

MAUI MEADOWS NEIGHBORHOOD ASSOCIATION BY-LAWS

(Amended as of 06/12/23)

**Article I
Offices**

Section 1 – PRINCIPAL OFFICE

The principal office of the corporation is located in Maui County, State of Hawaii.

Section 2 – CHANGE OF ADDRESS

The designation of the County or State of the corporation's principal office may be changed by amendment of these by-laws. The Board of Directors may change the principal office from one location to another within the named county by noting the changed address and effective date below and such changes of address shall not be deemed to, nor require, an amendment of these by-laws.

Section 3 – OTHER OFFICES

The corporation may also have offices at such other places within or outside its state of incorporation where it is qualified to do business, as its business and activities may require, and as the Board of Directors may from time to time designate.

**Article II
Members**

Section 1 – DETERMINATION AND RIGHTS OF MEMBERS

The corporation shall have only one class of members. No member shall hold more than one membership in the corporation except as expressly provided in or authorized by the Articles of Incorporation, the by-laws of this corporation or provisions of law. All memberships shall have the same rights, privileges, restrictions and conditions.

Section 2 – QUALIFICATIONS OF MEMBERS

The qualifications for membership in this corporation are as follows: A member must either a) own all or part of a lot in Maui Meadows regardless of where they live, or b) rent a home or cottage in Maui Meadows. There can be multiple members from the same lot. If a person owns all or part of more than one lot, they can only join once.

Section 3 – ADMISSION OF MEMBERS

Applicants shall be admitted to membership on making application therefor in writing and paying the annual dues as set from time to time by the Board of Directors.

Section 4 – FEES AND DUES

a) The following fee shall be charged for making application for membership in the corporation: None.

- b) The annual dues payable to the corporation by each member shall be established by the Board of Directors for each calendar year. In the event of more than one membership from any one lot, each member must pay the dues separately to be a member.

Section 5 – NUMBER OF MEMBERS

There is no limit on the number of members the corporation may admit.

Section 6 – MEMBERSHIP ROSTER

The corporation shall keep a membership book containing the name and address of each member. Termination of the membership of any member shall be recorded in the book together with the date of termination of such membership.

Section 7 – NON-LIABILITY OF MEMBERS

A member of this corporation is not, as such, personally liable for the debts, liabilities or obligations of the corporation.

Section 8 – NON-TRANSFERABILITY OF MEMBERSHIPS

No member may transfer a membership or any right arising therefrom. All rights of membership cease upon the member's death.

Section 9 – TERMINATION OF MEMBERSHIP

The membership of a member shall terminate upon the occurrence of any of the following events:

- a) Upon his/her notice of such termination delivered to the President or Secretary of the corporation personally or by mail or e-mail; such membership to terminate upon the date of delivery of the notice or date of deposit in the mail.
- b) If this corporation has provided for the payment of dues by members, upon failure to renew his/her membership by paying dues on or before their due date. The due date shall be the member's join date anniversary which is based on a 12 month rolling period that begins and ends on the member's join date.
- c) Membership is automatically terminated if an owner sells his/her property and membership is automatically terminated if a renter moves his/her principal residence out of Maui Meadows.

All rights of a member in the corporation shall cease on termination of membership as herein provided.

Article III Meetings of Members

Section 1 – PLACE OF MEETINGS

Meetings of members shall be held at the Kamali`i Elementary School cafeteria or such other place or places as may be designated from time to time by resolution of the Board of Directors. Meetings of members may also be held electronically through a communication platform, such as Zoom, if circumstances do not allow for an in-person meeting.

Section 2 – REGULAR MEETINGS

- a) A regular meeting of members shall be held in January of each year, on a date to be determined by the Board of Directors, for the purpose of electing directors and transacting other business as may come before the meeting. For purposes of transition, the first January election for directors shall be in January 2001. The candidates receiving the highest number of votes up to the number of directors to be elected shall be elected. Each member shall cast one vote only per candidate. Voting shall be by secret ballot. Voting may be done by electronic ballot if the regular meeting of members for the purpose of electing directors is held electronically and not in-person. If a ballot contains more names than there are candidates running then the ballot shall be invalidated and not counted. The annual meeting of members for the purpose of electing directors shall be deemed a regular meeting.
- b) Other regular meetings of the members during any calendar year shall be held at the discretion of the Board of Directors upon proper notice given.

