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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

or Section 4947(a)(1) Trust Treated as Private Foundation

▶ Do not enter Social Security numbers on this form as it may be made public.

▶ Information about Form 990-PF and its separate instructions is at *www.irs.gov/form990pf.*

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning , and ending

Name of foundation
HAWAII EMERGENCY PHYSICIANS EDUCATION FOUNDATION

A Employer identification number
99-0269551

Number and street (or P O box number if mail is not delivered to street address): P.O. BOX 1266 — Room/suite:

B Telephone number
808-263-7203

City or town, state or province, country, and ZIP or foreign postal code
KAILUA, HI 96734

C If exemption application is pending, check here ▶ ☐

G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

D 1. Foreign organizations, check here ▶ ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

H Check type of organization: ☐ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☒ Other taxable private foundation

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶$ 194,313.

J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) (Part I, column (d) must be on cash basis.)

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received			N/A	
	2 Check ▶ ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	3,739.	3,739.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	3.			
	b Gross sales price for all assets on line 6a 3.				
	7 Capital gain net income (from Part IV, line 2)		3.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income				
	12 **Total** Add lines 1 through 11	3,742.	3,742.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees STMT 2	1,934.	0.		0.
	b Accounting fees				
	c Other professional fees				
	17 Interest				
	18 Taxes STMT 3	216.	0.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 4	305.	300.		5.
	24 **Total operating and administrative expenses** Add lines 13 through 23	2,455.	300.		5.
	25 Contributions, gifts, grants paid	5,500.			5,500.
	26 **Total expenses and disbursements.** Add lines 24 and 25	7,955.	300.		5,505.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	-4,213.			
	b **Net investment income** (if negative, enter -0-)		3,442.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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Form **990-PF** (2013)

Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	88,317.	84,091.	84,091.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 5	52,868.	52,881.	110,222.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other			
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item I)	141,185.	136,972.	194,313.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	141,185.	136,972.	
	30 **Total net assets or fund balances**	141,185.	136,972.	
	31 **Total liabilities and net assets/fund balances**	141,185.	136,972.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	141,185.
2	Enter amount from Part I, line 27a	2	-4,213.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	136,972.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	136,972.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	CAPITAL GAINS DIVIDENDS			
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	3.			3.
b				
c				
d				
e				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				3.
b				
c				
d				
e				

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 } **2** 3.

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):
If gain, also enter in Part I, line 8, column (c).
If (loss), enter -0- in Part I, line 8 **3** N/A

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2012	3,025.	186,043.	.016260
2011	9,005.	176,897.	.050905
2010	11,005.	175,685.	.062641
2009	12,000.	175,135.	.068519
2008	13,000.	194,436.	.066860

2	**Total** of line 1, column (d)	2	.265185
3	Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	.053037
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	187,099.
5	Multiply line 4 by line 3	5	9,923.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	34.
7	Add lines 5 and 6	7	9,957.
8	Enter qualifying distributions from Part XII, line 4	8	5,505.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

1a Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ________ (attach copy of letter if necessary-see instructions)				
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b			1	69.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).				
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			2	0.
3 Add lines 1 and 2			3	69.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			4	0.
5 **Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-			5	69.
6 Credits/Payments:				
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a			
b Exempt foreign organizations - tax withheld at source	6b			
c Tax paid with application for extension of time to file (Form 8868)	6c	69.		
d Backup withholding erroneously withheld	6d			
7 Total credits and payments. Add lines 6a through 6d			7	69.
8 Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached			8	
9 **Tax due** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	0.
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	
11 Enter the amount of line 10 to be: **Credited to 2014 estimated tax** ▶	**Refunded** ▶		11	

Part VII-A Statements Regarding Activities

		Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)?	1b		X
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities			
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ $ 0. (2) On foundation managers. ▶ $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes* SEE STATEMENT 9	3	X	
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ HI			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

Part VII-A Statements Regarding Activities *(continued)*

		Line	Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ DONNA LUZON Telephone no. ▶ 808-263-7203

Located at ▶ 407 ULUNIU STREET, 4TH FLOOR, KAILUA, HI ZIP+4 ▶ 96734

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

		Line	Yes	No
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

			Line	Yes	No
1a	During the year did the foundation (either directly or indirectly):				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception**. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?		1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):				
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013?	☐ Yes ☒ No			
	If "Yes," list the years ▶ ____, ____, ____, ____				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.)	N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ____, ____, ____, ____				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2013 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969; **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.)*	N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?		4b		X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required *(continued)*

5a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? N/A | 5b |

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53 4945-5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? | 6b | | X (No)

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? N/A | 7b |

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 6		0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). If none, enter "NONE."

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total number of other employees paid over $50,000 ▶ 0

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)*

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over $50,000 for professional services ▶		0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions. 3	
Total. Add lines 1 through 3 ▶	0.

