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AFTER RECORDATION, RETURN BY: MAIL ( X ) PICKUP ( )

Maui Lani Village Center, Inc.  
1100 Alakea Street, Suite 2200  
Honolulu, Hawaii 96813

Total Pages: 4

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**THIRD AMENDMENT TO DECLARATION  
(MAUI LANI VILLAGE CENTER DECLARATION OF COVENANTS,  
CONDITIONS, RESTRICTIONS AND EASEMENTS)**

THIS THIRD AMENDMENT TO DECLARATION (MAUI LANI VILLAGE CENTER DECLARATION OF COVENANTS, CONDITIONS, RESTRICTIONS AND EASEMENTS) (this "Amendment"), is made as of August 28, 2013, by **MAUI LANI VILLAGE CENTER, INC.**, a Hawaii corporation ("Declarant").

RECITALS:

A. Declarant is the "Declarant" under that certain Maui Lani Village Center Declaration of Covenants, Conditions, Restrictions and Easements, dated October 1, 2009, recorded in the Bureau of Conveyances of the State of Hawaii (the "Bureau") as Document No. 2009-154916, as amended by First Amendment to Declaration, recorded in the Bureau on January 31, 2012 as Document No. A-44130891, and further amended by Second Amendment to Declaration, recorded in the Bureau on May 1, 2012 as Document No. A-45041097 (collectively, the "Declaration"), relating to and covering that certain mixed-use subdivision project known as "Maui Lani Village Center".

B. Section 20.3(b) of the Declaration provides, in relevant part, that "during the Declarant Control Period, Declarant shall have and hereby reserves the right to unilaterally amend this Declaration without the approval of the Board, or any Member, Owner, Mortgagee or any other Person who might have an interest in the Project; provided, however, that after the conveyance of the first Lot or Subdistrict Unit to an Owner other than Declarant or a Declarant-Related Entity, any such amendment shall have no material adverse effect upon the rights or obligations of any Owner other than Declarant, except as expressly permitted in this Declaration. . . ."

C. As of the date of this Amendment, the "Declarant Control Period" is still in effect.

D. Although the conveyance of the first Lot to an Owner other than Declarant or a Declarant-Related Entity has occurred, the amendment set forth in this Amendment shall not have a material adverse effect upon the rights or obligations of any Owner.

E. Declarant desires to amend the Declaration to clarify (1) that a Subdistrict Unit can include a Condominium Unit even if the Condominium Unit is not subject to the jurisdiction of a Subdistrict Association, provided the Condominium Unit is part of a Subdistrict, and (b) that a Subdistrict Unit need not be part of a Subdistrict Association.

F. Capitalized words and terms not otherwise defined in this Amendment shall have the meanings ascribed to them in the Declaration.

**AMENDMENTS:**

Pursuant to Section 20.3(b) of the Declaration, Declarant hereby amends the Declaration as follows:

1. Section 1.66 of the Declaration is amended in its entirety to read as follows:

"Section 1.66 **Subdistrict Unit** means each separate Lot or portion of a Lot, whether improved or unimproved, that is part of a Subdistrict and that is intended for independent ownership, use and occupancy as an attached or detached living and/or commercial unit, vacant land intended for development for separate residential and/or commercial use and occupancy, as shown on any subdivision map of the Lot approved by the County, or as described in a declaration of condominium property regime as a Condominium Unit to be used for residential (whether permanent or transient) or other living purposes and/or for commercial purposes. This term does not include the common elements of any Subdistrict that is part of a Condominium Project, common area property owned by a Subdistrict Association or property dedicated to the public. This term does include (by way of illustration and not limitation) each residential or commercial Condominium Unit, zero-lot line home, single-family detached dwelling and/or commercial building and each platted lot intended for the construction of a residential dwelling and/or commercial building, that is part of a Subdistrict."

2. Section 8.1(c) of the Declaration is amended in its entirety to read as follows:

"(c) The proportionate share of Assessments imposed hereunder on a Subdistrict Unit Owner shall be determined as set forth in the Recorded Condominium Documents or, if applicable, the instruments establishing the Subdistrict Association of which the Subdistrict Unit Owner may be a member. In the absence of provisions in such Recorded documents for the determination of the proportionate share applicable to a Subdistrict Unit, each Subdistrict Unit Owner within such Subdistrict shall be jointly and severally liable for the proportionate share allocated to their Subdistrict Unit."

Except as amended by this Amendment and all other Recorded amendments, the Declaration shall continue in full force and effect as first written.

Declarant has signed this Amendment as of the date first referenced above.

**MAUI LANI VILLAGE CENTER, INC.,**  
a Hawaii corporation

By Stacey Takaba  
Name: Stacey Takaba  
Title: President

Declarant

STATE OF HAWAII )  
 ) SS.  
CITY AND COUNTY OF HONOLULU )

On August 28, 2013, before me personally appeared **STACEY TAKABA**, to me personally known, who, being by me duly sworn or affirmed, did say that such person(s) executed the foregoing instrument as the free act and deed of such person(s), and if applicable in the capacities shown, having been duly authorized to execute such instrument in such capacities.

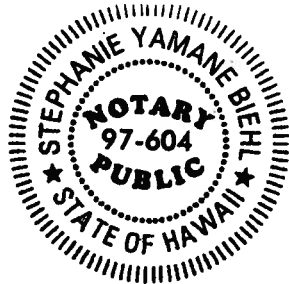
Further, I certify, as of this date, as follows:


Date of Document: August 28, 2013

Number of Pages: 4

Document Description: Third Amendment to Declaration (Maui Lani Village Center Declaration of Conditions, Restrictions and Easements)

Jurisdiction/Judicial Circuit Where Signed: \_\_\_\_\_ First \_\_\_\_\_



  
Type of print name: **Stephanie Yamane Biehl**  
Date: **AUG 28 2013**  
Notary Public, State of Hawaii  
My commission expires: **October 19, 2015**