

ORIGINAL

IN THE DEPARTMENT OF REGULATORY AGENCIES
STATE OF HAWAII

In the Matter of the Application)
of)
THE JEAN CHARLOT FOUNDATION)
For a Charter of Incorporation.)

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APPLICATION FOR CHARTER
AND
CHARTER OF INCORPORATION

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DEPARTMENT OF REGULATORY
AGENCIES
STATE OF HAWAII

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J. RUSSELL CADES
165 South King Street
Honolulu, Hawaii

IN THE DEPARTMENT OF REGULATORY AGENCIES
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In the Matter of the Application)
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FILING FEE, CAPITAL \$ 10.-
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DEPARTMENT OF REGULATORY
AGENCIES
STATE OF HAWAII
Officially Recorded
on
December 5, 1968

APPLICATION FOR CHARTER

The undersigned, a majority of whom are residents of the State of Hawaii, are desirous, together with their associates, of forming a corporation for charitable, educational and scientific purposes, and in accordance with the provisions of Section 172-17, Revised Laws of Hawaii 1955, as amended, and in connection therewith state as follows:

I

The name, location, objects and purposes, proposed period of duration and the number and names and addresses of the officers and directors of the corporation; the proposed manner of admission and expulsion of members of the corporation; the manner in which the by-laws of the corporation are to be made and amended; and the time within which the corporation is to complete its organization are all as set forth in the proposed form of charter of incorporation attached hereto, filed herewith, and by this reference incorporated herein with the same force and effect as if herein set forth in full.

II

The corporation is not organized for profit and will not issue any stock; no part of its assets, income or

earnings will be used for dividends or distributed to its members, directors, or officers or be otherwise withdrawn or distributed to or inure to the benefit of any individual except for services actually rendered to the corporation; and upon liquidation of its property in case of corporate dissolution, all of the property and assets of the corporation, after payment of its just debts, will be distributed solely to one or more organizations organized and operated exclusively for charitable, educational and scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or any future corresponding provision) with purposes similar or related to those of the corporation.

WHEREFORE, your petitioners respectfully pray that they and their associates be granted a charter of incorporation in the form of the charter attached hereto and made a part hereof for every purpose.

DATED: Honolulu, Hawaii, this 22 day of November, 1968.

Gertrud K. Roberts
Gertrud K. Roberts

James V. Wheelless
James V. Wheelless

J. Russell Cades
J. Russell Cades

STATE OF HAWAII)
) SS:
CITY AND COUNTY OF HONOLULU)

GERTRUD K. ROBERTS, JAMES V. WHEELLESS and J. RUSSELL CADES, being first duly sworn according to law, on oath depose and say:

That they are the petitioners named in and who signed the foregoing application for charter; that they have read said application, know the contents thereof, and that the same is true to the best of their knowledge and belief.

Gertrud K. Roberts
Gertrud K. Roberts

James V. Wheelless
James V. Wheelless

J. Russell Cades
J. Russell Cades

Subscribed and sworn to before me this 22nd day of November, 1968

Rebecca Skovye
Notary Public, First Judicial Circuit, State of Hawaii

My Commission expires: 12-15-70

IN THE DEPARTMENT OF REGULATORY AGENCIES
STATE OF HAWAII

In the Matter of the Application)
of)
THE JEAN CHARLOT FOUNDATION)
For a Charter of Incorporation.)
_____)

CHARTER OF INCORPORATION

WHEREAS GERTRUD K. ROBERTS, JAMES V. WHEELLESS and J. RUSSELL CADES have made application to the Director of Regulatory Agencies of the State of Hawaii to grant to them and their associates a charter of incorporation as a nonprofit corporation under the name of "THE JEAN CHARLOT FOUNDATION", for the purposes and with the powers hereinafter stated,

I, EDWIN HONDA, Director of Regulatory Agencies, State of Hawaii, in the exercise and execution of all power and authority conferred on me, hereby constitute GERTRUD K. ROBERTS, JAMES V. WHEELLESS and J. RUSSELL CADES, and their associates, a corporation under the laws of the State of Hawaii.

I

The name of the corporation shall be "THE JEAN CHARLOT FOUNDATION."

II

The location of the corporation shall be in the City and County of Honolulu, State of Hawaii, and the address of the initial office of the corporation shall be 4723 Moa Street, Honolulu, Hawaii.

