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Form **990-EZ**Department of the Treasury
Internal Revenue Service**Short Form**
Return of Organization Exempt From Income TaxUnder section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code
(except black lung benefit trust or private foundation)

- ▶ Sponsoring organizations of donor advised funds and controlling organizations as defined in section 512(b)(13) must file Form 990. All other organizations with gross receipts less than \$500,000 and total assets less than \$1,250,000 at the end of the year may use this form.
- ▶ The organization may have to use a copy of this return to satisfy state reporting requirements.

OMB No 1545-1150

2009**Open to Public Inspection****A** For the 2009 calendar year, or tax year beginning , and ending**B** Check if applicable

- Address change
- Name change
- Initial return
- Termination
- Amended return
- Application pending

Please use IRS label or print or type See Specific Instructions

C Name of organization

KAPAA HIGH SCHOOL FOUNDATION

Number and street (or P O box, if mail is not delivered to street address)

4-1300 KUHIO HWY.

Room/suite

City or town, state or country, and ZIP + 4

KAPAA

HI 96746

D Employer identification number

99-0319395

E Telephone number

808-652-2409

F Group Exemption Number

▶

- Section 501(c)(3) organizations and 4947(a)(1) nonexempt charitable trusts must attach a completed Schedule A (Form 990 or 990-EZ).

G Accounting method ☒ Cash ☐ Accrual
Other (specify) ▶**I** Website: ▶ kapaahighschoolfoundation.org**J** Tax-exempt status (check only one) — ☒ 501(c) (3) ◀ (insert no) ☐ 4947(a)(1) or ☐ 527**H** Check ☐ if the organization is not required to attach Schedule B (Form 990, 990-EZ, or 990-PF)**K** Check ☐ if the organization is not a section 509(a)(3) supporting organization and its gross receipts are normally not more than \$25,000. A Form 990-EZ or Form 990 return is not required, but if the organization chooses to file a return, be sure to file a complete return.**L** Add lines 5b, 6b, and 7b, to line 9 to determine gross receipts, if \$500,000 or more, file Form 990 instead of Form 990-EZ ▶ \$ 18,513**Part I Revenue, Expenses, and Changes in Net Assets or Fund Balances** (See the instructions for Part I)

Revenue	1	Contributions, gifts, grants, and similar amounts received	1	17,745
	2	Program service revenue including government fees and contracts	2	
	3	Membership dues and assessments	3	
	4	Investment income	4	768
	5a	Gross amount from sale of assets other than inventory	5a	
	b	Less cost or other basis and sales expenses	5b	
	c	Gain or (loss) from sale of assets other than inventory (Subtract line 5b from line 5a)	5c	
	6	Special events and activities (complete applicable parts of Schedule G) If any amount is from gaming, check here ☐		
	a	Gross revenue (not including \$ _____ of contributions reported on line 1)	6a	
	b	Less direct expenses other than fundraising expenses	6b	
c	Net income or (loss) from special events and activities (Subtract line 6b from line 6a)	6c		
7a	Gross sales of inventory, less returns and allowances	7a		
b	Less cost of goods sold	7b		
c	Gross profit or (loss) from sales of inventory (Subtract line 7b from line 7a)	7c		
8	Other revenue (describe ▶ _____)	8		
9	Total revenue. Add lines 1, 2, 3, 4, 5c, 6c, 7c, and 8 ▶	9	18,513	
Expenses	10	Grants and similar amounts paid (attach schedule)	10	
	11	Benefits paid to or for members	11	
	12	Salaries, other compensation, and employee benefits	12	
	13	Professional fees and other payments to independent contractors	13	1,875
	14	Occupancy, rent, utilities, and maintenance	14	8,835
	15	Printing, publications, postage, and shipping	15	1,672
	16	Other expenses (describe ▶ See Statement 1)	16	10,557
	17	Total expenses. Add lines 10 through 16 ▶	17	22,939
Net Assets	18	Excess or (deficit) for the year (Subtract line 17 from line 9)	18	-4,426
	19	Net assets or fund balances at beginning of year (from line 27, column (A)) (must agree with end-of-year figure reported on prior year's return)	19	45,842
	20	Other changes in net assets or fund balances (attach explanation)	20	
	21	Net assets or fund balances at end of year. Combine lines 18 through 20 ▶	21	41,416

Part II Balance Sheets. If Total assets on line 25, column (B) are \$1,250,000 or more, file Form 990 instead of Form 990-EZ

(See the instructions for Part II)

	(A) Beginning of year	(B) End of year
22 Cash, savings, and investments	30,836	35,245
23 Land and buildings		
24 Other assets (describe ▶ See Statement 2)	15,006	6,171
25 Total assets	45,842	41,416
26 Total liabilities (describe ▶ _____)	0	0
27 Net assets or fund balances (line 27 of column (B) must agree with line 21)	45,842	41,416

For Privacy Act and Paperwork Reduction Act Notice, see the separate instructions.

Form **990-EZ** (2009)

Part V Other Information (Note the statement requirements in the instructions for Part V.)

