



AMENDED AND RESTATED ARTICLES OF INCORPORATION

Article I.

The name of the corporation shall be HAWAI'I ALLIANCE OF NONPROFIT ORGANIZATIONS.

Article II.

The location of the corporation shall be at Honolulu, City and County of Honolulu, State of Hawai'i.

Article III.

The purpose of the corporation shall be to build a vital civil society of healthy, caring communities through strengthening the nonprofit sector in the State of Hawai'i. The corporation shall operate exclusively for charitable and educational purposes, including, but not limited to:

1. Social betterment of nonprofit organizations including their members and clients;
2. Increasing the effectiveness of nonprofit organizations by providing a forum:
 - a. where they can make their needs known and voices heard;
 - b. where they can develop beneficial networks;
 - c. where they can take joint action on issues of mutual concern;
 - d. where they can purchase and share resources;
3. Sharing information with the executive, legislative and judicial branches of federal, state and local government, and the general public on the role and needs of the nonprofit sector;
4. Identifying community needs, developing effective ways to address their concerns, and assisting nonprofit, public and community-based efforts to respond successfully; and
5. Providing services such as education, research, training and consultation to assist nonprofit organizations in carrying out their missions as efficiently and effectively as possible.

The corporation shall have all powers, rights, privileges and immunities permitted or provided to nonprofit corporations under Chapter 414D, Hawai'i Revised Statutes, as amended, and all other applicable laws.

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 any successor provision thereto) or by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended (or any successor provision thereto).

Article IV.

The corporation shall have members. The qualifications of the members of the corporation, the different classes of membership, if any, and other rights and privileges of the members shall be as set forth in or authorized by the bylaws of the corporation, provided, however, that only a General Member (as defined in the bylaws) shall have the right to vote on any matter submitted to a vote of the members.

Article V.

The officers of the corporation shall be elected or appointed as the bylaws shall provide, and any offices may be created in the manner provided by said bylaws.

There shall be a Board of Directors of such number as may from time to time be fixed by or authorized by the bylaws.

Article VI.

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 VII.

(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 Hawai'i 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 VIII.

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 what 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).

Approved by members, Nov. 1, 2006