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III

The purposes for which the corporation is organized are:

(a) Exclusively for charitable, educational and scientific purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code (or any future corresponding provision). No part of the net earnings of the corporation shall inure to the benefit of any private shareholder or individual and no substantial part of its activities shall be or is carrying on propaganda, or otherwise attempting, to influence legislation. The corporation shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

(b) To collect from all available sources materials of every kind and nature relating to the life, work, art, philosophy, interest and values of Jean Charlot and to promote the publication of any and all such material.

(c) To develop generally and maintain broad public interest in the arts in the broadest sense, including the encouragement of artists and the promotion and study of matters of art.

(d) Without personal gain or profit to any individual member thereof, to solicit and accept contributions and bequests to be used in carrying out the corporation's purposes.

(e) To act as trustee under any trust or fiduciary relationship incidental to the principal objectives of the corporation to the extent permissible under the laws of the State of Hawaii, and to receive, hold, administer and expend funds and property subject to such trust.

(f) Notwithstanding any other provision of this Charter, the corporation shall not carry on any other activities not permitted to be carried on by:

(i) a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or any future corresponding provision); or

(ii) a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or any future corresponding provision).

IV

The officers of the corporation shall be appointed for such term and in such manner as the by-laws shall prescribe and any offices may be abolished or created by or as provided in the by-laws, provided that there shall always be a president, a secretary and a treasurer; however, the offices of secretary and treasurer may be held by one person. The treasurer, or assistant treasurer if any be appointed, may be a corporation. There shall be not less than 5 nor more than 25 directors.

There may be an executive committee of the board of directors. The membership of the executive committee shall from time to time be fixed by or ascertained as provided for by the board of directors or by the by-laws, which executive committee shall be constituted and its members appointed as the board of directors or the by-laws shall prescribe, and may have and may exercise all the powers of the corporation, if delegated to it by the board of directors or by the by-laws, except as limited by this Charter or by the by-laws.

Until their successors have been duly appointed, the officers and directors of the corporation and their post office addresses are as follows:

<u>Name and Office</u>	<u>Mailing Address</u>
Gertrud K. Roberts, President and Director	4723 Moa Street Honolulu, Hawaii 96816
William Young, Vice President and Director	1090 Karrati Lane Honolulu, Hawaii 96822
James V. Wheelless, Treasurer and Director	Hawaiian Savings & Loan Association 45 South King Street Honolulu, Hawaii 96813
Mieko Browne, Secretary and Director	3625 Anela Place Honolulu, Hawaii 96822
J. Russell Cades, Director	P. O. Box 939 Honolulu, Hawaii 96808

The following members of the corporation, and also the original officers and directors, have been designated as charter members:

<u>Name of Charter Member</u>	<u>Address</u>
Monsignor Daniel Dever	Catholic Schools Department 1164 Bishop Street Honolulu, Hawaii
Juliette May Frazer	2740 Hillside Avenue Honolulu, Hawaii
Joan Gima	Gima's Art Gallery 1415 Ala Moana Honolulu, Hawaii
Katherine C. Hyams	4735 Moa Street Honolulu, Hawaii
Ben Hyams	4735 Moa Street Honolulu, Hawaii
Edward H. Joesting	3663 Woodlawn Terrace Pl. Honolulu, Hawaii
Kenneth Kingry	5959 Kalaniana'ole Hwy. Honolulu, Hawaii
George Lenox	251 Poipu Drive Honolulu, Hawaii
Clare Loring	1867 Vancouver Drive Honolulu, Hawaii
Fred Maxwell	Maxwell Galleries San Francisco, California
Rev. and Mrs. Don Giddings	Grace Church Hoolehua, Molokai, Hawaii

<u>Name of Charter Member</u>	<u>Address</u>
Evelyn Beverage	3162 Oahu Avenue Honolulu, Hawaii
Aldyth Morris	1028 15th Avenue Honolulu, Hawaii
Alfred Preis	State Foundation on Culture and the Arts 3233 Melemele Place Honolulu, Hawaii
Robert Schuman	Box 470-C Honokeana R.R. #1 Lahaina, Hawaii
Robert Sparks	University Press Suite 203 535 Ward Avenue Honolulu, Hawaii
Edward Stasack	3503 Paty Drive Honolulu, Hawaii
Lester Will	Suite 1515 1441 Kapiolani Blvd. Honolulu, Hawaii

V

All members of the board of directors and such persons as shall be elected to membership in the corporation in accordance with 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.

