

House District _____

Senate District _____

**THE TWENTY-SEVENTH LEGISLATURE
APPLICATION FOR GRANTS AND SUBSIDIES
CHAPTER 42F, HAWAII REVISED STATUTES**

Log No: _____

For Legislature's Use Only

Type of Grant or Subsidy Request:

GRANT REQUEST – OPERATING

GRANT REQUEST – CAPITAL

SUBSIDY REQUEST

"Grant" means an award of state funds by the legislature, by an appropriation to a specified recipient, to support the activities of the recipient and permit the community to benefit from those activities.

"Subsidy" means an award of state funds by the legislature, by an appropriation to a recipient specified in the appropriation, to reduce the costs incurred by the organization or individual in providing a service available to some or all members of the public.

"Recipient" means any organization or person receiving a grant or subsidy.

STATE DEPARTMENT OR AGENCY RELATED TO THIS REQUEST (LEAVE BLANK IF UNKNOWN): _____

STATE PROGRAM I.D. NO. (LEAVE BLANK IF UNKNOWN): _____

1. APPLICANT INFORMATION:

Legal Name of Requesting Organization or Individual: Hawaii Pops Orchestra

Db: Hawaii Pops

Street Address: 6770 Hawaii Kai Drive, #309
Honolulu, HI 96825

Mailing Address: PO Box 25037
Honolulu, HI 96825

2. CONTACT PERSON FOR MATTERS INVOLVING THIS APPLICATION:

Name DONNA BEBBER

Title Executive Director

Phone # 808-741-1041

Fax # 808-396-6770

e-mail donna.bebber@hawaiipops.com

3. TYPE OF BUSINESS ENTITY:

- NON PROFIT CORPORATION
- FOR PROFIT CORPORATION
- LIMITED LIABILITY COMPANY
- SOLE PROPRIETORSHIP/INDIVIDUAL

6. DESCRIPTIVE TITLE OF APPLICANT'S REQUEST:

HAWAII POPS

4. FEDERAL TAX ID #: _____

5. STATE TAX ID #: _____

7. AMOUNT OF STATE FUNDS REQUESTED:

FISCAL YEAR 2015: \$ 200,000

8. STATUS OF SERVICE DESCRIBED IN THIS REQUEST:

- NEW SERVICE (PRESENTLY DOES NOT EXIST)
- EXISTING SERVICE (PRESENTLY IN OPERATION)

SPECIFY THE AMOUNT BY SOURCES OF FUNDS AVAILABLE AT THE TIME OF THIS REQUEST:

STATE \$ 0

FEDERAL \$ 0

COUNTY \$ 0

PRIVATE/OTHER \$ 50,000

VE:

Donna Bebbber, Executive Director
NAME & TITLE

1/30/2014
DATE SIGNED

I. Background and Summary

The Mission of the Hawaii Pops is to bring music and music education to the residents of and visitors to Hawaii. Under the direction of Matt Catingub, Artist Director of the Hawaii Pops, we are bringing back the popular concerts that were once presented under the umbrella of the former Honolulu Symphony. The first season of the Hawaii Pops concert season will run from September 2013 until May of 2014. At least one concert will be presented each month during the season.

For many years, the Pops Orchestra in Hawaii was a vital component of the former Honolulu Symphony. For the more than 12 years, the Pops concerts were under the artistic direction of Maestro Matt Catingub. The concerts were extremely popular and generally performed before full houses. Unfortunately, the 105 year-old Honolulu Symphony was closed due to financial difficulties. In 2012, a group of prominent Hawaii citizens decided to start a new organization, the Hawaii Symphony. They are presently presenting classical music concerts.

Orchestras around the world are discovering that the "old model" of presenting concerts is no longer effective. With this in mind, the Hawaii Pops is using a new model that will significantly reduce expenses and maximize revenue. For example, the former orchestra was under an agreement with the Musicians' Union to hire 63 musicians, regardless of what was actually necessary for the concert. Hawaii Pops will be hiring musicians on a per-service agreement. We will only hire the musicians that are required per concert.

The staff and board recognized that the first year for Hawaii Pops would be challenging for several reasons. First of all, concerts were being presented in new venues with nontraditional structures. Half way through the first season, the public has shown that there is a need for the services we provide. All four concerts at the convention center have sold out and we have added additional seats for the last two concerts. The first *Live at Lewers* concert was sold out weeks before the concert. Secondly, the Pops has had to overcome the past of the Honolulu Symphony. The financial difficulties of the defunct organization left concert attendees with unused tickets. People have long memories and have indicated a need to see that Hawaii Pops was not going to repeat the past. Most of the ticket sales have been for individual concerts, not season tickets. Finally, several prospective donors have indicated that they will make additional major gift donations once we have proven that we will be here in the future.

The Hawaii Pops respectfully request a \$200,000 Grant-in-Aid from the State of Hawaii, for general operating funds to secure the future of the organization.

Brief description of the applicant's background

This is an exciting time for music in Hawaii and the Hawaii Pops is providing a much missed service to our community.

Hawaii Pops, Matt Catingub, Artist Director, is the public name of the organization. We feel it is important to have Catingub's name before the public as often as possible. He has a long history of conducting and producing in Hawaii. He commands a great deal of respect within our community.

Under the new model, concerts are an interactive experience for the audience. Every concert will provide an uplifting entertainment experience. There will be several configurations of the Hawaii Pops. The most prevalent will be the Orchestra configuration, which will contain approximately 40 musicians. The instrumentation is based on a Hollywood style orchestra and has approximately 25 fewer musicians than in the previous Honolulu Symphony. Each concert is an event. Tables of 10 are in front of the stage. Patrons can buy an entire table or single tickets at a table. Food and beverage service is provided throughout the evening by the catering department at the Convention Center. Dance floors are available on both sides of the stage and people are encouraged to dance. Valet parking is available.

We have small groups of 3 to 6 musicians who perform in small intimate venues and at private functions. One example of this type is *Live at Lewers* will be presented at the Lewers Lounge at the Halekulani. *Live at Lewers* is presented at least 3 times during the first season on a Friday and Saturday night with 2 shows each night. In lieu of tickets, a cover charge is charged for entry. This provides an intriguing venue, drawing local, visitor and international guests.

We are working on collaborative efforts with other organizations in Hawaii that will provide mutually beneficial experiences. At present, we are exploring opportunities with the Hawaii International Film Festival, Hawaii Theatre, Howard Hughes Corporation and others. We also leave the door open to work with the Hawaii Symphony.

Initially, Hawaii Pops has only 2 fulltime employees. Matt Catingub serves as Artistic Director and Donna Bebbber serves as the Executive Director. Steve Jones, well-known local musician, is hired on a part time basis as the Personnel Manager. Catingub handles all artistic endeavors with the organization, including but not limited to: writing charts for orchestra and guest artists, booking and contracting guest artists and special musicians, arranging dates with the venues, and other activities related to concert production. Bebbber handles duties related to the operation of the organization, including but not limited to, board communication, financial oversight, upholding the contracts with the guest artists, communications with sponsors, booking airfares, hotels, and special contracted needs of

guest artists, fundraising, media relations, and financial oversight. Jones handles logistics for concerts, including sound, lights, staging, orchestra musician contracts, music library, hiring per service musicians and stage hands, and other logistical needs as required by Catingub and Bebbler. A bookkeeper, payroll company, and public relations firm are hired as contract services.

