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RICHARD S. EKIMOTO, ESQ.

1132 Bishop Street, Suite 902

Honolulu, Hawaii 96813-2830

Telephone: (808) 523-0702

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This document contains 101 pages.

**SECOND AMENDMENT TO
DECLARATION OF PROTECTIVE COVENANTS, CONDITIONS
AND RESTRICTIONS FOR KALIIHAWI RIDGE**

This Second Amendment to Declaration of Protective Covenants, Conditions and Restrictions for Kalihiwai Ridge (the "Second Amendment") is made as of the date set forth below by the undersigned owners (the "Undersigned Owners") of Lots within Kalihiwai Ridge Subdivision ("Kalihiwai Ridge"), Kilauea, Island of Kauai, State of Hawaii.

WITNESSETH:

WHEREAS, C. BREWER PROPERTIES, INC., a Hawaii corporation (the "Declarant"), executed that certain Declaration of Protective Covenants, Conditions and Restrictions dated October 3, 1988 (the "Declaration" herein), recorded in the Bureau of Conveyances of the State of Hawaii in Liber 22452 at Page 429, affecting Phase I of Kalihiwai Ridge, consisting of certain of the Lots shown on File Plan 1934, filed in the Bureau of Conveyances of the State of Hawaii; and

WHEREAS, Phase II, consisting of certain of the Lots shown on File Plan 2053, filed in the Bureau of Conveyances of the State of Hawaii, was added to Kalihiwai Ridge and made subject to the protective covenants, conditions and restrictions of the Declaration by that certain Annexing Declaration and Declaration of Restrictive Covenants dated November 7, 1991, recorded in the Bureau of Conveyances of the State of Hawaii as Document No. 91-155979 and the Annexing Declaration dated March 17, 1992, recorded in the Bureau of Conveyances of the State of Hawaii as Document No. 92-045028, the two hereinafter collectively called the "Annexing Declaration", and the Declaration now therefore affects all of that certain real property located within Kalihiwai Ridge; and

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WHEREAS, the Declaration provides that the provisions affected by this amendment may be amended at any time, or from time to time, by recordation in the Bureau of Conveyances of an instrument signed by 66.6 per cent of the voting power of the Association of Owners of the Lots in Kalihiwai Ridge, and the Undersigned Owners represent at least 66.6 per cent of the voting power of the said Association; and

NOW, THEREFORE, the Declaration is hereby amended as follows:

AMENDMENT NO. ONE

Section 1.20 is hereby amended to read in full as follows:

1.20. Lot "Lot" means a portion of the Real Property, as described in Section 1.26., which is either a lot shown on a Recorded Subdivision plan, other than a roadway, or which is a divided fee simple ownership interest identified with the exclusive use and possession of a discrete land area of the Real Property which is capable of encompassing a Single Family Residence, as defined in Section 1.28, and which divided ownership interest has become legally capable of being sold separately upon the final approval of its creation, or its consolidation, by the appropriate governmental authority. As an example only, an "apartment" of a condominium property regime becomes a Lot immediately upon the issuance by the Real Estate Commission of an effective date of the Final Public Report for that condominium property regime pursuant to Chapter 514A of Hawaii Revised Statutes. By contrast, neither an "Additional Dwelling Unit" as described in amended Section 1.28, nor a "guest facility" as described in amended Section 1.28 and Section 6.7 constitutes a Lot.

AMENDMENT NO. TWO

Paragraph 1.25 of the Declaration is hereby amended to read as follows:

1.25. Points. "Points" are numerical figures assigned to each Lot for the purpose of fixing the proportionate share of the total assessments levied by the Association to be borne by the Owner of that Lot, the proportionate voting power of the Owner of that Lot in the Association, and the proportionate interest of the Owner of that Lot in any distributions made by the Association. Each Lot owned by the Association and each roadway lot shall have no (zero) Points assigned to it.