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	105,104.
b	Average of monthly cash balances	1b	84,844.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	189,948.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e: 0.		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	189,948.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	2,849.
5	**Net value of noncharitable-use assets** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	187,099.
6	**Minimum investment return.** Enter 5% of line 5	6	9,355.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ▶ ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	9,355.
2a	Tax on investment income for 2013 from Part VI, line 5 — 2a: 69.		
b	Income tax for 2013. (This does not include the tax from Part VI.) — 2b:		
c	Add lines 2a and 2b	2c	69.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	9,286.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	9,286.
6	Deduction from distributable amount (see instructions)	6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	9,286.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	5,505.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	5,505.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	**Adjusted qualifying distributions** Subtract line 5 from line 4	6	5,505.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				9,286.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			0.	
b Total for prior years: ______ , ______ , ______		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008 3,342.				
b From 2009 3,305.				
c From 2010 2,285.				
d From 2011 225.				
e From 2012				
f Total of lines 3a through e	9,157.			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ $ 5,505.				
a Applied to 2012, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2013 distributable amount				5,505.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)	3,781.			3,781.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	5,376.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	5,376.			
10 Analysis of line 9:				
a Excess from 2009 2,866.				
b Excess from 2010 2,285.				
c Excess from 2011 225.				
d Excess from 2012				
e Excess from 2013				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling ▶

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			
	(a) 2013	**(b)** 2012	**(c)** 2011	**(d)** 2010	**(e) Total**
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon: a "Assets" alternative test - enter: (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year-see instructions.)

1 **Information Regarding Foundation Managers:**

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than $5,000). (See section 507(d)(2).)

NONE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

NONE

2 **Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**

Check here ▶ ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number or e-mail address of the person to whom applications should be addressed:

DONNA LUZON, 808-263-7203
P.O. BOX 1266, KAILUA, HI 96734

b The form in which applications should be submitted and information and materials they should include:

COPY OF APPLICATION (SEE STATEMENT 7)

c Any submission deadlines:

NONE

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:

COPY OF DISCLOSURE STATEMENT OF GRANT MAKING PROCEDURE (SEE STATEMENT 8)

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
AMANDA BEJERANA C/O UNIVERSITY OF HAWAII, 2600 CAMPUS ROAD HONOLULU, HI 96822	NONE	N/A	SCHOLARSHIP	500.
ANGELINA DIEP C/O UNIVERSITY OF HAWAII AT HILO, 200 WEST KAWILI ST HILO, HI 96720	NONE	N/A	SCHOLARSHIP	500.
ERLYNN TAKAHASHI C/O HONOLULU COMMUNITY COLLEGE, 874 DILLINGHAM BLVD HONOLULU, HI 96817	NONE	N/A	SCHOLARSHIP	500.
HIILEILANI TAVARES C/O UNIVERSITY OF HAWAII, 310 W KAAHUMANU AVE KAHULUI, HI 96732	NONE	N/A	SCHOLARSHIP	500.
JAMES MARLIN C/O HAWAII COMMUNITY COLLEGE, 200 WEST KAWILI STREET HILO, HI 96720	NONE	N/A	SCHOLARSHIP	500.
Total SEE CONTINUATION SHEET(S)			▶ 3a	5,500.
b *Approved for future payment* NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	3,739.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			14	3.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		3,742.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 3,742.

(See worksheet in line 13 instructions to verify calculations.)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

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 taxpayer) is based on all information of which preparer has any knowledge

▶ X Signature of officer or trustee | X July 2014 Date | ▶ Title

May the IRS discuss this return with the preparer shown below (see instr)? ☒ Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
CHARLENE WONG		JUN 18 2014		P00008045
Firm's name ▶ IKEDA & WONG CPA INC			Firm's EIN ▶ 99-0209171	
Firm's address ▶ 1001 BISHOP ST STE 1717 HONOLULU, HI 96813-3429			Phone no. (808)524-3660	

Form **990-PF** (2013)

323622
10-10-13

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient: Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
KAYLYN YAMURA C/O UNIVERSITY OF HAWAII AT HILO, 200 WEST KAWILI ST HILO, HI 96720	NONE	N/A	SCHOLARSHIP	500.
MIANA LABRADOR C/O UNIVERSITY OF HAWAII, 2600 CAMPUS ROAD HONOLULU, HI 96822	NONE	N/A	SCHOLARSHIP	500.
MICHELLE RUIZ SAHAGUN C/O UNIVERSITY OF HAWAII AT HILO, 200 WEST KAWILI ST HILO, HI 96720	NONE	N/A	SCHOLARSHIP	500.
MINDY SILVA C/O HAWAII COMMUNITY COLLEGE, 200 WEST KAWILI STREET HILO, HI 96720	NONE	N/A	SCHOLARSHIP	500.
KAROLYN LAM C/O UNIVERSITY OF HAWAII, 2600 CAMPUS ROAD HONOLULU, HI 96822	NONE	N/A	SCHOLARSHIP	500.
TIANA ENOS-DANO C/O LEEWARD COMMUNITY COLLEGE, 96-045 ALA IKE PEARL CITY, HI 96782	NONE	N/A	SCHOLARSHIP	500.
Total from continuation sheets				3,000.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
BANK OF HAWAII	13.	0.	13.	13.	
MERRILL LYNCH	3,719.	3.	3,716.	3,716.	
MERRILL LYNCH TAX-EXEMPT INCOME	10.	0.	10.	10.	
TO PART I, LINE 4	3,742.	3.	3,739.	3,739.	