Biographies of Key Staff

Matt Catingub, Artistic Director

Multi-talented musician Matt Catingub wears many hats: saxophonist, woodwind artist, conductor, pianist, vocalist, performer, composer, and arranger. Recently appointed Artistic Director and Conductor of the newly formed Glendale Pops Orchestra, Matt is also the Pops Conductor Of The New Hampshire Music Festival. Matt previously held positions as Pops Conductor of the Honolulu Symphony for 12 years, and Principal Pops Conductor of the New Mexico Symphony, where he consistently garnered praise for his innovative programming. Matt is generating excitement throughout the entertainment industry for his impressive catalog of unique abilities.

The Glendale Pops Orchestra, whose first season began in 2011-2012, is anticipating great things. Playing at the Alex Theater in Glendale, California Matt will be bringing an array of stars into the theater to launch this very exciting project in a very big way.

Matt has arranged and conducted for a galaxy of performers, including Diana Krall, James Ingram, Kenny Loggins, Boz Scaggs, The Righteous Brothers, Rosemary Clooney, Toni Tennille, and Toto , just to name a few.

Along with working with the Honolulu Symphony and the New Mexico Symphony, Matt has guest conducted for some of the most significant Symphony Orchestras in the county, including the Nashville Symphony, the Florida Orchestra, the Pacific Symphony, the Cincinnati Pops, as well as symphonies in Columbus, Hartford, Omaha and throughout Canada, and Japan.

Throughout the years, Matt has built a reputation as a well-rounded musician. He wrote music for the George Clooney film, Good Night and Good Luck, which was released on the Concord Records label in September 2005. Not only did Matt make an on-screen appearance as the leader of the band, he created all of the arrangements and played tenor sax on the CD. The Soundtrack for Good Night and Good Luck won a Grammy in 2006.

In July of 1995, Matt had made his solo singing debut at the Frank Sinatra Celebration at New York City's legendary Carnegie Hall and as a result of his performance there, the Concord Jazz CD Gershwin 100 was conceived. This 1998 CD features Catingub arrangements and Matt singing, playing piano and sax. This exciting CD brought him

together with guest artists Rosemary Clooney, Michael Feinstein, John Pizzarelli, and Louie Bellson, in celebration of George Gershwin's 100th birthday.

Music in the Blood: Born to parents of Polynesian island descent, he is the son of the great jazz vocalist, Mavis Rivers. Matt was introduced to music through his mother's albums for Capitol Records and Frank Sinatra's Reprise label. Mavis, born in Samoa, and affectionately known as "Polynesia's First Lady of Song," performed regularly with her son at her side until the day of her passing in 1992. As a young man, Matt played a variety of instruments, from piano to drums to clarinet, but at the age of 16 his high school band director needed an alto sax in the group and this transition began a lifetime love affair. Just one year later Matt was playing his alto at the Monterey Jazz Festival. And from there was asked to tour Japan playing with jazz legends Dizzy Gillespie, Thad Jones, Mel Lewis, Sonny Stitt, Ruth Brown, and Kenny Burrell. Jazz was after all an integral part of his musical makeup. That same year, 1979, Matt joined the Louie Bellson Big Band. Matt was by far the youngest member of the band. Just a few months into his stint with the Bellson band, Matt's composition Explosion! was recorded on Louie's album Dynamite for Concord Jazz, thus launching Matt's reputation as an innovative big band arranger/composer and alto sax soloist. Matt's first recording had also cemented his reputation as a premiere jazz musician. A couple of years later Matt joined the Toshiko Akiyoshi / Lew Tabackin Big Band as lead alto saxophonist.

Donna Bebber, Executive Director

Bebber is well known in the fundraising community in Hawaii. During her career, she has been involved or directly responsible for raising more than \$100 million dollars for nonprofit organizations. She has worked in development as a number of local charities. Most relevant to this position is her tenure as Vice President of Development for the Honolulu Symphony Society for 7 years (1996-2003). As VP of Development, she and her department were responsible for an annual fundraising budget of more than \$3 million per year. She was part of the senior management team at the Honolulu Symphony. The senior managers met weekly and worked closely on all activities related to symphony operations and concert production.

Bebber is proud of the work she did as Senior Director of Development for the Pearl Harbor Memorial Fund with the purpose of raising \$52 million to rebuild the USS Arizona Memorial Visitor's Center.

In addition to these organizations, Bebber has worked as an independent contractor for the University of Hawaii's Institute for Astronomy, Pacific Aviation Museum Pearl Harbor, Ballet Hawaii, Hawaii Romance Festival, Hawaii Nature Center.

Early in her career, she served as Executive Director of the Juvenile Diabetes Foundation – Hawaii Chapter. When she was hired, the organization had 3 board members, no office and little local presence. Within one year, she had opened an office, recruited more than 20 board members and was raising a significant amount of money for diabetes research.

In 2005, Bebber decided to embark on a new venture and opened (owned) the Vera Wang Boutique at the Halekulani Hotel in Waikiki.

Bebber has a BA from the University of Hawaii at West Oahu and an MBA from the University of Phoenix. She is active in many areas of our community and serves or has recently served on the following boards: National Society of Arts and Letters (Treasurer), Manoa Valley Theatre (Manoa Marquee Chair), Hawaii Performing Arts Foundation, Carolyn A. Berry Foundation (Director & Treasurer), and many more. She also serves as a board member for Process Electronics Corporation in North Carolina. For her work, she was named Hawaii's Fund Raising Executive of the Year and received the Award of Merit from the City and County of Honolulu.

The goals and objectives related to the request

During the first year of the Hawaii Pops, our business goals are:

1. Return the popular Pops music back to Hawaii in a new innovative way for Hawaii residents and visitors.
2. To secure adequate funding through contributed and earned revenue to ensure that the organization is financially sound and to have adequate reserves to handle cash flow throughout the seasons.
3. Provide employment for musicians in Hawaii.
4. To establish the Hawaii Pops as a nonprofit 501(c)3 corporation in the state of Hawaii. This includes registration of business name, web domain, and state and federal registration requirements.
5. To develop a comprehensive business, marketing, public relations, and fundraising plans.
6. To develop an initial database of ticket buyers and potential donors, with ongoing expansion and development.
7. To develop a music education program for Hawaii youth.

The majority of these goals have been met, or in progress. The purpose of this proposal and request is to address the second point on this list of goals and objectives. We are requesting \$200,000 to assist in making Hawaii Pops financially stable during our initial season.

The public purpose and need to be served

Music is an important part of everyday life in Hawaii. Most celebrations, memorials, and public ceremonies generally have some type of music. Hawaii Pops will give the public an affordable and convenient place to hear world-class musicians.

Hawaii is home to some of the best entertainers in the world. Over the years, the venues that showcase local and international talent have been greatly reduced. The show rooms that we once enjoyed are no longer available. Hawaii Pops will provide a venue for local and international musicians.

Hawaii has is well known for her beautiful beaches, climate, water activities, and first rate attractions. Many of these activities can only be enjoyed during the daytime hours. Once the sun sets, visitors are often looking for new and exciting things to do. Hawaii Pops fills this need. During the brief time we have been operating, visitors are finding us. We have had attendees from many states and several countries. This is a trend that we see as a growing market for us.

When businesses are looking to open offices in Hawaii, one of the concerns is the social activities for employees. It is imperative for Hawaii to offer museums, cultural events and concerts that will appeal to a wide variety of interests. These entities, including Hawaii Pops, are vital to the economic development of our home.

According to published reports and Governor Neil Abercrombie, the Hawaii Convention Center is in need of increasing revenue to cover operating expenses. Hawaii Pops is one of the initial steps in establishing the convention center as a hub for music in Hawaii.

