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Return by Mail Pickup To:

Kukui'ula Development Company (Hawaii), LLC
2700 Ke Alaula Street, Suite B
Koloa, Hawaii 96756

Total Pages: 6

Tax Map Key Nos.: (4) 2-6-020: 022 (Lot E of Kukui'ula Residential Subdivision, Phase III-C-I)

AMENDMENT TO SUPPLEMENT
to
AMENDED AND RESTATED COVENANT FOR THE CLUB AT KUKUI'ULA
(Kainani Villas)

THIS AMENDMENT TO SUPPLEMENT TO AMENDED AND RESTATED COVENANT FOR THE CLUB AT KUKUI'ULA (KAINANI VILLAS) (this "Amendment") is effective as of June 16, 2016, by KUKUI'ULA DEVELOPMENT COMPANY (HAWAII), LLC, a Hawaii limited liability company (the "Declarant"), whose mailing address is 2700 Ke Alaula Street, Suite B, Koloa, Hawaii 96756 and KAINANI VILLAS, LLC, a Hawaii limited liability company (the "Kainani"), whose mailing address is 822 Bishop Street, Honolulu, Hawaii 96813;

WITNESSETH

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") on May 11, 2006, as Document No. 2006-088740, as amended and restated by that certain Second Amended and Restated Covenant for The Club at Kukui'ula, dated August 5, 2015, and recorded in the Bureau as Document No. A-56951010 (as amended, the "Covenant");

WHEREAS, Chapter 3 of the Covenant provides that 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, with the consent of the owner of such property;

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

WHEREAS, by that certain instrument dated June 30, 2015, recorded in the Bureau as Document Nos. A-56591118A through A-56591118B, Declarant and Kainani submitted Lot 22 of Kukui‘ula Residential Subdivision, Phase III-C (“**Lot 22**”) (a) to the Covenant and to the jurisdiction of The Club at Kukui‘ula, a Hawaii nonprofit corporation, described in the Covenant (“**The Club**”), and (b) to certain reservations, terms, covenants and conditions as therein provided (as amended, the “**Kainani Supplement**”);

WHEREAS, Lot 22 was consolidated and resubdivided pursuant to the subdivision map entitled “Kukui‘ula Residential Subdivision, Phase III-C-I” and approved by the Planning Commission of the County of Kauai on January 12, 2016, and attached as Exhibit B to the Affidavit of Erik S. Kaneshiro, Austin, Tsutsumi & Associates, Inc., dated February 8, 2016, recorded in the Bureau as Document No. A-58820753, as may be amended;

WHEREAS, Declarant, pursuant to the powers reserved to Declarant in Section 6.1 of the Covenant, and Kainani, as the current owner of all of the Subject Property affected by this Amendment, desire to amend the Kainani Supplement to reflect the foregoing consolidation and resubdivision;

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

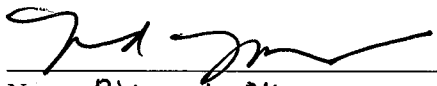
NOW, THEREFORE, Declarant and Kainani hereby amend the Kainani Supplement as set forth below:

1. Exhibit “A” attached to the Kainani Supplement is hereby deleted in its entirety and replaced with Exhibit “A” attached hereto and made a part hereof.
2. Except as amended by this Amendment, the Covenant and the Kainani Supplement shall continue in full force and effect.
3. This Amendment may be executed in counterparts. Each counterpart shall be executed by one or more parties hereinbefore named and the several counterparts shall constitute one instrument to the same effect as though the signatures of all the parties are upon the same document.
4. The parties hereto agree that the person or company recording or arranging for the recordation of this Amendment is authorized to complete any blanks contained in this Amendment with the applicable number of pages, dates, and recordation information, whether before or after this Amendment has been notarized by a notary public, and in no event shall completion of any such blanks be deemed an alteration of this Amendment by means of the insertion of new content.