FORM 990-PF LEGAL FEES STATEMENT 2

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES TO KATZ TORKILDSON	1,934.	0.		0.
TO FM 990-PF, PG 1, LN 16A	1,934.	0.		0.

FORM 990-PF TAXES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL INCOME TAXES	216.	0.		0.
TO FORM 990-PF, PG 1, LN 18	216.	0.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT EXPENSES - FEES	300.	300.		0.
LICENSES AND FEES	5.	0.		5.
TO FORM 990-PF, PG 1, LN 23	305.	300.		5.

FORM 990-PF CORPORATE STOCK STATEMENT 5

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
BANK OF HAWAII	258.	432.
CONSOLIDATED EDISON INC	13,058.	25,429.
HAWAIIAN ELECTRIC INDS INC	9,050.	10,424.
MERCK & CO	18,122.	40,040.
QWEST COMM	7,021.	3,726.
VERIZON COMM	2,911.	6,290.
AT&T INC.	2,177.	1,547.
COMCAST CORP NEW CL A	284.	7,795.
EXPRESS SCRIPTS HLDG CO	0.	14,399.
FRONTIER COMMUNICATIONS	0.	140.
TOTAL TO FORM 990-PF, PART II, LINE 10B	52,881.	110,222.

FORM 990-PF — PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS — STATEMENT 6

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
CRAIG S. THOMAS, MD C/O HEPA EDUC FDN, P.O. BOX 1266 KAILUA, HI 96734	PRESIDENT 0.08	0.	0.	0.
GEORGE R. BRUNO, MD C/O HEPA EDUC FDN, P.O. BOX 1266 KAILUA, HI 96734	VICE PRESIDENT 0.04	0.	0.	0.
VINCENT RITSON, MD C/O HEPA EDUC FDN, P.O. BOX 1266 KAILUA, HI 96734	VICE PRESIDENT 0.02	0.	0.	0.
GARY GOLDBERG, MD C/O HEPA EDUC FDN, P.O. BOX 1266 KAILUA, HI 96734	VICE PRESIDENT 0.02	0.	0.	0.
KATHERINE HEINZEN-JIM, MD C/O HEPA EDUC FDN, P.O. BOX 1266 KAILUA, HI 96734	TREASURER, SECRETARY 0.02	0.	0.	0.
OAKLEY DAVIS, MD C/O HEPA EDUC FDN, P.O. BOX 1266 KAILUA, HI 96734	VICE PRESIDENT 0.02	0.	0.	0.
ANN MALIA HALEAKALA, MD C/O HEPA EDUC FDN, P.O. BOX 1266 KAILUA, HI 96734	VICE PRESIDENT 0.02	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

HAWAII EMERGENCY PHYSICIANS
EDUCATION FOUNDATION

Scholarship Application

Name: ______________________________
Last   First   M.I.

Address: ______________________________
No.   Street   Apt. No.

____
City   State   Zip Code

Phone Number: ____________ Date of Birth: ____________

EDUCATION

High School: ______________________________

Graduation Date: ____________ Grade Point Average: ________

Extracurricular Activities: ______________________________

____

____

Colleges Applied to: ______________________________

WORK HISTORY

Employer: ______________________________

Dates of Employment: ____________ Phone No.: ____________

Duties: ______________________________

____

Employer: ______________________________

Dates of Employment: ____________ Phone No.: ____________

Duties: ______________________________

____

FINANCIAL INFORMATION

Present Source of Financial Support: ______________________

Plans for Financial Support while Attending College: __________
____

Annual Family Income:

_____$0 - $10,000

_____$10,000 - $20,000

_____$20,000 - $30,000

_____$30,000 - $40,000

_____$40,000 - $50,000

_____Over $50,000

PERSONAL STATEMENT

Attach a personal statement addressing the following areas: why you need this scholarship to attend college; your family situation; and your personal and career goals.

REFERENCES

Attach a list of the names, addresses and phone numbers of three teachers, counselors or employers whom we may contact as references.

