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TITLE GUARANTY OF HAWAII, INCORPORATED

LAND COURT SYSTEM

REGULAR SYSTEM

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KUKUI'ULA DEVELOPMENT
PO Box 280
Koloa, Hawaii 96756
Attn: Thad Bond

RS-2

TG ACCOM: P421904

Total Pages: 6

Tax Map Key No.:

SUPPLEMENTAL DECLARATION
to
COVENANT FOR THE CLUB AT KUKUI'ULA
(Parcel CC)

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(Parcel CC)

THIS SUPPLEMENTAL DECLARATION is made this 10th day of January, 2011, by KUKUI'ULA DEVELOPMENT COMPANY (HAWAII), LLC, a Hawaii limited liability company ("Declarant"), whose mailing address is P. O. Box 280, Koloa, Hawaii 96756;

W I T N E S S E T H :

WHEREAS, Declarant is the Declarant under that certain Covenant for the Club at Kukui'ula, dated May 8, 2006, recorded in the Bureau of Conveyances of the State of Hawaii (sometimes herein referred to as the "Bureau" or the "Bureau of Conveyances") on May 11, 2006 as Document No. 2006-088740, as amended and supplemented, including as amended and supplemented by instrument dated June 20, 2006, recorded in the Bureau on June 22, 2006 as Document No. 2006-115383 ("First Amendment"), and by instrument dated March 19, 2008, recorded in the Bureau on March 25, 2008 as Document No. 2008-045849 ("Second Amendment") (collectively, the "Covenant"); and

WHEREAS, unless otherwise defined in this Supplemental Declaration, all capitalized terms (other than those at the beginning of sentences) shall have the definitions given to them in the Covenant; and

WHEREAS, Chapter 3 of the Covenant provides that the Declarant may submit to the terms of the Covenant all or any portion of the property described in Exhibit "B" to the Covenant by recording a Supplement describing the additional property to be submitted; and

WHEREAS, Chapter 3 of the Covenant also permits the Declarant to impose additional obligations and easements on the property that the Declarant submits to the Covenant, and also permits a Supplement to add to, create exceptions to, or otherwise modify the terms of the Covenant as it applies to the property described in the Supplement; and

WHEREAS, the real property described in Exhibit "A" attached hereto and hereby made a part hereof (the "Subject Property") is a portion of the property described in Exhibit "B" to the Covenant; and

WHEREAS, the Declarant is the current owner of the Subject Property; and

WHEREAS, the Declarant desires to submit the Subject Property to the Covenant and to the jurisdiction of the Club at Kukui'ula, a Hawaii nonprofit corporation, described in the Covenant (the "Club"); and

WHEREAS, the Declarant also desires to subject the Subject Property to the additional covenants and easements contained in this Supplemental Declaration, and to modify the terms of the Covenant as it applies to the Subject Property as hereinafter provided;

NOW, THEREFORE, pursuant to the powers retained by the Declarant under the Covenant, the Declarant hereby subjects the Subject Property to the provisions of the Covenant and to the provisions of this Supplemental Declaration, which shall apply to the Subject Property in addition to the provisions of the Covenant. The Subject Property shall be sold, transferred, used, conveyed, occupied, and mortgaged or otherwise encumbered pursuant to the provisions of this Supplemental Declaration and the Covenant (inclusive of all amendments thereto), both of which shall run with the title to such Subject Property and shall be binding upon all persons having any right, title, or any interest in all or any portion of the Subject Property, their respective heirs, devisees, personal representatives, successors, successors in trust, and assigns, as applicable. The provisions of this Supplemental Declaration shall be binding upon the Club in accordance with the terms of the Covenant.

ARTICLE I

Subject Units and Lodge Designation

1.1 Subject Lots and Units. Each of the lots described in Exhibit "A" attached hereto is herein referred to as a "Subject Lot". Specific Subject Lots shall be designated numerically as set forth in Exhibit "A" attached hereto.

Notwithstanding any other provision in the Covenant to the contrary, each of the Subject Lots shall be considered a Unit under the terms of the Covenant. Each of said Subject Lots is referred to herein as a "Subject Unit", and all of said Subject Lots are collectively referred to herein as the "Subject Units".

Subject to the terms and restrictions, if any, of participating in the Kukui'ula Lodge Rental Program described below, Owners of the Subject Units shall be entitled to the benefits, and shall be subject to the obligations and duties, of Plantation Membership in the Club as provided in the Covenant, except that neither Declarant nor any "Builder", as defined in the Community Charter for Kukui'ula, shall be considered such an Owner.