Describe the target population to be served

Target markets for the Hawaii Pops will be Hawaii residents and visitors. The Convention Center is the ideal location for both of these target markets. The center is located far enough outside Waikiki to be welcoming to local residents. The venue offers an opportunity to allow attendees to eat, drink and dance at the concerts. There is plenty of parking available and valet parking will be available. The convention center is close enough to Waikiki for visitors to walk to the venue. It will also offer a different option of nighttime entertainment to those visiting Oahu.

One of the important components of our mission is to provide music education programs and experiences for children and adults. We are currently working on plans for a comprehensive education program.

Local Market

The primary target of the Hawaii Pops will be the local market. The Convention Center location is ideal for several reasons.

- * It is located on the outskirts of Waikiki where local people who never go to Waikiki will be comfortable going.
- * There is sufficient parking available in the garage or with valet parking.
- * The setup of the concerts allows attendees to eat, drink and dance during the concerts. The concert experience is interactive.
- * Historically, Pops concerts in Hawaii have been very well attended. Matt Catingub is considered to be a “native son” and very popular with local people.
- * The Live at Lewers series will provide an intimate concert experience in a very popular location in Waikiki (the elegant Halekulani Hotel).

Initially, the concerts will be in Honolulu, but as we progress, we will take concerts to Maui and Hawaii.

Visitor Market

Tourism is one of the top industries in Hawaii. While the national and world economies do play a role in the numbers of visitors arriving in Hawaii, people do continue to come. The latest tourism numbers reported by the Hawaii Tourism Authority on March 29, 2013 report that an estimated 675,517 tourists visited Hawaii in February. This is a 7.8 percent increase from February 2012. This is an average of 217,341 visitors per day in February.

Visitor spending has been growing monthly since January 2011. It rose to \$1.22 billion in February, a 9.9 percent rise from February 2012. Visitors in February spent an average of \$198 per day.

Four major revenue streams come from Japan, Australia, Korea and North America. Arrivals from Japan in February grew 3.9 percent to 118,926 in February. Canadian tourists increased 1.7 percent to 65,304. China continues to increase as travel restrictions are lifted. The number of visitors tripled in February to 14,097. Hawaii continues to be a popular destination with Australians.

Airline access to Hawaii increased by 11 percent last month and HTA anticipates that this will continue through the first quarter because of additions of airline seats from Tokyo-Narita and New Zealand.

Hawaii Pops provides the following benefits to the visitor industry and individual visitor experience:

- * It gives visitors something special to do at night in Waikiki (and eventually on Neighbor Islands).
- * The location is close enough to Waikiki to allow visitors to walk.
- * Hawaii Pops gives visitors an opportunity to sometimes hear local entertainers performing with the orchestra.
- * The Live at Lewers series provides an intimate concert experience in a hotel that is often listed as one of the best in the world.

Convention Market

The convention market, both at the Hawaii Convention Center and other locations, is big business in Hawaii. Many of the larger conventions hire local, national and international artists for private show entertainment. Once the Hawaii Pops is established, we will market to upcoming conventions. We have recently started to receive request for proposals from this market.

Education

Music education is not readily available to many students in Hawaii. This is due to financial constraints within the household or a lack of music education programs in many schools. Once Hawaii Pops is firmly established, we plan to design and implement an education program. Goals for the education program include:

- * The education program will give children and their parents a learning experience often not available in schools.
- * Children will have an opportunity to interact with professional musicians.
- * Children will have an opportunity to touch and play different musical instruments.

Describe the geographic coverage

We named our organization Hawaii Pops instead of Honolulu Pops, because we plan to perform for the entire state. Initially the Hawaii Pops will perform on Oahu. As we become financially stable, we will expand to the neighbor islands. We recently performed on Maui for the opening of the Outlet Mall in Lahaina. We have had several discussions with the Maui Arts and Culture Center to bring concerts to Maui.

Service Summary and Outcomes

Scope of work, tasks and responsibilities

The Board of Directors will have oversight of Hawaii Pops. There will be a minimum of 3 and no more than 31 members of the board. Review By-laws and Articles of Incorporation for specific details of board responsibilities and obligations.

As of January 30, 2014, the following are members of the board of directors:

Chuck Cotton
Clear Channel Media & Entertainment

Alec Shumaker
Sacred Hearts Academy

Tim Fong
Market City

Peter Shaindlin
Halekulani Corporation

Virginia Hinshaw
John A. Burns School of Medicine

Afatia Thompson
Tihati Productions

Mark Hunt
Entrepreneur

Richard Turbin
Turbin Chu, Attorneys at Law

Andrew Jackson
KITV

Brian Uy
Lt Services

Henry Kapono
Entertainer

Carolyn Berry Wilson
Philanthropist

Ada Mei
Community Leader

Caroline Witherspoon
Becker Communications

James Merriman
HUB International Insurance Services

Wendell Wo
CS Wo & Sons

Jim Nabors, Honorary Member
Entertainer

Alan Yamamoto
Summit Media

Jeffrey S. Portnoy
Cades Schutte Law Firm

John Yoshimura
Solar City

Jerry Rauckhorst
Catholic Charities Hawaii

Employees

Hawaii Pops will only have 2 full-time employees during the first 2 years of operation. This is to ensure that the organization is financially secure before hiring additional employees. Catingub will serve as the Artistic Director and Bebbler will be the Executive Director. Both employees will take on the responsibilities of running the day-to-day operations and will be wearing many hats during the start-up of the business. Catingub and Bebbler will work closely together and with the board to make sure all needs of the organization are met. Catingub and Bebbler biographies and responsibilities are included earlier in this proposal

Financial Information

The total operating budget for Hawaii Pops is \$954,175 for the first year. This total does not include significant in-kind donations that would add approximately \$175,000 to the total budget.

Income

Contributed and earned income for Hawaii Pops comes from several sources.

Contributed income: \$417,694 is budgeted for FY 2013-2014. The following methods will be used to secure contributed funding.

- * Personal asks from Board and Executive Director
- * Mail Solicitations
- * Email Solicitations
- * Foundation proposals
- * State and City funding
- * Special events
- * Concert Sponsorships
- * Guest Artist Sponsorships

In-Kind Donations: Hawaii Pops has been very fortunate to secure strong partners for the first year of operation. We anticipate all these sponsors will be retained in upcoming seasons. Plans to secure more season sponsors are on-going. Value of in-kind sponsorships is more than \$175,000.

Halekulani Hotel – hotel sponsor for all guest artists

Sheraton Waikiki – hotel sponsor for musicians and guest artist entourage

Hawaiian Airlines – Airline sponsor for conductor and guest artists traveling from the mainland

Hagadone Printing - All printing contributed, including playbills, advertisements, fundraising materials, and other items necessary for operations

Servco Lexus - Cash sponsorship and rental cars for conductor and guest artists

Anthology Group - Public Relations, marketing, website, and design work offered pro bono for all Pops concerts

Howard Hughes Corporation – cash sponsorship and private concert

Earned revenue

Hawaii Pops is taking a multi-pronged approach to earned revenue. It is a given in the entertainment industry that ticket sales do not cover the cost of presenting a concert. In addition to concerts presented in our main venue, Hawaii Convention Center, Hawaii Pops will be presenting concerts in various other styles. Total earned revenue is budgeted to be \$536,481 in 2013-2014 season.

Concert presentation - we look for opportunities to present concerts in the local community. Hawaii Pops musicians will not be playing with these concerts. They will be billed as. "Hawaii Pops presents"

Convention concerts - Hawaii is a popular convention destination site. We are working to have Hawaii Pops hired by the conventions as part of the entertainment circuit. We have been meeting with convention organizers and have several proposals in progress at present.

