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STATE OF HAWAII
Bureau of Conveyances

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AMENDMENT TO THE BY-LAWS OF
THE ASSOCIATION OF APARTMENT OWNERS OF THE PALMS AT WAILEA
(Condominium Map No. 725)

WHEREAS, the Palms at Wailea ("the Project") was created by Declaration of Horizontal Property Regime filed on July 11, 1989 in the Office of the Assistant Registrar of the Land Court of the State of Hawaii as Document No. 1649066 and noted on Transfer Certificate of Title No. 315,856 (currently Transfer Certificate of Title Numbers attached hereto); and

WHEREAS, said Declaration, as amended (hereinafter referred to as the "Declaration"), provided for the organization of the ASSOCIATION OF APARTMENT OWNERS OF THE PALMS AT WAILEA (hereinafter referred to as the "Association") and established By-Laws therefor, which said By-Laws were filed on July 11, 1989 as aforesaid as Document No. 1649067 and noted on Transfer Certificate of Title Numbers attached hereto; and

WHEREAS, Section 514A-82(b)(2), Hawaii Revised Statutes, provides that the bylaws of condominium associations may be amended by the vote or written consent of owners holding more than sixty-five percent (65%) of the common interest; and

WHEREAS, by written consent owners holding more than sixty-five percent (65%) of the common interest have consented to amend the By-Laws, as hereinafter set forth;

NOW, THEREFORE, the By-Laws of the Association of Apartment Owners of the Palms at Wailea are hereby amended as follows:

1. A new Section 13 is added to Article II of the By-Laws to read as follows:

Section 13. Written Consent. Notwithstanding any provision to the contrary herein, whenever the Declaration or the By-Laws shall require the approval of apartment owners or the vote of apartment owners (including, without limitation, Paragraphs 10(e) and 19(a) of the Declaration), said approval or vote can be obtained through written consent of owners of apartments to which are appurtenant the requisite percentage of the common interest. If no percentage is stated in the Declaration or By-Laws, then the percentage necessary to use written consent in lieu of a vote shall be a majority of apartment owners as defined in Article I, Section 1 of the By-Laws.

In all other respects the By-Laws, as amended, are hereby confirmed and shall be binding upon and inure to the benefit of owners and their respective successors and permitted assigns.

The undersigned officers of the Association hereby certify that the foregoing amendment to the By-Laws was adopted by the written consent of owners of more than sixty-five percent (65%) of the common interest as to the By-Laws.

IN WITNESS WHEREOF, the undersigned have executed this instrument this 27th day of November, 1998.

ASSOCIATION OF APARTMENT OWNERS
OF THE PALMS AT WAILEA

✓ By: Lloyd Lukens

TYPE NAME: Lloyd Lukens

TYPE TITLE: Vice President

✓ By: Gerald Walsh

TYPE NAME: Gerald Walsh

TYPE TITLE: Treasurer

STATE OF HAWAII)
) SS.
COUNTY OF MAUI)

On this 27th day of November, 1998, before me personally appeared Lloyd Lukens, to me personally known, who being by me duly sworn, did say that he is the Vice President of the ASSOCIATION OF APARTMENT OWNERS OF THE PALMS AT WAILEA and that said instrument signed in behalf of said Association by authority of its Board of Directors, and that said officer acknowledged said instrument to be the free act and deed of said Association and that the Association has no seal.

H. Mathis

(Signature)
H. MATHIS

(Printed or Typed Name)

L.S.

Notary Public, State of Hawaii
My commission expires: 4-15-99

STATE OF HAWAII)
) SS.
COUNTY OF MAUI)

On this 27th day of November, 1998, before me personally appeared GERALD WALSH, to me personally known, who being by me duly sworn, did say that he is the Treasurer of the ASSOCIATION OF APARTMENT OWNERS OF THE PALMS AT WAILEA and that said instrument signed in behalf of said Association by authority of its Board of Directors, and that said officer acknowledged said instrument to be the free act and deed of said Association and that the Association has no seal.

H. Mathis

(Signature)
H. MATHIS

(Printed or Typed Name)

L.S.

Notary Public, State of Hawaii
My commission expires: 4-15-99

TRANSFER CERTIFICATE OF TITLE NOS.

Association of Apartment Owners
of the Palms at Wailea

Original TCT # 315,856

152 Apartments (150 residential, 2 nonresidential)

Condominium Map No. 725

APT. #	CTC #	APT. #	CTC #	APT. #	CTC #
101	368,854	601	368,743	1001	365,439
102	419,073	602	488,481	1002	501,115
103	366,848	603	377,564	1003	497,516
104	500,646	604	374,265	1004	421,505
201	365,939	605	490,502	1005	502,477
202	483,783	606	379,185	1006	486,808
203	365,424	607	502,008	1101	365,443
204	365,438	608	520,372	1102	365,554
205	480,342	609	495,044	1103	439,733
206	504,259	610	368,741	1104	365,743
207	507,642	701	483,312	1105	518,482
208	467,329	702	368,131	1106	365,451
301	483,879	703	501,510	1201	522,830
302	368,738	704	486,389	1202	413,127
303	457,706	705	368,852	1203	365,446
304	502,009	706	510,861	1204	520,292
305	485,743	801	365,425	1205	365,444
306	369,151	802	507,740	1206	365,442
307	496,538	803	487,465	1207	365,449
308	476,579	804	378,484	1208	460,395
401	489,759	805	510,737	1209	489,256
402	369,367	806	420,422	1210	365,447
403	380,371	901	494,648	1301	366,491
403	380,373	902	365,440	1302	522,847
404	368,902	903	493,246	1303	489,941
405	368,737	904	498,948	1304	506,489
406	371,386	905	361,847	1305	366,693
501	480,398	906	397,845	1306	458,628
502	491,063				
503	403,147				
504	457,020				

TRANSFER CERTIFICATE OF TITLE NOS.

APT. #	CTC #	APT. #	CTC #	APT. #	CTC #
1401	361,114	1701	489,075	2101	516,833
1402	419,208	1702	361,267	2102	369,799
1403	361,113	1703	361,186	2103	373,750
1404	435,708	1704	506,354	2104	517,089
1405	441,281	1705	368,853	2105	467,699
1406	361,234	1706	367,886	2106	488,605
1501	470,743	1707	361,188	2107	482,476
1502	522,559	1708	508,130	2108	506,215
1503	490,285	1801	361,189	2201	495,295
1504	464,847	1802	361,187	2202	370,745
1505	492,588	1803	361,190	2203	369,764
1506	464,874	1804	502,925	2204	475,230
1507	361,122	1805	521,233	2205	486,632
1508	413,129	1806	400,548	2206	485,670
1509	361,527	1901	369,152	2301	371,510
1510	361,528	1902	435,152	2302	409,196
1601	484,824	1903	436,982	2303	500,811
1602	361,121	1904	367,885	2304	434,582
1603	361,112	1905	500,048	2305	463,970
1604	454,546	1906	520,013	2306	508,241
1605	406,746	2001	393,126		
1606	367,316	2002	375,786		