

**Application for Recognition of Exemption
 Under Section 501(c)(3) of the Internal Revenue Code**

OMB No. 1545-0056
 Expires 5-31-96
 If exempt status is approved, this application will be open for public inspection.

Read the instructions for each Part carefully.

A User Fee must be attached to this application.

If the required information and appropriate documents are not submitted along with Form 8718 (with payment of the appropriate user fee), the application may be returned to you.

Complete the Procedural Checklist on page 7 of the instructions.

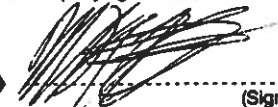
Part I Identification of Applicant

1a Full name of organization (as shown in organizing document)		2 Employer identification number (If none, see instructions.)
O'ahu Resource Conservation and Development Council		94 : 3279682
1b c/o Name (if applicable)		3 Name and telephone number of person to be contacted if additional information is needed
Eve G. Anderson, President		
1c Address (number, street, and room or suite no.)		4 Month the annual accounting period ends
99-193 Aiea Heights Drive, Suite 207		
1d City or town, state, and ZIP code		December
5 Date incorporated or formed		6 Activity codes (See instructions.)
November 24, 1997		
6 Activity codes (See instructions.)		7 Check here if applying under section:
350 379 402		
8 Did the organization previously apply for recognition of exemption under this Code section or under any other section of the Code? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," attach an explanation.		a <input type="checkbox"/> 501(e) b <input type="checkbox"/> 501(f) c <input type="checkbox"/> 501(k)
9 Is the organization required to file Form 990 (or Form 990-EZ)? <input type="checkbox"/> N/A <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach an explanation (see instructions).		
10 Has the organization filed Federal income tax returns or exempt organization information returns? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," state the form numbers, years filed, and Internal Revenue office where filed.		

- 11** Check the box for the type of organization. BE SURE TO ATTACH A CONFORMED COPY OF THE CORRESPONDING DOCUMENTS TO THE APPLICATION BEFORE MAILING (See Specific Instructions, Part I, Line 11.) Get Pub. 557, Tax-Exempt Status for Your Organization, for examples of organizational documents.)
- a Corporation—Attach a copy of the Articles of Incorporation (including amendments and restatements) showing approval by the appropriate state official; also include a copy of the bylaws. **SEE ATTACHMENTS LABELED Part I, 11-1, 11-2, 11-3**
 - b Trust—Attach a copy of the Trust Indenture or Agreement, including all appropriate signatures and dates.
 - c Association—Attach a copy of the Articles of Association, Constitution, or other creating document, with a declaration (see instructions) or other evidence the organization was formed by adoption of the document by more than one person; also include a copy of the bylaws.

If the organization is a corporation or an unincorporated association that has not yet adopted bylaws, check here

I declare under the penalties of perjury that I am authorized to sign this application on behalf of the above organization and that I have examined this application, including the accompanying schedules and attachments, and to the best of my knowledge it is true, correct, and complete.

Please Sign Here  (Signature) Vice - President (Title or authority of signer) 5-22-98 (Date)

Part II Activities and Operational Information

- 1 Provide a detailed narrative description of all the activities of the organization—past, present, and planned. Do not merely refer to or repeat the language in the organizational document. Describe each activity separately in the order of importance. Each description should include, as a minimum, the following: (a) a detailed description of the activity including its purpose; (b) when the activity was or will be initiated; and (c) where and by whom the activity will be conducted.

The O'ahu Resource Conservation and Development Council was incorporated on November 24, 1997.

ACTIVITIES**Past (1996-1997)**

Received interest from over 50 individuals with Neighborhood Boards, community private organizations to initiate a Resource Conservation and Development (RC&D) established & convened four steering committee meetings appointed committee to formulate Bylaws & Articles of Incorporation documents & submitted same to appropriate State agency reviewed & referred to other RC&D Council documents for guidance selected volunteer Interim Board of Directors to complete required documents for RC&D Program submitted application for RC&D Area designation to Secretary of Agriculture received incorporation status from appropriate State agency

Present (1997-1998)

- *Volunteer Interim Board of Directors
- °Conduct monthly meetings
- °Formulate & submit grant to conduct islandwide community-needs assessment for long-term Area Plan
- °Formulate Plan of Work (POW)

Future (1998-)

- °Conduct first Annual meeting to elect officers, discuss other organizational matters, etc.
- °Complete Area Plan that develops projects to
- °Update Plan of Work
- °Continue with ongoing projects

THESE ACTIVITIES ARE AND WILL BE CONDUCTED BY VOLUNTEER RESOURCE COMMITTEE (agriculture, culture, education) AND COUNCIL MEMBERS.

SEE ATTACHMENTS LABELED Part II, 1-1 & 1-2

- 2 What are or will be the organization's sources of financial support? List in order of size.

1. USDA - Natural Resources Conservation Service (NRCS)
2. State and County
3. Foundations and Trusts
4. O'ahu Soil and Water Conservation Districts (SWCDs)
5. Fundraisers
6. Membership

- 3 Describe the organization's fundraising program, both actual and planned, and explain to what extent it has been put into effect. Include details of fundraising activities such as selective mailings, formation of fundraising committees, use of volunteers or professional fundraisers, etc. Attach representative copies of solicitations for financial support.

Actual

- °Received sponsorship dues from West O'ahu SWCD

Planned

- °\$1/month membership dues
- °Sponsor organizations (i.e., West O'ahu SWCD)
- °Donations
- °Administrative (overhead) costs from projects O'ahu RC&D will undertake

Part II Activities and Operational Information (Continued)

4 Give the following information about the organization's governing body:

a Names, addresses, and titles of officers, directors, trustees, etc.

b Annual compensation

SEE ATTACHMENT LABELED Form 1023 - Part 11, 4a

- 0 -

c Do any of the above persons serve as members of the governing body by reason of being public officials or being appointed by public officials? Yes No

If "Yes," name those persons and explain the basis of their selection or appointment.

~~Francis Messman, Chief Planner, City & County of Honolulu~~

Dona L. Hanaike, Deputy Chief Planning Officer, Planning Department, City & County of Honolulu

d Are any members of the organization's governing body "disqualified persons" with respect to the organization (other than by reason of being a member of the governing body) or do any of the members have either a business or family relationship with "disqualified persons"? (See Specific Instructions, Part II, Line 4d.) Yes No

If "Yes," explain.

5 Does the organization control or is it controlled by any other organization? Yes No

Is the organization the outgrowth of (or successor to) another organization, or does it have a special relationship with another organization by reason of interlocking directorates or other factors? Yes No

If either of these questions is answered "Yes," explain.