	Yes	No
33 Did the organization engage in any activity not previously reported to the IRS? If "Yes," attach a detailed description of each activity		X
34 Were any changes made to the organizing or governing documents? If "Yes," attached a conformed copy of the changes	X	
35 If the organization had income from business activities, such as those reported on lines 2, 6a, and 7a (among others), but not reported on Form 990-T, attach a statement explaining why the organization did not report the income on Form 990-T		
a Did the organization have unrelated business gross income of \$1,000 or more or was it subject to section 6033(e) notice, reporting, and proxy tax requirements?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
36 Did the organization undergo a liquidation, dissolution, termination, or significant disposition of net assets during the year? If "Yes," complete applicable parts of Schedule N		X
37a Enter amount of political expenditures, direct or indirect, as described in the instr		
b Did the organization file Form 1120-POL for this year?		X
38a Did the organization borrow from, or make any loans to, any officer, director, trustee, or key employee or were any such loans made in a prior year and still outstanding at the end of the period covered by this return?		X
b If "Yes," complete Schedule L, Part II and enter the total amount involved		
39 Section 501(c)(7) organizations Enter		
a Initiation fees and capital contributions included on line 9		
b Gross receipts, included on line 9, for public use of club facilities		
40a Section 501(c)(3) organizations Enter amount of tax imposed on the organization during the year under section 4911, section 4912, section 4955		
b Section 501(c)(3) and 501(c)(4) organizations Did the organization engage in any section 4958 excess benefit transaction during the year or is it aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? If "Yes," complete Schedule L, Part I		X
c Section 501(c)(3) and 501(c)(4) organizations Enter amount of tax imposed on organization managers or disqualified persons during the year under sections 4912, 4955, and 4958		
d Section 501(c)(3) and 501(c)(4) organizations Enter amount of tax on line 40c reimbursed by the organization		
e All organizations At any time during the tax year, was the organization a party to a prohibited tax shelter transaction? If "Yes," complete Form 8886-T		X
41 List the states with which a copy of this return is filed		
42a The organization's books are in care of		
Located at		
b At any time during the calendar year, did the organization have an interest in or a signature or other authority over a financial account in a foreign country (such as a bank account, securities account, or other financial account)?		X
If "Yes," enter the name of the foreign country		
See the instructions for exceptions and filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts		
c At any time during the calendar year, did the organization maintain an office outside of the U S ?		X
If "Yes," enter the name of the foreign country		
43 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-EZ in lieu of Form 1041—Check here and enter the amount of tax-exempt interest received or accrued during the tax year		
44 Did the organization maintain any donor advised funds? If "Yes," Form 990 must be completed instead of Form 990-EZ		X
45 Is any related organization a controlled entity of the organization within the meaning of section 512(b)(13)? If "Yes," Form 990 must be completed instead of Form 990-EZ		X

Part VI Section 501(c)(3) organizations and section 4947(a)(1) nonexempt charitable trusts only. All section 501(c)(3) organizations and section 4947(a)(1) nonexempt charitable trusts must answer questions 46-49b and complete the tables for lines 50 and 51.

	Yes	No
46 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If "Yes," complete Schedule C, Part I		X
47 Did the organization engage in lobbying activities? If "Yes," complete Schedule C, Part II		X
48 Is the organization operating a school as described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E		X
49a Did the organization make any transfers to an exempt non-charitable related organization?		X
b If "Yes," was the related organization a section 527 organization?		

50 Complete this table for the organization's five highest compensated employees (other than officers, directors, trustees and key employees) who each received more than \$100,000 of compensation from the organization. If there is none, enter "None."

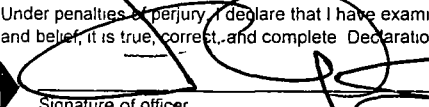
(a) Name and address of each employee paid more than \$100,000	(b) Title and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans & deferred compensation	(e) Expense account and other allowances
None				

f Total number of other employees paid over \$100,000 ▶

51 Complete this table for the organization's five highest compensated independent contractors who each received more than \$100,000 of compensation from the organization. If there is none, enter "None."

(a) Name and address of each independent contractor paid more than \$100,000	(b) Type of service	(c) Compensation
None		

d Total number of other independent contractors each receiving over \$100,000 ▶

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.			
	 Signature of officer AL GARCES JR Type or print name and title		Date 8-11-2010 PRESIDENT	
Paid Preparer's Use Only	Preparer's signature	Date	Check if self-employed ☒	Preparer's Identifying Number (See instr.)
	Firm's name (or yours if self-employed), address, and ZIP + 4	08/03/10		P00443999
				EIN ▶ Phone no ▶ 808-639-2137

May the IRS discuss this return with the preparer shown above? See instructions

☒ Yes ☐ No

Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)

(Complete only if you checked the box on line 5, 7, or 8 of Part I.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants.")						
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 Total. Add lines 1 through 3						
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						
6 Public support. Subtract line 5 from line 4						

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
7 Amounts from line 4						
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
11 Total support. Add lines 7 through 10						
12 Gross receipts from related activities, etc. (see instructions)					12	
13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here ► ☐						

Section C. Computation of Public Support Percentage

14 Public support percentage for 2009 (line 6, column (f) divided by line 11, column (f))	14	%
15 Public support percentage from 2008 Schedule A, Part II, line 14	15	%
16a 33 1/3 % support test—2009. If the organization did not check the box on line 13, and line 14 is 33 1/3 % or more, check this box and stop here. The organization qualifies as a publicly supported organization. ► ☐		
b 33 1/3 % support test—2008. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3 % or more, check this box and stop here. The organization qualifies as a publicly supported organization. ► ☐		
17a 10%-facts-and-circumstances test—2009. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization. ► ☐		
b 10%-facts-and-circumstances test—2008. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization. ► ☐		
18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions. ► ☐		

Part III Support Schedule for Organizations Described in Section 509(a)(2)

(Complete only if you checked the box on line 9 of Part I)

