



The Club at Kukui'ulaSM

**UNANIMOUS WRITTEN CONSENT IN LIEU OF A MEETING OF THE
BOARD OF GOVERNORS OF THE CLUB AT KUKUI'ULA
(Adoption of Second Amendment to the Amended and Restated By-Laws of The Club at
Kukui'ula)**

The undersigned, being all of the members of the Board of Governors of The Club at Kukui'ula, a Hawaii nonprofit corporation ("The Club"), in lieu of a meeting of the Board of Governors ("Board"), do hereby consent to and adopt the following resolution, declare it to be in full force and effect as if it was adopted at a regularly-scheduled meeting of the Board, and direct that this written consent to such action be filed with the minutes of the proceedings of the Board.

WHEREAS, pursuant to Section 2.13 of The Club's By-Laws, the Board may take action without a formal meeting if all of the Governors sign a written consent, setting forth the action so taken; and


WHEREAS, pursuant to Section 9.12 of The Club's By-Laws, the By-Laws may be amended upon a resolution approved by a majority of the Governors, with the Declarant's written consent for so long as the Declarant or an affiliate of the Declarant owns any property described in Exhibit "A" or "B" to the Second Amended and Restated Covenant for the Club at Kukui'ula, recorded in the Bureau of Conveyances of the State of Hawaii on August 5, 2015 as Document No. A-56951010 ("Covenant") or holds a beneficiary interest under a trust agreement in any property described in Exhibit "A" or "B" to the Covenant; and

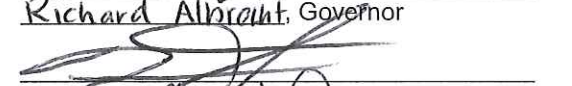
WHEREAS, the Board desires to amend The Club's By-laws as set forth in the Second Amendment to the Amended and Restated By-Laws of The Club at Kukui'ula, attached hereto ("**Second Amendment**"); and


WHEREAS, the Declarant has consented to adoption of the Second Amendment, as evidenced by its consent attached hereto;

THEREFORE BE IT RESOLVED, that the Board hereby adopts the attached Second Amendment to the Amended and Restated By-Laws of The Club at Kukui'ula.

The undersigned, by affixing their signatures hereto, do hereby consent to, authorize, and approve of the foregoing resolution in their capacity as Governors of The Club at Kukui'ula as of this 8th day of April, 2019 (the "Effective Date").


Richard Albraht, Governor


Kevin Arnold, Governor

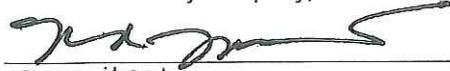

Dave Hutchinson, Governor

DECLARANT CONSENT TO AMENDMENT OF BY-LAWS

The undersigned Declarant hereby consents to the adoption of the attached Second Amendment to the Amended and Restated By-Laws of The Club at Kukui'ula.

This 8th day of April, 2019.

DECLARANT: Kukui'ula Development Company (Hawaii), LLC, a
Hawai'i limited liability company;

By: 
Its: President