Concert Program Advertising - we have hired Michael Roth on a commission only basis to sell program advertising in the Hawaii Pops concert programs. Roth is an independent contractor who sells program ads for many performing arts organizations in Hawaii, including Diamond Head Theatre, Manoa Valley Theatre, Ballet Hawaii, Hawaii Symphony, Hawaii Theatre Centre and many others.

Collaborative efforts – We are joining other community organizations to provide mutually beneficial experiences for both organizations. Thus far, we have collaborated with the Hawaii International Film Festival, Hawaii

Business News, and the Outlet Mall of Lahaina. We are currently exploring opportunities with Hawaii Theatre and the Howard Hughes Corporation. We also leave the door open to work with the Hawaii Symphony.

Projected Timeline of Services

Hawaii Convention Center Concerts

September 14, 2013	Jo Dee Messina, Guest artist
October 20, 2013	The Songs of Bond ... James Bond Guest artists, Sheena Easton Cathy Foy-Mahi Nathan Aweau Christina Souza
December 21, 2013	It's the Holiday Season Guest artists, Amy Hanaiali'i Jim Nabors Emma Veary Diamond Head Theatre Shooting Stars
January 25, 2014	The Music of Hawaii Guest artist, Keali'i Reichel
March 15, 2014	Driven to Dance Guest artist, Taylor Dayne
May 31, 2014	Premiere Season Finale Special Guest artist, Al Jarreau

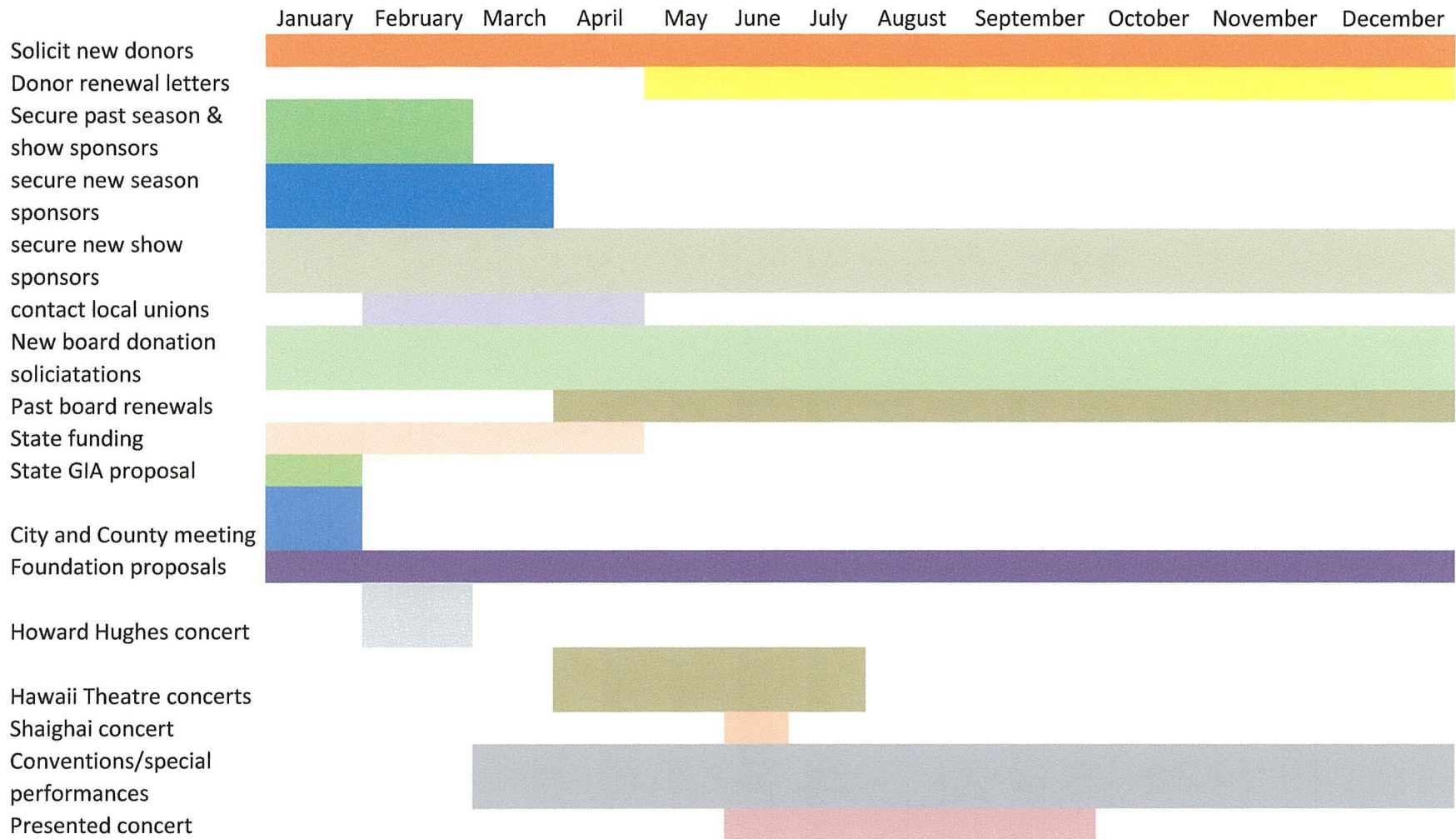
Live at Lewers Concerts

November 15 & 16, 2013	Jack Jones, The Singers' Singer
February 21 & 22, 2014	Robert Cazimero sings the Great American Songbook
April 18 & 19, 2014	Tierney Sutton, Jazz Songstress

Hawaii Theatre Concerts Summer 2014, dates and artists to be determined

Howard Hughes Corporation Special concert at HCC's Hawaii Corporate office with Vanessa Williams, February 21, 2014; private concert February 22, 2014

Hawaii Pops
Revenue timeline 2014



Special concerts

On-going. To date this year, Hawaii Pops has been hired by: Hawaii International Film Festival, Pacific Business News, Maui Outlet Mall Grand Opening, and others

Revenue timeline for contributed and earned income attached.

Quality assurance and evaluation plans

The most obvious way to measure effectiveness of concerts is the continued strong ticket sales and in increased donations. The secondary method is through media reviews and comments from patrons. We track ticket sales and are seeing consistent increases in attendance. We are exploring the possibility of adding additional seats for the next season. Donations continue to grow as music lovers discover the Hawaii Pops.

List of measures of effectiveness that will be reported to the State agency

Hawaii Pops will provide:

- * a list of total attendance for all concerts and the number of seats available at each venue
- * reviews from media when available for each concert
- * feedback from concert attendees from letters, social media sites, etc.
- * List of contributed revenue for 2013 and 2014 so comparison can be shown with an expected increase in donations

