of Hawaii. The seal includes the text "SHERI L. RAPOZA", "NOTARY PUBLIC", "Commission No. 18-499", and "STATE OF HAWAII".
NOTARY CERTIFICATION	

STATE OF HAWAII

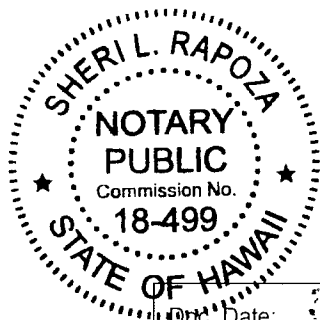
)

) ss.

COUNTY OF HAWAII

)

On this 18th day of March, 2019, before me personally appeared Madelene Robinson (or proved to me on the basis of satisfactory evidence) to be the person described in and who executed the foregoing instrument, who, being by me duly sworn or affirmed, did say that such person(s) executed the foregoing instrument as the free act and deed of such person(s), and, if applicable, in the capacity shown, having been duly authorized to execute such instrument in such capacity.



Sheri L. Rapoza
Print Name: Sheri L. Rapoza

Notary Public, State of Hawaii

My commission expires: 9/23/22

Doc. Date: 3/18/19
Name: Sheri L. Rapoza
Doc. Description: Fourth Amendment of the Bylaws of the Mauna Lani Resort Association
Sheri L. Rapoza
Notary Signature

NOTARY CERTIFICATION