______________________________ ____________________
Signature Date

Scholarship Application Deadline: ______________

4892i

HAWAII EMERGENCY PHYSICIANS EDUCATION FOUNDATION

Reg. §53.4945-4(d)(1) Disclosure Statement of Individual Grant-Making Procedures

Pursuant to IRC §4945(g), Reg. §53.4945-4(d)(1) and Rev. Rul. 86-77, 1986-1 C.B. 334, the following are the procedures of the Hawaii Emergency Physicians Education Foundation (the "Foundation") in the awarding of grants to individuals.

1. The Selection Process -- Candidates for Grants.

(a) Goal.

The Foundation's goal is to provide scholarships and grants to individuals to encourage their post-high school education.

(b) Criteria.

(i) The Foundation intends to make scholarship grants to students beginning their university, college or community college studies that school year, and who is or will be a graduate from a high school in a geographical area served by Hawaii Emergency Physicians Associated, Inc. (the "Catchment Area")

(ii) Financial need will be a primary consideration in selecting the scholarship grant recipients. Other criteria that may considered includes, but is not limited to, the following: prior academic performance; performance of each student on tests designed to measure ability and aptitude for educational work; recommendations from instructors of the student and any others who have knowledge of the student's capabilities; additional biographical information regarding a student's academic, employment, community service and other relevant experiences; and conclusions which the selection committee may draw as to the student's motivation, character, ability, or potential. Criteria may also include the student's place of residence, past or future attendance at a particular school, past or proposed course of study or evidence of the student's artistic, scientific or other special talent. Each recipient must be seriously interested in pursuing higher education.

(c) How Solicited.

The Foundation or the selection committee chosen by the Foundation will request that high schools within the Catchment Area recommend students or former students meeting the above criteria.

(d) How Selected.

The Foundation's Board of Directors, or a selection committee chosen by or under the direction of the Foundation's Board of Directors, will select the students or former students to receive the scholarship grants. Every member of any selection committee charged with the evaluation of candidates for scholarship grants will adhere to the relevant policies of the Foundation as they may be adopted and amended from time to time, including, but not limited to, conflict of interest and confidentiality policies. Every member of any selection committee charged with the evaluation of candidates for scholarship grants will be obligated to disclose any personal knowledge of and relationship with any potential grantee under consideration and to refrain from participation in the award process in a circumstance where he or she would derive, directly or indirectly, a private benefit if any potential grantee or grantees are selected over others. No grant covered by this policy may be awarded to any member of the Foundation's Board of Directors, any substantial contributor to the Foundation, any employee of the Foundation, or any other disqualified person (as defined in IRC § 4946(a)) with respect to the Foundation.

2. Terms and Conditions under which the Foundation Makes Individual Grants.

The terms and conditions of each scholarship grant will be contained in a letter sent to each recipient. The recipient will be required to communicate his or her acceptance thereof by a letter to the Foundation or the selection committee. The terms and conditions may include, but are not limited to, the following: specific purpose of the grant, its duration, the total amount of the grant, requirements for narrative reports and the terms of any renewal of the grant.

3. Procedure for Exercising Supervision over Individual Grants.

With respect to individual scholarship grants, the Foundation will arrange to receive a transcript of the recipient's courses taken and grades received for each academic period. Such transcript will be verified by the educational institution attended and will be obtained at least once a year, and prior to renewing any recipient's grant for the following academic year. Upon completion of a recipient's study at an educational institution, a final transcript will also be obtained.

The Foundation may not consider it necessary to obtain the foregoing transcript if the following conditions are met: (a) the grant is a scholarship or fellowship subject to the provisions of section 117(a) of the Internal Revenue Code and is to be used for study at an educational institution which normally maintains a regular faculty and curriculum and normally has a regularly organized body of students in attendance at the place where its educational activities are carried on; (b) the Foundation pays the scholarship or fellowship to the educational institution; and (c) the educational institution agrees to use the grant funds to defray the recipient's expenses or pay funds to the recipient only if he is enrolled at the educational institution and his standing at such institution is consistent with the purposes and conditions of the grant.

4. Procedures for Investigation Where Diversion of Grant Funds from their Specified Purposes is Indicated, and for Recovery of Diverted Grant Funds.

Where reports to the Foundation or other information (including failure to submit reports after a reasonable time has elapsed from their due date) indicates that all or any part of individual scholarship grant funds are not being used for the purposes of such grant, the Foundation will initiate an investigation. While conducting the investigation, the Foundation will withhold further payments to the extent possible until it has determined that no part of the grant has been used for improper purposes and until any delinquent reports have been submitted.

If the Foundation determines that any part of a grant has been used for improper purposes, the Foundation will take all reasonable and appropriate steps to recover diverted grant funds or to insure the restoration of diverted funds and the dedication of any remaining grants funds being held for the recipient to new scholarships being funded by the Foundation. These steps will include legal action unless such action would in all probability not result in the satisfaction of execution of a judgment.