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants.")	20,038	14,234	12,615	52,603	17,745	117,235
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 Total. Add lines 1 through 5	20,038	14,234	12,615	52,603	17,745	117,235
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year						
c Add lines 7a and 7b						
8 Public support. (Subtract line 7c from line 6.)						117,235

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
9 Amounts from line 6	20,038	14,234	12,615	52,603	17,745	117,235
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	3	472	460	189	768	1,892
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b	3	472	460	189	768	1,892
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on					0	
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
13 Total support. (Add lines 9, 10c, 11, and 12.)	20,041	14,706	13,075	52,792	18,513	119,127
14 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here ☐						

Section C. Computation of Public Support Percentage

15 Public support percentage for 2009 (line 8, column (f) divided by line 13, column (f))	15	98.41%
16 Public support percentage from 2008 Schedule A, Part III, line 15	16	98.88%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2009 (line 10c, column (f) divided by line 13, column (f))	17	2%
18 Investment income percentage from 2008 Schedule A, Part III, line 17	18	1%

19a **33 1/3 % support tests—2009.** If the organization did not check the box on line 14, and line 15 is more than 33 1/3 %, and line 17 is not more than 33 1/3 %, check this box and stop here. The organization qualifies as a publicly supported organization ☒

b **33 1/3 % support tests—2008.** If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3 %, and line 18 is not more than 33 1/3 %, check this box and stop here. The organization qualifies as a publicly supported organization ☐

20 **Private foundation.** If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions ☐

Form **4562**
Department of the Treasury
Internal Revenue Service (99)

Depreciation and Amortization
(Including Information on Listed Property)

OMB No 1545-0172

2009Attachment
Sequence No **67**

▶ See separate instructions.

▶ Attach to your tax return

Name(s) shown on return

KAPAA HIGH SCHOOL FOUNDATION

Identifying number

99-0319395

Business or activity to which this form relates

Indirect Depreciation

Part I Election To Expense Certain Property Under Section 179**Note:** If you have any listed property, complete Part V before you complete Part I

1	Maximum amount See the instructions for a higher limit for certain businesses	1	250,000
2	Total cost of section 179 property placed in service (see instructions)	2	
3	Threshold cost of section 179 property before reduction in limitation (see instructions)	3	800,000
4	Reduction in limitation Subtract line 3 from line 2 If zero or less, enter -0-	4	
5	Dollar limitation for tax year Subtract line 4 from line 1 If zero or less, enter -0- If married filing separately, see instructions	5	

6	(a) Description of property	(b) Cost (business use only)	(c) Elected cost

7	Listed property Enter the amount from line 29	7	
8	Total elected cost of section 179 property Add amounts in column (c), lines 6 and 7	8	
9	Tentative deduction Enter the smaller of line 5 or line 8	9	
10	Carryover of disallowed deduction from line 13 of your 2008 Form 4562	10	
11	Business income limitation Enter the smaller of business income (not less than zero) or line 5 (see instructions)	11	
12	Section 179 expense deduction Add lines 9 and 10, but do not enter more than line 11	12	
13	Carryover of disallowed deduction to 2010 Add lines 9 and 10, less line 12 ▶	13	

Note Do not use Part II or Part III below for listed property Instead, use Part V**Part II Special Depreciation Allowance and Other Depreciation (Do not include listed property) (See instr)**

14	Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year (see instructions)	14	
15	Property subject to section 168(f)(1) election	15	
16	Other depreciation (including ACRS)	16	

Part III MACRS Depreciation (Do not include listed property) (See instructions.)**Section A**

17	MACRS deductions for assets placed in service in tax years beginning before 2009	17	8,835
18	If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here ☐		

Section B—Assets Placed in Service During 2009 Tax Year Using the General Depreciation System

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only—see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19a 3-year property						
b 5-year property						
c 7-year property						
d 10-year property						
e 15-year property						
f 20-year property						
g 25-year property			25 yrs		S/L	
h Residential rental property			27 5 yrs	MM	S/L	
			27 5 yrs	MM	S/L	
i Nonresidential real property			39 yrs	MM	S/L	
				MM	S/L	

Section C—Assets Placed in Service During 2009 Tax Year Using the Alternative Depreciation System

20a Class life					S/L	
b 12-year			12 yrs		S/L	
c 40-year			40 yrs	MM	S/L	

Part IV Summary (See instructions.)

21	Listed property Enter amount from line 28	21	
22	Total. Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21 Enter here and on the appropriate lines of your return Partnerships and S corporations—see instructions	22	8,835
23	For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23	

For Paperwork Reduction Act Notice, see separate instructions.

Form **4562** (2009)

DAA

There are no amounts for Page 2

Federal Statements**Statement 1 - Form 990-EZ, Part I, Line 16 - Other Expenses**

<u>Description</u>	<u>Amount</u>
Expenses	\$
Insurance	539
BANK CHARGES	11
CHARITABLE DONATIONS	5,581
EDUCATIONAL GRANTS	3,500
SUPPLIES	45
TEE SHIRTS	881
Total	<u>\$ 10,557</u>

Statement 2 - Form 990-EZ, Part II, Line 24 - Other Assets

<u>Description</u>	<u>Beginning of Year</u>	<u>End of Year</u>
	\$ 42,830	\$ 42,830
Less Accumulated Depreciation	<u>27,824</u>	<u>36,659</u>
	<u>15,006</u>	<u>6,171</u>

Statement 3 - Form 990-EZ, Part III - Organization's Primary Exempt Purpose

Description

TO ADVANCE THE EDUCATION OF THE KAPAA HIGH SCHOOL STUDENTS BY PROMOTING SCHOLASTIC, ACADEMIC, SPORTS AND EXTRACURRICULAR SCHOOL RELATED ACTIVITIES.

