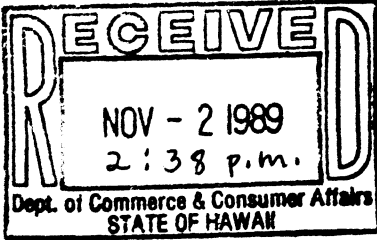


STATE OF HAWAII
DEPARTMENT OF COMMERCE AND CONSUMER AFFAIRS
Business Registration Division
1010 Richards Street

Mailing Address: P.O. Box 40, Honolulu, Hawaii 96810



ARTICLES OF INCORPORATION
(Section 415B-34, Hawaii Revised Statutes)

The undersigned, desiring to form a nonprofit corporation under the laws of the State of Hawaii, certify as follows:

I

The name of the corporation shall be:

CASTLE ALUMNI/COMMUNITY ASSOCIATION

II

The address of the corporation's initial office is:

45-386 Kaneohe Bay Drive
Kaneohe, Hawaii 96744

The corporation's mailing address is:

P.O. Box 4432
Kaneohe, Hawaii 96744

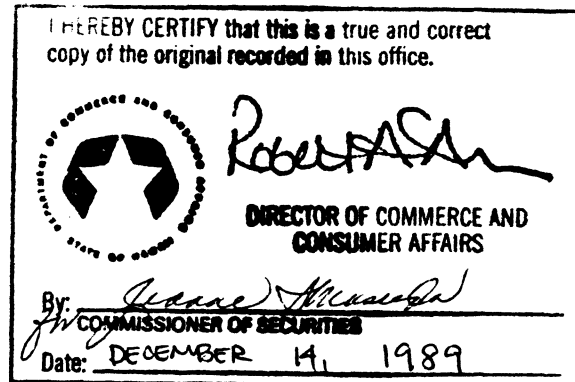
III

The period of its duration is perpetual.

IV

Section 1. The purposes for which the corporation is organized:

- (a) To develop and support the school spirit and pride of James B. Castle High School;



(b) To acknowledge the academic achievements of the students of James B. Castle High School;

(c) To instill the precepts of integrity, responsibility, accountability and good citizenship on the students of James B. Castle High School;

(d) To support the athletic programs and other school events of James B. Castle High School;

(e) To improve the overall atmosphere of James B. Castle High School;

(f) A secondary purpose is to support Samuel Wilder King Intermediate School and the eight feeder elementary schools; and

(g) The transaction of any or all lawful activities for which nonprofit corporations may be incorporated under Chapter 415B, Hawaii Revised Statutes.

Section 2. And in furtherance of said purposes, the corporation shall have all powers, rights, privileges and immunities, and shall be subject to all of the liabilities conferred or imposed by law upon corporations of this nature, and shall be subject and have all the benefits of all general laws with respect to corporations.

V

The number of directors constituting the initial Board of Directors is eleven (11). The following are the names and residence street addresses of the initial officers and directors:

<u>Name and Office</u>		<u>Street Address</u>
Henry T. Iida	(President)	46-028 Heeia Street Kaneohe, Hawaii 96744
Naomi Matsuzaki	(Vice-President)	47-704 Halemanu Street Kaneohe, Hawaii 96744
Rosalind Gonsalves	(Secretary)	45-537 Alokahi Place Kaneohe, Hawaii 96744
Russell T. Matsumoto	(Treasurer)	47-630 Puapoo Place Kaneohe, Hawaii 96744
Grace Wilson	(Director)	46-185 Yacht Club Street Kaneohe, Hawaii 96744
Gene Yoshinaga	(Director)	44-174 Nanamoana Street Kaneohe, Hawaii 96744

Roy Oshima	(Director)	47-665 Nukupuu Street Kaneohe, Hawaii 96744
Irene Motonaga	(Director)	47-511 Nakuluai Street Kaneohe, Hawaii 96744
Gay Iijima	(Director)	45-561-B Paleka Road Kaneohe, Hawaii 96744
Yoshiko Nakaoka	(Director)	45-367 Kanaka Street Kaneohe, Hawaii 96744
Tommy Ohashi	(Director)	46-1032 Emepala Way, Apt #5 Kaneohe, Hawaii 96744

Pursuant to Section 415B-68, Hawaii Revised Statutes, two or more offices may be held by the same individual.

VI

The corporation has members.

VII

The corporation is nonprofit in nature, and shall not authorize or issue shares of stock. No dividends shall be paid and no part of the income or profit of the corporation shall be distributed to its members, directors, or officers, except for services actually rendered to the corporation, and except upon liquidation of its property in case of corporate dissolution.

We certify under the penalties of Section 415B-158, Hawaii Revised Statutes, that we have read the above statements and that the same are true and correct.

Witness our hands this 1st day of November, 19 89.

