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Land Court Document No. _____
affecting Certificate of Title No. _____
recorded on JULY 20, 2006 at 8:00 o'clock a.m.
TITLE GUARANTY OF HAWAII, INCORPORATED

LAND COURT SYSTEM

REGULAR SYSTEM

AFTER RECORDATION, RETURN BY MAIL () PICK UP ()

RS

To: WATANABE ING & KOMELI LLP
999 Bishop Street, 23rd Floor
Honolulu, Hawaii 96813
Attention: John R. Aube
Phone: (808) 544-8300

TMK (3) 6-8-022-001 (por.)
(3) 6-8-034-017

**NINETEENTH AMENDMENT OF THE
MAUNA LANI RESORT ASSOCIATION
DECLARATION OF COVENANTS AND RESTRICTIONS**
(Annexation of Lot 2 of File Plan 2345)

WHEREAS, the Mauna Lani Resort Association Declaration of Covenants and Restrictions (hereinafter referred to as the "Declaration") made on June 3, 1982 was filed in the Office of the Assistant Registrar of the Land Court of the State of Hawaii (hereinafter referred to as "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 (hereinafter referred to as the "Bureau") in Liber 16425 at Page 203;

WHEREAS, an Amendment of Mauna Lani Resort Association Declaration of Covenants and Restrictions (hereinafter referred to as the "First Amendment") was filed in said Land Court as Document No. 1121081 and noted on Transfer Certificate of Title No. 154,928 and also recorded in said Bureau in Liber 16428 at Page 456;

WHEREAS, a Second Amendment of Mauna Lani Resort Association Declaration of Covenants and Restrictions (hereinafter referred to as the "Second Amendment") was filed in said Land Court as Document No. 1129996 and noted on Transfer Certificate of Title No. 154,928 and also recorded in said Bureau in Liber 16545 at Page 345;

WHEREAS, the Second Amendment canceled, nullified and rescinded the First Amendment and declared the First Amendment to be void and of no force and effect;

WHEREAS, the Second Amendment amended the Declaration by deleting the first page of Exhibit "A" attached to said Declaration and substituting a description of the total property made available for future annexation into the Mauna Lani Resort Association;

WHEREAS, by amending Exhibit A to the Declaration, the Second Amendment effectively annexed and incorporated the Mauna Lani Terrace condominium project into the Mauna Lani Resort Association (the Mauna Lani Terrace condominium project was already incorporated into Exhibit B to the Declaration);

WHEREAS, the Third Amendment to the Mauna Lani Resort Association Declaration of Covenants and Restrictions (hereinafter referred to as the "Third Amendment") was filed in said Land Court as Document No. 1380755 and noted on Transfer Certificate of Title No. 154,928 and also recorded in said Bureau in Liber 19613 at Page 236;

WHEREAS, by amending Exhibits "A" and "B" attached to said Declaration, as amended by the Second Amendment, the Third Amendment effectively annexed and incorporated the Mauna Lani Point condominium project into the Mauna Lani Resort Association;

WHEREAS, the Fourth Amendment to the Mauna Lani Resort Association Declaration of Covenants and Restrictions (hereinafter referred to as the "Fourth Amendment") was filed in said Land Court as Document No. 1432988 and noted on Transfer Certificate of Title No. 154,928 and also recorded in said Bureau in Liber 20284 at Page 384;

WHEREAS, Mauna Lani Resort, Inc., a Hawaii corporation (hereinafter referred to as "MLR"), was the declarant of the Declaration and was required to make certain changes to the original Declaration, as amended by the First Amendment, Second Amendment, and Third Amendment, in order to obtain a registration permit in the State of California;

WHEREAS, the Fifth Amendment to the Mauna Lani Resort Association Declaration of Covenants and Restrictions (hereinafter referred to as the "Fifth Amendment") was filed in said Land Court as Document No. 1507024 and noted on Transfer Certificate of Title No. 154,928 and also recorded in said Bureau in Liber 21287 at Page 398;

WHEREAS, by amending Exhibits "A" and "B" attached to said Declaration, as amended by the First Amendment, the Second Amendment, the Third Amendment, and the

Fourth Amendment, the Fifth Amendment effectively annexed and incorporated the Mauna Lani "T" site into the Mauna Lani Resort Association;

WHEREAS, the Sixth Amendment to the Mauna Lani Resort Association Declaration of Covenants and Restrictions (hereinafter referred to as the "Sixth Amendment") was filed in said Land Court as Document No. 1560401 and noted on Transfer Certificate of Title No. 154,928 and also recorded in said Bureau in Liber 22084 at Page 131;

WHEREAS, by amending Exhibits "A" and "B" attached to said Declaration, as amended by the First Amendment, the Second Amendment, the Third Amendment, the Fourth Amendment, and the Fifth Amendment, the Sixth Amendment effectively corrected the description of the lands which comprise the "Master Plan Area", the land intended for future development pursuant to the terms of the California Department of Real Estate registration application and permit, and annexed and incorporated the Ritz-Carlton parcel into the Mauna Lani Resort Association;