AMENDED AND RESTATED
BYLAWS
OF
KAPA'A HIGH SCHOOL FOUNDATION
A Hawaii Nonprofit Corporation

AMENDED AND RESTATED
BYLAWS
OF
KAPA'A HIGH SCHOOL FOUNDATION
A Hawaii Nonprofit Corporation
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AMENDED AND RESTATED BYLAWS
OF
KAPA'A HIGH SCHOOL FOUNDATION

A Hawaii Nonprofit Corporation

ARTICLE 1. NAME AND OFFICES.

1.01. Name. This corporation shall be known as KAPA'A HIGH SCHOOL FOUNDATION (hereinafter referred to as the "Corporation").

1.02. Principal Office. The principal office of the Corporation shall be initially located at Kapaa, County of Kauai, State of Hawaii. The Board of Directors is hereby granted full power and authority to change said principal office from one location to another within said County. Branch or subordinate offices may at any time be established by the Board of Directors at any place or places.

1.03. Purpose. The Corporation shall operate exclusively for charitable or educational purposes within the meaning of Section 501(c)(3) of the U.S. Internal Revenue Code of 1954, as the same now is or may from time to time be amended. The objects and purposes of the Corporation, and its powers in connection therewith, are as follows:

A. To engage in charitable and educational activities of any and all kinds; and to accept and receive property of any and all kinds by gift, devise, trust agreement, bequest or otherwise; and, in particular to:

(1) promote scholastic, academic, sports and extracurricular, school related activities of the students of Kapa'a High School, and to recognize such students engaging in such activities;

(2) establish support and maintain programs for students of Kapa'a High School which will promote the independence, responsibility, pride and commitment of such students and the student body; and

B. PROVIDED, however, that any acts of the Corporation, its officers, directors, members or agents, in the exercise of the foregoing purposes of the Corporation, which would jeopardize the tax exempt status of the Corporation under the Internal Revenue Code, as may be amended, shall be prohibited.

ARTICLE 2. MEMBERS.

2.01. No Statutory Members. The Corporation shall have no members.

2.02. Associated Persons. Nothing in this Article 2 shall be construed as limiting the right of the Corporation to refer to persons associated with it as "members" even though such persons are not members, and no such reference shall constitute anyone a member, within the meaning of the Hawaii Nonprofit Corporation Act, HRS Chapter 415B, or other applicable provision of law. The Corporation may confer by amendment of its Articles or of these Bylaws

some or all of the rights of a member, as set forth in the Hawaii Nonprofit Corporation Act, upon any person or persons; provided, however, that no such person or persons shall be a member within the meaning of said Act unless such person(s) is/are given the right, pursuant to a specific provision of the Articles or Bylaws, to vote for the election of a Director or Directors, to vote on a disposition of all or substantially all of the assets of the Corporation, to vote on a merger or dissolution of the Corporation, or to vote on changes to the Articles or Bylaws.

ARTICLE 3. ACTIONS BY MEMBERS.

Any action which would otherwise require a vote of members shall require only a vote of the Directors, and no meeting of members shall be required, any provision of the Articles or Bylaws to the contrary notwithstanding. All rights which would otherwise vest in the members shall vest in the Directors.

ARTICLE 4. DIRECTORS.

4.01. Powers. Subject to the limitations stated in the Articles of Incorporation, these Bylaws and the Hawaii Nonprofit Corporation Act, and subject to the duties of Directors as prescribed by the Hawaii Nonprofit Corporation Act, all corporate powers shall be exercised by or under the direction of, and the business and affairs of the Corporation shall be managed by, the Board of Directors. The individual Directors shall act only as members of the Board of Directors, and individual Directors shall have no power as such.

4.02. Number of Directors. The Board of Directors shall consist of at least five (5) but no more than fifteen (15) Directors until changed by a Bylaw duly adopted amending this Section 4.02. The exact number of Directors shall be fixed within these limits by the Board of Directors.

4.03. Election, Term of Office and Qualifications.

A. The term of a Director shall be three (3) years. A Director shall hold office until the earlier of (1) the expiration of the term for which such Director was elected and either such Director's successor is elected and qualified or the Board of Directors declares such Director's position to be vacant, or (2) the death, resignation or removal of the Director. Directors may be elected to serve successive terms.

B. Not less than three-fourth (3/4th) of all of the Directors shall be residents of the State of Hawaii, but other Directors need not be such residents. Not more than forty nine percent (49%) of the persons serving on the Board of Directors of the Corporation may be interested persons. For the purpose of the foregoing, "interested person" means any person currently being compensated by the Corporation for services rendered to it within the previous twelve (12) months, whether as a full-time or part-time employee, independent contractor or otherwise (excluding any reasonable compensation paid to a Director as a Director), or any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law or father-in-law of any such person.

4.04. Resignation. Any Director may resign at any time by giving written notice of such resignation to the Chairman of the Board, the President, the Secretary or the Board of Directors of the Corporation. Such resignation shall take effect at the time specified in the notice; provided, however, that if the resignation is not to be effective upon receipt of the notice by the Corporation, the Corporation must accept the effective date specified. If the resignation is effective at a future time, a successor may be elected to take office when the resignation becomes effective.

4.05. Removal.

A. Any or all Directors may be removed by the Board of Directors, with or without cause, by a two-thirds (2/3) majority vote of the authorized number of Directors.

B. No reduction of the authorized number of Directors shall have the effect of removing any Director prior to the expiration of such Director's term of office.

