v2 · 29 October 2026 · for Michael Hege's review, then counsel (Andy Lautenbach). Not legal advice. Bracketed items are blanks.

DECLARATION

BEACH VILLAS RENTAL OWNERS CORPORATION

Founding declaration · a Hawaii nonprofit corporation with members (HRS chapter 414D) · short name: the Owners Group (BVROC)

We, the founders of Beach Villas Rental Owners Corporation and its wholly owned subsidiary BVROC Marketing Group, Inc. — Anna Marie Ameen, Douglas Rascher and Michael Hege (the "Declarants"), declare the founding terms of Beach Villas Rental Owners Corporation ("BVROC"). "Declarant" and "Declaration" are used here only as founding terms of BVROC and its subsidiary; they have no meaning under HRS chapter 514B (condominiums). [COUNSEL]

1. Name, form and formation

1.1 BVROC is a Hawaii nonprofit corporation with members, formed by Articles of Incorporation (Form DNP-1) filed with the Business Registration Division on October 29, 2026, file no. [_____]. 1.2 BVROC and its wholly owned subsidiary, BVROC Marketing Group, Inc. (the "Marketing Group"), are founded together: BVROC exists from the filing of its Articles of Incorporation on October 29, 2026, and the Marketing Group from the filing of its own Articles of Incorporation (Form DNP-1) by its incorporator the same day, with BVROC as its sole member. [COUNSEL: filing order] 1.3 BVROC's principal office and registered agent are as stated in its Bylaws and Articles: Michael Hege, 91-3575 Iwikuamo'o St., Unit #601, Ewa Beach, HI 96706.

2. Purpose

2.1 BVROC is organized to operate, for its members, a cooperative website and shared search at beachvillasatkapolei.com through which owners and authorized rental agents of villas at Beach Villas at Ko Olina advertise their villas for direct booking, operated through the Marketing Group; to represent the members' common interests as rental owners; and to engage in any lawful activity of a nonprofit corporation under HRS chapter 414D. 2.2 BVROC does not rent, book, reserve or collect payment for any villa; it does not arrange stays at negotiated contract rates or collect rent (HRS §237D-4.5). BVROC is organized so that it does not act as a real estate broker: it does not rent, sell, book or negotiate for any villa, and is paid nothing tied to any rental or sale. [COUNSEL: HRS ch. 467] [COUNSEL: "transient accommodations broker" (HRS §237D-1) is a tax term separate from a real estate broker under HRS ch. 467.] BVROC is separate from and independent of the Association of Apartment Owners of Beach Villas at Ko Olina. 2.3 Hotel units. The villas at Beach Villas at Ko Olina are hotel units, not transient vacation units. The City and County of Honolulu's Department of Planning and Permitting, in its Zoning Verification 2022/ELOG-2340(ZS) of December 7, 2022, states that the Beach Villas at Ko Olina "is within the Resort District"; that the resort manager's letter "confirms the presence of a front desk with 24-hour service and facilities for registration and keeping of records relating to hotel guests"; that the Beach Villas at Ko Olina "is a hotel and has continuously operated as a hotel", its units "listed as 'guest rooms'" on Certificate of Occupancy No. 08-018; that it "will continue to be considered a hotel as long as it maintains hotel status", "[p]rovided the Beach

Villas at Ko Olina maintains the required lobby, and registration and record services"; that "there is no minimum length of occupancy for hotel units"; and that "[r]equirements applicable to TVUs established by Ordinance 22-7 do not apply to units at the Beach Villas at Ko Olina". The verification states that "unit owners may cite this zoning verification in their advertisements" "provided the hotel status of the Beach Villas at Ko Olina does not change or future ordinances do not affect the Beach Villas at Ko Olina hotel status or registration requirements". Members may cite that verification, with its condition, in their advertisements, so long as the project keeps its hotel status and its Resort District zoning. It confirms zoning status only and does not change any tax, registration or licensing requirement.

3. Membership belongs to the villa

3.1 Membership is held per villa and belongs to the villa — not to its owner or rental agent. Each member villa has one vote in BVROC's own member votes, cast by its owner (or the owner's written designee). 3.2 A villa becomes a member when it is admitted by BVROC's Board under the Bylaws (Section 2.2A) and its owner of record signs the Member Listing & Consent Agreement, including the Proxy Commitment, pays the fees in the Bylaws and supplies the listing information; it is shown on the website only while in good standing.

4. The Proxy Commitment — one block, one voter

4.1 The purpose of the Proxy Commitment is a dedicated block of the member villas' Association votes with one voter. Through it, each member villa's owner of record gives a per-meeting, revocable proxy (HRS §514B-123) to BVROC's Proxy Holder, who casts the proxies of all member villas as one block, as BVROC's Board decides. The owner may direct, modify or redirect the villa's proxy, or limit it to establishing a quorum only, as BVROC's Bylaws provide (Section 6.5). 4.2 A villa admitted on trial access must have its owner of record's signed Proxy Commitment before the trial ends on November 30, 2026. [COUNSEL: HRS §514B-123]

5. Board and officers

5.1 BVROC's Board has seven (7) seats from October 29, 2026. Its initial directors are Anna Marie Ameen (three-year term), Douglas Rascher (two-year term) and Michael Hege (one-year term). 5.2 The four added seats stay vacant until the membership reaches fifty (50) member villas in good standing; BVROC's Board then fills them by vote, as the Bylaws provide. 5.3 The first officers are Anna Marie Ameen, President, and Douglas Rascher, Secretary and Treasurer.

6. The Marketing Group

6.1 BVROC is the sole member of the Marketing Group, which operates the website and BVROC's marketing and obtains its own employer identification number. 6.2 The Marketing Group's incorporator named its initial directors — Anna Marie Ameen, Douglas Rascher and Michael Hege — who serve until BVROC's Board appoints the seven directors of the Marketing Group's Board, and who elected its first officers by their organizational written consent. 6.3 The Marketing Group operates under BVROC's Bylaws as well as its own Declaration, Bylaws and Sole Member Agreement; where they conflict, BVROC's Bylaws control.

7. Declarant Period; amendment

7.1 Until the membership reaches fifty (50) member villas (the "Declarant Period"), the Declarants may amend this Declaration and BVROC's Bylaws, and the Marketing Group's Declaration, Bylaws and Sole Member Agreement, by written amendment under the Declarants' Agreement. 7.2 After the Declarant Period, this Declaration is amended in the way BVROC's Bylaws require for an amendment needing a member vote (Bylaws Section 9.2).

8. Order of documents; signing

8.1 HRS chapter 414D and BVROC's Articles control over this Declaration, and this Declaration controls over the Bylaws. 8.2 This Declaration may be signed in counterparts — each signer separately — and by DocuSign or another electronic signature service, with the same effect as signatures in ink. Hawaii law governs.

DECLARANTS:

_____ Date: _____

Anna Marie Ameen, Declarant

_____ Date: _____

Douglas Rascher, Declarant

_____ Date: _____

Michael Hege, Declarant

ACKNOWLEDGED BY THE CORPORATION:

BEACH VILLAS RENTAL OWNERS CORPORATION

_____ Date: _____

By: Anna Marie Ameen, President

_____ Date: _____

By: Douglas Rascher, Secretary and Treasurer