WHEREAS, the Seventh Amendment to the Mauna Lani Resort Association Declaration of Covenants and Restrictions (hereinafter referred to as the "Seventh Amendment") was filed in said Land Court as Document No. 1832379 and noted on Transfer Certificate of Title No. 154,928 and also recorded in said Bureau as Document No. 91-089395;

WHEREAS, by amending Exhibits "A" and "B" attached to said Declaration, as amended by the First Amendment, the Second Amendment, the Third Amendment, the Fourth Amendment, the Fifth Amendment, and the Sixth Amendment, the Seventh Amendment effectively corrected the description of the lands which comprise the "Master Plan Area" and annexed and incorporated Lot 8 of Mauna Lani Resort Phase IV as shown on File Plan Number 1926 into the Mauna Lani Resort Association;

WHEREAS, the Eighth Amendment to the Mauna Lani Resort Association Declaration of Covenants and Restrictions (hereinafter referred to as the "Eighth Amendment") was filed in said Land Court as Document No. 2109682 and noted on Transfer Certificate of Title No. 154,928 and also recorded in said Bureau as Document No. 94-009533;

WHEREAS, by amending Exhibit "B" attached to said Declaration, as amended by the First Amendment, the Second Amendment, the Third Amendment, the Fourth Amendment, the Fifth Amendment, the Sixth Amendment, and the Seventh Amendment, the Eighth Amendment effectively deleted the description of Lot 8 contained in Exhibit "B", Page 6e of said Seventh Amendment, and substituted in the place thereof the description of Lot 1 contained in Exhibit "B" attached to and made a part of the Eighth Amendment;

WHEREAS, the Ninth Amendment to the Mauna Lani Resort Association Declaration of Covenants and Restrictions (hereinafter referred to as the "Ninth Amendment") was filed in said Land Court as Document No. 2281205 and noted on Transfer Certificate of Title No. 154,928 and also recorded in said Bureau as Document No. 95-168247;

WHEREAS, the Ninth Amendment clarified which property should be encumbered with the Declaration, annexed additional property into the Mauna Lani Resort Association, clarified the description of the Annexed Property as described in Exhibit "1" and clarified the description of the Master Plan Area as described in Exhibit "2";

WHEREAS, MLR assigned its rights as declarant to Mauna Lani Service, Inc. and Mauna Lani Service, Inc. (hereinafter referred to as "Declarant") accepted said rights and obligations of declarant pursuant to that certain instrument dated March 10, 1998, filed in said Land Court as Document No. 2445165 and noted on Transfer Certificate of Title Nos. 154,928, 351,521 and 336,044, and recorded in said Bureau as Document No. 98-033812;

WHEREAS, the Tenth Amendment to the Mauna Lani Resort Association Declaration of Covenants and Restrictions (hereinafter referred to as the "Tenth Amendment") was filed in said Land Court as Document No. 2537869 and noted on Transfer Certificate of Title No. 154,928, and recorded in said Bureau as Document No. 98-155464;

WHEREAS, the Tenth Amendment annexed and incorporated Lot 2, File Plan Number 2199, into the Mauna Lani Resort Association;

WHEREAS, the Eleventh Amendment to the Mauna Lani Resort Association Declaration of Covenants and Restrictions (hereinafter referred to as the "Eleventh Amendment") was filed in said Land Court as Document No. 2541614 and noted on Transfer Certificate of Title No. 506.553, and recorded in said Bureau as Document No. 99-070732;

WHEREAS, the Eleventh Amendment annexed and incorporated Lot 1, Lot 2, Lot 3 and Lot 6, all as shown on File Plan Number 2202, and Lot 38, as shown on Land Court Map 16, filed with Land Court Application No. 1785, into the Mauna Lani Resort Association;

WHEREAS, the Twelfth Amendment to the Mauna Lani Resort Association Declaration of Covenants and Restrictions (hereinafter referred to as the "Twelfth Amendment") was filed in said Land Court as Document No. 2597831 and noted on Transfer Certificate of Title No. 154,928, and recorded in said Bureau as Document No. 99-204463;

WHEREAS, the Twelfth Amendment annexed and incorporated Lot 4, as shown on File Plan Number 2202, into the Mauna Lani Resort Association;

WHEREAS, the Thirteenth Amendment to the Mauna Lani Resort Association Declaration of Covenants and Restrictions (hereinafter referred to as the "Thirteenth Amendment") was recorded in said Bureau as Document No. 2002-101491;

WHEREAS, the Thirteenth Amendment annexed and incorporated a portion of Lot A, File Plan Number 2311 and a portion of Lot B, File Plan Number 2311, into the Mauna Lani Resort Association;

WHEREAS, the Fourteenth Amendment to the Mauna Lani Resort Association Declaration of Covenants and Restrictions (hereinafter referred to as the "Fourteenth Amendment") was recorded in said Bureau as Document No. 2003-090769, and annexed and incorporated Lot 1 of File Plan Number 2344 and Lot 2 of File Plan Number 2312 into the Mauna Lani Resort Association;

