

AMENDMENT TO BY-LAWS OF THE KIHEI TIMESHARE OWNERS ASSOCIATION

This Amendment to By-Laws of the Kihei Timeshare Owners Association (“Amendment”) is made by the Kihei Timeshare Owners Association (the “Association”).

RECITALS:

WHEREAS, the Association is composed of all owners of intervals at the project known as “Kihei Akahi” established pursuant to the Declaration of Covenants and Conditions and Restrictions for the Kihei Akahi Vacation Plan dated May 11, 1984, and recorded in the Bureau of Conveyances of the State of Hawaii in Liber 17873, pat Page 284, which has been subsequently amended (“Declaration”).

WHEREAS, the Declaration provided for the organization of the Association established By-Laws therefor (“Bylaws”), which were amended on January 19, 2009.

WHEREAS, Section 10.2 of the Bylaws provides that the Bylaws may be revised by a vote at a meeting of the members having a majority of all interests.

WHEREAS, a duly called meeting of the members was held on September 15, 2012 at which meeting a quorum of member was present, and the members having a majority of all interests voted to amend the Bylaws as follows:

AMENDMENT

1. The first sentence of Section 6.1 shall be deleted and replaced in its entirety with: “Number, Qualifications, Term of Office. The affairs of the Association will be managed by a Board of Directors composed of not less than five persons and no more than seven persons.”

2. The third sentence of Section 6.2 shall be deleted and replaced in its entirety with: “Members may also nominate candidate(s) or themselves, at any time before the 60th day preceding the election.”

3. The last sentence of Section 6.2 shall be deleted and replaced in its entirety with: “Members shall be allowed to vote by absentee ballot by mailing or hand-delivering a ballot to the location designated by the Board of Directors, which shall be identified in the notice of meeting.”

This Amendment supersedes the original Bylaws and all prior amendments thereto. Notwithstanding any other provision to the contrary, the amended provisions shall govern.

This Amendment shall be construed in accordance with and governed by the laws of the State of Hawaii. To the extent that there is any conflict between this Amendment and the applicable State of Hawaii statutes, such statutes shall control. To the extent that there is any conflict between the provisions of the Bylaws and the applicable State of Hawaii statutes, such statutes shall control.

In all other respects, the Bylaws, as amended, is hereby ratified and confirmed and shall be binding upon and inure to the benefit of the parties to them and their respective successors and permitted assigns.

Each of the undersigned officers of the Association hereby warrants and represents that he or she is legally authorized to sign this Amendment on behalf of the Association.

The officers of the Association agree that this Amendment may be executed in counterparts, each of which shall be deemed an original, and said counterparts shall together constitute one and the same instrument, binding the parties thereto, notwithstanding that all the parties are not signatories to the original or the same counterpart. For all purposes, including without limitation, recordation, filing and delivery of this Amendment, duplicate, unexecuted and unacknowledged pages of the counterparts may be discarded and the remaining pages assembled as one document.

IN WITNESS WHEREOF, the undersigned have executed this Amendment this 16 day of OCTOBER, 2012, and do hereby certify that the foregoing amendment to the Bylaws was duly adopted by the members of the Association.

**KIHEI TIMESHARE OWNERS
ASSOCIATION**

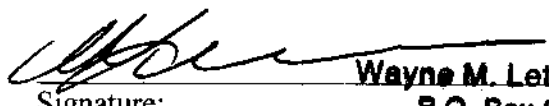
By Susan A Eisenberger
Printed Name: Susan A Eisenberger
Its: Secretary

By LANE DURGIN
Printed Name: LANE DURGIN
Its: PRESIDENT

STATE OF PROVINCE OF BRITISH COLUMBIA

COUNTY OF YALE) ss.
)

On this 16 day of OCTOBER, 2012, before me personally appeared SUSAN EISEN to me personally, who, being by me duly sworn or affirmed, did say that she is the SECRETARY of Kihei Timeshare Owners Association, and the foregoing instrument was executed as the free act and deed of said association, and if applicable in the capacity shown, having been duly authorized to execute such instrument in such capacity. Said association has no seal.


Signature: **Wayne M. Letourneau**
P.O. Box 3009
Salmon Arm, B.C. V1E 4R8
A Notary Public in and for **NOTARY PUBLIC**
The Province of British Columbia Phone: (250) 832-9319

Print Name:
Notary Public, State of Hawaii **NON-EXPIRING**
My commission expires: _____ **COMMISSION**

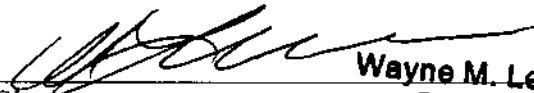
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STATE OF PROVINCE OF BRITISH COLUMBIA

) ss.

COUNTY OF YALE)

On this 16 day of OCTOBER, 2012, before me personally appeared SUSAN EISENBERGER to me personally, who, being by me duly sworn or affirmed, did say that she is the Secretary of Kihei Timeshare Owners Association e, and the foregoing instrument was executed as the free act and deed of said association, and if applicable in the capacity shown, having been duly authorized to execute such instrument in such capacity. Said association has no seal.


Signature: _____

Wayne M. Letourneau
P.O. Box 3009
Salmon Arm, B.C. V1E 4R8
NOTARY PUBLIC
Phone: (250) 832-9319

Print Name: _____
Notary Public, State of ~~the~~ **Province of British Columbia**

My commission expires: NON-EXPIRING
COMMISSION

Doc. Date: _____	# Pages: ____
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AMENDMENT TO BY-LAWS OF THE KIHEI TIMESHARE OWNERS ASSOCIATION	
_____ Notary Signature	_____ Date

STATE OF NEVADA)

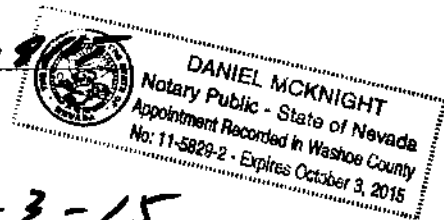
) ss.

COUNTY OF WASHOE)

On this 5th day of NOVEMBER, 2012, before me personally appeared LAWE DURGIN to me personally, who, being by me duly sworn or affirmed, did say that HE is the PRESIDENT of Kihei Timeshare Owners Association e, and the foregoing instrument was executed as the free act and deed of said association, and if applicable in the capacity shown, having been duly authorized to execute such instrument in such capacity. Said association has no seal.

Daniel Mcknight
Signature:

DANIEL MCKNIGHT
Print Name:
Notary Public, State of Hawaii



My commission expires: 10-3-15

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_____	_____
Notary Signature	Date