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



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FORM DNP-6
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STATE OF HAWAII
DEPARTMENT OF COMMERCE AND CONSUMER AFFAIRS
Business Registration Division
335 Merchant Street
Mailing Address: P.O. Box 40, Honolulu, Hawaii 96810
Phone No. (808) 588-2727

AMENDED AND RESTATED ARTICLES OF INCORPORATION
(Section 414D-184, Hawaii Revised Statutes)

PLEASE TYPE OR PRINT LEGIBLY IN BLACK INK

The undersigned, duly authorized officers of the corporation submitting these Amended and Restated Articles of Incorporation, certify as follows:

235120D2 1. The name of the corporation is:
Hawaii State Bar Foundation

2. The Amended and Restated Articles of Incorporation adopted is attached.

3. The Amended and Restated Articles of Incorporation was adopted on: March 15, 2012
(Month Day Year)

(Check one)

at a meeting of the *members*:

Designation (class) Of membership	Total Number of Memberships (votes) outstanding	Total Number of Votes Entitled to be Cast By each Class	Number of Votes Cast by each class For Amendment	Number of Votes Cast by each class Against Amendment

OR

by written consent of the *members* holding at least eighty per cent of the voting power.

OR

by a sufficient vote of the *Board of Directors or Incorporators* because member approval was not required.

4. Check one:

The written approval of a specified person or persons named in the articles of incorporation was obtained.

The written approval of a specified person or persons is not required.

5. The attached Amended and Restated Articles of Incorporation supersedes 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/we are authorized to make this change, and that the statements are true and correct.

Signed this 19th day of March, 2013

Louise K. Y. Ing, Vice President

(Type/Print Name & Title)

(Type/Print Name & Title)

(Signature of Officer)

(Signature of Officer)

SEE INSTRUCTIONS ON REVERSE SIDE. The articles must be signed by at least one officer of the corporation.

STATE OF HAWAII
Department of Commerce and Consumer Affairs
Business Registration Division

In the matter of the Incorporation

of

Hawaii State Bar Foundation

AMENDED AND RESTATED
ARTICLES OF INCORPORATION

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
HAWAII STATE BAR FOUNDATION

The undersigned, to form a nonprofit corporation under the laws of the State of Hawaii and to obtain the rights and benefits conferred by those laws upon a nonprofit corporation, make and execute the following Amended and Restated Articles of Incorporation ("Articles") under the Hawaii Nonprofit Corporations Act, Hawaii Revised Statutes, Chapter 414D. These Articles shall supersede the Corporation's original Articles of Incorporation and all amendments thereto.

ARTICLE I

NAME

The name of the corporation shall be Hawaii State Bar Foundation (hereafter referred to as the "Corporation").

ARTICLE II

INITIAL MAILING ADDRESS

The mailing address of the Corporation's initial principal office is Alakea Corporate Tower, 1100 Alakea Street, Suite 1000, Honolulu, HI 96813.

ARTICLE III

REGISTERED AGENT AND OFFICE

The Corporation shall have and continuously maintain a registered agent in the State of Hawaii as required by Hawaii law. The name of the Corporation's registered agent in the State of Hawaii is: Hawaii State Bar Association. The state of incorporation is Hawaii.

The street address of the place of business of the person in the State of Hawaii to which service of process and other notice and documents being served on or sent to the entity represented by the registered agent may be delivered to is:

1100 Alakea Street, Suite 1000
Honolulu, HI 96813

ARTICLE IV

MEMBERS

The Corporation shall have one member. The sole member of the Corporation shall be the Hawaii State Bar Association, a Hawaii nonprofit corporation.

ARTICLE V

PURPOSE OF CORPORATION

(A) **Purposes.** The Corporation is organized exclusively for the following purposes:

(1) To promote justice through programs such as access to justice for persons in need of legal services, civics education, and other public service programs and projects, including programs and projects of the Hawaii State Bar Association;

(2) To improve the administration of justice through the creation, development, funding, and delivery of continuing professional and legal education, and leadership, mentoring and other programs for the legal profession;

(3) To support the charitable, scientific, literary, religious, or educational missions of the Hawaii State Bar Association, its Divisions, and Committees; and

(4) To operate exclusively for charitable, scientific, literary, religious or educational purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States internal revenue law) (the "Code").

(B) **Cooperation and Collaboration.** In furtherance of these purposes, the Corporation shall reasonably cooperate and collaborate, as and when appropriate, with other non-profit legal service, legal education and civics education providers with similar missions in the State of Hawaii.