Alan Gottlieb, Director, West O'ahu SWCD & Board Member, O'ahu RC&D
Eve Anderson, Associate Director, Windward O'ahu SWCD & Board Member, O'ahu RC&D
Ron Dietz, Director, South O'ahu SWCD & Board Member, O'ahu RC&D

6 Does or will the organization directly or indirectly engage in any of the following transactions with any political organization or other exempt organization (other than a 501(c)(3) organization): (a) grants; (b) purchases or sales of assets; (c) rental of facilities or equipment; (d) loans or loan guarantees; (e) reimbursement arrangements; (f) performance of services, membership, or fundraising solicitations; or (g) sharing of facilities, equipment, mailing lists or other assets, or paid employees? Yes No

If "Yes," explain fully and identify the other organizations involved.

(a) grants from other nonprofit organizations & government agencies

7 Is the organization financially accountable to any other organization? Yes No

If "Yes," explain and identify the other organization. Include details concerning accountability or attach copies of reports if any have been submitted.

Financial reports will be submitted to USDA - Natural Resources Conservation Service (NRCS)

Part II Activities and Operational Information (Continued)

8 What assets does the organization have that are used in the performance of its exempt function? (Do not include property producing investment income.) If any assets are not fully operational, explain their status, what additional steps remain to be completed, and when such final steps will be taken. If "None," indicate "N/A."

N/A

9 Will the organization be the beneficiary of tax-exempt bond financing within the next 2 years? Yes No

10a Will any of the organization's facilities or operations be managed by another organization or individual under a contractual agreement? Yes No

b Is the organization a party to any leases? Yes No
If either of these questions is answered "Yes," attach a copy of the contracts and explain the relationship between the applicant and the other parties.

11 Is the organization a membership organization? Yes No
If "Yes," complete the following:

a Describe the organization's membership requirements, and attach a schedule of membership fees and dues. Any O'ahu resident who completes a membership application, indicates District where he/she resides, home address & pays a membership fee (\$12/yr, \$1/month) to cover cost for mailing informational materials

b Describe the organization's present and proposed efforts to attract members, and attach a copy of any descriptive literature or promotional material used for this purpose. **SEE ATTACHMENT LABELED Part 11, 1-2**
1) word of mouth As projects become realities, members will be attracted
2) community meetings to undertake O'ahu RC&D activities.
3) newspaper articles

c What benefits do (or will) the members receive in exchange for their payment of dues?
Voting power at Annual Meetings & informational materials

12a If the organization provides benefits, services, or products, are the recipients required, or will they be required, to pay for them? N/A Yes No
If "Yes," explain how the charges are determined, and attach a copy of the current fee schedule.

b Does or will the organization limit its benefits, services, or products to specific individuals or classes of individuals? N/A Yes No
If "Yes," explain how the recipients or beneficiaries are or will be selected.

13 Does or will the organization attempt to influence legislation? Yes No
If "Yes," explain. Also, give an estimate of the percentage of the organization's time and funds that it devotes or plans to devote to this activity.

14 Does or will the organization intervene in any way in political campaigns, including the publication or distribution of statements? Yes No
If "Yes," explain fully.

Part III Technical Requirements

1 Are you filing Form 1023 within 15 months from the end of the month in which your organization was created or formed? Yes No
If you answer "Yes," do not answer questions on lines 2 through 7.

2 If one of the exceptions to the 15-month filing requirement shown below applies, check the appropriate box and proceed to question 8.

Exceptions—You are not required to file an exemption application within 15 months if the organization:

- a Is a church, interchurch organization of local units of a church, a convention or association of churches, or an integrated auxiliary of a church (see instructions);
- b Is not a private foundation and normally has gross receipts of not more than \$5,000 in each tax year; or
- c Is a subordinate organization covered by a group exemption letter, but only if the parent or supervisory organization timely submitted a notice covering the subordinate.

3 If the organization does not meet any of the exceptions on line 2, are you filing Form 1023 within 27 months from the end of the month in which the organization was created or formed? Yes No

If "Yes," your organization qualifies under section 4.01 of Rev. Proc. 92-85, 1992-42 I.R.B. 32, for an automatic 12-month extension of the 15-month filing requirement. Do not answer questions 4 through 7.

If "No," answer question 4.

4 If you answer "No" to question 3, has the organization been contacted by the IRS regarding its failure to file Form 1023 within 27 months from the end of the month in which the organization was created or formed? Yes No

If "No," your organization qualifies for an extension of time to apply under the "reasonable action and good faith" requirements of section 5.01 of Rev. Proc. 92-85. Do not answer questions 5 through 7.

If "Yes," answer question 5.

5 If you answer "Yes" to question 4, does the organization wish to request relief from the 15-month filing requirement? Yes No

If "Yes," give the reasons for not filing this application prior to being contacted by the IRS. See Specific Instructions, Part III, Line 5, before completing this item. Do not answer questions 6 and 7.

If "No," answer question 6.

6 If you answer "No" to question 5, your organization's qualification as a section 501(c)(3) organization can be recognized only from the date this application is filed with your key District Director. Therefore, do you want us to consider the application as a request for recognition of exemption as a section 501(c)(3) organization from the date the application is received and not retroactively to the date the organization was created or formed? Yes No

7 If you answer "Yes" to the question on line 6 above and wish to request recognition of section 501(c)(4) status for the period beginning with the date the organization was formed and ending with the date the Form 1023 application was received (the effective date of the organization's section 501(c)(3) status), check here and attach a completed page 1 of Form 1024 to this application.

Part III Technical Requirements (Continued)

- 8 Is the organization a private foundation?
 Yes (Answer question on line 9.)
 No (Answer question on line 10 and proceed as instructed.)

- 9 If you answer "Yes" to the question on line 8, does the organization claim to be a private operating foundation?
 Yes (Complete Schedule E)
 No

After answering the question on this line, go to Part IV.

- 10 If you answer "No" to the question on line 8, indicate the public charity classification the organization is requesting by checking the box below that most appropriately applies:

THE ORGANIZATION IS NOT A PRIVATE FOUNDATION BECAUSE IT QUALIFIES:

- | | | |
|---|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------|
| a | <input type="checkbox"/> As a church or a convention or association of churches (CHURCHES MUST COMPLETE SCHEDULE A.) | Sections 509(a)(1) and 170(b)(1)(A)(i) |
| b | <input type="checkbox"/> As a school (MUST COMPLETE SCHEDULE B.) | Sections 509(a)(1) and 170(b)(1)(A)(ii) |
| c | <input type="checkbox"/> As a hospital or a cooperative hospital service organization, or a medical research organization operated in conjunction with a hospital (MUST COMPLETE SCHEDULE C.) | Sections 509(a)(1) and 170(b)(1)(A)(iii) |
| d | <input type="checkbox"/> As a governmental unit described in section 170(c)(1). | Sections 509(a)(1) and 170(b)(1)(A)(v) |
| e | <input type="checkbox"/> As being operated solely for the benefit of, or in connection with, one or more of the organizations described in a through d, g, h, or i (MUST COMPLETE SCHEDULE D.) | Section 509(a)(3) |
| f | <input type="checkbox"/> As being organized and operated exclusively for testing for public safety. | Section 509(a)(4) |
| g | <input type="checkbox"/> As being operated for the benefit of a college or university that is owned or operated by a governmental unit. | Sections 509(a)(1) and 170(b)(1)(A)(iv) |
| h | <input type="checkbox"/> As receiving a substantial part of its support in the form of contributions from publicly supported organizations, from a governmental unit, or from the general public. | Sections 509(a)(1) and 170(b)(1)(A)(vi) |
| i | <input checked="" type="checkbox"/> As normally receiving not more than one-third of its support from gross investment income and more than one-third of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions (subject to certain exceptions). | Section 509(a)(2) |
| j | <input checked="" type="checkbox"/> The organization is a publicly supported organization but is not sure whether it meets the public support test of block h or block i. The organization would like the IRS to decide the proper classification. | Sections 509(a)(1) and 170(b)(1)(A)(vi) or Section 509(a)(2) |

If you checked one of the boxes a through f in question 10, go to question 15. If you checked box g in question 10, go to questions 12 and 13. If you checked box h, i, or j, go to question 11.

Part III Technical Requirements (Continued)

- 11** If you checked box h, i, or j on line 10, has the organization completed a tax year of at least 8 months?
 Yes—Indicate whether you are requesting:
 A definitive ruling (Answer questions on lines 12 through 15.)
 An advance ruling (Answer questions on lines 12 and 15 and attach two Forms 872-C completed and signed.)
 No—You must request an advance ruling by completing and signing two Forms 872-C and attaching them to the application.
- 12** If the organization received any unusual grants during any of the tax years shown in Part IV-A, attach a list for each year showing the name of the contributor; the date and the amount of the grant; and a brief description of the nature of the grant.

- 13** If you are requesting a definitive ruling under section 170(b)(1)(A)(iv) or (vi), check here and:
a Enter 2% of line 8, column (e) of Part IV-A _____
b Attach a list showing the name and amount contributed by each person (other than a governmental unit or “publicly supported” organization) whose total gifts, grants, contributions, etc., were more than the amount entered on line 13a above.

- 14** If you are requesting a definitive ruling under section 509(a)(2), check here and:
a For each of the years included on lines 1, 2, and 9 of Part IV-A, attach a list showing the name of and amount received from each “disqualified person.” (For a definition of “disqualified person,” see **Specific Instructions, Part II, Line 4d.**)
b For each of the years included on line 9 of Part IV-A, attach a list showing the name of and amount received from each payer (other than a “disqualified person”) whose payments to the organization were more than \$5,000. For this purpose, “payer” includes, but is not limited to, any organization described in sections 170(b)(1)(A)(i) through (vi) and any governmental agency or bureau.

15 Indicate if your organization is one of the following. If so, complete the required schedule. (Submit only those schedules that apply to your organization. Do not submit blank schedules.)	Yes	No	If “Yes,” complete Schedule:
Is the organization a church?		X	A
Is the organization, or any part of it, a school?		X	B
Is the organization, or any part of it, a hospital or medical research organization?		X	C
Is the organization a section 509(a)(3) supporting organization?		X	D
Is the organization a private operating foundation?		X	E
Is the organization, or any part of it, a home for the aged or handicapped?		X	F
Is the organization, or any part of it, a child care organization?		X	G
Does the organization provide or administer any scholarship benefits, student aid, etc.?		X	H
Has the organization taken over, or will it take over, the facilities of a “for profit” institution? . . .		X	I

Part IV Financial Data

Complete the financial statements for the current year and for each of the 3 years immediately before it. If in existence less than 4 years, complete the statements for each year in existence. If in existence less than 1 year, also provide proposed budgets for the 2 years following the current year.

A. Statement of Revenue and Expenses

	Current tax year	3 prior tax years or proposed budget for 2 years			(e) TOTAL
	(a) From Jan. to Dec. 1998	(b) 1999....	(c) 2000.	(d) 19.....	
Revenue					
1 Gifts, grants, and contributions received (not including unusual grants—see instructions)	\$ -0-	\$ 20,000	\$ 25,000		\$ 45,000
2 Membership fees received	960	1,260	1,560		3,780
3 Gross investment income (see instructions for definition)					
4 Net income from organization's unrelated business activities not included on line 3					
5 Tax revenues levied for and either paid to or spent on behalf of the organization					
6 Value of services or facilities furnished by a governmental unit to the organization without charge (not including the value of services or facilities generally furnished the public without charge)	39,000	134,500	127,500		301,000
7 Other income (not including gain or loss from sale of capital assets) (attach schedule)	465				465
8 Total (add lines 1 through 7)	\$ 40,425	\$ 155,760	\$ 154,060		\$ 350,245
9 Gross receipts from admissions, sales of merchandise or services, or furnishing of facilities in any activity that is not an unrelated business within the meaning of section 513	500	500	500		1,500
10 Total (add lines 8 and 9)	\$ 40,925	\$ 156,260	\$ 154,560		\$ 351,745
11 Gain or loss from sale of capital assets (attach schedule)					
12 Unusual grants					
13 Total revenue (add lines 10 through 12)	\$ 40,925	\$ 156,260	\$ 154,560		\$ 351,745
Expenses					
14 Fundraising expenses	400	400	400		
15 Contributions, gifts, grants, and similar amounts paid (attach schedule)					
16 Disbursements to or for benefit of members (attach schedule)	700	1,000	1,300		
17 Compensation of officers, directors, and trustees (attach schedule)	-0-	-0-	-0-		
18 Other salaries and wages					
19 Interest					
20 Occupancy (rent, utilities, etc.)					
21 Depreciation and depletion					
22 Other (attach schedule) Filing fees	500	100	100		
23 Total expenses (add lines 14 through 22)	1,600	1,500	1,800		
24 Excess of revenue over expenses (line 13 minus line 23)	\$ 39,325	\$ 154,760	\$ 152,760		

Part IV Financial Data (Continued)

B. Balance Sheet (at the end of the period shown)		Current tax year Date <u>1998</u>
Assets		
1	Cash	\$ 895
2	Accounts receivable, net	
3	Inventories	
4	Bonds and notes receivable (attach schedule)	
5	Corporate stocks (attach schedule)	
6	Mortgage loans (attach schedule)	
7	Other investments (attach schedule)	
8	Depreciable and depletable assets (attach schedule)	
9	Land	
10	Other assets (attach schedule)	
11	Total assets (add lines 1 through 10)	\$ 895
Liabilities		
12	Accounts payable	\$ 465
13	Contributions, gifts, grants, etc., payable	
14	Mortgages and notes payable (attach schedule)	
15	Other liabilities (attach schedule)	
16	Total liabilities (add lines 12 through 15)	\$ 465
Fund Balances or Net Assets		
17	Total fund balances or net assets	
18	Total liabilities and fund balances or net assets (add line 16 and line 17)	\$ 465