C. If any Director misses three (3) or more consecutive Board meetings without being excused from attendance by the Board for good cause, such non-attendance shall be grounds for immediate removal of that Director under such sub-section A above.

4.06. Vacancies.

A. A vacancy in the Board of Directors shall be deemed to exist in case of the death, resignation or removal of any Director or if the authorized number of Directors is increased or if the Board of Directors declares vacant the position of any Director whose term has expired.

B. Vacancies on the Board of Directors may be filled by a majority vote of the Directors then in office, whether or not less than a quorum, or by a sole remaining Director. The term of a Director so elected shall be the unexpired portion of the term of the Director being replaced.

4.07 Annual Meeting. The annual meeting of the Board of Directors shall be held at such time and place as the Board shall designate. At such annual meeting, any vacancies on the Board of Directors shall be filled, if appropriate, and the Board of Directors shall elect the officers of the Corporation for the ensuing year and transact such other business as may be appropriate.

4.08. Regular Meetings. The Board of Directors may establish the time and place for the holding of regular meetings of the Board of Directors.

4.09. Special Meetings. Special meetings of the Board of Directors shall be held whenever called by the Chairman of the Board or the President or any two (2) Directors of the Corporation.

4.10. Place of Meetings. Meetings of the Board of Directors shall be held at any place within the State of Hawaii, County of Kaua'i which may be designated in the notice of the meeting, or, if not stated in the notice or if there is no notice, designated by resolution of the Board of Directors. In the absence of such designation, meetings of the Board of Directors shall be held at the principal office of the Corporation.

4.11. Telephonic Meetings. Members of the Board of Directors may participate in a regular or special meeting through use of conference telephone or similar communications equipment, so long as all members participating in such meeting can hear one another. Participation in a meeting pursuant to this Section 4.11 constitutes presence in person at such meeting.

4.12. Notice of Meetings. Reasonable notice of the time and place of all meetings of the Board of Directors shall be delivered personally to each Director or sent to each Director by first-class mail, telephone, facsimile or electronic mail. In case such notice is sent by mail, it shall be deposited in the United States mail at least seven (7) days prior to the time of the holding of the meeting. For purposes of determining whether such seven (7) day requirement has been satisfied, the day of the meeting and the day notice is given shall each be counted as one (1) full day regardless of the time of the day the meeting is held or the notice is given. Each notice shall be deemed given to a Director when deposited, with postage thereon prepaid, in the United States post office and addressed to such Director at the address designated by him or her for that purpose or, if none is designated, at his or her last known address. In case such notice is delivered personally or by telephone or electronic mail, it shall be so delivered at least twenty-four (24) hours prior to the time of the holding of the meeting. Such notice may be given by the Secretary of the Corporation or by the persons who called said meeting. Such notice need not specify the purpose of the meeting, unless the meeting is to consider the removal of a Director or an amendment to the Bylaws, or as may otherwise be required by these Bylaws. Notice shall not be necessary if appropriate waivers, consents or approvals are filed in accordance with Section 4.13 of these Bylaws.

4.13. Waiver of Notice. Notice of a meeting need not be given to any Director who signs a waiver of notice, or a written consent to holding the meeting or an approval of the minutes of the meeting, whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to such Director. All such waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Neither the business to be transacted nor the purpose of any regular or special meeting of the Directors, or of a committee of Directors, need be specified in any such waiver, consent or approval.

4.14. Action Without Meeting. Any action required or permitted to be taken by the Board of Directors may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as a unanimous vote of such Directors.

4.15. Quorum. A majority of the authorized number of Directors shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the

Directors present at a meeting duly held at which a quorum is present shall be the act of the Board of Directors, unless the Articles of Incorporation, these Bylaws, or the Hawaii Nonprofit Corporation Act specifically requires a greater number. In the absence of a quorum at any meeting of the Board of Directors, a majority of the Directors present may adjourn the meeting as provided in Section 4.16 of these Bylaws. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of enough Directors to leave less than a quorum, if any action taken is approved by at least a majority of the required quorum for such meeting.

4.16. Adjournment. Any meeting of the Board of Directors, whether or not a quorum is present, may be adjourned to another time and place by the vote of a majority of the Directors present. Notice of the time and place of the adjourned meeting need not be given to absent Directors if said time and place are filed at the meeting adjourned; provided, however, that if the meeting is adjourned for more than twenty-four (24) hours, notice of any adjournment to another time and place shall be given, prior to the time of the adjourned meeting, to the Directors who were not present at the time of the adjournment.

4.17. Inspection Rights. Every Director shall have the absolute right at any time to inspect, copy and make extracts of, in person or by agent or attorney, all books, records and documents of every kind and to inspect the physical properties of the Corporation.

4.18. Fees and Compensation. Directors shall not receive any stated salary for their services as Directors. Directors may be reimbursed in such amounts as may be determined from time to time by the Board of Directors for expenses paid while acting on behalf of the Corporation. Nothing herein contained shall be construed to preclude any Director from serving the Corporation in any other capacity as an officer, agent, employee or otherwise, and receiving compensation therefor

ARTICLE 5. COMMITTEES.

5.01. Committees of the Board of Directors. The operation of the Corporation shall be conducted through standing committees. The Board at its annual organization meeting shall specify the standing committees for the following fiscal year and appoint the chairmen.

The chairmen of the standing committees shall in turn appoint committee members to serve for the fiscal year. Committee members need not be members of the Corporation.

The Board may remove from office any chairman of a standing committee by majority vote of a quorum at any time.

The provisions of this section shall not prohibit the Board from appointing other committees as it sees fit.