Section 3 – SPECIAL MEETINGS OF MEMBERS

Special meetings of the members shall be called by the Board of Directors or the President of the corporation or if different, by the persons specifically authorized under the laws of this state to call special meetings of the members.

Section 4 – NOTICE OF MEETINGS

- a) Unless otherwise provided by the Articles of Incorporation, these by-laws or provisions of law, notice stating the place, day and hour of the meeting and in the case of a special meeting, the purpose or purposes for which the meeting is called shall be delivered not less than 10 (ten) and no more than 50 (fifty) days before the date of the meeting, either personally or by mail, or by email or by facsimile or by Maui Meadows Neighborhood Association website, if any, by or at the direction of the President, or the Secretary or the persons calling the meeting, to each member entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the member at his/her address as it appears on the records of corporation, with postage prepaid.

The notice of any meeting of members which directors are to be elected shall also state the names of all those who are nominees or candidates for election to the board at the time notice is given. Additional candidates, however, can be nominated at the meetings and written in on the ballot by the members and therefore duly elected.

- b) Whenever any notice of a meeting is required to be given to any member of this corporation under provisions of the Articles of Incorporation, these by-laws or the law of this state, a waiver of notice in writing and signed by the member whether before or after the time of the meeting, shall be equivalent to the giving of such notice.

Section 5 – QUORUM FOR MEETINGS

A quorum shall consist of 10% (ten percent) of the voting members of the corporation. Except as otherwise provided under the Articles of Incorporation, these by-laws or provisions of law, no business shall be considered by the members at any meeting at which the required quorum is not present and the only motion which the Chair shall entertain at such meeting is a motion to adjourn.

Section 6 – MAJORITY ACTION AS MEMBERSHIP ACTION

Every act or decision done or made by a majority of voting members present at a duly held meeting at which a quorum is present is the act of the members unless the Articles of Incorporation, these by-laws or provisions of law require a greater number.

Section 7 – VOTING RIGHTS

Each member is entitled to 1 (one) vote on each matter submitted to a vote by the members. Voting at duly held meetings shall be by show of hands. Election of directors shall be by secret ballot. Voting by proxy shall not be permitted.

Section 8 – CONDUCT OF MEETINGS

Meetings of members shall be presided over by the President of the corporation or, in his/her absence, by the Vice President of the corporation or, in his/her absence, then the Treasurer or, in the absence of all of these board members, by a chairperson chosen by the majority of the voting members who are present at the meeting. The Secretary of the corporation shall act as secretary of all meetings of members, provided that in his/her absence, the presiding officer shall appoint another person to act as secretary of the meeting.

Article 4 Directors

Section 1 – NUMBERS

The corporation shall have 9 (nine) directors and collectively they shall be known as the Board of Directors.

Section 2 – QUALIFICATIONS

Directors shall be of the age of majority in this state. Other qualifications for directors of this corporation shall be as follows: all directors must be members of the association and in addition, a minimum of 5 (five) directors must own a home in Maui Meadows and live in the home as their principal residence. However, in no event shall there be more than one member of the Board of Directors from the same lot.

Section 3 – POWERS

Subject to the provisions of the laws of this state and any limitations in the Articles of Incorporation and these by-laws relating to the action required or permitted to be taken or approved by the members, if any, of this corporation, the activities and affairs of this corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors.

Section 4 – DUTIES

It shall be the duty of the directors to:

- a) Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation or by these by-laws.
- b) Appoint and remove, employ and discharge, and, except as otherwise provided in these by-laws, prescribe the duties and fix the compensation, if any, of all officers, agents and employees of the corporation.
- c) Supervise all officers, agents and employees of the corporation to assure that their duties are performed properly.
- d) Meet at such times and places as required by these by-laws.
- e) Register their addresses with the Secretary of the corporation, notices of meetings mailed, e-mailed, or telegraphed to them at such addresses shall be valid notices thereof.