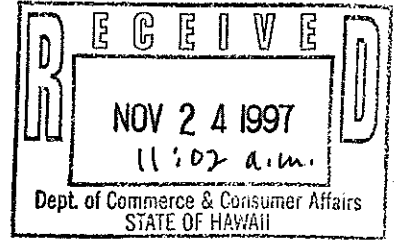
If there has been any substantial change in any aspect of the organization's financial activities since the end of the period shown above, check the box and attach a detailed explanation

50.00

Nonrefundable Filing Fee - \$25.00
Submit Original and One True Copy

DOMESTIC NONPROFIT

State of Hawaii
DEPARTMENT OF COMMERCE AND CONSUMER AFFAIRS
Business Registration Division
1010 Richards Street
Mailing Address: P.O. Box 40, Honolulu, HI 96810



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

PLEASE TYPE OR PRINT LEGIBLY IN BLACK INK

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

I

The name of the corporation shall be: O'ahu Resource Conservation and Development Council

II

The address of the corporation's office is (provide street address): 99-193 Aiea Heights Drive
Suite 207, Aiea, HI 96701

III

The period of its duration is perpetual.

IV

Section 1. The purpose(s) for which the corporation is organized:

To improve the quality of life of the people of O'ahu by encouraging
and assisting local leadership to develop and carry out activities
that conserve and sustain our natural, human, cultural and economic
resources.

and the transaction of any or all lawful activities for which nonprofit corporations may be incorporated under Chapter 415B, Hawaii Revised Statutes.

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

V

The number of directors shall not be less than three (3) and the number of directors constituting the initial Board of Directors is 3. The following are the names and residence street addresses of the initial directors:

Directors (must be individuals)

<u>Name</u>	<u>Residence Street Address (number, street, city, state, zip code)</u>
1. <u>Lisa Mitchell</u>	<u>1579 Kalaepaa, Honolulu, HI 96819</u>
2. <u>Eve Anderson</u>	<u>41-505 Kalaniana'ole Highway, Waimanalo, HI 96795</u>
3. <u>George Williams</u>	<u>67-455 Kukea Circle, Waialua, HI 96791</u>

VI

The officers of the corporation shall consist of a president, vice president, secretary and treasurer. The following are the names and residence street addresses of the initial officers:

Officers (must be individuals)

<u>Name</u>	<u>Residence Street Address (number, street, city, state, zip code)</u>
President <u>Lisa Mitchell</u>	<u>1579 Kalaepaa St., Honolulu, HI -96819</u>
Vice-President <u>Eve Anderson</u>	<u>41-505 Kalaniana'ole Highway, Waimanalo, HI 96795</u>
Secretary <u>George Williams</u>	<u>67-455 Kukea Circle, Waialua, HI 96791</u>
Treasurer <u>George Williams</u>	<u>67-455 Kukea Circle, Waialua, HI 96791</u>

VII

- The corporation has members.
- The corporation has no members.

VIII

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

We certify under the penalties of Section 415B-15B, Hawaii Revised Statutes, that we have read the above statements and that the same are true and correct.

Witness our hands this 28 th day of July, 19 97.

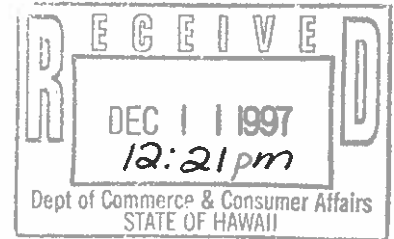
Lisa Mitchell
(Type/Print Name of Incorporator)

Lisa Mitchell
(Signature of Incorporator)
(Sign in black ink)

Eve Anderson
(Type/Print Name of Incorporator)

Eve Anderson
(Signature of Incorporator)
(Sign in black ink)

STATE OF HAWAII
DEPARTMENT OF COMMERCE AND CONSUMER AFFAIRS
Business Registration Division
1010 Richards Street
Mailing Address: P. O. Box 40, Honolulu, Hawaii 96810



ARTICLES OF AMENDMENT
(Section 415B-38, Hawaii Revised Statutes)

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

1. The name of the corporation is:

O'ahu Resource Conservation and Development Council

2. The amendment adopted is attached.

3. If adoption of the amendment was by the members, complete the following:

A. A meeting of the members was held on _____

(Month Day Year)

A quorum was present at the meeting, and at least two-thirds of the members present at the meeting voted to adopt the amendment.

OR

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

4. If adoption of the amendment was by the board of directors, complete the following:

A. A meeting of the directors was held on December _____

9 1997

(Month Day Year)

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

OR

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

5. If the amendment was adopted by the board of directors, check only one of the following:

[] The corporation has no members. OR [x] There are no members entitled to vote.

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

Witness our hands this 11th day of December, 1997.

Eve Anderson, President

(Type/Print Name & Title)

Eve Anderson

(Signature of Officer)

Ron Dietz, Vice President

(Type/Print Name & Title)

[Signature]

(Signature of Officer)

(See Reverse Side For Instructions)

**ATTACHMENT TO ARTICLES OF AMENDMENT
of**

O'ahu Resource Conservation and Development Council
(Corporate Name)

Fill in applicable blank(s) and insert text of the amendment.

Article VIII, Section _____, Subsection _____,

Paragraph _____, is amended to read as follows: _____

The corporation is nonprofit in nature, and shall not authorize sh or issue shares of stock. No dividends shall be paid and no part of the income or profit of the corporation shall be distributed to its members, directors, or officers, except for service actually rendered to the corporation. Upon the dissolution of the Corporation, its assets remaining after payment of, or provision for payment of, all debts and liabilities of the Corporation shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for charitable, educational, religious and/or scientific purposes and which has been established its tax-exempt status under Section 501 [c] [3] of the Internal Revenue Code of 1986.

**O'AHU RESOURCE CONSERVATION AND DEVELOPMENT COUNCIL
BY-LAWS**

ARTICLE I

NAME; PURPOSE; NONPROFIT CORPORATION; SEAL

Section 1.01 Name

The name of this Organization shall be the O'ahu Resource Conservation and Development Council.

Section 1.02 Purpose

The purpose of the Corporation shall be to improve the quality of life of the people of O'ahu by encouraging and assisting local leadership to develop and carry out activities that conserve and sustain our natural, human, cultural and economic resources.

