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TITLE OF DOCUMENT:

**SECOND AMENDMENT TO THE BYLAWS OF THE
ASSOCIATION OF APARTMENT OWNERS OF THE BREAKERS**

PARTIES TO DOCUMENT:

ASSOCIATION OF APARTMENT OWNERS OF
THE BREAKERS

TAX MAP KEY(S): (2) 4-3-6:69; CPR Nos. 1 through 114

(This document consists of 5 pages.)

**SECOND AMENDMENT TO THE BYLAWS OF THE
ASSOCIATION OF APARTMENT OWNERS OF THE BREAKERS
(Formerly Known As "The West Maui Breakers")**

THIS SECOND AMENDMENT TO THE BYLAWS OF THE ASSOCIATION OF APARTMENT OWNERS OF THE BREAKERS (Formerly Known As "The West Maui Breakers") ("Amendment") is made on February 16, 2012, by the ASSOCIATION OF APARTMENT OWNERS OF THE BREAKERS ("AOAO The Breakers").

RECITALS

A. The Bylaws of the Association of Apartment Owners of The West Maui Breakers ("Bylaws") dated effective February 25, 2005 was recorded in the State of Hawaii Bureau of Conveyances ("Bureau") as Document Number 2005-069182. The Bylaws has since been amended by the First Amendment dated September 24, 2009, recorded in the Bureau as Document Number 2009-148544. Pursuant to the First Amendment, The West Maui Breakers is now known as "The Breakers".

B. At a February 6, 2012 meeting of the Association of Apartment Owners of the Breakers ("the Association"), Owners of units to which 71.77 percent of the Common Interest is appurtenant voted in favor of amending:

(1) the second sentence of Section C.1 of the Bylaws to reduce the number of directors on the Association's Board from nine (9) to five (5);

And

(2) Section C.4 of the Bylaws to make a conforming change to reflect the reduced number of directors.

NOW THEREFORE, pursuant to such vote and Section J.14 of the Bylaws, the Bylaws are hereby amended as follows:

1. Change of Number of Board Members. The second sentence of Section C.1 of the Bylaws is amended and restated in its entirety to read as follows:

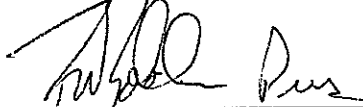
The Board shall be composed of five (5) persons unless the number of Board members is changed by amendment of these Bylaws by vote of the Owners in accordance with Section 82(a)(1)(B) of the Act and Section J.15 of these Bylaws.

2. Conforming Change to Section C.4. Section C.4 of the Bylaws is amended and restated in its entirety to read as follows:

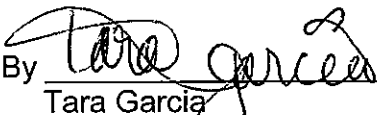
4. Election and Term of Office. In order to provide staggered terms that ensure continuity on the Board, at the first annual meeting of the Association of Apartment Owners, two (2) Directors shall be elected for terms of three (3) years, two (2) Directors shall be elected for terms of two (2) years, and one (1) Director shall be elected for a term of one (1) year. The two (2) candidates receiving the highest numbers of votes at such meeting shall receive the three-year terms, the two (2) candidates receiving the next highest numbers of votes shall receive the two-year terms, and the one (1) candidate receiving the next highest numbers of votes shall receive the one-year term. At the expiration of the term of office of each Director, each Director's successor shall be elected to serve a term of three (3) years. Each member of the Board shall continue to exercise the powers and duties of the office until his successor shall have been elected by the Apartment Owners.

IN WITNESS WHEREOF, the undersigned officers of the Association of Apartment Owners of The Breakers hereby certify that the foregoing amendment of the Bylaws was duly adopted and approved by the Association as set forth above.

ASSOCIATION OF APARTMENT OWNERS
OF THE BREAKERS

By 

Reginald V. Golden
Its President

By 

Tara Garcia
Its Secretary

STATE OF COLORADO)
COUNTY OF Boulder) ss.

On this 8th day of February, 2012, before me personally appeared Reginald V. Golden, to me personally known/proved to me on the basis of satisfactory evidence, 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, and if applicable in the capacity shown, having been duly authorized to execute such instrument in such capacity.

Robin A. Engen
Name:

Notary Public, State of Colorado

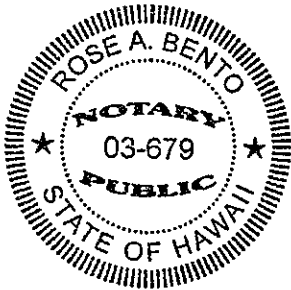
My commission expires: 8/20/12

ROBIN A ENGEN
NOTARY PUBLIC
STATE OF COLORADO

My Commission Expires 08/20/2012

STATE OF HAWAII)
) ss.
COUNTY OF MAUI)

On this 16 day of Feb, 2012, before me personally appeared Tara Garcia, to me personally known/proved to me on the basis of satisfactory evidence, 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, and if applicable in the capacity shown, having been duly authorized to execute such instrument in such capacity.



Rose A. Bento

Name: Rose A. Bento

Notary Public, State of Hawaii

My commission expires: 11/23/15

Date: 2/16/12

Number of Pages: 5
Second Circuit

Name: Rose A. Bento

Document Description: Bento

Second Amendment to the

Bylaws

Rose A. Bento
Notary Signature

2/16/12
Date

NOTARY CERTIFICATION

