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



STATE OF HAWAII
DEPARTMENT OF COMMERCE AND CONSUMER AFFAIRS
Business Registration Division
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08/02/201320025

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:

1. The name of the corporation is:

The Outdoor Circle

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

3. The Amended and Restated Articles of Incorporation was adopted on: May 31, 2013
(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
Active	1500	1500	114	1

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 29 day of June, 2013

Susan Bright Spangler, Secretary
(Type/Print Name & Title)

Martha Townsend, Executive Director
(Type/Print Name & Title)

Susan Bright Spangler
(Signature of Officer)

[Signature]
(Signature of Officer)

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

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
THE OUTDOOR CIRCLE
(A Hawaii nonprofit corporation)

ARTICLE I

CORPORATE NAME

The name of the Corporation will be The Outdoor Circle (referred to herein as the "Corporation").

ARTICLE II

OFFICES; REGISTERED AGENT; INCORPORATORS

Section 2.1 Mailing Address of Principal Office. The mailing address of the Corporation's principal office is 1314 South King Street, Suite 306, Honolulu, Hawaii 96814.

Section 2.2 Registered Agent and Street Address For Service of Process. The Corporation shall have and continuously maintain in the State of Hawaii a registered agent who shall have a business address in this State. The agent may be an individual who resides in this State, or a domestic or foreign entity authorized to transact business in this State.

(1) The name of the Corporation's registered agent in the State of Hawaii is *Martha Townsend*.

(2) 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 person may be delivered to is 1314 South King Street, Suite 306, Honolulu, Hawaii 96814.

Section 2.3 Incorporators. The names of the incorporators are as follows: Leilani M. Richards, Alice Spalding Bowen, Eva P. Abel, Eleanor R. Dickinson, and Hazel M. Scott.

ARTICLE III

CORPORATE PURPOSES AND FORM OF ORGANIZATION

Section 3.1 Purposes. The Corporation is organized exclusively for charitable, literary, or educational purposes under Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provision of any future federal tax code, including for such purposes to conserve and enhance the natural beauty and resources of our islands for future generations by providing and promoting environmental education and activities that cultivate respect and appreciation for Hawai'i's unique natural environment and advocating for public policies that protect Hawai'i's unique natural beauty, all of which shall be accomplished exclusively within the meaning of Section 501(c)(3) of the Internal Revenue Code.

Section 3.2 Nonprofit Form of Organization.

(1) The Corporation is not organized for profit and it will not authorize or issue shares of stock. No part of the net earnings of the Corporation shall inure in whole or in part to the benefit of, or be distributable to, private shareholders or individuals, except as allowed by law. The Corporation may pay a reasonable compensation to its directors or officers for services rendered to the Corporation in furtherance of its purposes; provided, that no such payment shall be deemed to be a dividend or a distribution of income or profit.

(2) No substantial part of the activities of the Corporation shall be lobbying activities or otherwise attempting to influence legislation, and the 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.

(3) Notwithstanding any other provision in the Articles of Incorporation, the Corporation shall not carry on any other activity not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future federal tax code) or by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future federal tax code).

ARTICLE IV

CORPORATE POWERS

The Corporation shall have and possess all the powers permitted to nonprofit corporations exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provision of any future federal tax code, as allowed under the laws of the State of Hawaii and the Internal Revenue Code.

ARTICLE V

CORPORATE LIFE

The Corporation shall have perpetual duration.

ARTICLE VI

DIRECTORS AND OFFICERS

Section 6.1 Board of Directors. The Board of Directors shall consist of not less than eleven (11) nor more than twenty-one (21) individuals. The number of directors shall be fixed and the directors selected in accordance with the bylaws. The Board shall have and may exercise all the powers of the Corporation except as otherwise provided by the Articles of Incorporation, Bylaws or law.

Section 6.2 Officers. The Corporation shall have the officers described in the Bylaws. The officers shall have the powers, perform the duties, and be elected at such time, in such manner, and for such terms according to the Bylaws.

ARTICLE VII

LIABILITY AND INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES, AND AGENTS

Section 7.1 Limitation of Liability to Corporation and Members. No director of the Corporation shall be personally liable to the Corporation or the members for monetary damages because of a breach of the director's duties to the Corporation and the members; provided, that such liability shall not be eliminated in the following circumstances:

- (1) For breach of the director's duty of loyalty to the Corporation;
- (2) For acts or omissions not made in good faith or that involve intentional misconduct or knowing violation of the law;
- (3) For transactions from which a director derived an improper personal economic benefit;
- (4) For any improper conflict of interest transaction with the Corporation in which a director had a direct or indirect interest;
- (5) For any transaction in which a director received a loan or guaranty of obligation from the Corporation; or

(6) For any transaction where a director votes for or assents to an unlawful distribution.

Section 7.2 Indemnification.

(1) Definitions. The following definitions contained in the Hawaii Nonprofit Corporations Act (HRS 414D-159) apply to this Section 7.2:

(a) "Director" means an individual who is or was a director of the Corporation.

(b) "Expenses" includes counsel fees.

(c) "Official capacity" means with respect to a director, the office of director in the Corporation and with respect to an officer, employee, or agent of the Corporation who is not a director, the office in the Corporation held by the officer or the employment or agency relationship undertaken by the employee or agent on behalf of the Corporation.

(d) "Proceeding" means any threatened, pending, or completed action, suit, or proceeding whether civil, criminal, administrative, or investigative and whether formal or informal.

(e) "Party" includes an individual who was, is, or is threatened to be made a named defendant or respondent in a proceeding.