Section 1.03 Nonprofit Corporation

The Corporation shall be a Nonprofit Corporation as designated by the Internal Revenue Service under Section 501(c)(3) of the Internal Revenue Code. The Corporation shall not authorize or issue shares of stock. No dividends shall be paid and no part of the income or earnings which may be derived from its operation, in pursuance of the purpose of the Corporation, shall be distributed to or inure to the benefit of any Member, Director or Officer of the Corporation, or any private individual, but shall be used to promote the purpose of the Corporation. If the Corporation is dissolved, its assets remaining after payment of, or provision for payment of, all debts and liabilities of the Corporation shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable, educational, religious an/or scientific purposes an which has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, as directed by a majority vote of any remaining Board of Director members.

Section 1.04 Corporate Seal

The Corporation may have a corporate seal as the Board of Directors shall determine.

ARTICLE II

PRINCIPAL OFFICE

Section 2.01 Principal Office

The principal office of the Corporation shall be maintained at such address in the County of Honolulu, Island of O'ahu, State of Hawaii, as the Board of Directors shall determine.

ARTICLE III

GOVERNANCE

Section 3.01 Governance

The O'ahu Resource Conservation and Development Council shall consist of a general Membership that shall elect a Board of Directors. The Board of Directors shall govern according to the Articles expressed in this document.

ARTICLE IV

MEMBERSHIP

Section 4.01 Members

Any resident of O'ahu who is interested in promoting, fostering and furthering the purpose of the Corporation shall be eligible for membership. Persons who wish to become Members of the Corporation must submit a signed application form with the Board of Directors, declare the District where they reside (including their home address), and pay a \$12 annual membership fee. The

Board of Directors from time to time shall set the amount of the annual membership fees, provided that any increase in the membership fee shall not exceed the current annual fee more than twenty-five (25) percent. The annual membership fee shall be for the cost of preparing informational materials and postage to members. Membership dues (\$12/year) for sponsors are waived.

Section 4.02 Term

The term of membership shall be for one year, renewable annually.

Section 4.03 Members Eligible to Vote at Annual and Special Meetings

Any Member registered with the Board of Directors and is a Member in good standing for sixty (60) days before said meetings are called to order is eligible to vote.

ARTICLE V

MEMBERSHIP MEETINGS

Section 5.01 Place of Membership Meetings

All meetings of Members shall be held in the County of Honolulu, Island of O'ahu as designated by the Board of Directors.

Section 5.02 Annual Membership Meeting

Annual Meetings will be called by the Board of Directors during the first quarter of the new year. At such Annual Meetings, elections of the Board of Directors shall occur, reports of the affairs of the Corporation shall be presented, and any other business may be transacted which has been established as an agenda item. ~~Nine (9) Members need be present at a Membership Meeting in order to constitute a quorum to transact business, and, in order to be valid.~~ Any act or business must receive the approval of a majority of such quorum.

Section 5.03 Special Meetings

The Chairperson or three (3) or more Board of Directors, or five (5) or more Members may request a Special Meeting by submitting in writing to the Chairperson the specific reason for such a meeting. A special meeting of the Members must be called to order by the Chairperson within thirty (30) days of receiving a request.

Section 5.04 Meeting Notice

A printed notice of meeting time, place and agenda shall be prepared by the Secretary, and mailed to each Member, at such address as may appear on the membership rolls of the Corporation, at least fifteen days before the meeting. Notice of the convening of Membership Meetings will be publicized via newspaper, radio and other means as determined by the Board of Directors.

Section 5.05 Membership Voting

Each Member shall vote for one (1) Board of Director from the district where they live as declared on their application form ~~and for four (4) At Large candidates~~. Each Member shall have one (1) vote on all other matters properly brought to the floor at Membership meetings. Members must be present at the meeting to vote. ~~Appointed Board of Directors members (Section 6.01, 3-4) shall vote for At Large Board of Director candidates and all other matters properly brought to the floor at Membership meetings.~~

Section 5.06 Minutes

Minutes of all meetings of the Corporation shall be provided to each member upon request.

ARTICLE VI

BOARD OF DIRECTORS

Section 6.01 Board of Directors Composition

The Corporation shall have a twelve (12) member Board of Directors. Those to be elected will include:

1. Two (2) representatives from each of O'ahu's eight (8) Development Plan Districts, the boundaries as defined in the City and County's Development Plan Document:
Ko'olaupoko, Ko'olaupoko, North Shore, Waianae, Central O'ahu, Ewa, Primary Urban Center, East Honolulu

The representative in each district that receives the highest number of votes will sit on the Board of the O'ahu Resource Conservation and Development Council with one (1) vote.

The representative in each district that receives the second highest number of votes will serve as an alternate and fill-in with a vote on the Board when the elected representative cannot attend meetings.

These two elected representatives will be working "partners" and should be in close communication in regards to all issues in their district.

2. Board Members appointed by our sponsors include:

Three (3) of O'ahu Soil and Water Conservation Districts, one (1) member each:

- (1) West O'ahu Soil and Water Conservation District
- (2) South O'ahu Soil and Water Conservation District
- (3) Windward O'ahu Soil and Water Conservation District and One (1) member appointed by the Mayor of the City and County of Honolulu.

Each sponsor to the O'ahu Resource Conservation and Development Council will sit on the Board with one (1) vote.

Section 6.02 Duties of the Board of Directors

The Board of Directors shall make decisions pertaining to the orderly operation of the O'ahu Resource Conservation and Development Area (RC&D). The Board of Directors shall have general control of the business and affairs of the Corporation and shall have the right to exercise all powers that may be exercised or performed by the Corporation under the law, its Charter of Incorporation, and these By-Laws, except such as are reserved to or may be conferred from time to time upon the Members of the Corporation by law, by the Articles of Incorporation, or by the By-Laws. Specific duties include but are not limited to:

1. To conduct meetings in each District described in Section 6.1 in order to gain information to be included in and to receive comments on the O'ahu RC&D Area Plan;
2. Developing and approving the O'ahu RC&D Area Plan every ten (10) years, Area Plan amendments periodically, and a Plan of Work annually in order to set priorities of work and to schedule operations in the O'ahu RC&D Area; (The annual Plan of Work will be presented at the Annual Membership Meeting of all O'ahu RC&D Members.)
3. Providing guidance and direction to committees related to RC&D matters; and
4. Engaging in any other activities which promote the purpose of the Corporation and are consistent with its By-Laws.

Section 6.03 Executive Committee

The Executive Committee shall consist of the Officers as described in Article VII, Section 7.01 of these By-Laws.

Section 6.04 Duties of the Executive Committee

Duties of the Executive Committee shall include:

1. To meet in-between regularly scheduled Board of Directors meetings to discuss and take action on important matters that cannot wait for the next Board of Directors meeting;
2. To research and act on issues as directed by the Board of Directors;
3. To represent the Board of Directors at special events; and
4. To provide coordination and guidance to the Board of Directors.

