

**Amendment #3:
Articles of Incorporation of
Na Pua Li'i Hermitage,
Religious Community of Our Lady of the Angels,
Orthodox Catholic Church
(December 20, 2020)**

being a restatement of

**Amendment #2:
Articles of Incorporation of
Na Pua Li'i Hermitage,
Church of St. Mary and the Angels
(March 15, 2019)**

being a restatement of

**Amendment #1:
Articles of Incorporation of
Na Pua Li'i Hermitage
(October 10, 2018)**

being a restatement of

**Articles of Incorporation of
Na Pua Li'i Hermitage
(July 26, 2016)**



**Na Pua Li'i Hermitage,
Religious Community of Our Lady of the Angels
Orthodox Catholic Church**
A registered Public Charity of the State of Hawaii

**ARTICLES OF
INCORPORATION**

**ARTICLE I
NAME**

1. Name

The name of this Corporation shall be Na Pua Li'i Hermitage, Religious Community of Our Lady of the Angels, Orthodox Catholic Church (EIN 81-2464269). The business of the

Corporation may also be conducted as Na Pua Li'i Hermitage or NPLH also called "the Hermitage" herein. The Corporation is a *hermitage* in that its members live and work under a rule of life written for hermits, inspired by rules suggested by the earliest eremitic, Orthodox communities in the West (in particular, Ireland and Scotland).

Hermits of Na Pua Li'i Hermitage will live and carry out ministry at Na Pua Li'i Hermitage living under a rule of chastity, poverty, and obedience. Living in community (Apostolic life in common), praying and worshipping together in a daily round of prayer and liturgies, whose members join in Gospel life.

ARTICLE II **DURATION**

2.01 Duration

The period of duration of the Corporation is perpetual.

ARTICLE III **PURPOSE**

3.01 Purpose

NPLH members are Orthodox Catholic religious and clergy committed wholly to a life of public worship, prayer, education, and charitable works, including the care of agricultural lands and the production of organically grown produce. Holy Orthodoxy teaches that God's creation is holy. We respond by reverencing all living things including the land -- reclamation, rehabilitation, and stewardship of valuable and scarce agricultural resources, of organic farming, and of providing food to the poor. In this, Orthodox values harmonize with the indigenous values of Hawai'i, in particular *malama honua*, which teaches a reverence for and stewardship of all living things and especially the *'aina*, (the sacred land).

Religious Purpose

NPLH offers spiritual conferences and retreats to promote a deeper awareness of the mystery of God among us. Its website <https://ola-hermitage.org> publishes daily or weekly conferences, which thousands of people read each month.

Educational Purpose

The theological content of the spiritual conferences is substantial offered by a former professor of Catholic theology. In addition, the Hermitage will offer training in soil science once the physical plant is completed.

Charitable Purpose

Everything that NPLH does is aimed at promoting the public benefit. NPLH's charitable work is most evident to the surrounding community in its production of thousands of pounds of produce which is sold or donated outright to assist struggling people and families on Hawai'i Island. 100% of net profits are allocated either to sustain this ministry or to assist neighbors in need. No one associated with NPLH makes a salary or is compensated in any way by NPLH. In addition, NPLH assists those who struggle financially, especially the disabled and the elderly, with the care of their properties including arborist and landscaping services, mowing pasture land, and assorted other agricultural service provided *gratis* to neighbors in need.

Environmental Purpose

Na Pua Li'i Hermitage reverences the Created order (*malama honua*) and countenances the sacred character of the land, or *'aina*. Accordingly, this ministry

- (1) reclaims land from abuse, removing buried automobiles, parts, or rubble
- (2) protects waterways located in lands under its management
- (3) practices organic farming, seeking to certify as such any lands under its management
- (4) removes invasive species, following organic principles, wherever they may be removed
- (5) promotes endemic and indigenous species whenever possible
- (6) distributes food *gratis* or substantially below market prices to assist neighbors in need
- (7) assists the working poor, unemployed poor, and elderly in landscaping and arborist services

Members of Na Pua Li'i Hermitage minister to all people regardless of their beliefs or unbeliefs. Na Pua Li'i Hermitage does not discriminate on the basis of religious choice in any of our ministries for the public benefit. For example, families who benefit from our agricultural production need not be Christian or believers of any kind for that matter. NPLH seeks fellowship with everyone, and they pray for anyone.