Section 5 – TERM OF OFFICE

Each director shall hold office for a period of 3 (three) years and until his/her successor is elected and qualifies, except that elections shall be staggered such that 3 (three) directors positions shall become vacant during each year. For purposes of transition, the 3 (three) directors elected at the 2014 annual meeting shall serve three year terms, through the calendar year 2016. The two current directors positions elected at the 2012 annual meeting, along with the director's position currently held by the Association's Secretary, shall have their terms extended through the calendar year 2015. The two current directors positions elected at the 2011 annual meeting, together with the director's position currently held by the Association's Treasurer, shall have their terms extended through the calendar year 2014.

Section 6 – COMPENSATION

Directors shall serve without compensation, however, directors shall be allowed reasonable reimbursement of expenses incurred in the performance of their duties.

Section 7 – PLACE OF MEETINGS

Meetings shall be held at the principal office of the corporation unless otherwise provided by the board or at such other place as may be designated from time to time by the Board of Directors. Meetings may also be held via electronic communication technology, such as Zoom or telephone conferencing, as long as all participants can hear each other and participate in the meeting's proceedings.

Section 8 – REGULAR MEETINGS

Regular meetings of directors shall be held at such times as the directors shall agree upon.

Section 9 – SPECIAL MEETINGS

Special meetings of the Board of Directors may be called by the President, the Vice President, the Secretary, by any 2 (two) directors or if different, by the persons specifically authorized under the laws of this state to call special meetings of the board. Such meetings shall be held at the principal office of the corporation or, if different, at the place designated by the person or persons calling the special meeting.

Section 10 – NOTICE OF MEETINGS

Unless otherwise provided by the Articles of Incorporation, these By-Laws or provisions of law, the following provisions shall govern the giving of notice for meetings of the Board of Directors.

a) Regular Meetings:

No notice need be given of any regular meeting of the Board of Directors.

b) Special Meetings:

At least 1 (one) week prior notice shall be given by the Secretary of the corporation to each director of each special meeting of the board. Such notice may be oral or written, may be given personally, by first class mail, by telephone, by facsimile machine or by email and shall state the place, date and time of the meeting and the matters proposed to be acted upon at the meeting.

c) Waiver of Notice:

Whenever any notice of a meeting is required to be given to any director of this corporation under provisions of the Articles of Incorporation, these by-laws or the law of this state, a waiver of notice in writing and signed by the director, whether before or after the time of the meeting, shall be equivalent to the giving of such notice.

Section 11 – QUORUM FOR MEETINGS

A quorum shall consist of a majority of the members of this Board of Directors. Except as otherwise provided under the Articles of Incorporation, these by-laws, or provisions of law, no business shall be considered by the board at any meeting at which the required quorum is not present and the only motion which the Chair shall entertain at such meeting is a motion to adjourn.

Section 12 – FIVE DIRECTORS REQUIRED FOR BOARD ACTION

Every act or decision done or made by 5 (five) or more of the directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors, unless the

Articles of Incorporation, these by-laws, or provisions of law require a greater percentage or different voting rules for approval of a matter before the board.

Section 13 – CONDUCT OF MEETINGS

- a) Meetings of the Board of Directors shall be presided over by the President of the corporation or in his/her absence by the Vice President of the corporation or in the absence of each of these persons by a Chairperson chosen by a majority of the directors present at the meeting. The Secretary of the corporation shall act as secretary of all meetings of the board, provided that, in his/her absence, the presiding officer shall appoint another person to act as secretary of the meeting.
- b) Meetings shall be governed by Robert's Rules of Order, insofar as such rules are not inconsistent with or in conflict with the Articles of Incorporation, these by-laws or with provisions of law.

Section 14 – VACANCIES

- a) Vacancies within the Board of Directors shall exist under the following conditions: 1. on the death, resignation or removal of a director who no longer meets the qualification for being a director and/or in accordance with state law, and 2. whenever the number of authorized directors is increased.
- b) Any Director may resign effective upon giving written notice to the President, the Secretary or to the Board of Directors unless the notice specifies a later time for the effectiveness of such resignation. No director may resign if the corporation would then be left without a duly elected director or directors in charge of its affairs except upon notice to the Office of the Attorney General or other appropriate agency of the state.
- c) Directors may be removed from office, with or without cause, as permitted by and in accordance with the laws of this state.
- d) Unless otherwise prohibited by the Articles of Incorporation, these by-laws or provisions of law, vacancies on the board may be filled by approval of the Board of Directors. If the number of directors then in office is less than a quorum, a vacancy on the board may be filled by approval of a majority of the directors then in office or by a sole remaining director. A person appointed to fill a vacancy on the board shall hold office for the remainder of the term of the director being replaced, or until his/her death, resignation or removal from office. A director may be removed from office with or without cause by the vote of 6 (six) or more remaining directors.

