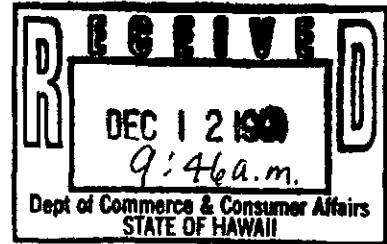


IN THE DEPARTMENT OF COMMERCE AND CONSUMER AFFAIRS

STATE OF HAWAII

In the Matter of the Incorporation)
of)
HAWAII ESTATE PLANNING COUNCIL)
_____)



ARTICLES OF INCORPORATION

CADES SCHUTTE FLEMING & WRIGHT
John R. Conrad, Esq.
1000 Bishop Street
Honolulu, Hawaii 96813

COPY

IN THE DEPARTMENT OF COMMERCE AND CONSUMER AFFAIRS

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HAWAII ESTATE PLANNING COUNCIL)
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ARTICLES OF INCORPORATION

The undersigned, desiring to form a nonprofit corporation under the laws of the State of Hawaii, hereby executes the following articles of incorporation:

ARTICLE I

Corporate Name

The name of this Corporation is HAWAII ESTATE PLANNING COUNCIL.

ARTICLE II

Period of Duration

The duration of the Corporation is perpetual.

ARTICLE III

Corporate Purposes and Powers

Section 3.1 Purpose. The Corporation is organized exclusively to promote the interests of its members, to further the growth and scope of the estate planning services which attorneys, accountants, trust officers or trust company officers, chartered life underwriters, chartered financial consultants, certified financial planners, and other interested persons can render to the public by intelligent cooperation and understanding of the proper relationship which each profession bears to the other and to the clients of each and to the general public.

Section 3.2 Powers. The Corporation shall have all powers granted by law.

ARTICLE IV

Location of the Corporation

The street address of the initial office of the Corporation is 1311 Kapiolani Blvd., Suite 600, Honolulu, Hawaii 96814.

ARTICLE V

Directors and Officers

Section 5.1 Board of Directors. The board of directors shall consist of not fewer than three persons or of such greater number of persons as may be authorized by the bylaws. The board of directors shall be elected as provided by the bylaws. The board of directors shall have and may exercise all the powers of the Corporation except as otherwise provided by law, these articles of incorporation, or the bylaws.

Section 5.2 Officers. The officers of the Corporation shall be a president, vice president, secretary, and treasurer.

Section 5.3 Initial Directors and Officers. The names and residence addresses of the initial directors and officers, who serve until their successors are elected, are:

<u>Name and Office</u>	<u>Residence Address</u>
Randall W. Roth President and Director	1040 Noio Street Honolulu, HI 96816
Patricia Nunan Vice President and Director	46-149 Meheanu Loop #3101 Kaneohe, HI 96744
Ronald E. Bernard Secretary and Director	500 University Avenue #1408 Honolulu, HI 96826
Judy M. Alexander Treasurer and Director	329 Ilimalia Loop Kailua, HI 96734
Teresa L. Beedle Immediate Past President and Director	177 Mott Smith Drive Honolulu, HI 96822

ARTICLE VI

Membership

Section 6.1 Membership in the Corporation may be held by all persons who have the qualifications of membership specified in the bylaws. Members of the Corporation shall be admitted or expelled in the manner provided by the bylaws.

ARTICLE VII

Amendment of Bylaws

Section 7.1 Authority to Amend Bylaws. The power to alter, amend, or repeal the bylaws or adopt new bylaws shall be vested in the board of directors.

Section 7.2 Amendment. The bylaws may be altered, amended or repealed by the vote of not less than a majority of the votes cast, in person or by proxy, at a meeting duly called and held at which a quorum is present, the notice of which shall have stated that a purpose of the meeting is to consider the alteration, amendment, or repeal of the bylaws.

I certify under the penalties of Section 415B-158, Hawaii Revised Statutes, that I have read the above statements and that the same are true and correct to the best of my knowledge.

Witness my hand this 11th day of December, 1991.



JOHN R. CONRAD