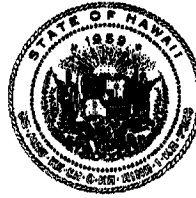


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STATE OF HAWAII
BUREAU OF CONVEYANCES
RECORDED

March 10, 2014 10:45 AM

Doc No(s) A-51820591



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B-32429471

/s/ NICKI ANN THOMPSON
REGISTRAR

LAND COURT SYSTEM

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REGULAR SYSTEM

Return by Mail Pickup To:

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

Total Pages: 5

Tax Map Key Nos.: (4) 2-6-019: 034 through 046 (Lots 1 through 13, respectively)

SUPPLEMENT

to

AMENDED AND RESTATED COVENANT FOR THE CLUB AT KUKUI'ULA

(Parcel Club Villas)

THIS SUPPLEMENT TO AMENDED AND RESTATED COVENANT FOR THE CLUB AT KUKUI'ULA (PARCEL CLUB VILLAS) (this "Supplement") is made this 4th day of March, 2014, by KUKUI'ULA DEVELOPMENT COMPANY (HAWAII), LLC, a Hawaii limited liability company ("Declarant"), whose mailing address is 2700 Ke Ala'ula Street, Suite B, Koloa, Hawaii 96756;

WITNESETH:

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 Amended and Restated Covenant for The Club at Kukui'ula, dated September 4, 2012, and recorded in the Bureau as Document No. A-46320955 (as amended, 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, the real property described in Exhibit "A" attached hereto and hereby made a part hereof is a portion of the property described in Exhibit "B" to the Covenant; and

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

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

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

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

Subject Units and Lodge Designation

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.

(a) 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

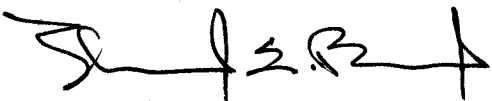
referred to herein as a "Subject Unit," and all of said Subject Lots are collectively referred to herein as the "Subject Units."

(b) 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.

2. Lodge Designation. As set forth in that certain Supplement to Amended and Restated Community Charter for Kukui'ula and Declaration of Easements (Parcel Club Villas), also dated March 4, 2014 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 or periods of such participation, be part of the Lodge Program at Kukui'ula under the Community Charter. During the period or periods 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 thereto.

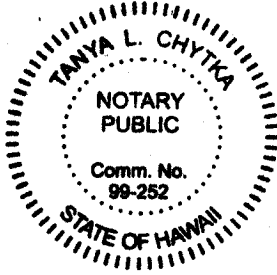
IN WITNESS WHEREOF, Declarant has executed this Supplement the date and year first written above.

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

By: 
Name: Thad E. Bond
Title: Vice President

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

On this 4th day of March, 2014, before me personally appeared Thad E. Bond, 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, in the capacity shown, having been duly authorized to execute such instrument in such capacities.



[Signature]
Notary Public, State of Hawaii
Printed Name: TANYA L. CHYTKA
My commission expires: May 23, 2015

(Official Stamp or Seal)

NOTARY CERTIFICATION STATEMENT

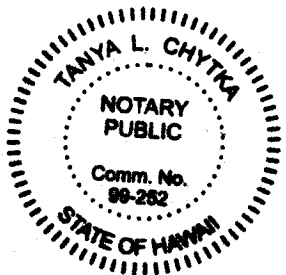
Document Identification or Description: SUPPLEMENT TO AMENDED AND RESTATED COVENANT FOR THE CLUB AT KUKUI'ULA (PARCEL CLUB VILLAS)

Doc. Date: _____ or Undated at time of notarization.

No. of Pages: 5 ... Jurisdiction: Fifth Circuit
(in which notarial act is performed)

[Signature] 3/4/14
Signature of Notary Date of Notarization and Certification Statement

TANYA L. CHYTKA
Printed Name of Notary



(Official Stamp or Seal)

EXHIBIT "A"

Subject Lots

All of those certain parcels of land situate, lying and being at Koloa (Makai), Island and County of Kauai, State of Hawaii, being LOTS 1 through 13 ("**Subject Lots 1 through 13**," respectively) of "KUKUI'ULA PARCEL CC WEST SUBDIVISION," as described in, and depicted on, the Kukui'ula Parcel CC Subdivision Map prepared by Erik S. Kaneshiro, Licensed Professional Land Surveyor No. 9826, dated October 29, 2012, last revised December 18, 2013, accepted by the Planning Department of the County of Kauai on February 12, 2014, and attached as Exhibit "B" to the Affidavit of Erik S. Kaneshiro, Austin, Tsutsumi & Associates, Inc., dated February 21, 2014, recorded in the Bureau of Conveyances of the State of Hawaii as Document No. A-51680589 (the "**Surveyor's Affidavit**") and the metes and bounds description of each of Subject Lots 1 through 13 is attached to the Surveyor's Affidavit as part of Exhibit "C" and each is incorporated herein by reference.

The appurtenances and encumbrances to Subject Lots 1 through 13 are intentionally omitted.