Litigation

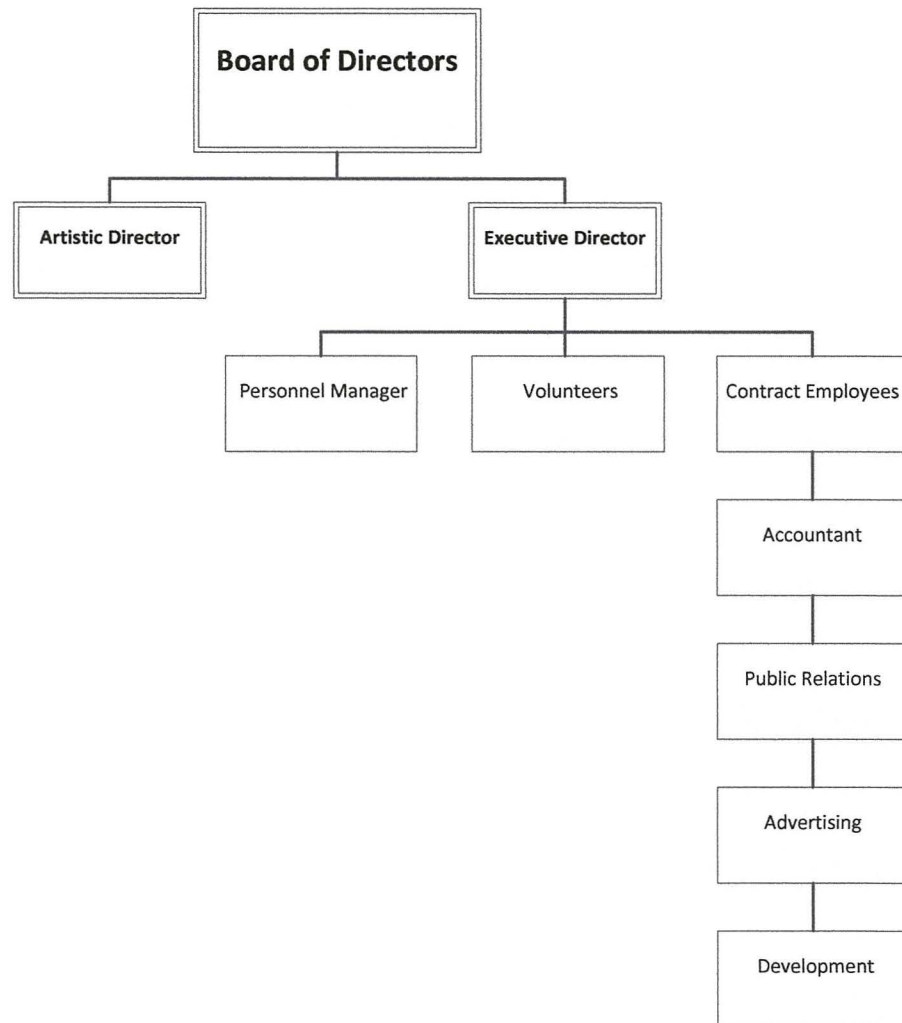
There are currently no pending litigations or any outstanding judgments to which Hawaii Pops is a party.

Licensure or Accreditation

Not applicable.

Thank you for the opportunity to apply for funds from the State of Hawaii. The Hawaii Pops has the potential to become a powerful entertainment entity that will serve us well. We need this Grant-in-Aid to make sure that we are firm financial standing from the beginning.

Hawaii Pops Organizational Chart



BUDGET REQUEST BY SOURCE OF FUNDS

(Period: July 1, 2014 to June 30, 2015)

Applicant: Aowoi Pops

BUDGET CATEGORIES	Total State Funds Requested (a)	(b)	(c)	(d)
A. PERSONNEL COST				
1. Salaries	275,000			
2. Payroll Taxes & Assessments	50,000			
3. Fringe Benefits	7000			
TOTAL PERSONNEL COST	332,000			
B. OTHER CURRENT EXPENSES				
1. Airfare, Inter-Island	2000			
2. Insurance	2500			
3. Lease/Rental of Equipment	0			
4. Lease/Rental of Space	1200			
5. Staff Training	0			
6. Supplies	4500			
7. Telecommunication	800			
8. Utilities	0			
9. Production	439,950			
10. Guest Artists	135,000			
11. Contracted employees	45,000			
12. Marketing / PR	35,000			
13. postage	2000			
14. printing / design	6000			
15. transportation	10,000			
16. First Aid	2600			
17. Security	3,000			
18. guest artist supplies	8,000			
19. Audit	10,000			
20. misc.	5,000			
TOTAL OTHER CURRENT EXPENSES	912,550			
C. EQUIPMENT PURCHASES	0			
D. MOTOR VEHICLE PURCHASES	0			
E. CAPITAL	0			
TOTAL (A+B+C+D+E)	1,044,550			
SOURCES OF FUNDING		Budget Prepared By:		
(a) Total State Funds Requested	200,000	<div style="display: flex; justify-content: space-between;"> DONNA Sebben 808-741-1041 </div>		
(b)		Name (Please type or print) Phone		
(c)		<div style="display: flex; justify-content: space-between;"> [REDACTED] 1/30/2014 </div>		
(d)		Signature of Authorized Official Date		
TOTAL BUDGET		<div style="display: flex; justify-content: space-between;"> Executive Director </div>		
		Name and Title (Please type or print)		

**DECLARATION STATEMENT OF
APPLICANTS FOR GRANTS AND SUBSIDIES PURSUANT TO
CHAPTER 42F, HAWAI'I REVISED STATUTES**

The undersigned authorized representative of the applicant certifies the following:

- 1) The applicant meets and will comply with all of the following standards for the award of grants and subsidies pursuant to Section 42F-103, Hawai'i Revised Statutes:
 - a) Is licensed or accredited, in accordance with federal, state, or county statutes, rules, or ordinances, to conduct the activities or provide the services for which a grant or subsidy is awarded;
 - b) Complies with all applicable federal and state laws prohibiting discrimination against any person on the basis of race, color, national origin, religion, creed, sex, age, sexual orientation, or disability;
 - c) Agrees not to use state funds for entertainment or lobbying activities; and
 - d) Allows the state agency to which funds for the grant or subsidy were appropriated for expenditure, legislative committees and their staff, and the auditor full access to their records, reports, files, and other related documents and information for purposes of monitoring, measuring the effectiveness, and ensuring the proper expenditure of the grant or subsidy.
- 2) The applicant meets the following requirements pursuant to Section 42F-103, Hawai'i Revised Statutes:
 - a) Is incorporated under the laws of the State; and
 - b) Has bylaws or policies that describe the manner in which the activities or services for which a grant or subsidy is awarded shall be conducted or provided.
- 3) If the applicant is a non-profit organization, it meets the following requirements pursuant to Section 42F-103, Hawai'i Revised Statutes:
 - a) Is determined and designated to be a non-profit organization by the Internal Revenue Service; and
 - b) Has a governing board whose members have no material conflict of interest and serve without compensation.

Pursuant to Section 42F-103, Hawai'i Revised Statutes, for grants or subsidies used for the acquisition of land, when the organization discontinues the activities or services on the land acquired for which the grant or subsidy was awarded and disposes of the land in fee simple or by lease, the organization shall negotiate with the expending agency for a lump sum or installment repayment to the State of the amount of the grant or subsidy used for the acquisition of the land.

Further, the undersigned authorized representative certifies that this statement is true and correct to the best of the applicant's knowledge.

HAWAI'I Pops
(Typed Name of Individual or Organization)


(Signature)

1/30/2014
(Date)

DONNA Bebbec
(Typed Name)

Executive Director
(Title)

HAWAII POPS

BY-LAWS

of

HAWAII POPS

March 22, 2013

BY-LAWS
of
HAWAII POPS

March 22, 2012

ARTICLE I

PURPOSES AND SCOPE

Section 1. Purposes. The purposes of the organization shall be as set forth in the Articles of Incorporation, and are excerpted herein:

The corporation shall be organized for the following educational and charitable purposes: (a) to establish an active, non-profit Pops orchestra company which will produce regularly scheduled seasons of quality concerts (b) to stimulate community appreciation of the live music performances; (c) to promote local talent and work as closely as possible with existing concert producing organizations for the maximum development of live performances in Hawaii; and (d) to be available to work in cooperation with community, private and governmental agencies to supplement existing programs in culture and the arts. The organization shall be non-political and non-sectarian.