ARTICLE IV
NON-PROFIT NATURE

4.01 Non-profit Nature

Na Pua Li'i Hermitage is organized exclusively for religious, educational, and charitable purposes as specified under Section 501(c)(3) of the Internal Revenue Code. The Corporation is organized to sustain its ministry and to equip it to carry out its religious, educational, and charitable mission. No part of the net earnings of NPLH shall inure to the benefit of, or be distributable to, its directors, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof.

Notwithstanding any other provision of this document, the Corporation shall not carry on any other activities not permitted to be carried on by any organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code.

Na Pua Li'i Hermitage is not organized and shall not be operated for the private gain of any person. No member of NPLH shall receive a salary, stipend, or other individual compensation. The property of the Corporation is irrevocably dedicated to its religious, educational, and charitable purposes. No part of the assets, receipts, or net earnings of the Corporation shall inure to the benefit of, or be distributed to any other individual. The Corporation may, however, pay reasonable compensation for services rendered, and make other payments and distributions consistent with these Articles.

4.02 Personal Liability

No officer or director of this Corporation shall be personally liable for the debts or obligations of Na Pua Li'i Hermitage of any nature whatsoever, nor shall any of the property or assets of the officers or directors be subject to the payment of the debts or obligations of this Corporation.

4.03 Assets and Dissolution

(a) Non-profit Legal Status. Na Pua Li'i Hermitage is a non-profit public benefit corporation granted tax-exempt status under Hawai'i State law.

(b) Exempt Activities Limitation. Notwithstanding any other provision of these Articles or the Corporation's By-laws, no director, officer, employee, member, or representative of this Corporation shall take any action or carry on any activity by or on behalf of the Corporation not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code as it now exists or may be amended. No part of the net earnings of the

Corporation shall inure to the benefit or be distributable to any director of the board, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Articles of Incorporation and the By-laws Of Na Pua Li'i Hermitage

(c) Assets. All NPLH assets are held equally and in common among NPLH members. No member, officer, or other private person or individual shall be compelled to make any gift or endowment to the Corporation at the point of its legal creation. Following creation of NPLH, however, all revenue received, or financial obligation entered into, by a NPLH member shall be the responsibility or possession of all NPLH members equally and in common. That is, any existing asset or financial obligation belonging to a member individually prior to the formation of NPLH shall continue to be held as individual, private property or as financial responsibility at the discretion of its owner and the discretion of NPLH. Following creation of NPLH, however, all newly acquired assets or debts and obligations are the common property of NPLH.

(d) Community Earnings. NPLH's all-volunteer staff are vowed religious, devoted to public prayer and worship in the context of Apostolic common life. In addition, these volunteers staff an agricultural operation whose sole purpose is charitable works. Na Pua Li'i Hermitage reclaims and rehabilitates agricultural land, plants and cultivates fruit trees and crops, and harvests and sells produce in order to assist neighbors in need and to sustain itself as a ministry. Any monetized assets realized from this agricultural work, above and beyond its distributions of food, will be deposited into accounts titled exclusively in the name of Na Pua Li'i Hermitage, which accounts are dedicated to the missions described under the Purpose clause (Article III, Section 3.01).

(e) Distribution Upon Dissolution or Departure. Upon termination or dissolution, any assets of Na Pua Li'i Hermitage lawfully available for distribution shall be distributed to one (1) or more qualifying organizations at the discretion of its Board and Membership.

The organization to receive the assets of Na Pua Li'i Hermitage hereunder shall be selected by the discretion of a majority of the managing body of NPLH, and if its Members cannot so agree, then the recipient organization shall be selected pursuant to a verified petition in equity filed in a court of proper jurisdiction against NPLH by one (1) or more of its managing body which verified petition shall contain such statements as reasonably indicate the applicability of this section. The court upon a finding that this section is applicable shall select the qualifying organization or organizations to receive the assets to be distributed, giving preference if practicable to organizations located within the State of Hawai'i.

