



GracePacificLLC

GP Roadway Solutions • GPRM Prestress • GLP Asphalt • Maui Paving • Mid Pac Petroleum

August 22, 2013

Daniel E. Orodener
Executive Officer
Land Use Commission
State of Hawaii
PO Box 2359
Honolulu, HI 96804-2359

George I. Atta, FAICP
Director
Department of Planning and Permitting
City and County of Honolulu
650 South King Street, 7th Floor
Honolulu, HI 96813

LAND USE COMMISSION
STATE OF HAWAII
2013 AUG 23 P 3:36

RE: Special Use Permit File No. 2007/SUP-6 (LUC Docket SP73-147)
Conditional Use Permit File No. 2007/CUP-91
Grace Pacific Corporation, Makakilo Quarry

This letter is to provide notice of Grace Pacific Corporation's conversion from a Hawaii profit corporation to a Hawaii limited liability company. Attached for your files is a copy of the Article of Conversion and Certificate of Conversion issued by the Department of Commerce and Consumer Affairs on August 19, 2013. Please let us know if you have any questions regarding the foregoing.

Sincerely,

ROBERT M. CREPS
Senior Vice President
Grace Pacific Corporation

Attachments

08/20/201320041

MG

FORM X-10
4/2012



08/20/201320041

Nonrefundable Filing Fee: \$100.00
*Nonprofit: \$50.00

STATE OF HAWAII
DEPARTMENT OF COMMERCE AND CONSUMER AFFAIRS
Business Registration Division

335 Merchant Street
Mailing Address: P.O. Box 40, Honolulu, Hawaii 96810
Phone No. (808) 586-2727

FILED 08/19/2013 07:58 AM
Business Registration Division
DEPT. OF COMMERCE AND
CONSUMER AFFAIRS
State of Hawaii

ARTICLES OF CONVERSION

(Section 414-272, 415A-16.5, 425-192, 425E-1102, 428-902.5, Hawaii Revised Statutes)

PLEASE TYPE OR PRINT LEGIBLY IN BLACK INK

The undersigned, submitting these Articles of Conversion, certify as follows:

1. The converting (original) entity was (check one):

- Profit Corp. Professional Corp. General Partnership Limited Partnership
- LLC LLP (If LLP must also check General Partnership) LLLP

2. The name and state/country of incorporation/formation/organization or qualification of the converting entity was:

2302 D1 GRACE PACIFIC CORPORATION HAWAII
(Type/Print Entity Name) (State or Country)

3. The converted (new) entity is (check one):

- Profit Corp. Professional Corp. Nonprofit Corp. General Partnership Limited Partnership
- LLC LLP (If LLP must also check General Partnership) LLLP

4. The name and state/country of incorporation/formation/organization or qualification of the converted entity is:

GRACE PACIFIC LLC HAWAII
(Type/Print Entity Name) (State or Country)

5. The Plan of Conversion has been approved in accordance to Section 414-271, 415A-16.5, 414D-202, 425-192, 425E-1102, 428-902.5, as applicable.

6. An executed Plan of Conversion is on file at the principal place of business of the converting entity whose address is:

949 KAMOKILA BLVD., SUITE 100, KAPOLEI, HAWAII 96707

7. A copy of the Plan of Conversion shall be furnished by the converting entity prior to the conversion or by the converted entity after the conversion on written request and without cost, to any shareholder, partner, member, or owner of the converting entity or the converted entity.

8. Complete the applicable section. The Plan of Conversion was approved by the converting entity as follows:

A. By vote of the shareholders of the converting domestic profit/professional corporation:

Number of Shares Outstanding	Class/Series	Number of Shares Voting For Conversion	Number of Shares Voting Against Conversion
1	COMMON	1	0

OR

B. By vote of the converting domestic limited liability company:

Total Number of Authorized Votes	Number of Votes For the Conversion	Number of Votes Against the Conversion

OR

C. The converting entity was a foreign profit corporation, a foreign limited liability company, a foreign limited partnership, a foreign limited liability limited partnership, a domestic or a foreign general partnership, or a domestic or foreign limited liability partnership. The approval of the Plan of Conversion was duly authorized and complied with the laws under which the converting entity was incorporated, formed, organized, or qualified.

OR

D. The converting entity was a domestic limited partnership or a domestic limited liability limited partnership and that a majority of the general partners have agreed to the conversion.

9. The conversion is effective on the date and time of filing the Articles of Conversion or at a later date and time, no more than 30 days after the filing, if so stated. Check one of the following statements:

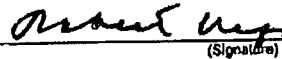
Conversion is effective on the date and time of filing the Articles of Conversion.

Conversion is effective on _____ at _____ m., Hawaiian Standard Time, which date is not later than 30 days after the filing of the Articles of Conversion.