[Remainder of page intentionally left blank; signatures on following page]

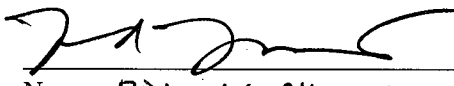
IN WITNESS WHEREOF, Declarant and Kainani have executed this Amendment as of the date and year first written above.

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

By: 
Name: Richard L. Albrecht
Title: President

"Declarant"

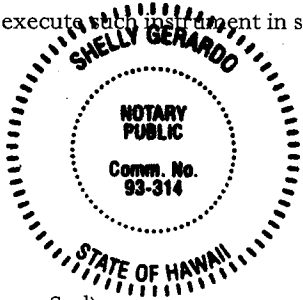
KAINANI VILLAS, LLC,
a Hawaii limited liability company

By: 
Name: Richard L. Albrecht
Title: Authorized Signatory

"Kainani"

STATE OF HAWAII)
) S.S.
COUNTY OF KAUAI)

On this 21st day of June, 2016, before me personally appeared Richard L. Albrecht, to me personally known, who, being by me duly sworn or affirmed, did say that such person executed the foregoing instrument 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.



Shelly Gerardo
Notary Public, State of Hawaii
Printed Name: Shelly Gerardo
My commission expires: 12/25/19

(Official Stamp or Seal)

NOTARY CERTIFICATION STATEMENT

Document Identification or Description: Amendment to Supplement to Amended and Restated Covenant for The Club at Kukui'ula (Kainani Villas)

Doc. Date: 6/16/16 or Undated at time of notarization.
(Effective Date)

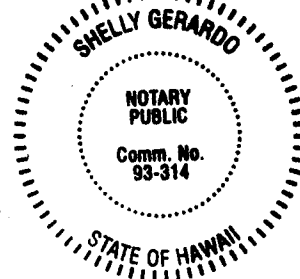
No. of Pages: 6

Jurisdiction: Fifth Circuit
(in which notarial act is performed)

Shelly Gerardo
Signature of Notary

6/21/16
Date of Notarization and
Certification Statement

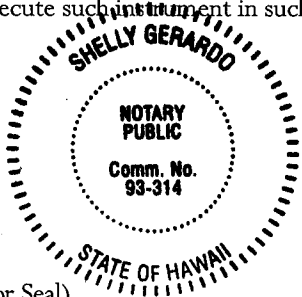
Shelly Gerardo
Printed Name of Notary



(Official Stamp or Seal)

STATE OF HAWAII)
) S.S.
COUNTY OF KAUAI)

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Printed Name: Shelly Gerardo
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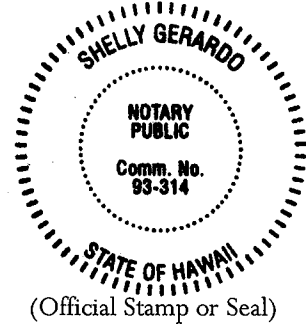
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Shelly Gerardo
Signature of Notary

6/21/16
Date of Notarization and
Certification Statement

Shelly Gerardo
Printed Name of Notary



(Official Stamp or Seal)

EXHIBIT "A"

Subject Lot

Lot E of "Kukui'ula Residential Subdivision, Phase III-C-I," as described in, and depicted on, the Kukui'ula Residential Subdivision, Phase III-C-I Subdivision Map prepared by Erik S. Kaneshiro, Licensed Professional Land Surveyor No. 9826, dated April 24, 2015, last revised September 17, 2015, approved by the Planning Commission of the County of Kauai on January 12, 2016, and attached as Exhibit B to the Affidavit of Erik S. Kaneshiro, Austin, Tsutsumi & Associates, Inc., dated February 8, 2016, recorded in the Bureau of Conveyances of the State of Hawaii ("**Bureau**") as Document No. A-58820753, as may be amended ("**Second Surveyor's Affidavit**"), and the metes and bounds description of Lot E is attached to the Second Surveyor's Affidavit as part of Exhibit C and is incorporated herein by reference.

The appurtenances and encumbrances to the foregoing lot is intentionally omitted.