The suggested committees are: 1) Student Awards; 2) Outstanding Educator Awards; 3) Membership/Fund Raising, 4) Administration - Budget; and 5) Newsletter and Website.

5.02. Advisory Committees. The Board of Directors may, at any time, create one (1) or more ad hoc advisory committees, consisting of such persons as may be determined by the

Board of Directors or appointed by the person designated by the Board of Directors to fill the committee(s).

5.03. Minutes and Reports. Each committee shall keep regular minutes of its proceedings, which shall be filed with the Secretary. All action by any committee shall be reported to the Board of Directors at the next meeting thereof, and, insofar as rights of third parties shall not be affected thereby, shall be subject to revision and alteration by the Board of Directors.

5.04. Meetings. Except as otherwise provided in these Bylaws or by resolution of the Board of Directors, each committee shall adopt its own rules governing the time and place of holding and the method of calling its meetings and the conduct of its proceedings and shall meet as provided by such rules, and it shall also meet at the call of any member of the committee. Unless otherwise provided by such rules or by resolution of the Board of Directors, committee meetings shall be governed by Sections 4.11, 4.12, 4.13 and 4.14 of these Bylaws.

5.05. Term of Office of Committee Members. Each committee member shall serve at the pleasure of the Board of Directors and the Committee chairmen.

ARTICLE 6. OFFICERS.

6.01. Officers. The officers of the Corporation shall be the President, Vice President, Secretary, Treasurer, and such other officers with such powers and duties not inconsistent with the charter of incorporation. No person shall hold more than one office at any time.

6.02. Election and Term. The officers of the Corporation shall be chosen by the Board of Directors and shall serve at the pleasure of the Board of Directors, subject to the rights, if any, of an officer under any contract of employment. Officers need not be chosen from among the Directors.

6.03. Subordinate Officers, Etc. The Board of Directors may appoint such other officers as the business of the Corporation may require, each of whom shall hold office for such period, have such authority and perform such duties as are required in these Bylaws or as the Board of Directors may from time to time determine.

6.04. Resignation. Any officer may resign at any time by giving written notice to the Corporation, subject to the rights, if any, of the Corporation under any contract to which the officer is a party. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

6.05. Vacancies. In the case any officer of the corporation becomes vacant by death, resignation, retirement, disqualification or any other cause, the majority of the directors, although less than a quorum, may elect an officer to fill such vacancy, and the officer so elected shall hold office and serve until the next annual meeting of the Board of Directors and until the election and qualification of his successor.

6.06. Chairman of the Board. The Chairman of the Board, if there shall be such an officer, shall, if present, preside at all meetings of the Board of Directors and otherwise and perform such other powers and duties as may be, from time to time, assigned to the Chairman of the Board of Directors or prescribed by these Bylaws.

6.07. President. Subject to such supervisory powers, if any, as may be given by the Board of Directors to the Chairman of the Board, if there be such an officer, the President shall be the General Manager and Chief Executive Officer of the Corporation and shall, subject to the control of the Board of Directors, have general supervision, direction and control of the business and officers of the Corporation. The President shall be ex officio a voting member of all the standing committees, including the Administration-Budget committee, if any, and shall have the general powers and duties of management usually vested in the office of president of a corporation, and shall have such other powers and duties as may be prescribed by the Board of Directors or by these Bylaws.

6.08. Vice President. In the absence or disability of the President, the Vice President shall perform the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall have such other powers and perform such other duties as from time to time may be prescribed for them respectively by the Board of Directors or these Bylaws.

6.09. Secretary.

A. The Secretary shall keep, or cause to be kept, a book of minutes in written form of the proceedings of the Board of Directors and committees of the Board of Directors. Such minutes shall include all waivers of notice, consents to the holding of meetings or approvals of the minutes of meetings executed pursuant to these Bylaws or the Hawaii Nonprofit Corporation Act.

B. The Secretary shall give, or cause to be given, notice of all meetings of the Board of Directors required by these Bylaws or by law to be given, and shall cause the seal of the Corporation to be kept in safe custody, and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or these Bylaws.

6.10. Treasurer.

A. The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of account in written form or any other form capable of being converted into written form.

B. The Treasurer shall deposit all monies and other valuables in the name and to the credit of the Corporation with such depositaries or depositories as may be designated by the Board of Directors. The Treasurer shall reimburse all funds of the Corporation as may be ordered by the Board of Directors, shall render to the President and Directors whenever they request an account of all of the Treasurer's transactions as Treasurer, and of the financial condition of the

Corporation, and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or by these Bylaws.

6.11. Assistant secretary. The Assistant Secretary, if there shall be such an officer, shall have all the powers and perform all the duties of the Secretary in the absence or inability of the Secretary to act.

6.12. Compensation. There shall be no compensation paid to any officer for the performance of duties described in this Article 6.

ARTICLE 7. BOOKS AND RECORDS.

7.01. Books and Records. The Corporation shall keep adequate and correct books and records of account and minutes of the proceedings of the Board of Directors and committees of the Board of Directors.

7.02. Form of Records. Minutes shall be kept in written form. Other books and records shall be kept either in written form or in any other form capable of being converted into written form. If any record subject to inspection pursuant to the Hawaii Nonprofit Corporation Act is not maintained in written form, a request for inspection is not complied with unless and until the Corporation, at its expense, makes such record available in written form.