Henry T. Iida
Name of Incorporator

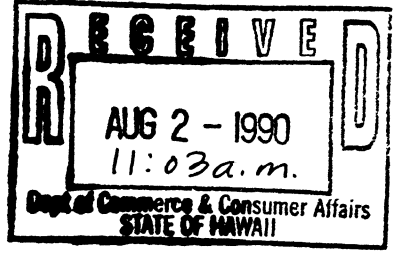
Henry T. Iida
Signature of Incorporator

Naomi Matsuzaki
Name of Incorporator

Naomi Matsuzaki
Signature of Incorporator

STATE OF HAWAII
DEPARTMENT OF COMMERCE AND CONSUMER AFFAIRS
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ARTICLES OF AMENDMENT
(Section 415B-38, Hawaii Revised Statutes)



The undersigned, duly authorized officers of the corporation submitting these Articles of Amendment, certify as follows:

1. The name of the corporation is:
CASTLE ALUMNI/COMMUNITY ASSOCIATION

2. The amendment adopted is attached.

3. If adoption of the amendment was by the members, complete the following:
A. A meeting of the members was held on _____
(Month Day Year)
A quorum was present at the meeting, and at least two-thirds of the members present at the meeting voted to adopt the amendment.

OR

B. The amendment was adopted by the written consent of all of the members of the corporation entitled to vote.

4. If adoption of the amendment was by the board of directors, complete the following:
A. A meeting of the directors was held on JULY 25 1990
(Month Day Year)

A quorum was present at the meeting, and a majority of the directors in office voted to adopt the amendment.

OR

~~B. The amendment was adopted by the written consent of all of the board of directors.~~

5. If the amendment was adopted by the board of directors, check only one of the following:
 The corporation has no members. OR There are no members entitled to vote.

We certify under the penalties of 415B-158, Hawaii Revised Statutes, that we have read the above statements, and that the same are true and correct.

Witness our hands this 26 day of JULY, 19 90.

Henry T. Iida, President
(Type/Print Name & Title)
Henry T. Iida
(Signature of Officer)

Russell T. Matsumoto, Treasurer
(Type/Print Name & Title)
Russell T. Matsumoto
(Signature of Officer)

(See Reverse Side For Instructions)

**AMENDMENT OF ARTICLES OF INCORPORATION
FOR THE CASTLE ALUMNI/COMMUNITY ASSOCIATION**

ARTICLE IV. PURPOSES

The purposes of the Association are amended by adding the following sections:

Section 3. The purposes of the Association will be accomplished by the award of scholarships, and other assistance to students and faculty; grants for school equipment and activities which contribute to improving the learning experience, such, as but not limited to, innovative study projects, field trips, the grant of achievement awards; lobbying the State Legislature for programs, funds, and items beneficial to the accomplishment of its purposes;

Section 4. The Association is organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986.

Section 5. The Association shall not engage in any activities which are not permitted by: (1) a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986; or (2) a corporation whose contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986.

ARTICLE VII.

The distribution of assets upon dissolution of the corporation is amended by adding the following:

If the Association shall cease to exist or shall be dissolved, all property and assets of the Association of every kind, after payment of its just debts, shall be distributed to organizations for the purposes of this Association, in accordance with the laws of this State. 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, with purposes similar or related to the purposes of this Association.

Form **872-C**

(Rev. 12-89)

Department of the Treasury—Internal Revenue Service

Consent Fixing Period of Limitation Upon Assessment of Tax Under Section 4940 of the Internal Revenue Code

(See instructions on reverse side.)

OMB No. 1545-0056

To be used with Form 1023. Submit in duplicate.

Under section 6501(c)(4) of the Internal Revenue Code, and as part of a request filed with Form 1023 that the organization named below be treated as a publicly supported organization under section 170(b)(1)(A)(vi) or section 509(a)(2) during an advance ruling period,

CASTLE ALUMNI/COMMUNITY ASSOCIATION

(Exact legal name of organization as shown in organizing document)

45-386 Kaneohe Bay Drive, Kaneohe, Hawaii 96744

(Number, street, city or town, state, and ZIP code)

and the

District Director of Internal Revenue, or Assistant Commissioner (Employee Plans and Exempt Organizations)

Consent and agree that the period for assessing tax (imposed under section 4940 of the Code) for any of the 5 tax years in the advance ruling period will extend 8 years, 4 months, and 15 days beyond the end of the first tax year.

However, if a notice of deficiency in tax for any of these years is sent to the organization before the period expires, the time for making an assessment will be further extended by the number of days the assessment is prohibited, plus 60 days.

Ending date of first tax year June 30, 1990
(Month, day, and year)

Name of organization (as shown in organizing document)
CASTLE ALUMNI/COMMUNITY ASSOCIATION

Date
7/27/90

Officer or trustee having authority to sign

Signature ▶ *Hay T. Fish*

For IRS use only

District Director or Assistant Commissioner (Employee Plans and Exempt Organizations)

Date
JAN 17 1991

MICHAEL J. QUINN

By ▶

Barra S.

GROUP MANAGER, EO-4