If the Foundation determines that any part of the grant has been used for improper purposes and the recipient has not previously diverted grant funds to any use not in furtherance of a purpose specified in the grant, the Foundation will withhold further payments on the particular grant until:

(i) it has received the recipient's assurances that future diversions will not occur;

(ii) any delinquent reports have been submitted; and

(iii) it has required the recipient to take extraordinary precaution to prevent future diversions from occurring.

If the Foundation determines that any part of the grant has been used for improper purposes and the recipient has previously diverted Foundation grant funds, the Foundation will withhold further payment until all three conditions of the preceding sentence are met and the diverted funds are in fact recovered and restored.

www BusinessRegistrations com

Nonrefundable Filing Fee $10 00

FORM DNP-5
7/2008

STATE OF HAWAII
DEPARTMENT OF COMMERCE AND CONSUMER AFFAIRS
Business Registration Division
335 Merchant Street
Mailing Address: P.O. Box 40, Honolulu, Hawaii 96810
Phone No. (808) 586-2727

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.
HAWAII EMERGENCY PHYSICIANS EDUCATION FOUNDATION

2 The Amended and Restated Articles of Incorporation adopted is attached

3 The Amended and Restated Articles of Incorporation was adopted on: July 13, 2012
(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
Board	7	7	7	0

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 24 day of Jan, 2013

(Type/Print Name & Title)	(Type/Print Name & Title)
(Signature of Officer)	(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 Articles of Incorporation of HAWAII EMERGENCY PHYSICIANS EDUCATION FOUNDATION are amended and restated in its entirety as follows:

ARTICLE I

CORPORATE NAME

The name of the corporation shall be HAWAII EMERGENCY PHYSICIANS EDUCATION FOUNDATION.

ARTICLE II

MAILING ADDRESS

The mailing address of the corporation's principal office is P.O. Box 1266, Kailua, Hawaii 96734 or such other address determined by the board of directors of the corporation.

ARTICLE III

REGISTERED AGENT AND REGISTERED OFFICE

The name of the corporation's registered agent and 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 corporation may be delivered is Craig Thomas, 407 Uluniu Street, Suite 411, Kailua, Hawaii 96734.

ARTICLE IV

CORPORATE PURPOSES AND POWERS

The corporation shall be organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or any corresponding section of any future Internal Revenue law. More specifically, the corporation shall be organized to provide scholarships and grants to enable individuals to further their post-high school education. In carrying out this purpose, the corporation may engage in any and all of the lawful activities for which nonprofit corporations may be incorporated under Chapter 414D, Hawaii Revised Statutes and shall have all powers, rights, privileges and immunities permitted or provided to nonprofit corporations under Chapter 414D, Hawaii Revised Statutes, as amended, and all other applicable laws.

ARTICLE V

LIMITATION ON CORPORATE ACTIVITIES

Notwithstanding any provision to the contrary herein contained, the corporation shall not carry on any activities 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, as amended or by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended. No substantial part of the activities of the corporation shall be the carrying on of propaganda, 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 any candidate for public office.

Additionally, the corporation:

(1) Shall distribute such amounts for each taxable year at such time and in such manner as shall be required so as not to subject it to tax under Section 4942 of said Internal Revenue Code;

(2) Shall not engage in any act of "self-dealing" as defined in Section 4941(d) of said Internal Revenue Code;

(3) Shall not retain any "excess business holdings" as defined in Section 4943(c) of said Internal Revenue Code;

(4) Shall not make any investments in such manner as to subject it to tax under Section 4944 of said Internal Revenue Code; and

(5) Shall not make any "taxable expenditures" as defined in Section 4945(d) of said Internal Revenue Code.

ARTICLE VI

MEMBERS

The corporation shall have no members.

ARTICLE VII

NONPROFIT STATUS

The corporation is not organized for profit and will not issue any stock and will pay no dividends. No part of the assets, income or earnings of the corporation shall inure to the benefit of, or be distributable to, its directors or officers. Notwithstanding the foregoing, the corporation shall be authorized and empowered to pay reasonable compensation for services rendered, to make reimbursements for expenses actually incurred in service to the corporation and to make payments and distributions in furtherance of the purposes of the corporation.

ARTICLE VIII

LIMITATION OF LIABILITY

(1) No director of the corporation shall be personally liable to the corporation for any monetary loss or damage suffered by it on account of a breach of any of the director's duties to the corporation; provided, however, that such director's liability shall not be limited for: (a) any breach of the director's duty of loyalty to the corporation; (b) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (c) any transaction from which the director derived an improper personal economic benefit; or (d) any violations of the Hawaii Nonprofit Corporations Act relating to director conflicts of interest, loans to or guaranties for directors and officers, or director liability for unlawful distributions.

(2) No person who serves as a director or officer of the corporation without remuneration or expectation of remuneration shall be liable for damage, injury or loss caused by or resulting from the director or officer's performance of, or failure to perform duties of, the position to which the person was elected or appointed, unless the director or officer was grossly negligent in the performance of, or failure to perform, such duties. For purposes of this section, remuneration does not include payment or reimbursement of reasonable expenses or the provision of indemnification or insurance for actions as a director or officer.

