

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF

JAPAN HAWAII TRAVEL ASSOCIATION

(a Hawaii nonprofit corporation)

(Adopted: January 16, 2020)

I. NAME

The name of the corporation shall be:

JAPAN HAWAII TRAVEL ASSOCIATION

II. LOCATION OF THE CORPORATION

The location of the principal office of the Corporation shall be in Honolulu, City and County of Honolulu, State of Hawaii, and the specific address of its office shall be 1580 Makaloa Street, Suite 801, Honolulu, Hawaii; or as may be amended from time to time.

III. PURPOSE OF THE CORPORATION

The purposes of the Corporation are:

1. To promote *market expansion* for travel from Japan to Hawaii;
2. To promote friendship and cooperation among members of the Association;
3. To work harmoniously with all other groups and organizations in the tourist industry in the State of Hawaii;
4. To provide high standards for promotions and advertisements *for Hawaii as a tourism destination*;
5. To encourage and foster the highest ethical standards in the operation of tours and the travel industry *in Hawaii*;
6. To encourage a close relationship and improve relations with JATA and to promote the exchange of ideas;
7. Foster a good relationship with the local community;
8. *To operate exclusively to improve the business conditions for the tourist industry in the State of Hawaii by engaging in activities consistent with the intent and purpose of Section 501(c)(6) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States internal revenue law).*

IV. DURATION OF THE CORPORATION

The duration of the Corporation shall be perpetual.

V. OFFICERS AND DIRECTORS OF THE CORPORATION

1. The Principal Officers of this Corporation shall be a President, Vice President, Secretary, and Treasurer, and such other officers as may be provided for in the Bylaws of the Corporation.

2. There shall be a Board of Directors composed of all of the Principal Officers and not less than five (5) members of the Corporation as may be provided for in the Bylaws.

3. The Principal Officers and Directors shall be elected or appointed in the manner provided for in the Bylaws of the Corporation and shall have such powers and duties prescribed in said Bylaws.

VI. MEMBERS OF THE CORPORATION

The Corporation shall have Members.

The classes of Members of the Corporation and the membership dues and fees, criteria regarding the admission and expulsion of Members shall be as provided for in the Corporation's Bylaws.

VII. BYLAWS

The Bylaws of the Corporation may be adopted, amended, or repealed at any meeting of the Board of Directors of the Corporation. A vote of not less than a majority of the Members of the Board of Directors present at the meeting shall be required.

VIII. POWERS AND OBLIGATIONS

The Corporation shall be subject to all the duties, obligations, and restrictions imposed by law upon non-profit organizations as defined in section 501(c)(6) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law, and any law upon non-profit corporations as set forth in the non-profit corporations law of the State of Hawaii; and it shall have all rights, powers, privileges and immunities granted by law to such corporations and as follows:

1. To have perpetual succession by its Corporation name;
2. To sue and be sued, plead and be impleaded in any and all Courts;
3. To make and use a Corporate seal and alter the same at its pleasure;
4. To hold, purchase, convey, rent, lease, receive gifts and otherwise acquire and dispose of real, personal or mixed property, without limitation, as the objects and purposes of the Corporation may require; to mortgage, hypothecate or pledge the same to secure any debt of the Corporation; and to borrow money and give security for the same, provided that no real property may be conveyed, mortgaged or encumbered without prior resolution by the Board of Directors authorizing such act;
5. To appoint such subordinate officers and agents as the business of the Corporation requires;
6. To obtain capital and revenue for the fulfillment of its purposes and objectives through the sponsorship of public or private entertainment, fairs, displays, donations, subscriptions, assessments, dues or otherwise;
7. To make Bylaws not inconsistent with any existing laws or the Articles of Incorporation for the management of its property, the election and removal of its officers and directors, the regulation of its affairs and the transfer of its property;
8. To perform any and all acts necessary, suitable or proper for the accomplishment of any of the purposes or for the attainment of any of the objectives or for the exercise of any of the powers herein set forth.

IX. NONPROFIT ORGANIZATION

1. The Corporation is organized as a non-profit corporation within the meaning of Chapter 414D of the Hawaii Revised Statutes, and it will not issue any stock, and no part of its assets, income or earnings shall be used for dividends.
2. No part of the income or profit of the Corporation shall be distributed to its members, directors, or officers; except that the Corporation shall be empowered to pay reasonable compensation for services rendered, including to its members, directors, and officers for services rendered, and to make payments and distributions in furtherance of the exempt purposes for which it was formed.
3. Upon the winding up and dissolution of this Corporation, after paying or adequately providing for the debts and obligations of the Corporation, the remaining assets shall be distributed to its members as permitted by Chapter 414D, Hawaii Revised Statutes; provided that no such payment, benefit, or distribution shall be deemed to be a dividend or a distribution of income or profit.

4. Notwithstanding any other provisions of these articles, this Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal income tax under Section 501(c)(6) of the Internal Revenue Code of 1986.

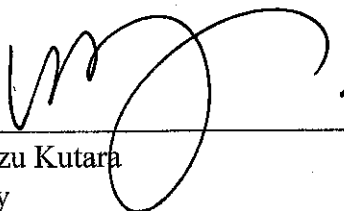
X. AMENDMENT

These Articles may be amended or revised at any meeting of the Board of Directors. A vote of not less than a majority of the members of the Board of Directors present at the meeting shall be required.

CERTIFICATION
BY SECRETARY OF
JAPAN HAWAII TRAVEL ASSOCIATION

I hereby certify under the penalties of Section 414D-12, Hawaii Revised Statutes, that I am the duly elected, qualified Secretary of JAPAN HAWAII TRAVEL ASSOCIATION, and that the foregoing Amended and Restated Articles of Incorporation were duly adopted by said Association on January 16, 2020.

DATED: Honolulu, Hawaii, Jan. 16, 2020



Yoshikazu Kutara
Secretary
JAPAN HAWAII TRAVEL ASSOCIATION