Section 15 – NONLIABILITY OF DIRECTORS

The directors shall not be personally liable for the debts, liabilities or other objections of the corporation.

Section 16 – INDEMNIFICATION BY CORPORATION OF DIRECTORS AND OFFICERS

The directors and officers of the corporation shall be held harmless, defended, protected and indemnified by the corporation to the fullest extent permissible under the laws of this state.

Section 17 – INSURANCE FOR CORPORATE AGENTS

Except as may be otherwise provided under provisions of law, the Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation including a director, officer, employee or other agent of the corporation) against liabilities asserted against or incurred by the agent against such liability under the Articles of Incorporation, these by-laws or provisions of law.

Article V Officers

Section 1 – DESIGNATION OF OFFICERS

The officers of the corporation shall be a President, a Vice President, a Secretary and a Treasurer

Section 2 – QUALIFICATIONS

All officers must be members of the Board of Directors

Section 3 – ELECTION AND TERM OF OFFICE

Officers shall be elected by the Board of Directors at the next scheduled board meeting following the annual meeting of the membership at which regular election of the directors took place and each officer shall hold office until he/she resigns or is removed or is otherwise disqualified to serve or until his/her successor shall be elected and qualified, whichever occurs first.

Section 4 – REMOVAL AND RESIGNATION

Any officer may be removed, either with or without cause, by the Board of Directors at any time. Any officer may resign at any time by giving written notice to the Board of Directors or to the President or Secretary of the corporation. Any such resignation shall take effect on the date of receipt of such notice or at any later date specified therein and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The above provisions of this section shall be superseded by any conflicting terms of a contract which have been approved or ratified by the Board of Directors relating to the employment of any officer of the corporation.

Section 5 – VACANCIES

Any vacancy caused by the death, resignation, removal, disqualification or otherwise of any officer, shall be filled by the Board of Directors. In the event of a vacancy in any office other than that of President, each vacancy may be filled temporarily by appointment by the President until such time as the Board shall fill the vacancy.

Section 6 – DUTIES OF THE PRESIDENT

The president shall:

- a) Be the chief executive officer of the corporation and shall, subject to the control of the Board of Directors, supervise and control the affairs of the corporation and the activities of the officers. He/She shall perform all duties incident to his/her office and such other duties as may be required by law, by the Articles of Incorporation or these by-laws or which may be prescribed from time to time by the Board of Directors.
- b) The President shall preside at all meetings of the Board of Directors and at all meetings of the members.
- c) Except as otherwise expressly provided by law, in the name of the corporation, or by these by-laws, he/she shall, in the name of the corporation, execute such deeds, mortgages, bonds, contracts, checks or other instruments which may from time to time be authorized by the Board of Directors.

Section 7 – DUTIES OF THE VICE PRESIDENT

The Vice President shall:

- a) In the absence of the President, or in the event of his/her inability or refusal to act, the Vice President shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions on the President.
- b) The Vice President shall have other powers and perform such other duties as may be prescribed by law, by the Articles of Incorporation or by these by-laws, or as may be prescribed by the Board of Directors.

Section 8 – DUTIES OF THE SECRETARY

The Secretary shall:

- a) Certify and keep at the principal office of the corporation or at such other place the board may determine, the original or a copy of these by-laws as amended or otherwise altered to date.
- b) Keep at the principal office of the corporation or at such other place as the board may determine, a book of minutes of all meetings of the directors and, if applicable, meetings of committees or directors and of members recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting and the proceedings thereof.
- c) See that all notices are duly given in accordance with the provisions of these by-laws or as required by law.
- d) Be custodian of the records and of the seal of the corporation and affix the seal, as authorized by law or the provisions of these by-laws to duly executed documents of the corporation.
- e) Keep at the principal office of the corporation or such other place the board may designate, a membership book containing the name and address of each and all members and, in the case where any membership has been terminated, he/she shall record such fact in the membership book together with the date on which such membership ceased.
- f) Exhibit at all reasonable times to any director of the corporation, or his/her agent or attorney on request therefor the by-laws, the membership book and the minutes of the proceedings of the directors of the corporation.