(3) The limitation of liability provided in subsections (1) and (2) of this Article shall be cumulative and not exclusive, and shall be independent of and in addition to each other and any other limitation of liability provided by law or in any other agreement. Any repeal, amendment or modification of this Article shall not affect the limitation of liability provided in this Article for any acts or omissions occurring prior to such repeal, amendment or modification. The limitation of liability provided for in this Article shall continue as to any person who has ceased to be a director or officer of the corporation and shall inure to the benefit of such person's heirs, personal representatives, executors and administrators.

ARTICLE IX

DISSOLUTION

If the corporation shall cease to exist or shall be dissolved, all property and assets of the corporation of every kind, after payment, or making provision for the payment, of its just debts and liabilities shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or any successor provision thereto) or to one or more corporations, associations or other organizations that are exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or any successor provision thereto).

BYLAWS OF
HAWAII EMERGENCY PHYSICIANS EDUCATION FOUNDATION

ARTICLE I

PURPOSES AND NONPROFIT CHARACTER

Section 1. Purposes. The purposes of the corporation shall be as specifically set forth in the Articles of Incorporation.

Section 2. Nonprofit Character. The corporation shall be a nonprofit corporation, and any net income or earnings which may be derived from its operation shall not be distributed to any director or officer of the corporation except to pay reasonable compensation for services rendered to the corporation, to make reimbursements for expenses actually incurred in service to the corporation, and to make payments and distributions in furtherance of the purposes to the corporation.

ARTICLE II

OFFICES

Section 1. Principal Office. The principal office of the corporation shall be located within or without the State of Hawaii, as the board of directors shall determine. The corporation may have such other offices, either within or without the State of Hawaii, as the board of directors may designate or as the business of the corporation may so require.

Section 2. Registered Agent and Office. The corporation shall maintain a registered office and a registered agent in the State of Hawaii. The registered office may, but is not required to, be identical with the principal office.

ARTICLE III

MEMBERS

The corporation shall have no members.

ARTICLE IV

BOARD OF DIRECTORS

Section 1. General Powers. The business and affairs of the corporation shall be managed by its board of directors.

Section 2. Number and Tenure. The authorized number of directors shall be three (3) or more. The number of directors for the ensuing year shall be fixed by the directors of the corporation at each annual meeting. Each director shall hold office until the next annual meeting of the directors and until his or her successor shall have been duly elected and qualified.

Section 3. Qualification and Election. The directors shall be elected and qualified at the annual meeting of the directors or at a special meeting of the directors held for that purpose.

Section 4. Meetings. The board of directors may hold regular or special meetings at the principal office of the corporation or such other place within or without the state of Hawaii as may be designated by the board of directors. Meetings may be called by the president, the presiding officer of the board, or twenty percent (20%) of the directors. Any meeting of the board of directors, regular or special, may be held by conference telephone or similar communication equipment, so long as all directors participating in the meeting can communicate with one another, and all such directors shall be deemed to be present in person at the meeting.

Section 5. Notice. Regular meetings of the board of directors may be held without notice of the date, time, place, or purpose of the meeting. Special meetings shall be preceded by at least two (2) days' written notice of the date, time, and place of meeting. Such notice shall by given by or at the direction of the president or other persons calling the meeting. Such notice shall be delivered in person, by telephone or by mail to each director. Oral notice is effective when communicated. If mailed, notice shall be deemed to be delivered when deposited in the United States mail, postage prepaid, addressed to the director at the director's address as it appears on the records of the corporation. Notice may also be given to any director by electronic transmission, provided that the director shall have consented to receive notice by electronic transmission. Any consent to receive notice by electronic transmission (i) shall be revocable by the director by written notice to the corporation, and (ii) shall be deemed to be revoked if the corporation is unable to deliver by electronic transmission two consecutive notices and the inability to deliver becomes known to the secretary, assistant secretary or other person responsible for giving notice, provided that the inadvertent failure to treat such inability as a revocation shall not invalidate any meeting or other action. Notice given by electronic transmission shall be deemed given (i) when directed to an electronic mail address at which the director has consented to receive notice, if transmitted by electronic mail, (ii) when directed to a number at which the director has consented to receive notice, if transmitted by facsimile telecommunication, and (iii) when directed to the director, if transmitted by any other form of electronic transmission. Any director may waive notice of any meeting provided such waiver is made in writing and signed by the director entitled to the notice or is transmitted by electronic transmission, and delivered to the corporation for inclusion in the minutes or corporate records. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director at the beginning of the meeting or prior to the vote on any matter not noticed in conformity with law, these Bylaws, or the Articles of Incorporation, objects to lack of notice and does not thereafter vote or assent to the objected to action.