1.2 Lodge Designation. As set forth in Supplemental Declaration to Kukui'ula Charter and Declaration of Easements (Parcel CC), also dated JAN 1 6 2011, 20__ and intended to be recorded in the Bureau concurrently herewith, each Owner of a Subject Unit is eligible to participate in the "Lodge Rental Program" as therein defined. Each Subject Unit that from time to time participates in the Lodge Rental Program shall, during the period(s) of such participation, be part of the Lodge at Kukui'ula under the Community Charter. During the period(s) of time that it participates in the Lodge Rental Program, each such Subject Unit shall therefore be subject to and shall enjoy the benefits of the provisions of the Covenant pertaining to the Lodge and Lodge guests.

ARTICLE II

Additional and Modified Covenants and Disclosures

2.1 Assessments. Notwithstanding anything to the contrary contained in the Covenant, the Club By-Laws or any other document, no Initiation Fee shall be levied upon the transfer of any Subject Unit (a) from the Declarant to any Builder, or (b) from any such Builder to its first transferee.

ARTICLE III

Recordation of Subdivision File Plan

3.1 Description of Subject Lots. Declarant has submitted or will submit to the Bureau a proposed file plan depicting the Kukui'ula Residential Subdivision, Phase IIIA, and all of the lots and easements therein, including the Subject Lots. Upon the approval and filing of said file plan at the Bureau, the descriptions of and references to the Subject Lots as set forth in said file plan shall supersede the descriptions of the Subject Lots contained herein or in any Exhibit attached hereto. In the event of any conflict between the file plan and the description of any Subject Lot contained herein or in any Exhibit attached hereto, the file plan shall control. Notwithstanding anything herein or in any Governing Document to the contrary, Declarant hereby reserves and shall have the right to execute and record in the Bureau an instrument confirming the approval and filing of said file plan and declaring that the descriptions of the Subject Lots shall be as set forth in the file plan. Such instrument shall effectively amend the descriptions of the Subject Lots as above described without the consent or joinder of any Owner, but each Owner of a Subject Lot shall, if requested by Declarant, join in the execution and recordation of such instrument.

IN WITNESS WHEREOF, the undersigned Declarant has executed this Supplemental Declaration the date and year first written above.

KUKUI'ULA DEVELOPMENT COMPANY
(HAWAII), LLC,
a Hawaii limited liability company

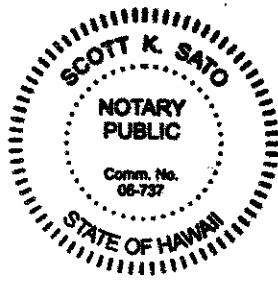
By: _____

Name: Brent E. Herrington

Title: President

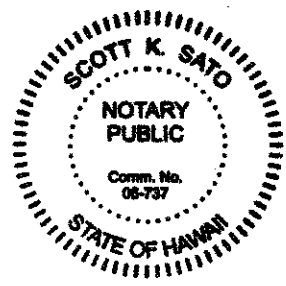
STATE OF HAWAII)
) s.s.
COUNTY OF KAUAI)

On JANUARY 10, 2011, before me personally appeared BRENT E. HERRINGTON, to me personally known, who, being by me duly sworn or affirmed, did say that such person executed this 6-page Supplemental Declaration to Covenant for the Club at Kukui'ula (Parcel CC) dated JANUARY 10, 2011, in the Fifth Circuit of the State of Hawaii, as the free act and deed of such person, and if applicable in the capacity shown, having been duly authorized to execute such instrument in such capacity.



By: [Signature]
Name: SCOTT K. SATO
Title: Notary Public

My Commission Expires: NOVEMBER 19, 2014



NOTARY PUBLIC CERTIFICATION
Scott K. Sato State of Hawaii Fifth Judicial Circuit
Commission # 06-737 Exp: November 19, 2014
No. of Pages: 6 Date of Doc. JAN 10, 2011
Doc. Description: Supplemental
Declaration
Notary Signature [Signature] Date: 1/10/11

EXHIBIT "A"

Subject Property

LOTS 1 to 16, inclusive, of the Kukui'ula Residential Subdivision, Phase IIIA ("Subject Lots 1 to 16", respectively), as depicted on the subdivision map that is referred to in that certain Affidavit of Gary S. Takamoto, recorded in the Bureau of Conveyances of the State of Hawaii on December 30, 2010 as Document No. 2010-203416.