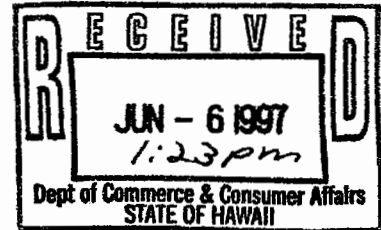


STATE OF HAWAII

DEPARTMENT OF COMMERCE AND CONSUMER AFFAIRS

In the Matter of the Incorporation)
)
 of)
)
 HONOLULU COUNCIL, NAVY LEAGUE OF)
 THE UNITED STATES)
 _____)

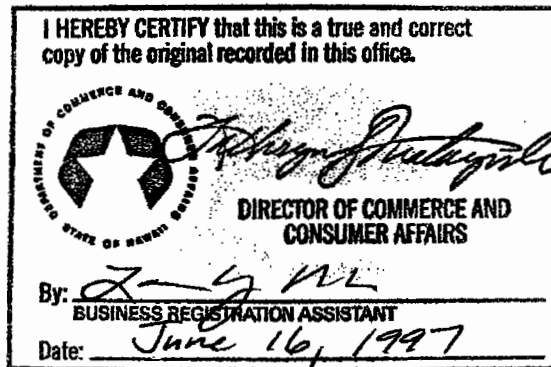


ARTICLES OF INCORPORATION

OF

HONOLULU COUNCIL, NAVY LEAGUE OF THE UNITED STATES

A NONPROFIT CORPORATION ORGANIZED UNDER
SECTION 415B-34, HAWAII REVISED STATUTES



STANTON CLAY TOM CHAPMAN & CRUMPTON
Attorneys-at-Law
A Law Corporation

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Attorney for Incorporation

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1054 Kamaole Street
Honolulu, Hawaii 96825

GEORGE M. IRION
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Kailua, Hawaii 96734

JOAN BENNET
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EPOONI L. PERKINS
4051 Kaimuki Avenue
Honolulu, Hawaii 96816

ROBERT T. GUARD
2264 Ahamele Place
Honolulu, Hawaii 96821

MICHAEL S. ROSS
3075 Ala Poha Place #504
Honolulu, Hawaii 96818

GLENN K. Y. HONG
3829 Lurline Drive
Honolulu, Hawaii 96816

DOUGLAS WON
98-617 Holopuni Street
Aiea, Hawaii 96701

ARTICLE VI
OFFICERS

The officers of the corporation shall consist of a president, a senior vice president, nine (9) vice presidents, a secretary, a treasurer, a judge advocate, a deputy judge advocate, a parliamentarian and such other officers as the Board of Directors may, from time to time, establish pursuant to the by-laws of the corporation. The following are the names and residence street addresses of the initial officers:

President

ROBERT T. GUARD
2264 Ahamele Place
Honolulu, Hawaii 96821

Senior Vice President

PAUL GAGNON
541 Pauku Street
Kailua, Hawaii 96734

Vice President,
Finance/
Treasurer

REGINALD E. BAKER, JR.
1054 Kamaole Street
Honolulu, Hawaii 96825

(a) As an educational civilian organization of men and women who believe that a strong United States Navy, Marine Corps, Coast Guard and Merchant Marine are essential to our country;

(b) To serve as a liaison between the maritime services and the civilian community;

(c) To assist recruiting efforts of the maritime services in Hawaii;

(d) To operate a sea-cadet program for teenage boys and girls;

(e) To assist retired service persons to find a role in civilian life;

(f) To develop and conduct programs to recognize the achievements of officers and enlisted personnel stationed in Hawaii;

(g) To provide civilian support of the maritime services;

(h) To assist maritime service in other ways that are constant with the aims of the Navy League;

(i) To do all and everything necessary, suitable and proper for the accomplishment of any of the purposes or attainment of any of the objects heretofore set out or mentioned, either alone or in association with other individuals, corporations or partnerships, including but not limited to, the county, state, federal and municipal bodies and authorities; and

(j) The transaction of any or all lawful activities for which nonprofit corporations may be incorporated under Chapter 415B, Hawaii Revised Statutes.

Section 2. And in furtherance of said purposes, the corporation shall have all powers, rights, privileges and immunities and shall be subject to all of the liabilities conferred or imposed by law upon corporations of this nature, and shall be subject to and have all the benefits of all general laws with respect to corporations.

ARTICLE V BOARD OF DIRECTORS

There shall be a board of directors consisting of not less than three (3) and nor more than fifteen (15) members. The following are the names and residence street addresses of the initial directors. They shall hold office for the first year or until their successors are duly elected pursuant to the by-laws of the corporation:

Vice President, The Bridge	GLENN K. Y. HONG 3829 Lurline Drive Honolulu, Hawaii 96816
Vice President, Council Activities	JOHN E. FLANAGAN, JR. 995 Kailiu Place Honolulu, Hawaii 96825
Vice President, Sea Service Support	EPOONI L. PERKINS 4051 Kaimuki Avenue Honolulu, Hawaii 96816
Vice President, Strategic Planning	RONALD R. CRITSER 1185 Kahili Street Kailua, Hawaii 96734
Vice President, Membership Development	MICHAEL S. ROSS 3075 Ala Poha Place #504 Honolulu, Hawaii 96818
Vice President, Life Members	DAVID E. OFFERMAN 1200 College Walk #205 Honolulu, Hawaii 96817
Vice President, Communications/Publications	JOAN BENNET 2047 Nuuanu Avenue #1002 Honolulu, Hawaii 96817
Vice President, Administration	DONALD A. MORRISON 1423 Hoakoa Place Honolulu, Hawaii 96821
Secretary	JAMES E. PITTON 98-500 Koauka Loop #19G Aiea, Hawaii 96701
Judge Advocate	JAMES A. STANTON 1287 Aupupu Place Kailua, Hawaii 96734
Deputy Judge Advocate	MICHAEL A. LILLY 2769 Laniloa Road Honolulu, Hawaii 96813
Parliamentarian	ALAN S. LLOYD 383B Kaelepulu Drive Kailua, Hawaii 96734

ARTICLE VII
MEMBERS

The corporation has members.

ARTICLE VIII
NONPROFIT CORPORATION


The corporation is organized for charitable and educational purposes only and is not organized for profit. It will not issue any stock, and no part of its assets, income, or earnings shall be distributed to its members, directors, or officers, except for services actually rendered to the corporation. Upon dissolution, all of the assets of the corporation after payment of its just debts shall be transferred or distributed to an organization(s) as shall at the time qualify as an exempt organization(s) under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. Notwithstanding any other provision of these Articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

We certify under the penalties of Section 415B-158, Hawaii Revised Statutes, that we have read the above statements and that the same are true and correct.

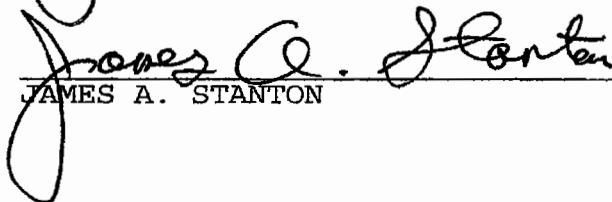
Witness our hands this 6TH day of JUNE, 1997.



ROBERT T. GUARD



JAMES E. PITTON



JAMES A. STANTON

BUS\NAVY.LEA\DOC\ARTICLES