Section 6. Quorum. At any meeting of the board of directors, a majority of the number of directors in office immediately before the meeting shall constitute a quorum for the transaction of business at such meeting. The affirmative vote of the majority of the directors present at any meeting at which there is a quorum shall be valid as an act of the board of directors, except as otherwise provided by law, these Bylaws, or the Articles of Incorporation.

Section 7. Action Without a Meeting. Any action required or permitted to be taken by the board of directors at a meeting may be taken without a meeting if all directors (i) execute a consent in writing setting forth the action to be taken, or (ii) transmit an electronic transmission consenting to the action to be taken, which electronic transmission contains information from which the corporation may determine that the electronic transmission was authorized by the director who sent the electronic transmission. The consent shall be included in the minutes or filed with the corporate records reflecting the action taken. Action taken under this Section is effective when the last director signs the consent or gives consent by electronic transmission, unless the consent specifies a different effective date.

Section 8. Proxies. Voting by proxy shall not be permitted at any meeting of the board of directors or of any committees or bodies created by the board of directors.

Section 9. Removal and Resignation. The entire board of directors or any individual director may be removed from office, with or without cause, by a two-thirds (2/3) vote of the entire board of directors at a meeting called for that purpose. Any director may resign at any time by giving written notice to the board of directors or to the president or secretary of the corporation. 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.

Section 10. Vacancies. Any vacancy occurring in the board of directors may be filled by the board of directors or, if the directors remaining in office constitute less than a quorum, by the affirmative vote of a majority of the remaining directors. A director elected to fill a vacancy shall serve until the next election of directors.

ARTICLE V

COMMITTEES

Section 1. Board Committees. By resolution adopted by a majority of the directors in office, the board of directors may designate and create one or more board committees and appoint members of the board of directors to serve on them. A committee shall have such powers and authority as the board of directors shall delegate to it, except that no such committee shall have the power to do any of the following:

(a) Authorize the payment of a dividend or the distribution of any part of the income or profit of the corporation to the directors or officers;

(b) Approve the dissolution or merger of the corporation or the sale, pledge, or transfer of all or substantially all of the corporation's assets;

(c) Elect, appoint, or remove directors or fill vacancies on the board or any of its committees; or

(d) Adopt, amend, or repeal the Articles of Incorporation or Bylaws.

The designation of a committee and the delegation to it of authority shall not relieve the board of directors, or any member of such, of any responsibility imposed by law.

Section 2. Advisory Committees. By resolution adopted by a majority of the directors in office, the board of directors may designate and create one or more advisory committees, each of which shall consist of at least one director and such other persons appointed by the board. Such advisory committees shall provide advice to the board of directors but shall have no power or authority to act on behalf of the corporation.

ARTICLE VI

OFFICERS

Section 1. Designation. The officers of the corporation shall be a president, one or more vice-presidents (the number to be determined by the board of directors), a secretary, and a treasurer, each of whom shall be appointed by the board of directors. The board of directors may also appoint such other officers and assistant officers as it deems necessary. Any two (2) or more offices may be held by the same person.

Section 2. Election and Term of Office. The officers of the corporation shall be appointed by the board of directors at their annual meeting of the board of directors or at such other times as the board of directors may deem appropriate. Each officer shall hold office for a term of one (1) year or until his or her successor shall have been duly appointed and qualified, until his or her death, or until he or she shall resign or shall have been removed by the board of directors.

Section 3. Removal and Resignation. Any officer may be removed by the board of directors whenever in its judgment the best interests of the corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Appointment of an officer shall not of itself create contract rights. Any officer may resign at any time by delivering written notice to the board of directors. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein.

Section 4. Vacancies. Any vacancy in any office because of death, resignation, removal, disqualification, or otherwise may be filled by the board of directors for the unexpired portion of the term.

Section 5. President. The president when present shall preside at all meetings of the board of directors. The president shall be the principal executive officer of the corporation and shall, subject to the control of the board of directors, have general supervision and control of the business and affairs of the corporation. The president may sign, with the secretary or any other proper officer of the corporation authorized by the board of directors, deeds, mortgages, bonds, contracts, or other instruments which the board of directors has authorized to be executed, except in cases where the signing and execution of such shall be expressly delegated by the board of directors by these Bylaws to some other officer or agent of the corporation, or shall be required by law to be otherwise signed or executed, and in general shall perform all duties incident to the office of president and such other duties as may be prescribed by the board of directors from time to time.

Section 6. Vice-President. In the absence of the president or in the event of his or her death, inability, or refusal to act, the vice-president (or in the event there is more than one vice-president, the vice-president designated by the board of directors to serve as acting 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. A vice-president shall perform such duties as from time to time may be assigned to him or her by the president or by the board of directors.