Section 2. Limitations. The organization shall not, except to an insubstantial degree, engage in activities or exercise any powers that are not in the furtherance of its specific and primary purposes, and will not, except to an insubstantial degree, attempt to influence legislation, carry on propaganda and will not participate in or intervene in any political campaign on behalf of any candidate for public office.

Section 3. Trade Name. The organization may conduct business under the trade name of Hawaii Pops, Matt Catingub, Artistic Director.

ARTICLE II

MEETINGS

Section 1. Annual Meetings. An annual organizational meeting of the Board of Directors shall be held as determined by the Board of Directors not later than the end of December of each year. A meeting notice shall be mailed, emailed or delivered to each director not later than three weeks prior to the meeting. The business of the annual organizational meeting shall include a report by the president on the activities of the organization during the preceding year, the nomination of board members and officers to be elected at the regular meeting of the Board of Directors to be held in December, and such other matters as may properly be raised.

ARTICLE III

BOARD OF DIRECTORS

- Section 1. Governing Body. The governing body of the organization shall be the Board of Directors. The Executive Committee comprised of the elected officers of the Board will meet monthly and can act on behalf of the entire Board.
- Section 2. Members. The Board of Directors shall consist of no fewer than 15 and no more than 50 persons.
- Section 3. Board year. The annual Board of Directors service year shall begin on January 1.
- Section 4. Criteria for board member performance. The Board of Directors shall establish written criteria which enumerates criteria for membership on the board. This written criteria shall be utilized by the Nominating Committee when conducting its performance review of standing board members and recruitment of nominees. The current written criteria as approved by the Board of Directors shall be included in these by-laws as an attachment.
- Section 5. Meetings. The Board of Directors shall hold meetings no less frequently than quarterly. The Executive Board will meet on a monthly basis. Special meetings may be called by the president or by any three (3) Directors. - One-third of the current membership of the Board of Directors shall constitute a quorum. Meetings of the Board of Directors shall be attended by current members of the board and the Producing Director. Attendance of meetings via electronic means shall be permitted.
- Section 6. Board of Directors meeting guests. Board of Director meetings are open and may be attended by guests.
- Section 7. Term; Removal. Directors shall be elected to three-year terms of office. All elected directors shall take office on the first day of January . Any director may be removed with reasonable cause by a two-thirds vote of the remaining directors for failure to satisfy the approved board membership criteria as monitored by the Nominating Committee.
- Section 8. Notice of Meetings. Notice shall be given orally, by electronic mail, or in writing of each Board of Directors meeting to each director at least seventy-two hours before the time scheduled for the meeting.

ARTICLE IV

ARTISTIC AND EXECUTIVE DIRECTORS

- Section 1. Appointment of Artistic and Executive Directors. An Artistic Director and Executive Director shall be appointed by the Board of Directors. Both shall serve for such period of time and upon such terms and conditions as shall be set forth in a written employment agreement entered into between the Directors and the organization. Written employment agreements shall specify the duration of the agreement. No such employment agreement shall be effective unless and until approved by the Board of Directors.
- Section 2. Function. The Executive Director shall have the responsibility for the day-to-day operation of the organization. The Artistic Director shall have artistic leadership of the organization. He or she shall not be eligible to serve as a member of the Board of Directors during his/her service as Producing Director.

ARTICLE V

ELECTION OF DIRECTORS

- Section 1. Nominating Committee. There shall be a Nominating Committee chosen by the President or the President's designate and ratified by the Board of Directors. The Nominating Committee shall consist of at least three non-officer members of the Board.
- Section 2. Nominations. At the annual organizational meeting, the Nominating Committee shall submit names of persons in nomination who have agreed to serve on the board for the ensuing fiscal year. Persons shall be nominated for election to the Board of Directors to fill all vacancies, whether created by expiring terms or otherwise. The names of the nominees shall be included in the notice of the meeting. Nominations for existing members to stand for re-election shall be determined solely by the Nominating Committee based upon an evaluation of the proposed nominee's previous board member activity. This evaluation shall include a review of the proposed nominee's adherence to established board membership criteria and success in meeting predetermined participation standards during previous and current terms of board membership. The Nominating Committee shall prepare and propose a slate of nominees to stand for election. Additional nominees may be proposed by any member of the Board of Directors. No persons other than those nominated in accordance with this section shall be eligible for election to the Board of Directors.
- Section 3. Elections
- a. Annual Elections. The annual election of directors shall be conducted by secret ballot unless unanimously waived by the members in attendance at the meeting in which the election is held. Current members of the board are entitled to vote. The persons receiving the highest number of votes cast shall be elected to the vacant board seats. In the event of a tie for the last available position on the Board of Directors, there shall be a run-off election between or among the persons so tied.

b. Interim Elections. The Board of Directors may elect additional members during the board service year. A director who is elected during the board service year shall serve until December 31st following the second annual organizational meeting following their initial election.

ARTICLE VI

OFFICERS

- Section 1. Designation; Election. The officers of the organization and chain of command shall be president, vice president(s), secretary and treasurer. All officers shall be members of the Board of Directors and shall be elected by the full board at the January meeting of the Board of Directors. The election shall be conducted by secret ballot unless unanimously waived by the members in attendance at the meeting in which the election is held.
- Section 2. Term. The president shall serve a two-year term, and may be nominated and elected to one successive two-year term. The president may not serve more than two consecutive two-year terms. The vice president(s), secretary and treasurer shall be elected to two year terms. All officer terms shall begin on January 1. The immediate past president shall serve on the executive committee for one year after expiration of his or her presidential term.
- Section 3. Nominations. Nominations will be finalized and announced at the January annual board organizational meeting. In addition to names placed in nomination by the Nominating Committee, nominations will also be accepted from the floor. Nominees must agree to stand in nomination prior to the closing of nominations. A person may not stand in nomination for more than one board office.
- Section 4. Duties, Functions and Powers.
- a. President. The president shall preside at all meetings and administer and coordinate the policies of the organization.
- b. Vice-President(s). The vice-president(s) shall assist the president in the performance of his or her duties, shall serve as parliamentarian, and shall attend such committee meetings as the president may assign. The vice president shall succeed to the office of president upon the resignation, disability or death of the president. The Board may elect to have more than one vice president.
- c. Secretary. The secretary shall take and maintain minutes of Board of Directors meetings, give all meeting notices required by these by-laws, prepare election ballots and maintain all records of the organization other than financial records, or shall appoint persons to do so.
- d. Treasurer. The treasurer shall be responsible for the keeping of the financial records of the organization, for the preparation of an annual financial statement, for the filing of

any documents that may be required by the Internal Revenue Service or any state or local taxing authorities, and for the custody of the funds of the organization.

e. Additional Duties, Functions and Powers. Each of the above officers of the organization shall also exercise such other duties, functions and powers not inconsistent with the provisions of these by-laws as may be assigned them by the Board of Directors.

Section 5. Special Elections. When a vacancy exists for any office, the Board shall hold a special election to fill the vacancy, except for succession to the presidency as provided for in this section.

ARTICLE VII

FISCAL AND FINANCIAL POLICIES

Section 1. Limitation. Any sums received by the organization and any earnings of the organization shall be devoted exclusively to the charitable and educational purposes of the organization and no part of the assets or income of the organization shall be distributed to its members, directors or staff except for services actually rendered to the organization.

Section 2. Fiscal Year. The fiscal year of the organization shall be January 1 through December 31.

