

**AMENDED ARTICLES OF INCORPORATION OF
NATIVE HAWAIIAN BAR ASSOCIATION**

ARTICLE I

Corporate Name

The name of the Corporation shall be the NATIVE HAWAIIAN BAR ASSOCIATION.

ARTICLE II

Location of the Corporation

The location of the Corporation and the street address of its office shall be 1099 Alakea Street, Suite 1800, Honolulu, Hawaii 96813, or at such other location in the State of Hawaii as the Board of Directors shall from time to time designate. The mailing address of the Corporation shall be P. O. Box 4076, Honolulu, Hawaii 96812, or such other mailing address in the State of Hawaii as the Board of Directors shall from time to time designate.

ARTICLE III

Corporate Purposes

Section 3.1 Purposes. The Corporation is organized as a professional association, with purposes that include, without limitation:

(a) to promote unity, cooperation and the exchange of ideas among lawyers and others in the legal profession of Hawaiian ancestry;

(b) to strive for justice and effective legal representation for all people of Hawaiian ancestry;

(c) to provide a forum for the discussion, examination and resolution of legal issues of concern to people of Hawaiian ancestry through meetings, publications and individual contact;

(d) to promote the development of the law for the maximum benefit of people of Hawaiian ancestry;

(e) to gather funds and to disseminate funds in furtherance of the above purposes;

(f) to educate and inform the community-at-large of Native Hawaiian Bar Association activities through the gathering and dissemination of funds, including research grants and the like; and

(g) operating exclusively as a business league or trade association recognized as exempt under section 501(c)(6) of the Internal Revenue Code of 1986, as amended, or any corresponding provisions of any subsequent federal tax laws (the "Code"), with all powers granted nonprofit corporations under the laws of the State of Hawaii.

Section 3.2 Restrictions. No part of the assets, funds, or earnings of the Corporation shall inure to the benefit of any member or director of the Corporation or any individual having a private interest in the activities of the Corporation. 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.

ARTICLE IV

Corporate Powers

The Corporation shall have and possess all the powers permitted to nonprofit corporations under the laws of the State of Hawaii.

ARTICLE V

Corporate Life

The duration of the Corporation shall be perpetual.

ARTICLE VI

Directors and Officers

Section 6.1 Board of Directors. There shall be a board of directors consisting of not fewer than three persons. The number of directors shall be fixed in accordance with the Bylaws. The Board of Directors shall have and may exercise all the powers of the Corporation except as otherwise provided by these Articles or the Bylaws.

Section 6.2 Officers. The officers of the Corporation shall be a president, one or more vice-presidents, a secretary, and a treasurer. The Corporation may have such additional officers as the Board of Directors shall from time to time determine. The officers shall have the powers, perform the duties and be appointed in the manner set forth in the Bylaws. Any two or more offices may be held by the same person unless such practice is prohibited by the Bylaws, provided, however, that not less than two persons shall be officers.

ARTICLE VII

Liability and Indemnification of Officers, Directors, Employees and Agents

Section 7.1 No Liability to Corporation. No director, officer, employee or other agent of the Corporation and no person serving at the request of the Corporation as a trustee, director, officer, employee or other agent of another corporation, partnership, joint venture, trust or other enterprise and no heir or personal representative of any such person shall be liable to the Corporation for any loss or damage suffered by it on account of an action or omission by such person as a trustee, director, officer, employee or other agent if such person acted in good faith and in a manner reasonably believed to be in or not opposed to the best interests of this Corporation, unless with respect to an action or suit by or in the right of the Corporation to procure a judgment in its favor such person shall have been adjudged to be liable for negligence (or gross negligence in the case of directors or officers serving without remuneration or expectation of remuneration) or intentional misconduct in the performance of his or her duty to this Corporation.

Section 7.2 Indemnity.

(1) The Corporation shall indemnify each person who was or is a party or is threatened to be made a party to any threatened, pending or completed civil, criminal, administrative or investigative action, suit or proceeding (other than an action by or in the right of the Corporation), by reason of the fact that such person is or was a director, officer, employee or agent of the Corporation or is or was serving in such capacity at the request of the Corporation in any other corporation, partnership, joint venture, trust or other enterprise, against expenses, attorneys' fees, judgments, fines and amounts paid in settlement, actually and reasonably incurred by such person in connection with such action, suit or proceeding, if such person acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The terminating of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that such person did not act in

good faith and in a manner which such person reasonably believed to be in or not opposed to the best interests of the Corporation and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