7.03. Annual Report.

A. The Board of Directors shall cause an annual report (hereinafter the "Annual Report") to be sent to the Directors not later than one hundred twenty (120) days after the close of the Corporation's fiscal year. The Annual Report shall contain in appropriate detail the following:

(1) The assets and liabilities, including the trust funds, of the Corporation as of the end of the fiscal Year;

(2) The principal changes in assets and liabilities, including trust funds, during the fiscal year;

(3) The revenue or receipts of the Corporation, both unrestricted and restricted to particular purposes, during the fiscal year;

(4) The expenses or disbursements of the Corporation, for both general and restricted purposes, during the fiscal year; and

(5) Any other information appropriate to explain or describe the foregoing.

B. The Annual Report shall be accompanied by any report thereon of independent accountants or, if there is no such report, the certificate of an authorized officer of the Corporation that such statements were prepared without audit from the books and records of the Corporation.

ARTICLE 8. GRANTS, CONTRACTS, LOANS, ETC.

8.01. Grants. The making of grants and contributions, and otherwise rendering financial assistance for the purposes of the Corporation, may be authorized by the Board of Directors. The Board of Directors may authorize any officer or officers, agent or agents, in the name of and on behalf of the Corporation, to make any such grants, contributions or assistance.

8.02. Execution of Contracts. The Board of Directors may authorize any officer, employee or agent, in the name and on behalf of the Corporation, to enter into any contract or execute and satisfy any instrument, and any such authority may be general or confined to specific instances, or otherwise limited. In the absence of any action by the Board of Directors to the contrary, any two officers shall be authorized to execute such instruments on behalf of the Corporation.

8.03. Loans. The President or any other officer, employee or agent authorized by the Bylaws or by the Board of Directors may effect loans and advances at any time for the Corporation from any bank, trust company or other institutions or from any firm, corporation or individual and for such loans and advances may make, execute and deliver promissory notes, bonds or other certificates or evidences of indebtedness of the Corporation and, when authorized by the Board of Directors so to do, may pledge and hypothecate or transfer assets of the Corporation as security for any such loans or advances. Such authority conferred by the Board of Directors may be general or confined to specific instances or otherwise limited.

8.04. Checks, Drafts, Etc. All checks, drafts, and other orders for the payment of money out of the funds of the Corporation, and all notes or other evidences of indebtedness of the Corporation, shall be signed on behalf of the Corporation in such manner as shall, from time to time, be determined by resolution of the Board of Directors. In the absence of such resolution, any two officers shall be authorized to sign such checks, drafts, etc.

8.05. Deposits. The funds of the Corporation not otherwise employed shall be deposited from time to time to the order of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select or as may be selected by an officer, employee or agent of the Corporation to whom such power may from time to time be delegated by the Board of Directors.

ARTICLE 9. INDEMNIFICATION OF DIRECTORS AND OFFICERS.

9.01. Indemnification by Corporation.

A. For the purposes of this Section 9.01., "agent" means any person who is or was a director, officer, employee, or other agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust or other enterprise, or was a director, officer, employee or agent of a foreign or domestic corporation which was a predecessor corporation of the Corporation or of another enterprise at the request of such predecessor corporation; "proceeding" means any threatened, pending or completed action or

proceeding, whether civil, criminal, administrative or investigative; and "expenses" includes, without limitation, attorneys' fees, any expenses of a completed action or proceeding, and any expenses of establishing a right to indemnification under subsection D or E of this Section 9.01.

B. Subject to any limitations contained in the Hawaii Nonprofit Corporation Act, the Corporation shall have the power to indemnify any person who was or is a party or is threatened to be made a party to any proceeding (other than an action by or in the right of the Corporation) by reason of the fact that such person is or was an agent of the Corporation, against expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with such proceeding if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the Corporation and, with respect to any criminal proceeding, had no reasonable cause to believe the conduct of the person was unlawful. The termination of any proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which the person reasonably believed to be in or not opposed to the best interests of the Corporation or that the person had reasonable cause to believe that the person's conduct was unlawful.

C. The Corporation shall have power to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action by or in the right of the Corporation by reason of the fact that to procure a judgment in its favor by the Corporation, against expenses actually and reasonably incurred by such person in connection with the defense or settlement of such action if such person acted in good faith, in a manner such person believed to be in or not opposed to the best interests of the Corporation. No indemnification shall be made under this subsection C in respect of any claim, issue or matter as to which the person shall have been adjudged to be liable for negligence or misconduct in the performance of the person's duty to the Corporation, unless and only to the extent that the court in which the action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, the person is fairly and reasonably entitled to indemnity for the expenses which the court shall deem proper.

D. To the extent that an agent of the Corporation has been successful on the merits or otherwise in defense of any proceeding referred to in subsection B or C above, or in defense of any claim, issue or matter therein, the agent shall be indemnified by the Corporation against expenses actually and reasonably incurred by the agent in connection therewith.

E. Except as provided in subsection D above, any indemnification under this Section 9.01 shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the agent is proper

in the circumstances because the agent has met the applicable standard of conduct set forth in subsection B or C. The determination shall be made:

(1) By the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to the proceeding; or

(2) If a quorum is not obtainable, by Independent legal counsel in a written opinion; or

(3) By the court in which the proceeding is or was pending upon application made by the Corporation or the agent or the attorney or other person rendering services in connection with the defense, whether or not the application by the agent, attorney or other person is opposed by the Corporation.

F. No indemnification or advance shall be made under this Section 9.01, except as provided in subsection D or subsection E(2) above, in any circumstance where it appears that:

(1) It would be inconsistent with a provision of the Articles of Incorporation, the Bylaws or an agreement in effect at the time of the occurrence of the alleged cause of action asserted in the proceeding in which the expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnification; or

(2) It would be inconsistent with any condition expressly imposed by a court in approving a settlement.