Notwithstanding anything to the contrary contained in this Declaration, the number of Points assigned to each of the Lots as originally created (the "Original Lots") by File Plan 1934 ("Phase I") and by File Plan 2053 ("Phase II") is as shown on Exhibit C, attached hereto and by this reference made a part of the Declaration. This method of assignment reflects the maximum potential number of Single Family Residences to be built in Kalihiwai Ridge without regard to the actual intents of the various Owners of Lots or to the various constraints that might be encountered by them.

Upon creation of new ("resulting") Lots by the division of the ownership of an Original Lot (or by subsequent division or consolidation of such a resulting Lot) into divided interests in it, those Points assigned to that Original Lot thereby

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become assigned to (i.e., divided among) the resulting Lots thus created, one Point being assigned to each resulting Lot for each Single Family Residence which may be allowed under this Declaration to be constructed upon it (regardless of the existence of physical or governmental constraints to such construction). The Point(s) assigned to a Lot automatically transfer with the ownership of that Lot.

Upon consolidation of any Lots (regardless of whether Original Lots or resulting Lots), the Points previously assigned to the consolidating Lots are also consolidated, except that upon completion of the consolidation process no more Points may remain assigned to the ultimately (in the case of an immediately following resubdivision) resulting Lot(s) than there are Single Family Residences that may be allowed by this Declaration to be constructed on that(those) resulting Lot(s). Any Points thus eliminated shall cease to exist.

"Total Points" at any given time means the sum of all the Points then assigned to all of the Lots in Kalihiwai Ridge.

AMENDMENT NO. THREE

Section 1.28 of the Declaration is hereby amended to read as follows:

1.28. Single Family Residence. "Single Family Residence" means a residential dwelling or dwelling complex designed to accommodate no more than one Family and no more than three (3) temporary guests. A single guest facility per Original Lot which is designed to accommodate no more than three (3) temporary guests, and which does not contain a kitchen or kitchen facilities, and which does not exceed 500 square feet in size, may be included as part of one such Single Family Residence on the Original Lot. Upon division of an Original Lot, the resulting Lot acquiring the right to construct the single guest facility shall be designated

Provided, however, that with respect to Lots 1, 2, 3, 4, and 15 as shown on File Plan 1934, filed in the Bureau of Conveyances of the State of Hawaii, and Lot 11 as shown on File Plan 2053, filed in the Bureau of Conveyances of the State of Hawaii only, "Single Family Residence" may include an Additional Dwelling Unit, in lieu of the aforesaid single guest facility, as such Additional Dwelling Unit is defined by the Kauai County Additional Dwelling Unit Ordinance No. 551, as amended from time to time, and Section 6.21 of this Declaration, as amended from time to time.

This instrument may be executed in counterparts, each of which shall be deemed an original, and said counterparts shall together constitute one and the same instrument, binding all of the parties hereto, notwithstanding all of the parties are not signatory to the original or the same counterparts. For all purposes, including, without limitation, recordation, filing and delivery of this instrument, duplicate unexecuted and unacknowledged pages of the counterparts may be discarded and the remaining pages assembled as one document.

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IN ALL OTHER RESPECTS, the Declaration, as amended, is hereby ratified and confirmed and shall be binding upon and inure to the benefit of the parties hereto and their respective successors and assigns.

IN WITNESS WHEREOF, the undersigned executed these presents as of the day and year indicated below.

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Exhibit C

NUMBER OF POINTS ASSIGNED TO EACH LOT
IN KALIHIWAI RIDGE

Lot Number as shown on File Plan 1934	Number of Points Assigned	Lot Number as shown on File Plan 2053	Number of Points Assigned
1	2	1	5
2	2	2	3
3	2	3	0
4	2	4	2
5	2	5	2
6	2	6	2
7	2	7	3
8	2	8	3
9	2	9	2
10	3	10	3
11	2	11	2
12	3	12	2
13	2	13	3
14	2	14	3
15	2	15	5
16	5	16	5
17	3	17	3
18	5	18	5
19	5	19	5
20	5	20	0
21	3	21	5
22	5	22	5
23	5	23	5
24	5	24	5
25	5	25	0
		26	5
		27	5
		28	5
		29	5
		30	5