(2) The Corporation shall indemnify each person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding by or in the right of the Corporation by reason of the fact that such person is or was a director, officer, employee or agent of the Corporation or is or was serving in such capacity at the request of the Corporation in any other corporation, partnership, joint venture, trust or other enterprise against expenses and attorneys' fees actually and reasonably incurred by such person in the defense or settlement of such action or suit if such person acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation; provided that no indemnification shall be made in respect of any claim, issue, or matter as to which (i) a person serving as a director or officer of the Corporation without remuneration or expectation thereof, has been adjudged to be liable for gross negligence, or (ii) any other director, officer, employee or agent of the Corporation has been adjudged to be liable for negligence or misconduct in the performance of his or her duty to the Corporation, unless and only to the extent that the court in which such action or suit was brought determines upon application that, despite the adjudication of liability described in clause (i) or (ii) above, but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses and attorneys' fees which such court deems proper.

(3) To the extent that a person seeking indemnification under Section 7.2(1) or 7.2(2) above has been successful on the merits or otherwise in defense of any action, suit or proceeding, or any claim, issue or matter therein, the Corporation shall indemnify such person against expenses and attorneys' fees actually and reasonably incurred in connection therewith.

(4) The Corporation shall make indemnification payments to or on behalf of the person seeking them only if authorized in the specific case upon a determination that indemnification of such person is proper because such person meets the applicable standards of conduct set forth in Section 7.2(1) or 7.2(2) above. Such determination may be made (1) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or (2) if such quorum is not obtainable, or if a quorum of disinterested directors so directs, by independent legal counsel in a written opinion to the Corporation, or (3) by the court in which such action, suit or proceeding was pending upon application made by the Corporation or the person seeking indemnification or the attorney or other person rendering services in connection with the defense, whether or not such application is opposed by the Corporation.

(5) The Board of Directors shall authorize payment in advance of final disposition of an action, suit or proceeding for the expenses and attorneys' fees incurred by a person seeking indemnification under Section 7.2(1) or 7.2(2) above, provided that such person delivers a written undertaking to repay such amount unless it is ultimately determined that such person is entitled to be indemnified under this Section 7.2.

(6) The indemnification provided by this Section 7.2 shall not be deemed exclusive of any other rights to which those seeking indemnification are entitled under any by-law, agreement, vote of disinterested directors or otherwise, both as to action in a person's official capacity and as to action in another capacity while holding such office, and shall continue as to a person who ceases to be a director, officer, employee or agent and shall inure to the benefit of his or her heirs, executors and administrators.

(7) The Corporation may purchase and maintain insurance on behalf of any person described in Section 7.2(1) or 7.2(2) above against any liability asserted against or incurred by such person in any such capacity or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify the person against such liability under this Section 7.2.

(8) This Section 7.2 shall be effective with respect to any person who is a director, officer, employee or agent of the Corporation or is serving in such capacity at the request of the Corporation in any other corporation, partnership, joint venture, trust or other enterprise, at any time on or after the effective date of these Articles of Incorporation with respect to any action, suit or proceeding pending on or after that date against such person based upon his or her acting in such capacity before or after that date.

ARTICLE VIII

Membership

Membership in the Corporation may be held by all who have the qualifications of membership and are selected as specified in the Bylaws. Members of the Corporation shall be admitted or expelled in the manner provided by the Bylaws.

ARTICLE IX

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 members, directors, or officers, except reasonable payments for services actually rendered to the Corporation or other valuable consideration received by the Corporation and as may be permitted under Article XI hereof, 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 X

Corporate Liability

The property of the Corporation shall alone be liable in law for the debts and liabilities of the Corporation. The members, officers and directors of the Corporation shall incur no personal liability for said debts and liabilities by reason of membership or position.

ARTICLE XI

Corporate Dissolution

If the Corporation shall cease to exist or shall be dissolved, all property and assets of the Corporation of every kind, after payment of its just debts, shall be distributed only for the purposes set forth in Article III hereof and in a manner consistent with the Corporation's exemption under section 501(c)(6) of the Internal Revenue Code of 1986, as amended, or any corresponding provisions of any subsequent federal tax laws. In no event shall any of such assets or property be distributed to any member, director, officer or private individual, other than distributions to members in accordance with law upon dissolution or final liquidation.

ARTICLE XII

Bylaws

Section 12.1 Adoption. The Bylaws shall be adopted by the Board of Directors of the Corporation.

Section 12.2 Amendment. The Bylaws of the Corporation may be altered, amended or repealed by the affirmative vote of two-thirds (2/3) of the Board of Directors of the Corporation then in office.

ARTICLE XIII

Amendment

These Articles shall be subject to amendment from time to time in the manner provided by law.