Section 7. Secretary. The secretary shall:

(a) Prepare and keep the minutes of the proceedings of the board of directors in one or more books provided for that purpose;

(b) See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law;

(c) Be custodian of the corporate records;

(d) Be responsible for authenticating records of the corporation;

(e) In general perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to the secretary by the president or by the board of directors.

Section 8. Treasurer. The treasurer shall:

(a) Have charge and custody of and be responsible for all funds and securities of the corporation;

(b) Receive and give receipts for monies due and payable to the corporation from any source whatsoever, and deposit all such monies in the name of the corporation in such banks, trust companies, or other depositaries as shall be selected in accordance with the provisions of Article VIII of these Bylaws; and

(c) In general perform all of the duties incident to the office of treasurer and such other duties as from time to time may be assigned to the treasurer by the president or by the board of directors.

Section 9. Assistant Secretaries and Assistant Treasurers. Any assistant secretary or assistant treasurer, respectively, may exercise any of the powers of the secretary or treasurer as directed by the president or the board of directors, and shall perform such duties as shall be assigned to them by the secretary or the treasurer, respectively, or by the president or the board of directors.

Section 10. Executive Director. The board of directors may from time to time appoint such subordinate officers or agents, including an executive director, as the business of the corporation may require. Upon such appointment, the board of directors shall specify the authority, duties, compensation and terms and conditions of employment.

ARTICLE VII

CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section 1. Contracts. The board of directors may authorize the president and/or any other officer or officers, agent or agents of the corporation to enter into any contract or to execute and deliver any document, instrument, or writing of any nature in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, etc. All checks, letters of credit, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the corporation shall be signed by the president and/or such other officers or agents of the corporation and in such manner as shall be determined from time to time by the board of directors. In the absence of such determination by the board of directors, the instruments shall be signed by the president.

Section 3. Deposits. All funds of the corporation shall be deposited to the credit of the corporation in such banks, trust companies, or other depositories as the board of directors may select.

Section 4. Gifts. The board of directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the corporation.

ARTICLE VIII

BOOKS AND RECORDS

Section 1. Corporate Records. The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its board of directors, and committees having any of the authority of the board of directors. The corporation shall keep a copy of the following records at its principal office:

(a) Articles of Incorporation and all amendments currently in effect;

(b) Bylaws and all amendments currently in effect;

(c) Minutes of all meetings of directors and records of all actions approved by the board of directors for the past three years;

(d) Annual financial statements for the past three years;

(e) A list of the names and addresses of its current directors and officers; and

(f) The most recent annual report filed with the Director of the Department of Commerce and Consumer Affairs.

Section 2. Inspection of Corporate Records. The records required to be kept at the corporation's principal office set forth in Section 1 of this Article, and any other records as required by law, shall be open to inspection at a reasonable time upon written demand of any director providing notice of five (5) business days or more.

ARTICLE IX

INDEMNIFICATION

Section 1. Indemnification. To the fullest extent permitted by Hawaii law, the corporation shall indemnify each director and officer of the corporation who is or was a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative and whether formal or informal, because such person is or was a director or officer of the corporation, against all expenses (including reasonable attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding. The corporation may indemnify current and former employees and agents of the corporation to the extent permitted by Hawaii law.

Section 2. Advances for Expenses. The corporation shall advance funds to pay for or reimburse the reasonable expenses and attorneys' fees incurred by a director or officer before final disposition of an action, suit or proceeding, provided that such person delivers a written affirmation of such person's good faith belief that such person has met the requisite standard of conduct for indemnification and delivers a written undertaking to repay such amount if it is ultimately determined that such person did not meet the standard of conduct. The board of directors may authorize payment in advance of final disposition of an action, suit or proceeding for the reasonable expenses and attorneys' fees incurred by an employee or agent seeking indemnification under this Article, provided that such employee or agent delivers the affirmation and undertaking described in the previous sentence.

Section 3. Continuing Indemnification. The indemnification provided for in Sections 1 and 2 of this Article shall be cumulative and not exclusive, and shall be in addition to any other indemnification provided by law or by any other agreement. Any repeal, amendment or modification of this Article shall not affect the indemnification provided in this Article for any acts or omissions occurring prior to such repeal, amendment or modification. The indemnification provided for in this Article shall continue as to any person who has ceased to be a director, officer or employee of the corporation and shall inure to the benefit of such person's heirs, personal representatives, executors and administrators.

ARTICLE X

FISCAL YEAR

The fiscal year of the corporation shall begin on the first day of January and end on the thirty-first day of December in each year or such other period as may from time to time be established by the board of directors.

ARTICLE XI

AMENDMENTS

These Bylaws may be altered, amended, or repealed and new bylaws may be adopted by the board of directors at any regular or special meeting.

CERTIFICATION

The undersigned, being the duly elected, qualified and acting secretary of the corporation, does hereby certify that the foregoing bylaws were duly adopted by board of directors of the corporation and are in full force and effect as of the date hereof.

Dated: 7/13/12

Secretary

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