Section 3. Dissolution. In the event of the dissolution of this organization, all of its assets after payment of its just debts shall be transferred to one or more local charitable or educational organizations chosen by the Board of Directors, provided that such organization or organizations shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code.

Section 4. Financial audit. An outside independent financial audit shall be conducted annually or as required to comply with applicable state and federal regulations governing not-for-profit, 501(c)(3) organizations.

ARTICLE VIII

COMMITTEES

Section 1. Committees. The Board of Directors shall have the following standing committees with these minimum responsibilities:

Executive: meets as necessary to consider business referred by the full Board of Directors. The executive committee shall be made up of board officers and the immediate past president.

Nominating: solicits and recommends nominees to the Board of Directors; oversees Board of Director elections and board officer elections; monitors board member participation in the activities of the Board of Directors and the overall organization by reviewing and preparing a written report not less than annually which evaluates each board member's activity vis-a-vis compliance with predetermined participation standards as set by the full board. This written report will be submitted to the President and to the organization's permanent files through the Executive Director.

Development: creates and implements a plan to raise the contributed income required to meet the projection contained in the board approved annual operating budget; oversees the stewardship of HAWAII POPS contributors and sponsors.

Human Resources: serves the Board of Directors by providing oversight and guidance with respect to Human Resources benefits, compensation, policies and practices to ensure an effective organization. The Committee will hold an annual review of the performance of the Executive and Artistic Director.

Marketing: creates and implements a marketing and public relations plan; assists in formulating a price structure for concert productions and special fundraising events; oversees staff member duties for marketing and public relations.

Special Events: plans, coordinates and produces HAWAII POPS annual fundraising event

The Board of Directors may at any time create special or standing committees as needed for the conduct of the affairs of the organization. Membership on such committees and the duties, functions and powers of such committees shall be as determined by the President with the approval of the Board of Directors.

Section 2. Committee membership. All members of the board shall serve on one or more standing committees. Individual committee chairpersons, by majority vote of a committee's members, may invite non- or previous board members to serve as non-voting committee members. Committee members who are not concurrently members of the Board of Directors may hold any committee officer position except for chairperson. The President or the President's designate makes committee assignments.

- Section 3. Committee chairmanship. The president of the Board of Directors shall appoint the chairs of committees no later than the first regular Board of Directors meeting following January 1st, beginning of the new board service year or immediately after formation of a new committee. Only current members of the Board of Directors are eligible to serve as chairs of committees.
- Section 4. Committee meetings. Each standing and special committee shall meet at least once per quarter to conduct appropriate committee business.
- Section 5. Committee reports. Each standing and special committee shall submit a written report for each meeting held to the President and to the permanent organizational files through the Executive Director to document member attendance and committee business considered, and to assure committee and individual board member compliance with these by-laws.

ARTICLE IX

MISCELLANEOUS

- Section 1. Rules. To the extent not inconsistent with the provisions of these by-laws, Robert's Rules of Order shall govern procedure at meetings of the Board of Directors, or any committees or subcommittees of this organization.
- Section 2. Voting by Presiding Officer. The presiding officer at Board of Directors meetings shall have the right to vote only in case of a tie.
- Section 3. Nepotism and Conflict of Interest Policies. HAWAII POPS is a non-profit organization duly registered with the Department of Commerce and Consumer Affairs of the State of Hawaii. All employees shall be hired on the basis of merit and not on the basis of their relationships to members of the Board of Directors. No employee or director shall take any official organization action directly affecting (1) a business or other undertaking in which the person has a substantial financial interest; or (2) a private undertaking in which the person is engaged as legal counsel, adviser, consultant, representative or other agency capacity.
- Section 4. Execution of contracts. Any individual at the time holding the position of President, Vice President, Secretary, Treasurer or Producing Director is hereby authorized to execute from time to time, as the activities of the organization may require, all documents, applications, or contracts incident to the duly authorized business of the organization with and between other private or governmental entities including but not limited to the State Foundation On Culture And The Arts.
- Section 5. Board compensation. No person shall receive any compensation for serving as a member of the Board of Directors, nor shall any Board member vote on any matter in which he or she has a material conflict of interest. All questions concerning the existence or materiality of a conflict of interest shall be resolved by a majority vote of the Board of Directors.

ARTICLE X

AMENDMENTS

- Section 1. Proposal of Amendments. Amendments to these by-laws may be proposed by any member of the Board of Directors to the By-Laws Committee.
- Section 2. Announcement of proposed amendments and changes. Proposed amendments and changes to these by-laws shall be announced and submitted in writing to each member of the Board of Directors no less than 7 days prior to the meeting date on which any proposed amendments will be discussed and upon which a vote will be taken.
- Section 3. Adoption. A proposed amendment shall be adopted upon the vote of two-thirds of the Directors present and voting at a properly convened Directors meeting.

ARTICLE XI

EFFECTIVE DATE AND TRANSITION

- Section 1. Effective Date. These by-laws shall take effect upon adoption.
- Section 2. Transition. Notwithstanding the effective date set forth above, the present Board of Directors and all present officers and committees shall continue until such time as their successors are elected or appointed under the provisions hereof.

ATTACHMENTS

Attachment #1: Board of Directors Member Criteria

BOARD MEMBER CRITERIA

as adopted 2013

The members of the Board of Directors of Hawaii Pops are expected to be actively involved with and strongly committed to the theatre. Hands-on involvement beyond attendance at meetings is desired. Board members' active participation in all aspects of the theatre through proper channels is welcomed, expected and appreciated. Board members are expected to enthusiastically lend their expertise and talents, their resources (financial and/or otherwise), and their labor.

A Hawaii Pops Board of Directors member will:

1. Regularly attend Board of Directors meetings.
2. Be a Hawaii Pops season subscriber.
3. Make an effort to attend all Hawaii productions (regular season and special performances).
4. Actively serve on at least one board committee.
5. Make an annual financial contribution to the Annual Fund. Work with Executive Director and Development Committee to identify and solicit major donor prospects.
- 6.. Attend and support Hawaii Pops annual fundraising event (when established).
7. Be aware of and fully exercise his/her fiduciary responsibility.
8. Be an active voice and supporter of Hawaii Pops in the local community.

DEPARTMENT OF COMMERCE AND CONSUMER AFFAIRS

STATE OF HAWAII

In the Matter of the)
)
Incorporation)
)
of)
)
Hawaii Pops Orchestra)
)
as a nonprofit corporation)
_____)

Articles of Incorporation

James R. Aiona Jr
Attorney at Law
P.O. Box 60676
Ewa Beach, Hawaii 96706

DEPARTMENT OF COMMERCE AND CONSUMER AFFAIRS

STATE OF HAWAII

In the Matter of the)
)
 Incorporation)
)
 of)
)
 Hawaii Pops Orchestra)
)
 as a nonprofit corporation)
 _____)

Articles of Incorporation of Hawaii Pops

KNOW ALL MEN BY THESE PRESENTS:

The undersigned, desiring to become incorporated as a nonprofit corporation in accordance with the laws of the State of Hawaii and to obtain the rights and benefits conferred by said laws upon nonprofit corporations, does hereby execute the following Articles of Incorporation.

1. Corporate Name

The name of the corporation shall be:

Hawaii Pops Orchestra

2. Location of Corporate Office.

The place of the principal office of the corporation shall be located in the City and County of Honolulu, State of Hawaii. The address of the corporation is:

6770 Hawaii Kai Drive #309
Honolulu, Hawaii 96825

or at such other office or offices within and without the State of Hawaii as its business may from time to time require

3. Period of Duration.

The period of duration is perpetual.

