

IN THE DEPARTMENT OF COMMERCE AND CONSUMER AFFAIRS

STATE OF HAWAII

In the Matter of the Incorporation

of

AULEA SWIM CLUB

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



ARTICLES OF INCORPORATION

CADES SCHUTTE
A Limited Liability Law Partnership
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Honolulu, Hawaii 96813

08/07/200320119

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STATE OF HAWAII

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AULEA SWIM CLUB

ARTICLES OF INCORPORATION

The undersigned, desiring to form a nonprofit corporation under the laws of the State of Hawaii, hereby executes the following articles of incorporation:

ARTICLE I

Corporate Name

The name of this Corporation is AULEA SWIM CLUB.

ARTICLE II

Corporate Purposes and Powers

Section 2.1. Purposes. The Corporation is organized exclusively for the following purposes:

(i) To foster national amateur swimming and to operate an amateur competitive swim team for all ages and abilities, to enhance and provide excellence in each swimmer's development of technique, training and the enjoyment of swimming, and to promote philosophy and guidelines established by USA Swimming, Inc., the national governing body for swimming in the United States at the direction of the United States Olympic Committee; and

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

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Section 2.2. Restrictions. The Corporation is a nonprofit corporation and shall not authorize or issue any shares of stock. No dividend shall be paid and no part of the income or profit of the Corporation shall be distributed to the members, directors or officers of the Corporation. No loans shall be made by the Corporation to its directors or officers. The Corporation may, however, pay compensation in a reasonable amount to its members, directors, or officers for services rendered. Except as permitted by this Section 2.2, 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, the Corporation shall not carry on any activities not permitted (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or any future corresponding provision); or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or any future corresponding provision).

ARTICLE III

Initial Offices and Agent

Section 3.1 Initial Principal Office. The mailing address of the initial principal office of the Corporation is 1253 Mokulua Drive, Kailua, Hawaii 96734.

Section 3.2 Initial Registered Agent and Initial Registered Office. The name of the Corporation's initial registered agent and the street address of the initial registered office of the Corporation is Lawrence M. Reifurth, 1253 Mokulua Drive, Kailua, Hawaii 96734.

ARTICLE IV

Incorporator

The name and address of the incorporator are David F.E. Banks, 1000 Bishop Street, Suite 1500, Honolulu, HI 96813.

ARTICLE V

Membership

Membership in the Corporation may be held by all persons who have the qualifications of membership specified in the bylaws. Members of the Corporation shall be admitted or expelled in the manner provided by the bylaws.

ARTICLE VI

Directors and Officers

Section 6.1 Initial Directors and Officers. The name and address of the initial directors and officers of the corporation are:

W. Mark Baker	President & Director	34 Puukani Place Kailua, HI 96734
Larry Reifurth	First Vice President & Director	1253 Mokulua Drive Kailua, HI 96734
Lea Crandall	Secretary & Director	178 Ohana Street Kailua, HI 96734
Susan Dalgamouni	Co-Treasurer & Director	45-238 Kokokahi Place Kaneohe, HI 96744
Angela Randall	Co-Treasurer & Director	44-130 Puuohalai Place Kaneohe, HI 96744
Tracy Shito	Director	45-472 Waikalua Place Kaneohe, HI 96744
Keith Richmond	Director	30 Kaiholu Place Kailua, HI 96734
Ann Nakayama	Director	45-573 Duncan Drive Kaneohe, HI 96744
Brett Phillips	Director	511 Kaimake Loop Kailua, HI 96734
Eileen Phillips	Director	511 Kaimake Loop Kailua, HI 96734
Kathy Fay	Director	1182 A Kamahele Street Kailua, HI 96734
Lisa Hendrickson	Director	34 Puukani Place Kailua, HI 96734

Section 6.2 Limitation of Liability of Directors. 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 for monetary damages for the breach of any of the director's duties to the Corporation, unless such elimination of personal liability is prohibited by law.

Section 6.3 Indemnification of Directors, Officers, Employees and Agents. The Corporation shall have the power and authority to indemnify or advance funds for reasonable expenses of directors, officers, employees and agents, incurred in any threatened, pending, or completed action, suit, or proceeding whether civil, criminal,

administrative, or investigative and whether formal or informal, to the fullest extent provided by law.

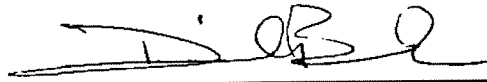
ARTICLE VII

Corporate Dissolution; Distribution of Assets

If the Corporation shall be dissolved, all assets of the Corporation, after payment of liabilities, shall be distributed to one or more public agencies, organizations, corporations, trusts or foundations organized and operated exclusively for charitable, religious, eleemosynary, benevolent, scientific, educational, 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 Internal Revenue Code of 1986 (or any future corresponding provision).

I certify under the penalties of Section 414D-12, Hawaii Revised Statutes, that I have read the above statements and that the same are true and correct to the best of my knowledge.

Witness my hand this 6th day of August, 2003.



David F. E. Banks
Incorporator