

Amended and Restated
Articles of Incorporation
of
PŌHAKU PELEMAKA
A NONPROFIT HAWAII CORPORATION

Article I

NAME

The name of this corporation is Pōhaku Pelemaka, a Nonprofit Hawaii Corporation.

Article II

MAILING ADDRESS OF CORPORATION

13-3749 Old Kalapana Road, Pahoā, HI 96778

Article III

TERM OF EXISTENCE

This corporation shall exist perpetually.

Article IV

INCORPORATOR

The name and address of the incorporator of this organization is:

Farris Etterlee

12-7124 Kalaunu Street

Pahoā, HI 96778

Article V

PURPOSE

This organization is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code, 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.

Mission

Pōhaku Pelemaka's mission is to protect, perpetuate, and enhance: the intrinsic qualities and heritage of lower Puna, Native Hawaiian wellbeing, and the transmission of intergenerational knowledge and practices in partnership with 'ohana, government, public and private sectors. (Amended 9/27/19; 6/28/2020; 9/20/2020; 8/15/22)

Vision

Pōhaku Pelemaka's educational, charitable and scientific purpose is to Aloha 'Āina (reconnect, study, steward, protect, enhance, maintain and celebrate) the lower Puna areas,

the communities, and natural resources through culturally grounded programs and partnerships.

- Interviews of Kupuna, lineal and cultural descendants (kupa ‘āina)
- Nā Lau‘ō o Ka‘akepa monthly Lā Aloha ‘Āina
- Ho‘owehe I Ka Niu ‘Ohana camp
- Support for the implementation of the Puna Community Development Plan as it pertains to the Red Road Area and sponsoring the Hwy 137 Red Road Scenic Byway; and
- Supporting community initiatives in conformity with its mission.

In furtherance of said purposes, the corporation shall have all powers, rights, privileges and immunities, and shall be subject to all the liabilities conferred or imposed by law upon corporations of this nature, and shall be subject to and have all the benefits of all general laws with respect to corporations incorporated under the Hawaii Nonprofit Corporations Act, Chapter 414D of the Hawaii Revised Statutes.

Article VI **CORPORATE POWERS**

In furtherance of said purposes, the corporation shall have all powers, rights and privileges and immunities, and shall be subject to all liabilities conferred or imposed by law upon corporations of this nature, and shall be subject to and have all the benefits of all general laws with respect to corporations incorporated under the Hawaii Nonprofit Corporations Act, Chapter 414D of the Hawaii Revised Statutes.

Article VII **DIRECTORS AND OFFICERS**

Section 7.1 Board of Directors. The corporation shall have a minimum of 5 directors and collectively shall be known as the board of directors. The Corporation may have such additional Board of Directors as shall be determined in accordance with the Bylaws. The Board of Directors shall have the powers, perform the duties and be erected or appointed in a manner set forth by the Bylaws.

Section 7.2 Officers. The officers of the corporation shall be a Chair, Vice-chair, a Secretary, and a Treasurer. The Corporation may have such additional officers as shall be determined in accordance with the Bylaws. The officers shall have the powers, perform the duties and be elected or appointed in the manner set forth by the Bylaws.

Leila Kealoha
Chair
13-3749 Old Kalapana Road
Pahoa, HI 96778

Georgette Kyser
Vice Chair
15-1115 Kaohuwalu DR #10B
Pahoa, HI 96778

Leah Gouker
Secretary
RR3 #2246
Pahoa, HI 96778

Makani Gregg
Treasurer
13-470 Pohoiki Road
Pahoa, HI 96778
(Amended, 8.16.22)

Section 7.3. Directors. The Officers shall consist of four (4) persons. The following persons shall be the Officers of the Corporation and shall hold office until their successors are duly elected:

Leila Kealoha
Chair, Board of Director
13-3749 Old Kalapana Road
Pahoa, HI 96778

Georgette Kyser
Vice Chair, Board of Director
15-1115 Kaohuwalu DR #10B
Pahoa, HI 96778

Leah Gouker
Secretary, Board of Director
RR3 #2246
Pahoa, HI 96778

Makani Gregg
Treasurer
13-470 Pohoiki Road
Pahoa, HI 96778

Leina'ala Kealoha
14-3509 Kahoolawe Rd #2331
Pahoa, HI 96778
(Amended, 8.16.22)

Article VIII
MEMBERS

The Corporation shall have no members. The management of the affairs of the Corporation shall be vested in a Board of Directors as set forth in the Corporate Bylaws

Article IV
PUBLICLY SUPPORTED TAX-EXEMPT NONPROFIT CORPORATION

Section 9.1 Limitations of Activities

No substantial part of the activities of this corporation shall be the carrying of propaganda, or otherwise attempting to influence legislation (except as otherwise provided but Section 501 (h) of the Internal Revenue Code), and this corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

Notwithstanding any other provisions of these bylaws, this corporation shall not carry on any activities not permitted to be carried on (a) by a corporation except from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal revenue Code.

Sections 9.2 Prohibitions Against Private Inurement

No part of the net earnings of this corporation shall inure to the benefit of, or be distributed to, its members, directors, or 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 said purposes of this corporation.

Section 9.3 Dissolution

Upon dissolution of Pōhaku Pelemaka:

- a) All liabilities of Pōhaku Pelemaka will be paid to the extent possible , from the accounts and assets of the organization.
- b) All remaining assets of Pōhaku Pelemaka will be disposed of in such a manner as to such organization(s) which are sympathetic to the Statement and Purpose of Pōhaku Pelemaka and are organized as a not-for-profit organization. Upon dissolution of this corporation, its assets remaining after payment, or provision of payment, of all debts and liabilities of this corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of the state.

Article X**BY-LAWS**

The Directors are authorized to establish bylaws for the corporation not inconsistent with these Articles of Incorporation. Amendments to bylaws are by:

Section 10.1 Proposal

Amendments to the Bylaws may be proposed by any member of the Board, and shall be adopted by majority vote of the Board.

Section 10.2. Procedure

- a) The details of a proposed amendment must be included on the agenda of the Board Meeting at which such an amendment will be considered.
- b) Approval of Bylaws and amendments thereto, shall pass on a simple majority vote

Article XI**AMENDMENTS TO ARTICLES OF INCORPORATION**

This corporation reserves the right to amend or repeal any provisions contained in these articles of Incorporation. Amendments to the Articles of Incorporation must be adopted by an absolute majority vote of the Board of Directors at any board meeting called for that purpose.

Article XII**REGISTERED AGENT**

The Registered Agent of the non-profit shall be one of the officers of the board.

Leila Kealoha, Chair
13-3749 Old Kalapana Road
Pahoa, Hawaii 96778