9.02. Advancing Expenses. The Corporation may advance to each agent the expenses incurred in defending any proceeding referred to in Section 9.01 of these Bylaws prior to the final disposition of such proceeding upon receipt of any undertaking by or on behalf of the agent to repay such amount unless it shall be determined ultimately that the agent is entitled to be indemnified as authorized in Section 9.01 of these Bylaws.

9.03. Insurance. The Corporation shall have power to purchase and maintain insurance on behalf of any agent of the Corporation against any liability asserted against or incurred by the agent in such a capacity or arising out of the agent's status as such, whether or not the corporation would have the power to indemnify the agent against such liability under the provisions of the section.

ARTICLE 10. INVESTMENTS.

10.01. Standards, Retention of Property.

A. In investing, reinvesting, purchasing, acquiring, exchanging, selling and managing the Corporation's investments, other than assets held for use or used directly in carrying out a public or charitable program of the Corporation, the Board of Directors shall avoid speculation, looking instead to the

permanent disposition of the funds, considering the probable income as well as the probable safety of the Corporation's capital.

B. Unless limited by the Articles, the Corporation may continue to hold property properly acquired or contributed to it if and as long as the Board of Directors, in the exercise of good faith and of reasonable prudence, discretion and intelligence, may consider that retention is in the best interests of the Corporation. No retention of donated assets violates this Section 10.01, where such retention was required by the donor in the instrument under which the assets were received by the Corporation, except that no such requirement may be effective more than ten (10) years after the death of the donor.

C. No investment violates this Section 10.01 by virtue of the investment's speculative character, where the investment conforms to provisions authorizing such investment contained in the instrument or agreement under which the assets were contributed to the Corporation.

10.02. Endowment Fund.

A. The Corporation may receive donations earmarked for an endowment fund from any source in cash or in other property acceptable to the Board of Directors, provided the terms and conditions, if any, are consistent with the purposes and powers of the Corporation as set forth in the Articles or the Bylaws of the Corporation. All donations so received, together with the income therefrom, hereinafter referred to as the "Fund", shall be held, managed, administered and paid out in accordance with any terms and conditions with respect thereto. Unless otherwise specifically required, the Corporation may mingle such restricted donations with other assets of the Fund. The Corporation may reject any donation carrying restrictions deemed by the Board of Directors to be incompatible with the purpose of the Fund or the Corporation.

B. The Corporation shall keep a complete record of the source of all gifts made to the Fund and shall take such steps as the Board of Directors deems appropriate to recognize and commemorate each such gift, to the end that the memory of the gift and of the donor shall be appropriately preserved.

C. The Corporation shall disburse the Fund or the income therefrom at such time and in such a manner and in such amounts as the Board of Directors may, in its discretion, determine for the Corporation or its related activities.

ARTICLE 11. DISTRIBUTION OF INCOME AND PROHIBITED ACTIVITIES.

In the event that the Corporation shall at any time be a private foundation within the meaning of section 509 of the United States Internal Revenue Code of 1986, as amended (hereinafter referred to as the "Code"), the Corporation, so long as it shall be such a private foundation, shall distribute its income for each taxable year at such time and in such manner as not to subject it to the tax on undistributed income imposed by section 4942 of the Code, and

the Corporation shall not (a) engage in any act of self-dealing as defined in section 4941(d) of the Code, (b) retain any excess business holdings as defined in section 4943(c) of the Code, (c) make any investments in such manner as to subject the Corporation to any tax under section 4944 of the Code, or (d) make any taxable expenditures as defined in section 4945(d) of the Code. (All references to the "Code" contained herein are deemed to include corresponding provisions of any future United States Internal Revenue Law.)

ARTICLE 12. SEAL AND FISCAL YEAR.

12.01. Seal. The Board of Directors may adopt a corporate seal which shall be in the form of a circle and shall bear the full name of the Corporation and the year and state of its incorporation.

12.02. Fiscal Year. The fiscal year of the Corporation shall be determined, and may be changed, by resolution of the Board of Directors.

ARTICLE 13. AMENDMENTS.

New Bylaws may be adopted or these Bylaws may be amended or repealed by the affirmative vote of a majority of the Board of Directors or by the written consent thereof, except as otherwise provided by law or by the Articles of Incorporation.

RESOLUTION
OF THE
KAPAA HIGH SCHOOL FOUNDATION

WHEREAS, on 8.19.09, the incorporators of the Kapaa High School Foundation adopted its first set of By-Laws; and

WHEREAS, Board of Directors is authorized to fix the number of directors from time to time pursuant to Article IV, Section 1, provided that such number shall be no less than 7, nor no more than 15; and

WHEREAS, the current Board of Directors desires to set the number of directors at 9,

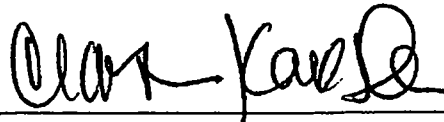
NOW, THEREFORE, be it hereby resolved by the Board of Directors of the Kapaa High School Foundation as follows:

(1) Until further action of the Board of Directors, the number of directors on the Board of Directors shall be 9.

SECRETARY'S CERTIFICATE

The undersigned Secretary of the Kapaa High School Foundation hereby certifies that the foregoing Resolution of the Kapaa High School Foundation was duly adopted at the Annual Meeting of the Board of Directors held on August 19, 2009, at Kapaa, Kauai, Hawaii.

Dated this 19th day of August, 20 09, at Kapaa, Kauai, Hawaii.



Clara Kaneshiro
Secretary