4. Corporations Registered Agent

The Corporations registered agent, who has and will continuously maintain in the State of Hawaii a business address is:

Donna Bebber

The address of the place of business in the State of Hawaii to which service of process and other notice and documents being served on or sent to the entity is:

6770 Hawaii Kai Drive #309
Honolulu, Hawaii 96825

5. Corporate Purpose and Powers

This corporation shall be a nonprofit corporation within the meaning of Chapter 414D of the Hawaii Revised Statutes.

The corporation is organized for the following specific purposes and powers:

a) to establish an active, non-profit Pops orchestra company which will produce regularly scheduled seasons of quality concerts; b) to stimulate community appreciation of the live music performances; c) to promote local talent and work as closely as possible with existing concert producing organizations for the maximum development of live performances in Hawaii; and d) to be available to work in cooperation with community, private, and governmental agencies to supplement existing programs in culture and the arts.

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 director, 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 objectives and purposes or for reimbursement of expenses incurred in behalf of the corporation. No director, 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 upon dissolution of the corporation. No part of the activities of the corporation shall include (i) carrying on propaganda, (ii) attempting in any manner to influence legislation, except that members of the corporation's Board of Directors and personnel of the corporation may testify or make other appropriate communications where formally requested to do so by 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 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 Code 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 Code 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 code 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 Code 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 Code or corresponding provision of any subsequent Federal tax laws.

Notwithstanding any other provision herein, the 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 Code or the corresponding provision of any subsequent Federal tax laws or (b) by a corporation to which contributions are deductible under Section 170(c)(2) of the Code or the corresponding provision of any subsequent Federal tax laws.
Corporate Purpose and Powers

6. Members.

The corporation is not organized for profit, and it will not issue any stock. The corporation shall not be a membership corporation and shall have no members.

7. Board of Directors and Officers

The business and affairs of the corporation shall be managed by the Board of Directors, which shall consist of not less than three (3) members nor more than twenty-one (31) members. At least one (1) member of the Board of Directors shall be a resident of the State of Hawaii. The members of the Board of Directors and officers shall be elected or appointed at such times, in such manner and for such terms as may be prescribed by the Bylaws.

The number of directors constituting the initial Board of Directors is ten (10). The following persons shall act as the initial directors and officers of the corporation until their successors are duly elected or appointed for in the Bylaws:

NAMES	OFFICE	RESIDENCE ADDRESS
Carolyn Berry Wilson	President/Director	[REDACTED] [REDACTED]
James R. Aiona Jr.	Vice President/Director	[REDACTED] [REDACTED]
Virginia Hinshaw	Treasurer/Secretary/Director	[REDACTED] [REDACTED]
John Henry Felix	Director	[REDACTED] [REDACTED]
Andrew Jackson	Director	[REDACTED] [REDACTED]
James Merrian	Director	[REDACTED] [REDACTED]
Michael O'Malley	Director	[REDACTED] [REDACTED]
Caroline Witherspoon	Director	[REDACTED] [REDACTED]
Jon Yoshimura	Director	[REDACTED] [REDACTED]
Clint Schroeder	Director	[REDACTED] [REDACTED]

Any person may hold two or more offices in the corporation unless forbidden to do so by the Articles of Incorporation. The officers of the corporation shall be a President, a Treasurer, and a Secretary, along with such other officers as are provided for in the Articles of Incorporation. One person may hold more than one office, but the President and a majority of the officers shall be residents of the State of Hawaii.

The Board of Directors shall, except as limited in the Bylaws, have all power necessary or proper to carry out all of the business of the corporation, and the directors may delegate such powers as they see fit, so long as such delegation is not prohibited by law or in the Bylaws.

8. Contracts

The Board of Directors may make contracts with any person, firm, corporation, association or organization to act as an agent or employee of the corporation, to perform duties and services and to exercise power and authority on behalf of the corporation, including ministerial, executive and discretionary powers, subject always to the supervision and control of the Board of Directors. Any such contract (a) shall contain such terms and provisions with respect to the duties, services, powers, and authority to be performed by such agent or employee, compensation therefor and such other provisions as the Board of Directors may determine and (b) may permit such agent or employee to deal in his own behalf with the corporation to hold similar positions for other corporations with which the corporation may do business and to receive compensation therefor.

9. Indemnity

- (1) No director or officer of the corporation shall be liable to the corporation for any loss or damage suffered by it on account of any action or omission by the person as such director or officer, unless such person shall, with respect to such action or omission, be or have been guilty of negligence toward the corporation or willful misconduct toward the corporation in the performance of the person's duties as such director or officer.
- (2) Each director and each officer of the corporation and his personal representatives shall be indemnified by the corporation against all costs and expenses which may reasonably be incurred or paid by him or which may be imposed upon him in connection with any claim against him or with any action, suit, proceeding, investigation or inquiry to which he may be made a party or with which he may be threatened by reason of or resulting from any action or omission or alleged action or omission by him as such director or officer and against any amount or amounts which may be paid by him in settlement of any such claim or in settlement of any such action, suit, proceeding, investigation or inquiry or in settlement of any claim on which the

same is based and against any amount or amounts which may be paid by him in satisfaction of any judgment or decree or order in any such action, suit, proceeding, investigation or inquiry (whether or not he continues to be such director or officer at the time of incurring or paying such costs expenses or other outlays), other than and except for any such costs, expenses and other outlays incurred or paid in connection with any action or omission as to which such director or officer shall have been guilty of negligence toward the corporation or willful misconduct toward the corporation in the performance of his duties as such director or officer. In case there is a final adjudication in any such action or suit or proceeding that such director or officer was, or that such director or officer was not, guilty of such negligence or willful misconduct, the Board of Directors and each director and officer of the corporation may conclusively rely thereupon and in the absence of any final adjudication to such effect in any such action or suit or proceeding, the Board of Directors and each director and officer of the corporation may conclusively rely upon an opinion of legal counsel, selected by or in any manner designated by the Board of Directors, that such director or officer was, or that such director or officer was not, guilty of such negligence or willful misconduct.

- (3) The immunity from liability and indemnity provided for in this Article 8 shall be in addition to any rights to which any director or officer of the corporation may otherwise be or become entitled by law or pursuant to vote of the directors of the corporation or otherwise. Any person who serves or continues to serve as a director or officer of the corporation shall be deemed to do so in reliance upon the provisions of this Article 8.
- (4) The corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer or employee of the corporation or is or was serving at the request of the corporation as a director, officer or employee of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against that person and incurred by that person in any such capacity or arising out of their status as such, whether or not the corporation should have the power to indemnify that person against such liability under the provisions of this Article 8.

10. Dissolution

Upon the dissolution or winding up 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 religious charitable, educational, scientific, athletic, and/or literary purposes and which has established its tax-exempt status under Section 501 C (3) of the Code.

11. Bylaws

The initial Bylaws of the corporation shall be adopted by the Board of Directors. The Bylaws may be altered, amended or repealed, and new Bylaws may be adopted, by the Board of Directors as prescribed in the Bylaws.

12. Corporate Liabilities

All the property of the corporation shall be liable for the debts of the corporation. The directors, officers, and employees of the corporation shall not be liable for the corporation's obligations.

13. Definitions

The word "person" or any pronoun used in place thereof, where the context so requires or admits, shall include and mean individuals, firms, corporations, partnerships and associations. The singular shall include and mean the plural, or vice versa. Masculine, feminine and neuter genders shall include or interchange each of the other genders as the context shall imply.

14. Incorporator

The name and address of the incorporator is:

James R. Aiona Jr.

[REDACTED]
[REDACTED]