Section 6.05 Terms

All elected seats of the Board of Directors are for three (3) year terms; not to exceed two (2) consecutive terms. The Executive Committee shall set a schedule at the first Annual Meeting that will stagger these terms so that no more than five (5) seats will be elected annually.

Section 6.06 Resignation of Directors

Any director may resign from his or her directorship at any time by delivering a written notice of resignation to the Secretary. Acceptance of the resignation by the Board shall not be necessary.

Section 6.07 Removal of Directors

Any director may be removed from his or her directorship at any time for conduct inconsistent with the best interest of the Corporation by a two-thirds (2/3) vote of the Board of Directors. The challenged Director shall have the right to appeal and to bring witnesses at the Board of Directors meeting; however, the decision of the Board of Directors shall be final. The Secretary shall serve notice to the Board of Directors of the impending removal of the challenged Director no later than ten (10) days after the challenge has been received and acknowledged by the Board of Directors; and said notice shall contain the date, time, and place for which a hearing shall be conducted and by whom and reasons for which challenge is served.

Section 6.08 Attendance and Accountability

Each Director has the duty to attend all meetings and training programs of the Corporation. A Director unable to attend a meeting or training program of the Corporation shall so notify the Secretary or Staff by telephone. Any Director who misses two (2) consecutive meetings of the Board of Directors, without proper notification to the Board, may be removed from the Board by a two-thirds (2/3) vote of the Board of Directors. The challenged Director may not vote on the question of his or her removal from the Board.

Section 6.09 Vacancies

A vacancy on the Board of Directors due to death, resignation, or removal shall be filled by the appointment of a replacement by the rest of the Board of Directors. The appointee shall be from the district of the vacant Board member and shall serve until the next Annual Membership Meeting when an election by the General Membership for the vacancy shall occur.

Section 6.10 Board of Directors Meetings

The Board of Directors shall hold quarterly meetings at such places, at such times, and on such dates as determined by a vote of the Board of Directors.

Section 6.11 Board of Directors Special Meetings

Special meetings of the Board of Directors may be called at anytime by the Chair or by the written request of any three (3) directors.

Section 6.12 Notice of Meetings

Reasonable notice of any meeting of the Board of Directors shall be given to each Director and submitted to the daily newspaper. Such written notice shall be mailed not less than ten (10) days prior to the date of the meeting. Non-receipt by a Director of any written notice of a meeting mailed to such Director shall

not invalidate any business done at the meeting while a quorum is present. All meetings shall be open to the public. On the meeting agenda, a category shall be designated for public input. Speakers shall be limited to three (3) minutes unless given more time by Board of Directors decision.

Section 6.13 Quorum

Fifty one (51) percent of the total Board of Directors shall constitute a quorum to transact business, and, in order to be valid, any act or business must receive the approval of a majority of such quorum. In the absence of a quorum, the Directors present shall adjourn the meeting to another time and date, and no further business shall be transacted. The Directors present, however, may discuss, but not act upon, the Corporation's affairs. If a quorum cannot be achieved for two (2) regular meetings, any interested member as described in Section 4.01 or Board of Director member as described in Section 6.01 may call for an election to elect Board of Directors members to a number sufficient to make a quorum. This call shall be advertised to the entire Membership of the Corporation.

Section 6.14 Action by Directors Without a Meeting

Any action required or permitted to be taken at a meeting of the Directors may be taken without a meeting if a consent in writing setting forth the action so taken, is signed by all of the Directors with respect to the subject matter thereof and filed with the records of the meetings of the Board of Directors. Such consent shall have the same effect as a unanimous vote of the Board of Directors and may be stated as such in any articles or documents filed with the Director of the Department of Commerce and Consumer Affairs and stated in Hawaii Revised Statute (HRS 415B-16).

Section 6.15 Gifts and Contributions

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 VII

OFFICERS

Section 7.01 Appointment and Terms of Office

The Officers of the Corporation shall be the Chairperson, one or more Vice Chairpersons, the Secretary, and the Treasurer, and such other Officers as may from time-to-time be elected by the Board of Directors. All Officers shall be elected by the Directors immediately following the Annual Membership Meeting or at the first meeting of the Fiscal Year. All officers must be members of the Board of Directors. Office terms are for one (1) year. The Chairperson shall not be eligible to serve consecutive terms unless receiving three-fourth (3/4) vote of the Board of Directors.

Section 7.02 Resignations

Any Officer may resign at any time by delivering his or her written resignation to the Chairperson or Secretary of the Board of Directors.

Section 7.03 Removal

Any Officer may be removed with cause by a vote of three-fourth (3/4) of the Board of Directors. The challenged Officer shall have the right to appeal and to bring witnesses before a meeting of the Board of Directors; however, the decision of the Board of Directors shall be final.

Section 7.04 Vacancies

Any vacancy in an office may be filled for the unexpired portion of the term by Board of Directors vote. Said replacement shall be selected from members of the Board of Directors.

Section 7.05 The Chairperson

The Chairperson shall be the Chief Executive Officer of the Corporation. He or she shall have the responsibility for the policies of the Corporation, subject to the control of the Board of Directors, and shall have such other powers and duties not inconsistent with these By-Laws as may be assigned to him or her from time-to-time by the Board of Directors, including but not limited to:

1. The duty to preside over all meetings of the Board of Directors and the Executive Committee;
2. The power to call special meetings of the Board of Directors;
3. The duty to participate as an ex-officio member of all committees;
4. The power to countersign all drafts, checks, notes, orders or other undertakings for the payment of money on behalf of the Corporation; and
5. The responsibility of preparing a written report at the end of each fiscal year that outlines the year's activities. This report will be presented to the members at the annual meeting, accepted by the Board of Directors and held by the Secretary; and
6. The power to delegate any or all of his or her duties and other Officers duties to another Officer, member or person, subject to approval of the Board of Directors.

Section 7.06 Vice-Chairperson

The Vice-Chairperson shall be responsible for the policies of the Corporation in the absence of the Chairperson, subject to the control of the Board of Directors. He or she shall have such other powers and duties not inconsistent with these By-Laws as may be assigned to him or her from time-to-time by the Chairperson and/or the Board of Directors.

Section 7.07 Secretary

The Secretary shall:

1. Be custodian of all records and documents of the Corporation;
2. Attend meetings of the Board of Directors and shall record the proceedings thereof in the minute book(s) of the Corporation. He or she shall give notice, in conformity with these By-Laws, of meetings of the Board of Directors. The Board of Directors may designate, as necessary, above tasks to the O'ahu RC&D Staff.
3. In the absence of the Chairperson and Vice-Chairperson, the Secretary shall have the power to call such meetings and shall preside there at until a Chairperson Pro Tempore shall be chosen by the Board of Directors. The Secretary shall perform all other duties incident to his other office or which may be assigned to him or her by the Board of Directors.

