

STATE OF HAWAII
DEPARTMENT OF COMMERCE AND CONSUMER AFFAIRS
Business Registration Division
335 Merchant Street
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Phone No. (808) 586-2727



FILED 03/23/2010 11:50 AM
Business Registration Division
DEPT. OF COMMERCE AND
CONSUMER AFFAIRS
State of Hawaii

ARTICLES OF AMENDMENT
(Section 414D-163, Hawaii Revised Statutes)

PLEASE TYPE OR PRINT LEGIBLY IN BLACK INK

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

1. The name of the corporation is:

16792 D2

The Jean Charlot Foundation

2. The amendment(s) adopted is attached.

3. The amendment (s) was adopted on: February 28, 2010
(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

(The number of votes cast by each class is sufficient for approval by that class)

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.

The undersigned certifies under the penalties of Section 414D-12, Hawaii Revised Statutes, that the undersigned has read the above statements, we are authorized to make this change, and that the statements are true and correct.

Signed this 22nd day of March, 2010

Laura Warfield, Treasurer

(Type/Print Name & Title)

Laura Warfield
(Signature of Officer)

(Type/Print Name & Title)

(Signature of Officer)

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

03/24/201020063

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**ATTACHMENT TO ARTICLES OF AMENDMENT
OF
THE JEAN CHARLOT FOUNDATION**

Items (b) and (c) of **Article III** of the Charter of Incorporation of the Jean Charlot Foundation (recorded December 5, 1968) are amended to read as follows:

ARTICLE III

The purposes for which the corporation is organized are:

[Item (a) of Article III remains unchanged.]

(b) To perpetuate the legacy of Jean Charlot by supporting the collection, preservation, documentation and dissemination of resources related to his life, work and interests.

(c) To encourage artists and scholars in their work through awards and grants and to promote the social and intercultural aspects of art.

[Items (d), (e) and (f) of Article III remain unchanged.]

*

Article V of the Charter of Incorporation of the Jean Charlot Foundation (recorded December 5, 1968) is amended to read as follows:

ARTICLE V

All members of the board of directors and all persons who meet the requirements for membership set forth in the by-laws shall be members of the corporation and such memberships shall be evidenced by the membership roll of the corporation. The members of the corporation shall have no interest, present, prospective or contingent, of any kind in the property or assets of the corporation, but shall have such rights, powers and privileges as shall be determined by the board of directors from time to time in accordance with the by-laws.

*

Subject to the above amendments, the Charter of Incorporation shall remain in full force and effect.

03/24/201020063