VI

The corporation shall have all the powers provided by Section 172-23 of the Revised Laws of Hawaii 1955, as amended, as fully as though set out herein and in and by said corporate name, to sue and be sued; to make and use a corporate seal and alter the same at its pleasure; to make and adopt and from time to time amend or repeal by-laws not inconsistent with law or with this Charter governing the qualifications, admission,

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suspension and expulsion of all of its members, and the voting and other rights, privileges and obligations of members, and governing the election, government and removal of its directors and officers and the management of its property and affairs; to hold, purchase, take on lease, or otherwise acquire without limit as to amount, and to lease, use, exchange, and (for cash or any other consideration) convey and dispose of such property as the purposes of the corporation shall require; to borrow money or otherwise incur indebtedness with or without security and to secure any indebtedness by deed of trust, mortgage, pledge, hypothecation or other lien upon all or any part of the real or personal property of the corporation and to execute contracts, agreements, undertakings, bonds, promissory notes, bills of exchange, and debentures or other obligations or evidences of indebtedness of all kinds, whether secured or unsecured.

VII

All of the powers and authority of the corporation shall be vested in and be exercised by the board of directors except as limited by law, the Charter or the by-laws, and in furtherance and not in limitation of said general powers, the board of directors shall have power to acquire and dispose of property, to appoint officers, agents or employees of the corporation as in its judgment the best interests of the corporation may require and to confer upon and to delegate to them by power of attorney or otherwise such power and authority as it shall determine; to fix the salaries or compensation of any and all of the agents and employees of the corporation, and in its discretion require security of any of them for the faithful performance of any of their duties; to make rules and regulations not inconsistent with law or the Charter or by-laws for the conduct of the affairs of the corporation; to create such committees

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(including an executive committee or committees) of the board of directors and to designate as members of such committees such persons (who need not be members of the board of directors) as it shall determine and to confer upon such committees such powers and authority as may by resolution be set forth for the carrying on or exercising of the powers of the corporation; to remove or suspend any officer and generally to do any and every lawful act necessary or proper to carry into effect the powers, purposes and objects of the corporation.

VIII

The property of the corporation shall alone be liable in law for the payment of its debts and liabilities. The corporation is not organized for profit and it shall not issue any stock, and no part of its assets, income or earnings shall be used for dividends or otherwise withdrawn or distributed to or inure to the benefit of any of its members, directors or officers or to any individuals, except in payment for services actually rendered to the corporation. The corporation shall be organized and operated exclusively for charitable, educational and scientific purposes, and no part of its activities shall be to carry on propaganda, or otherwise attempt to influence legislation.

IX

The liability of the members of the corporation shall be limited to such fees, dues, fines, assessments and other charges as may be provided in or authorized by the by-laws. Notice of any process against the corporation may be given to or served upon any of its principal officers.

X

The duration of the corporation shall be perpetual.

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XI

If the corporation shall cease to exist or shall be dissolved, all property and assets of the corporation of every kind, after payment of its just debts, shall be distributed only to one or more public agencies, corporations, trusts or foundations having like purposes and organized and operated exclusively for charitable, scientific or educational purposes, no part of whose assets, income or earnings may be used for dividends or otherwise withdrawn or distributed to or inure to the benefit of any private shareholder or individual and no part of the activities of which is to carry on propaganda or otherwise attempt to influence legislation. In no event shall distribution be made to any organization unless it qualifies as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954 (or any future corresponding provision) with purposes similar or related to those of the corporation.

XII

Power to admit or expel members of the corporation shall be vested in the board of directors except as otherwise prescribed in the by-laws; by-laws shall be adopted by the signers of the petition for charter of incorporation within 30 days after the granting of such charter, and may be amended or repealed at any meeting of the members at which a quorum is present by the vote of a majority of the members present at the meeting, provided the notice of such meeting shall have stated that a purpose of the meeting is to consider the amendment or repeal of the by-laws.

XIII

The time within which the corporation is to complete its organization is within sixty (60) days from the date of the granting of this Charter of Incorporation.

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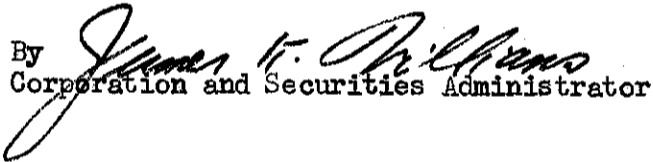
XIV

This Charter shall be subject to amendment from time to time in accordance with law; and the corporation shall be subject to all general laws now in force or hereafter enacted with regard to corporations of this nature.

GIVEN under my hand and seal of the Department of Regulatory Agencies of the State of Hawaii this 5th day of December, 1968.



Director of Regulatory
Agencies, State of Hawaii

By 
Corporation and Securities Administrator