WHEREAS, the Fifteenth Amendment to the Mauna Lani Resort Association Declaration of Covenants and Restrictions (hereinafter referred to as the "Fifteenth Amendment") was recorded in said Bureau as Document No. 2004-044458, and annexed and incorporated Lot A of File Plan Number 2359 and Lot 3 described therein into the Mauna Lani Resort Association;

WHEREAS, the Sixteenth Amendment to the Mauna Lani Resort Association Declaration of Covenants and Restrictions (hereinafter referred to as the "Sixteenth Amendment") was recorded in said Bureau as Document No. 2004-262092, and annexed and incorporated Lot 1 of File Plan Number 2200 and Lot A of File Plan Number 2251 into the Mauna Lani Resort Association;

WHEREAS, the Seventeenth Amendment to the Mauna Lani Resort Association Declaration of Covenants and Restrictions (hereinafter referred to as the "Seventeenth Amendment") was recorded in said Bureau as Document No. 2005-006575, and annexed and incorporated Lot 24 of File Plan Number 1821 into the Mauna Lani Resort Association;

WHEREAS, the eighteenth amendment to the Mauna Lani Resort Association Declaration of Covenants and Restrictions (referred to therein as the Fifteenth Amendment, and hereinafter referred to as the "Eighteenth Amendment") was recorded in said Bureau as Document No. 2005-026122 and filed as Land Court Document Number 3228828, and amended Section 2(d) of Article III and Section 8 of Article IV of the Declaration;

WHEREAS, Declarant desires to annex Lot 2 of File Plan Number 2345, more particularly described in Exhibit "A" attached hereto and made a part hereof, which is included in the Master Plan Area, into the Mauna Lani Resort Association;

WHEREAS, pursuant to Article III, Section 2 of the Declaration, Declarant may unilaterally add land to the Annexed Property so long as said land is included in the Master Plan Area up to January 1, 2007;

NOW, THEREFORE, Declarant hereby amends said Declaration, as amended by the First Amendment, the Second Amendment, the Third Amendment, the Fourth Amendment, the Fifth Amendment, the Sixth Amendment, the Seventh Amendment, the Eighth Amendment, the Ninth Amendment, the Tenth Amendment, the Eleventh Amendment, the Twelfth Amendment, the Thirteenth Amendment, the Fourteenth Amendment, the Fifteenth Amendment, the Sixteenth Amendment, the Seventeenth Amendment, and the Eighteenth Amendment by annexing the real property described in Exhibit "A" attached hereto and incorporated herein by reference (the "Property") into the Mauna Lani Resort Association. Said property shall be included in the

property described in Exhibit "1" of the Declaration and in the term "Annexed Property" as defined in the Declaration, as amended.

All other terms, conditions, covenants and provisions of the Declaration, as amended, shall be and remain unchanged and shall continue to be valid, binding and fully enforceable.

IN WITNESS WHEREOF, the Declarant has executed this instrument on the 26th day of JUNE, 2006.

MAUNA LANI SERVICE, INC.

By 

Name: Kenjiro Karahashi

Title: President

STATE OF HAWAII

)

) SS:

COUNTY OF HAWAII

)

On this 26th day of JUNE, 2006, before me appeared KENJURO KAKAHASHI to me personally known, who, being by me duly sworn, did say that he/she is the PRESIDENT of MAUNA LANI SERVICE, INC., a Hawaii corporation; that said instrument was signed on behalf of said corporation by authority of its Board of Directors; and said person acknowledged that he/she executed said instrument as his/her free act and deed on behalf of said corporation.

Name: SHERI L. RAPOZA Sheri L. Rapoza
Notary Public in and for the above noted State and
County HAWAII

My commission expires: MARCH 5, 2010

JB

EXHIBIT "A"

All of that certain parcel of land situate at Kalahuipuaa and Waikoloa, South Kohala, Island and County of Hawaii, State of Hawaii, being LOT 2 of the "MAUNA LANI RESORT NORTH COURSE SUBDIVISION NO. 6", as shown on File Plan Number 2345, filed in the Bureau of Conveyances of the State of Hawaii, and containing an area of 5.174 acres, more or less.

THE FAIRMONT ORCHID

Lot 3
Mauna Lani Resort-
Phase IV (File Plan 1926)

Kalama

Lot 34 of Pauoa Beach
Subdivision (File Plan 2319)

SEE INSET B

45
(Map 25)
Pauoa Bay
Properties, LLC
(owner)

PAUOA
BEACH

28
Easement 5
Pauoa Bay
Properties, LLC
(owner)

N. KANIKU DR.

EASEMENT 1

EASEMENT 2

Existing Easement 1
(10 ft. wide) for
Pedestrian Access
Purposes (F.P. 2319)

Existing Easement 5-9
(15 ft. wide) for
Sewer Purposes

Existing
Easement 3
(F.P. 2289)
5.174 Ac.

Existing E
(15 ft. wi
Sewer Purp

Existing Eas
(F.P. 22
(31) 229'03
153.8C