(C) **Corporate Powers.** Also in furtherance of these purposes, the Corporation has all powers granted to a nonprofit corporation under the Nonprofit Corporations Act of the State of Hawaii, Chapter 414D of the Hawaii Revised Statutes, and the power to do all things necessary, proper, and consistent with maintaining its tax-exempt status under section 501(c)(3) of the Code and its qualification to receive contributions deductible under section 170(c)(2) of the Code.

(D) **Restrictions.** No part of the assets, funds, or earnings of the Corporation shall inure to the benefit of any director or officer of the Corporation or any individual having a private interest in the activities of the Corporation. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation; provided however, the Corporation may make the election provided under Section 501(h) of the Code, and if the Corporation so elects, make expenditures that do not exceed the "lobbying ceiling amounts" and the "grass roots ceiling amounts" thereunder. The Corporation shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office. The term "funds of the

Corporation," as used herein, shall mean and include any properties and moneys then held by the Corporation, including any income accumulated by the Corporation and any proceeds from the sale of any properties sold or otherwise disposed of by the Corporation.

Notwithstanding any other provision of these Articles, the Corporation is organized and shall be operated exclusively for charitable, scientific, literary, religious, or educational purposes as a nonprofit corporation and the Corporation shall not carry on any activities not permitted to be carried on:

- (1) By a corporation exempt from federal income tax under section 501(c)(3) of the Code; or
- (2) By a corporation, contributions to which are deductible under section 170(c)(2) of the Code; or
- (3) By an organization described in section 509(a)(3) of the Code.

ARTICLE VI

NON-PROFIT

The Corporation is not organized for profit and it will not issue any stock, and no part of its assets, income, or earnings shall be distributed to its directors or officers, except for services actually rendered to the Corporation; provided, however, that the Corporation shall be empowered to make payments and distributions in furtherance of the purposes for which it is organized and operated.

ARTICLE VII

DURATION OF CORPORATION

The duration of the Corporation shall be perpetual.

ARTICLE VIII

BOARD OF DIRECTORS

There shall be a board of directors consisting of not fewer than three persons. The number of directors and the manner of their election, resignation, removal and replacement shall be determined in accordance with the Bylaws.

ARTICLE IX

REGULATION OF INTERNAL AFFAIRS

The affairs and business of the Corporation are to be managed and conducted by the Board of Directors, as provided in the Bylaws of the Corporation.

ARTICLE X

PRIVATE FOUNDATION RULES

The Corporation shall at all times be organized and operated so as to qualify as an organization that is not a private foundation, as defined in section 509(a) of the Code. If, however, at any time, the Corporation is classified as a private foundation under federal tax laws, then at such time the Corporation is subject to and abide by the provisions of section 4941(d), 4942, 4943(c), 4944, and 4945(d) of the Code or comparable provisions of any future tax code applicable to private foundations.

ARTICLE XI

DIRECTOR LIABILITY

(A) **Personal Liability.** No director of the Corporation is personally liable to the Corporation for monetary damages for breach of fiduciary duty as a director except that this Article does not eliminate or limit the liability of a director:

- (1) For any breach of a director's duty of loyalty to the Corporation;
- (2) For acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law;
- (3) For any transaction from which a director derived an improper personal economic benefit; or
- (4) Under sections 414D-150 to 414D-152 of the Hawaii Revised Statutes.

(B) **Amendment.** If the Hawaii Nonprofit Corporations Act is amended to authorize the further elimination or limitation of the liability of directors, then the liability of a director of the Corporation, in addition to the limitation of personal liability set out in this Article, will be limited to the fullest extent permitted by the amended law.

ARTICLE XII

AMENDMENTS

These Articles may be amended as permitted by law and as provided in the Bylaws, but no amendment shall authorize the Corporation to conduct its affairs in any manner for any purpose contrary to the provisions of section 501(c)(3) of the Code.

ARTICLE XIII

DISSOLUTION

Upon the dissolution or winding up of the Corporation, after all liabilities and obligations of the Corporation have been paid, satisfied, and discharged, or adequate provision made

therefor, remaining property and assets of the Corporation shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Specifically, all such remaining assets shall be distributed to the Hawaii Justice Foundation (provided that, at the time of dissolution, the Hawaii Justice Foundation is recognized as a tax-exempt entity under section 501(c)(3) of the Code or the corresponding section of any future federal tax code) or, at the sole discretion of the Corporation, to another Organization which is exempt from income tax under section 501(c)(3) of the Code having similar purposes as the Corporation. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for one or more exempt purposes within the meaning of section 501(c)(3) of the Code, or the corresponding section of any future federal tax code.