In the event that the court shall find that this section is applicable but that there is no qualifying organization known to it which has a charitable purpose, which, at least generally, includes a purpose similar to this corporation, then the court shall direct the distribution of its assets lawfully available for distribution to the Treasurer of the State of Hawai'i to be added to the general fund.

4.04 Prohibited Distributions

No part of the net earnings or properties of this Corporation, upon dissolution or otherwise, shall inure to the benefit of, or be distributable to, its directors, officers or other private person or individual except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III, Section 3.01.

4.05 Restricted Activities

No part of the Corporation's activities shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene (including the publishing or distribution of statements) in any political campaign on behalf of or in opposition to any candidate for public office.

4.06 Prohibited Activities

Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax as an organization described by Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE V **BOARD OF DIRECTORS**

5.01 Governance

Na Pua Li'i Hermitage shall be governed by its Members and by its Board of Directors. Members shall be responsible for governing the day-to-day operations of the Corporation while a 2/3 vote of a quorum of the Directors shall be required to approve the following:

- subtractions from, additions to, or revision in the Articles or By-laws
- substantial changes in Apostolic ministry
- major capital expenditures (> \$10,000 per month)

- annual budget

5.02 Directors

As of Amendment #3, directors of the Corporation shall be

Mr. Celse A. Berard, Washington, MO (Vice President)

Mrs. Susan N. Berard, Washington, MO (Treasurer)

The Rev'd Dr. Stephen W. Lally, Kapa'ua, HI (President & Secretary)

Mr. Andrew F. Reardon, Esq., Marco Island, FL

Mitered Archpriest Mark Rowe, Sarasota, FL

Mr. Ray Yorke, St. Petersburg, FL

Board membership shall always include at least one member of Na Pua Li'i Hermitage

ARTICLE VI **MEMBERSHIP**

6.01 Membership

Na Pua Li'i Hermitage shall have three charter members:

Matushka Maryann Lally, (Vice President & Treasurer)

Priest Columba (Lally), (President & Secretary)

The Rev'd Sr. Mary Martha Mescher (Hermitage Guardian)

The management of the affairs of the Corporation shall be vested in the members locally and in a Board of Directors for more general decisions, as defined in the Corporation's By-laws.

ARTICLE VII **AMENDMENTS**

7.01 Amendments

Any amendment to the Articles of Incorporation may be adopted by approval of two-thirds (2/3) of the Board of Directors.

ARTICLE VIII
ADDRESSES OF THE CORPORATION

8.01 Corporate Address

The physical address of the Corporation is:

Na Pua Li'i Hermitage
54-519 Kapa'au Rd.
Kapa'au, HI 96755

The mailing address of the Corporation is:

Na Pua Li'i Hermitage
PO Box 481
Kapa'au, HI 96755

ARTICLE IX
APPOINTMENT OF REGISTERED AGENT

9.01 Registered Agent

The registered agent of the Corporation shall be:

The Rev'd Fr. Stephen W. Lally, PhD PO Box 481, Kapa'au, HI 96755

ARTICLE X
INCORPORATOR

The incorporators of the Corporation are as follow:

The Rev'd Fr Stephen W. Lally, PhD PO Box 481, Kapa'au, HI 96755

ADOPTION OF AMENDMENT #3 OF THE ARTICLES OF INCORPORATION

We, the undersigned, do hereby certify that the above stated Articles of Incorporation of Na Pua Li'i Hermitage were approved by the Board of Directors on the --th day of June, 2019 and constitute a complete, amended copy of Articles of Incorporation of Na Pua Li'i Hermitage:

Mr. Celse Berard _____
27 Forest Hills Dr.
Washington, MO 63090

The Rev'd Fr. Stephen W. Lally, PhD _____
P.O. Box 481
Kapa'au, HI 96755

The Rev'd Sr. Martha Mescher _____
PO Box 1486
Kapa'au, HI 96755

The Very Rev'd Mark Rowe _____
2322 Gulf Gate Dr., Sarasota, FL 34145

**ACKNOWLEDGMENT OF CONSENT
TO APPOINTMENT AS REGISTERED AGENT**

I, Rev'd Dr Stephen W. Lally agree to be the registered agent for Na Pua Li'i Hermitage as appointed herein.

The Rev'd Dr. Stephen W. Lally, Registered Agent: _____

Date: _____