I/we certify under the penalties of Section 414-20, 415A-25, 414D-12, 425-13, 425-172, 425E-208, and 428-1302, Hawaii Revised Statutes, as applicable, that I/we have read the above statements, I/we are authorized to sign this Articles of Conversion, and that the above statements are true and correct.

Signed this 16 day of August, 2013

Robert M. Creps, Senior VP & Secretary
(Type/Print Name & Title)


(Signature)

(Type/Print Name & Title)

(Signature)

SEE INSTRUCTIONS ON REVERSE SIDE. The articles must be signed by an officer, partner, or other duly authorized representative of the converting entity.

TZT

STATE OF HAWAII
DEPARTMENT OF COMMERCE AND CONSUMER AFFAIRS
Business Registration Division
335 Merchant Street
Mailing Address: P.O. Box 40, Honolulu, Hawaii 96810
Phone No. (808) 588-2727



ARTICLES OF ORGANIZATION FOR LIMITED LIABILITY COMPANY
(Section 428-203, Hawaii Revised Statutes)

PLEASE TYPE OR PRINT LEGIBLY IN BLACK INK

The undersigned, for the purpose of forming a limited liability company under the laws of the State of Hawaii, do hereby make and execute these Articles of Organization:

I

The name of the company shall be:

GRACE PACIFIC LLC

(The name must contain the words Limited Liability Company or the abbreviation L.L.C. or LLC)

II

The mailing address of the initial principal office is:

P. O. Box 78, Honolulu, Hawaii 96810

III

The company shall have and continuously maintain in the State of Hawaii a registered agent who shall have a business address in this State. The agent may be an individual who resides in this State, a domestic entity or a foreign entity authorized to transact business in this State.

a. The name (and state or country of incorporation, formation or organization, if applicable) of the company's registered agent in the State of Hawaii is:

Robert M. Creps

(Name of Registered Agent)

(State or Country)

b. The street address of the place of business of the person in State of Hawaii to which service of process and other notice and documents being served on or sent to the entity represented by it may be delivered to is:

949 Kamokila Boulevard, Suite 100, Kapolei, Hawaii 96707

IV

The name and address of each organizer is:

Tod Z. Tanaka

1100 Alakea Street, Suite 2100

Honolulu, Hawaii 96813

V

The period of duration is (check one):

- At-will
- For a specified term to expire on: December 31 2103
(Month) (Day) (Year)

VI

The company is (check one):

- a. Manager-managed, and the names and addresses of the initial managers are listed in paragraph "c", and the number of initial members are: _____.
- b. Member-managed, and the names and addresses of the initial members are listed in paragraph "c".
- c. List the names and addresses of the initial managers if the company is Manager-managed, or List the names and addresses of the initial members if the company is Member-managed.

239334 D1

TZT

<u>GPC Holdings, Inc.</u>	<u>949 Kamokila Boulevard, Suite 100</u>
	<u>Kapolei, Hawaii 96707</u>

VII

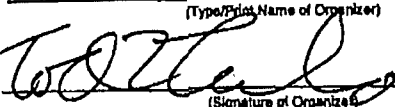
The members of the company (check one):

- Shall not be liable for the debts, obligations and liabilities of the company.
- Shall be liable for all debts, obligations and liabilities of the company.
- Shall be liable for specified debts, obligations and liabilities of the company *as stated below*, and have consented in writing to the adoption of this provision or to be bound by this provision.

We certify, under the penalties set forth in the Hawaii Uniform Limited Liability Company Act, that we have read the above statements, I am authorized to sign this Articles of Organization, and that the above statements are true and correct to the best of our knowledge and belief.

Signed this 19th day of August, 2013

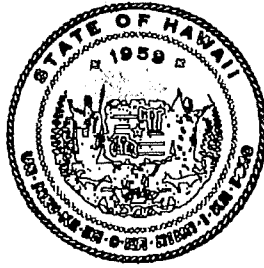
Tod Z. Tanaka
(Type/Print Name of Organizer)


(Signature of Organizer)

(Type/Print Name of Organizer)

(Signature of Organizer)

SEE INSTRUCTIONS PAGE. The articles must be signed and certified by at least one organizer of the company.



Department of Commerce and Consumer Affairs

CERTIFICATE OF CONVERSION

I, KEALI'I S. LOPEZ, Director of Commerce and Consumer Affairs of the State of Hawaii, do hereby certify that pursuant to the Articles of Conversion of GRACE PACIFIC CORPORATION, a Hawaii profit corporation, filed in this department on August 19, 2013, in accordance with the Hawaii Revised Statutes, GRACE PACIFIC CORPORATION is hereby converted to GRACE PACIFIC LLC, a Hawaii limited liability company, and that the conversion became effective on August 19, 2013, at 7:56 a.m.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the Department of Commerce and Consumer Affairs, at Honolulu, State of Hawaii, this 19th day of August, 2013.

Director of Commerce and Consumer Affairs