Section 7.08 The Treasurer

The Treasurer shall manage the financial affairs of the Corporation including:

1. Receiving monies on behalf of the Corporation;
2. Depositing all monies into appropriate accounts established for the Corporation;
3. Disbursing monies of the Corporation in a timely manner and in accordance with the directions of the Board of Directors;
4. Providing a financial statement at each Board of Directors and Annual Membership meeting; and
5. Making the Corporation books available for public review at the Corporation principal office.

Section 7.09 Dealings Between the Corporation and Its Directors

Except for dealings in the ordinary course of business, the Corporation, its Officers, and its Board of Directors shall not in such capacity contract with or provide financial assistance to any of the following persons:

1. A member of the Board of Directors of this Corporation;
2. Officers of the Corporation;
3. Anyone who is a member of the immediate family or any of the individuals mentioned in paragraph 1 and 2 of this section, (specifically husband, wife, father, father-in-law, mother, mother-in-law, brother, brother-in-law, sister, sister-in-law, son, son-in-law, daughter, daughter-in-law); and
4. Any corporation which is controlled by an individual mentioned in paragraph 1 and 2 of this section.

ARTICLE VIII

COMMITTEES

Section 8.01 Committees

1. The O'ahu RC&D Council shall have the following Committees:
 - A. An Executive Committee as described in Section 6.3;
 - B. Resource Committees, formed by the Board of Directors, in accordance with resource sectors identified and targeted in the O'ahu RC&D Area Plan. Resource Committees will carry out specific activities in their designated sectors, such as agriculture, culture, and education. Such activities will include projects initiated and carried out by members of O'ahu's communities. Any interested person may serve on a Resource Committee; and
 - C. Other Committees can be formed as needed by the Board of Directors.

2. All Committee Chairpersons will be appointed by the Chairperson of the Board of Directors and confirmed by a majority vote of the Board of Directors.
3. The responsibility of Committees will be to research and review issues entirely and to present their recommendations to the Board of Directors for discussion and action.
4. All Committee are advisory to the Board of Directors.

Section 8.02 Committee Voting

All questions before Committees shall be decided by majority agreement of Committee members. Minority positions may also be presented to the Board of Directors for consideration.

ARTICLE IX

DEPOSITS, CHECKS, LOANS, CONTRACTS, ETC.

Section 9.01 Deposit of Funds

All funds of the Corporation not otherwise employed shall be deposited in such banks, trust companies, federal credit unions, or other reliable depositories as the Board of Directors may from time-to-time determine.

Section 9.02 Checks

All checks, drafts, endorsements, notes and evidences of indebtedness of the Corporation shall be signed by such officer or officers or agents or agents of the Corporation and in such manner as the Board of Directors may from time-to-time determine.

Section 9.03 Loans

No loans or advances shall be contracted on behalf of the Corporation, and no note or other evidence of indebtedness shall be issued in its name, except as authorized in writing by the

Board of Directors. Any authorization may be general and confined to specific instances, and may include authorization to pledge, as security for loans or advances, any and all securities and other property held by the Corporation. The Corporation shall not make loans to any of its Directors or Officers.

Section 9.04 Contracts

The Chairperson or any other Officer authorized by the Board of Directors may, in the name and on behalf of the Corporation, enter into those contracts or execute and deliver those instruments that are authorized by the Board of Directors. Any authorization may be general or confined to specific instances, provided that no officer or other agent of the Corporation may enter into any contract or execute or deliver any instrument (other than a note or evidence of indebtedness) in the name and on behalf of the Corporation which shall exceed in value the amount to be determined by the Board of Directors without prior written approval of the Board of Directors.

ARTICLE X

INDEMNIFICATION OF DIRECTORS AND OFFICERS

Section 10.01 Indemnification of Directors and Officers

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 action or proceeding by reason of the fact that such person is or was an Officer, Director or agent of this Corporation, or is or was serving at the written request of this Corporation as a Director, Officer, employee or agent of another foreign or domestic corporation, partnership, joint venture or other enterprise, against expenses, judgements, fines, settlements and other amounts actually and reasonably incurred in connection with such proceeding, to the fullest extent permitted under Section 415B-158.5 of the Hawaii Revised Statutes as the same may be amended from time-to-time or any successor statute. This indemnification provided herein shall not be deemed exclusive of any agreement, vote of members or disinterested Directors or otherwise, both as to action in a person's official capacity and

as to action in another capacity while holding such office and shall continue as to a person who has ceased to be an agent and shall inure to the benefits of the heirs, executors and administrators of such person.

Section 10.02 Insurance

This Corporation shall have power to purchase and maintain insurance on behalf of any Director, Officer, or agent of the Corporation, against any liability asserted against or incurred by the Director, Officer or agent in any such capacity or arising out of the Director, Officer or agent's status as such.

ARTICLE XI

AUDIT

Section 11.01 Audit of the Books

The Board of Directors shall cause a complete audit or review to be made of the books of the Corporation at least once in each business year and more often if required by the Board of Directors, and shall thereafter make appropriate reports to all Directors. The Board of Directors may appoint some person, firm or corporation engaged in the business of auditing to act as the auditor of the Corporation, providing the person, firm or corporation has no relation to any Director or Officer at the time of appointment.

ARTICLE XII

CORPORATE BOOK AND RECORDS; INSPECTION OF OFFICIAL CORPORATION DOCUMENTS

Section 12.01 Books and Records

The Corporation shall keep correct and complete books and records of account of the Corporation and minutes of the

proceedings of its Board of Directors and any committee having any of the authority of the Board of Directors, and shall keep at its registered office or principal office in the State a record of the names and addresses of its Directors. All books and records of the Corporation may be inspected, upon written demand, by any Director or Director's agent or attorney for the proper purpose at any reasonable time. Demand of inspection other than at a meeting shall be made in writing upon the Chair, the Secretary or any other officer designated by the Board of Directors.

Section 12.02 Inspection of Official Corporation Documents

The Corporation shall keep in its principal office for the transaction of business a copy of the official documents of the Corporation as amended or otherwise altered to date, which shall be open to inspection by the Directors and the public at all reasonable times during office hours.

ARTICLE XIII

FISCAL YEAR

Section 13.01 Fiscal Year

The fiscal year of the Corporation shall be from January 1 to December 31.

ARTICLE XIV

ROBERT'S RULES OF ORDER AND PROXIES

Section 14.01 Robert's Rules of Order

Robert's Rules of order will be observed for the orderly transaction of Corporate business.

Section 14.02 Proxies

Voting by proxy will not be permitted at any meetings of the Board of Directors, any committee, boards or bodies created by the Board of Directors.

