

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



**AMENDED AND RESTATED ARTICLES OF INCORPORATION**

(Section 414D-164, Hawaii Revised Statutes)

PLEASE TYPE OR PRINT LEGIBLY IN BLACK INK

The undersigned, duly authorized officers of the corporation submitting these Amended and Restated Articles of Incorporation, certify as follows:

1. The name of the corporation is:

The Equip Foundation

2. The Amended and Restated Articles of Incorporation adopted is attached.

3. The Amended and Restated Articles of Incorporation was adopted on: December 20, 2004

(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

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.

5. The attached Amended and Restated Articles of Incorporation supersedes the original Articles of Incorporation and all amendments thereto.

The undersigned certifies under the penalties of Section 414D-12, Hawaii Revised Statutes, that the undersigned has read the above statements and that the same are true and correct.

Signed this 14th day of April, 2005

DONALD S. COOK Secretary/Treasurer

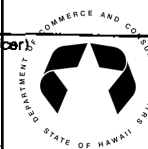
(Type/Print Name & Title)

(Signature of Officer)

(Type/Print Name & Title)

(Signature of Officer)

I HEREBY CERTIFY that this is a true and correct copy of the official record(s) of the Business Registration Division.



DIRECTOR OF COMMERCE AND CONSUMER AFFAIRS

January 30, 2012

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

04/20/200520103

DEPARTMENT OF COMMERCE & CONSUMER AFFAIRS  
STATE OF HAWAII

AMENDED AND RESTATED ARTICLES OF INCORPORATION

I. NAME

The name of this corporation shall be as follows:

THE EQUIP FOUNDATION

II. LOCATION

The location of the principal office of the corporation shall be in Kailua-Kona, Island, County and State of Hawai'i and its mailing address shall be 75-386 Hualalai Road #E106, Kailua-Kona, Hawaii, 96740.

III. PURPOSES

The corporation shall be organized and operated exclusively for the following purposes:

(1) The primary specific purpose for which the organization is established is to act as an international educational resource agency committed to bringing leadership training in both developed and developing nations. In accomplishing the foregoing the corporation is committed to the following:

(a) Designing and implementing curriculum involving multiple formats including seminars, conferences, small leadership training groups, guided discussions, and individual mentoring:

(b) Hosting both domestically and internationally, particularly with an emphasis into Asia and the Pacific, those individuals with a potential of strategically affecting the arenas of business, government, and the Church,

(c) Networking cooperatively with other educational institutions and public policy organizations to achieve effective and long term benefit to host cultures, groups, and individuals;

(d) Providing these services without preference to race, creed, or religious persuasion;

(e) Providing the highest quality of training to its personnel in order to achieve the highest degree of effectiveness in all of its programs.

(2) To raise funds by any legal method and from any source, such funds to be used to operate the organization and to provide such services.

(3) To do any other or further thing necessary or desirable to accomplish the general purposes set forth above.

Provided, however, that the foregoing shall be strictly limited to charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. The corporation is not organized for profit and it will not issue any stock. No part of its assets, income, or earnings shall be distributed to any member, trustee, officer, employee, or any private individual, except that reasonable compensation may be paid for services rendered to or for the corporation effecting one or more of its objects and purposes or for reimbursement of expenses incurred in behalf of the corporation. No member, trustee, officer, or employee of the corporation or any private individual, shall be entitled to share in the distribution of any of the corporation's assets on dissolution of the corporation. No substantial part of the activities of the corporation shall include (i) carrying on propaganda, or (ii) otherwise attempting, to influence legislation, except that members of the corporation's Board of Trustees and personnel of the corporation may testify or make other appropriate communications where formally requested to do so by a legislative body or a committee or a member thereof, in matters concerning legislation relating to the public purposes of the corporation or public appropriations to programs and activities of the corporation, or (iii) participating in, or intervening in (including the publication or distribution of statements), or contributing to, any political campaign on behalf of any candidate for public office. Further, and without limiting the generality of the foregoing,

(a) The corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

(b) The corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

(c) The corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

(d) The corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

(e) The corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, as amended (or the corresponding provisions of any subsequent federal tax laws.)

Notwithstanding any other provision herein, this corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation contributions to which are deductible under Section 170(c)(2) of the internal Revenue Code of 1986, as amended (or the corresponding provision of any subsequent federal tax laws).

#### IV. DURATION

The duration of this corporation shall be perpetual.

#### V. MEMBERS

The corporation shall not have any members and thus all rights and privileges normally vested in and exercised by members, including voting rights, shall be vested in and exercised by the Board of Trustees.

#### VI BOARD OF TRUSTEES

The business and affairs of the corporation shall be managed by a Board of Trustees (hereinafter referred to as the "Board") consisting of not less than three (3) members; no less than one (1) of the members of the Board shall be a resident of the State of Hawai'i. The trustees of the corporation shall consist of three (3) persons. The qualifications and manner of election of the trustees shall be as set forth in the By-laws of the corporation.

## VII. OFFICERS

The officers of the corporation shall consist of a President, a Vice-President, a Secretary, a Treasurer, and such officers as shall be provided for in the By-laws, with such qualifications, duties, and power as are provided for therein.

## VIII. DISSOLUTION OR LIQUIDATION

Upon the dissolution or liquidation 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 non-profit fund, foundation, or corporation which is organized and operated exclusively for charitable and/or educational purposes and which has established its tax-exempt status under Section 501 (c) (3) of the Internal Revenue Code of 1986, as amended, and whose objectives are as similar as possible to those of this corporation.

## IX. BY-LAWS

The By-laws of the corporation shall be adopted by the trustees at a meeting of the trustees. The By-laws, and every part thereof, may from time to time and at any time, be amended, altered, or repealed, and new By-laws may be adopted subject to repeal or change by the Board of Trustees as prescribed in the By-laws.