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

DECLARATION

BVROC MARKETING GROUP, INC.

Founding declaration · a Hawaii nonprofit corporation · wholly owned subsidiary of Beach Villas Rental Owners Corporation

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"), together with Beach Villas Rental Owners Corporation ("BVROC") as sole member, declare the founding terms of BVROC Marketing Group, Inc. (the "Marketing Group"). "Declarant" and "Declaration" are founding terms only and have no meaning under HRS chapter 514B. [COUNSEL]

1. Name, form and formation

1.1 The Marketing Group is a Hawaii nonprofit corporation (HRS chapter 414D), formed by Articles of Incorporation (Form DNP-1) filed by its incorporator, Michael Hege, on October 29, 2026, file no. [_____], the same day as BVROC's Articles of Incorporation. 1.2 BVROC is its sole member. Its incorporator adopted its first Bylaws and named its initial directors by written consent. 1.3 The Marketing Group obtains its own employer identification number although wholly owned by BVROC. [CPA]

2. Purpose and limits

2.1 The Marketing Group builds, hosts and operates BVROC's cooperative website at beachvillasatkapolei.com, holds its hosting, software, domain-licence and insurance contracts, runs BVROC's marketing programs, and contracts with the mediator or arbitrator and pays counsel for any mediation or arbitration BVROC supports and funds (BVROC Bylaws Sections 7.8 and 7.9). 2.2 It never collects or holds guest or rental money, never sets or suggests rates, and charges no commission on any villa stay or booking. Its own income comes from approved vendors' mention fees and guest-service referral commissions, together with funds BVROC transfers to it.

3. Board of Directors and officers

3.1 The Marketing Group is managed by its own Board of Directors of seven (7), separate from BVROC's Board. 3.2 Its initial directors, named by its incorporator, are Anna Marie Ameen, Douglas Rascher and Michael Hege, who serve until BVROC's Board appoints the seven directors; the initial directors elected the Marketing Group's first officers by their organizational written consent. 3.3 A director may be removed by BVROC's Board or by the vote of a majority of the other directors then in office; vacancies are filled by BVROC's Board.

4. Operates under BVROC's Bylaws

4.1 The Marketing Group operates under BVROC's Bylaws as well as this Declaration, its own Bylaws and its Sole Member Agreement; where they conflict, BVROC's Bylaws control, then the Sole Member Agreement, then this Declaration, then the Marketing Group's Bylaws. [COUNSEL: order of precedence under HRS chapter 414D; the Marketing Group's Articles control over every other document of the Marketing Group]

5. Declarant Period; amendment

5.1 Until BVROC's membership reaches fifty (50) member villas, the Declarants may amend this Declaration and the Marketing Group's Bylaws and Sole Member Agreement by written amendment under the Declarants' Agreement. 5.2 After that, this Declaration and the Sole Member Agreement are amended only in writing by BVROC as sole member, and the Bylaws as they provide.

6. Signing

6.1 This Declaration may be signed in counterparts 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

SOLE MEMBER:

BEACH VILLAS RENTAL OWNERS CORPORATION

_____ Date: _____

By: Anna Marie Ameen, President

_____ Date: _____

By: Douglas Rascher, Secretary and Treasurer