ARTICLE XV

AMENDMENT OF BY-LAWS

Section 15.01 Amendment of By-Laws

These By-Laws may be altered, amended, or repealed and new By-Laws may be developed. Any changes must be approved and ratified by a majority vote of those Members attending the Annual Membership Meeting.

Approval

These By-Laws were approved at the September 28, 1997 O'ahu Resource Conservation and Development Steering Committee meeting at 99-193 Aiea Heights Dr., Aiea, HI 96701.

Amended

These By-Laws were amended at the June 28, 1998 Annual O'ahu Resource Conservation and Development Council meeting at 99-193 Aiea Heights Dr., Aiea, HI 96701.

DOMESTIC NONPROFIT CORPORATION

STATE OF HAWAII

MAKE CHECK PAYABLE TO:

DEPARTMENT OF COMMERCE AND CONSUMER AFFAIRS

ORIGINAL-RETURN BY MARCH 3
PENALTY FOR LATE FILING

FILING FEE: \$5.00

BUSINESS REGISTRATION DIVISION

1010 Richards Street

Mailing Address: Annual Filing, P.O. Box 40, Honolulu, HI. 96810

DOMESTIC NONPROFIT CORPORATION ANNUAL REPORT FOR THE YEAR ENDED DECEMBER 31, 1997

CORPORATE NAME AND MAILING ADDRESS:

O'AHU RESOURCE CONSERVATION AND DEVELOPMENT COUNCIL*
99 193 AIEA HTS DR STE 207
AIEA HI 96701

If the above mailing address has changed, line out address and type or print the new address on the following line. Give Number, Street, City, State, and Zip Code:

If address of principal office differs from the above mailing address, state the address of the principal office. Give Number, Street, City, State, and Zip Code:

1. The following is a brief statement of the character of the affairs which the corporation is actually conducting.

NATURE OF AFFAIRS: TO ENCOURAGE AND ASSIST LOCAL LEADERSHIP TO DEVELOP AND
(To correct, line out and print corrections below. If inactive during the period, state INACTIVE.)

2. OFFICERS/DIRECTORS:(List all officers/directors. Every corporation must have a minimum of two individuals as officers. There must be a minimum of three directors and at least one must be a resident of Hawaii.)

OFFICE HELD/ DIRECTOR CODE	NAME IN FULL	RESIDENCE ADDRESS:(DO NOT LIST BUSINESS ADDRESS) (INCLUDE NUMBER & STREET, APT. NO., CITY, STATE & ZIP CODE)	
P/D	MITCHELL, LISA	1579 KALAEPAA ST	HON HI 96819
V/D	ANDERSON, EVE	41 505 KALANIANA'OLE HWY	WAIMANALO HI 96795
S/T/D	WILLIAMS, GEORGE	67 455 KUKUA CIR	WAILUA HI 96791

Interim Board of Directors: September 29, 1997 to June 29, 1998

P/S/D	Anderson, Eve		
V/D	Dietz, Ron	D	Glover, Nancy
T/D	Williams, George	D	Martin, David
D	Mitchell, Lisa	D	Gross, Frederick
D	Howes, Bill	D	Gottlieb, Alan
D	Gora, Dan		
D	Rezentes, Cynthia		
D	Curry, C.C.		
D	Johnson, Loree		

Annual Meeting, June 29, 1998: A new board and leadership will be elected.

CERTIFICATION

I certify under the penalties of Section 415B-158, Hawaii Revised Statutes, that I have read the above and the information is true and correct.

DATE: June 22, 1998

Eve H. Anderson

(interim) President

SIGNATURE OF AUTHORIZED OFFICER,
(if Attorney-in-fact signs, attach power of attorney)
(File this original. Photo copies not accepted.)
(see reverse side for instructions)

(OFFICE HELD)

FILE NO.0110472D2
Rev. 1/97

B18
B22



INSTRUCTIONS

1. Annual report must be typewritten or printed in Black Ink, and must be legible.
2. All signatures must be in Black Ink.
3. Filing fee of \$5.00 must be submitted with the report. Your cancelled check is your receipt.

Failure to file an annual report for any year within the prescribed time, will subject the corporation to a maximum penalty of \$25.00. The Director of Commerce and Consumer Affairs may cancel the registration for failure to file an annual report for a period of two years.

4. Checks are to be made payable to the DEPARTMENT OF COMMERCE AND CONSUMER AFFAIRS, for the exact amount. Filing fee is not refundable. There is a \$15.00 charge for all dishonored checks, plus interest of .0066 for each month that the check is outstanding.
5. Due Date: On or before March 31 of each year following the end of the calendar year.

New corporations: First annual report due as of the end of the calendar year in which the corporation is incorporated, provided that if the corporation was incorporated after December 20, an annual report will not be required for the first year.

Inactive corporations: Annual report must be filed for the period, even though the corporation was inactive.

6. Read the information printed on the form. Make any changes necessary.

The following letters indicate Office Title, or Director:

P for President
V for Vice President
S for Secretary
T for Treasurer
D for Director

7. Report must be signed in black ink and certified by an authorized corporate officer (Pres., Vice Pres., Sec., or Tres.).

Mail the completed report with fee to:
Annual Filing - BREG
P. O. Box 40
Honolulu, HI 96810

DID YOU REMEMBER TO SIGN YOUR REPORT AND CHECK?

Membership Application

O'ahu Resource Conservation and Development Council

The O'ahu RC&D program enables groups to carry out projects that meet the needs of O'ahu.

Geographic Information

Name _____

Street Address _____

Mailing Address _____

Phone _____ Fax _____ E-mail _____

Judicial District (Circle One) Ewa Honolulu Koolauloa Koolaupoko
(See map on reverse side) Wahiawa Waialua Waianae

Special Skills and Interests

1. Briefly describe your areas of interest

- a. _____
- b. _____
- c. _____

2. Please list the projects you are interested in working on

- a. _____
- b. _____
- c. _____

Please remember the \$12.00 annual fee supports your ORC&D non-profit organization.

Mail to: O'ahu RC&D
P.O. Box 25550
Honolulu, HI 96825

O'ahu RC&D Program assistance is offered on a nondiscriminatory basis, without regard to race, color, national origin, religion, sex, age, marital status or handicap.

Thank you for completing the O'ahu RC&D Membership Application and for your commitment to serving your community!

1997-1998 Board of Directors

Chair/Secretary	Eve Anderson
Vice-Chair	Ron Dietz
Treasurer	George Williams
Director	Lisa Mitchell
	Bill Howes
	Dan Gora
	Cynthia Rezendes
	C.C. Curry
	Loree Johnson
	Nancy Glover
	David Martin
	Frederick Gross
	Alan Gottlieb