(f) "Liability" means the obligation to pay a judgment, settlement, penalty, fine, or reasonable expenses actually incurred with respect to a proceeding.

The Corporation may indemnify and advance expenses to an officer, employee, or agent of the Corporation who is not a director under this Section to the same extent as a director. An officer of the Corporation who is not a director is entitled to mandatory indemnification under Section 7.2(3) and is entitled to apply to the court for court-ordered indemnification under Section 7.2(5) to the same extent as a director.

(2) Authority to Indemnify in General. The Corporation may indemnify a former or current director made a party to a proceeding against liability if the individual (a) acted in good faith and (b) in a manner the individual reasonably believed in the case of conduct in an official capacity, that the conduct was in the Corporation's best interests and in all other cases, that the conduct did not oppose the Corporation's best interests, and (c) with respect to a criminal proceeding, that the individual had no reasonable cause to believe the conduct was unlawful. The Corporation may not indemnify a director's liability where such liability has been determined in a proceeding brought by the Corporation, where the Corporation had the right to bring the proceeding, or if the director is found to have received an improper personal benefit, except as otherwise allowed by law.

(3) **Mandatory Indemnification.** To the extent that a director seeking indemnification has been successful in the defense of a proceeding, the Corporation shall indemnify the director against reasonable expenses incurred in connection with the proceeding.

(4) **Advancement of Expenses.** Before a final decision is made in a proceeding, the Corporation may advance funds to pay for or reimburse the reasonable expenses of a director, provided that (a) the director states in writing the director's good faith belief that the director has met the standard of conduct described in Section 7.2(2), (b) agrees in writing to repay the advance if it is ultimately determined that the director did not meet the standard of conduct, and (c) the facts then known to those making the determination do not preclude indemnification. Such determinations and authorizations shall be made in the manner described in Section 7.2(6), below.

(5) **Court-Ordered Indemnification.** A director made a party to a proceeding may ask the court for indemnification. Upon receipt of the application, the court may order indemnification in an amount it considers proper if it determines (a) that the director is entitled to mandatory indemnification under Section 414D-161 of the Hawaii Nonprofit Corporations Act, Hawaii Revised Statutes, (as summarized in Section 7.2(3)) or (b) the director is fairly and reasonably entitled to indemnification under all the relevant circumstances, whether or not the director met the standard of conduct set forth in Section 7.2(2), above, or was found liable in connection with a proceeding by or in the right of the Corporation, or in connection with any other proceeding whether or not involving action in an official capacity, in which the director was found liable on the basis of the director's improper receipt of a personal benefit.

(6) **Determination/Authorization of Indemnification.** The Corporation shall make indemnification payments under Section 7.2(2) only if authorized in the specific case upon a determination that the director seeking indemnification has met the standard of conduct set forth in that Section. Such determination shall be made (a) by the Board of Directors by majority vote of a quorum consisting of directors who are not at the time parties to the proceeding, or (b) if such quorum is not obtainable, by majority vote of a committee duly designated by the Board (in which designation directors who are parties may participate) consisting solely of two or more directors not at the time parties to the proceeding, or (c) if a committee cannot be designated, by special legal counsel selected by the Board or its committee in the manner prescribed in Subsections (a) or (b), or a majority vote of the full Board (in which selection directors who are parties may participate). Authorization of indemnification and evaluation as to reasonableness of expenses shall be made in the same manner as the determination that indemnification is permissible, except that if special legal counsel makes the determination, authorization of indemnification and evaluation as to reasonableness of expenses shall be made by those entitled under Subsection (c) to select counsel.

(7) Other Right to Indemnification and Non-Exclusivity. This Section 7.2 shall not be deemed exclusive of any other right to which those seeking indemnification are entitled under the law.

(8) Insurance. The Corporation may purchase insurance on behalf of an individual who is or was a director, officer, employee, or agent of the Corporation against liability asserted against or incurred by the individual in that capacity.

(9) Effectiveness. This Section 7.2 shall be effective with respect to those persons covered by this Section and in respect to proceedings pending on or after the effective date of the Articles of Incorporation, as allowed by law.

ARTICLE VIII

MEMBERSHIP

The Corporation will have members. All members in good standing shall be entitled to the benefits of membership and have the right to vote on matters submitted to a vote of the members in accordance with the Bylaws and as required by law.

ARTICLE IX

CORPORATE LIABILITY

The property of the Corporation shall alone be liable in law for the debts and liabilities of the Corporation. The directors and officers of the Corporation shall incur no personal liability for said debts and liabilities by reason of such positions, except as otherwise provided by law.

All checks and other orders for the payment of money, notes, contracts, and all other instruments shall be signed by such individual or individuals as the Board of Directors shall designate by resolution. Unless authorized by the Board, no person shall have any power or authority to bind the Corporation by any contract or other instrument or to pledge its credit or to render it liable for any purpose or amount.

ARTICLE X

CORPORATE DISSOLUTION

After appropriate notice provided to the attorney general and upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes of the Corporation within the meaning of Section 501(c)(3) of the Internal Revenue 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. 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 the court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XI

ADOPTION AND AMENDMENT OF ARTICLES AND BYLAWS

The Articles of Incorporation may be amended or restated from time to time in the manner provided by the Bylaws and the Hawaii Nonprofit Corporations Act, Chapter 414D of the Hawaii Revised Statutes, as amended. The Bylaws may be altered, amended, or repealed or new Bylaws may be adopted in the manner provided by the Bylaws.

(05-02-13)