- g) In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation or by these by-laws or which may be assigned to him/her from time to time by the Board of Directors.

Section 9 – DUTIES OF THE TREASURER

The Treasurer shall:

- a) Have charge and custody of and be responsible for all funds and securities of the corporation and deposit all such funds in the name of the corporation in such banks, trust companies or other depositories as shall be selected by the Board of Directors.
- b) Receive and give receipt for monies due and payable to the corporation from any source whatsoever.
- c) Disburse or cause to be disbursed the funds of the corporation as may be directed by the Board of Directors, taking proper vouchers or invoices for such disbursements. All checks issued in payment of authorized business of the corporation shall require the signatures of two officers. All PayPal payments shall require the approval of two officers.
- d) Keep and maintain adequate and correct accounts of the corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.
- e) Exhibit at all reasonable times the books of account and financial records to any director of the corporation or to his/her agent or attorney upon request therefor.
- f) Render to the President and directors, whenever requested, an account of any or all of his/her transactions as Treasurer and of the financial condition of the corporation.
- g) Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.
- h) In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation or by these by-laws or which may be assigned to him/her from time to time by the Board of Directors.

Section 10 – COMPENSATION

Directors shall serve without compensation; however, directors shall be allowed reasonable reimbursement of expenses incurred in the performance of their duties.

Article VI Execution of Instruments, Deposits and Funds

Section 1 – EXECUTION OF INSTRUMENTS

The Board of Directors, except as otherwise provided in these by-laws, may by resolution, authorize any officer or agent of the corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent or

employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

Section 2 – CHECKS AND NOTES

Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money and other evidence of indebtedness of the corporation shall be approved and signed as described above in Article V, Section 9 – Duties of the Treasurer.

Section 3 – DEPOSITS

All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Board of Directors may select.

Section 4 – GIFTS

The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest or device for the nonprofit purpose of this corporation.

Article VII Corporate Records, Reports and Seal

Section 1 – MAINTENANCE OF CORPORATE RECORDS

The corporation shall keep at its principal office or such other place as may be designated by the Board of Directors:

- a) Minutes of all meetings of directors, committees of the board and, if this corporation has members, of all meetings of members, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof.
- b) Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses.
- c) A record of its members, if any, indicating their names and addresses and the termination date of any membership
- d) A copy of the corporation's Articles of Incorporation and by-laws as amended to date which shall be open to inspection by the members of the corporation at all reasonable times during set office hours.

Section 2 – CORPORATE SEAL

The Board of Directors may adopt, use and at will alter a corporate seal. Such seal shall be kept at the principal office of the corporation. Failure to affix the seal to corporate instruments however, shall not affect the validity of any such instrument.

Section 3 – DIRECTORS' INSPECTION RIGHTS

Every director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the corporation and shall have such other rights to inspect the books, records and properties of this corporation as may be required under the Articles of Incorporation, other provisions of these by-laws and provisions of law.

Section 4 – MEMBERS’ INSPECTION RIGHTS

Members’ inspection rights are governed by Hawaii Revised Statute 414D.

Section 5 – RIGHT TO COPY AND MAKE EXTRACTS

Right to copy and make extracts is governed by Hawaii Revised Statute 414D.

Section 6 – PERIODIC REPORT

The board shall cause any annual or periodic report required under law to be prepared and delivered to an *office* of this state or to the members of this corporation to be so prepared and delivered within the time limits set by law.

Article VIII IRC 501 (C) (4) Tax Exemption Provisions

Section 1 – LIMITATION ON ACTIVITIES

- a) No substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501 (H) of the Internal Revenue Code), and this corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.
- b) Notwithstanding any other provisions of these by-laws, this corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501 (C) (4) of the Internal Revenue Code.

Section 2 – PROHIBITION AGAINST PRIVATE INUREMENT

No part of the net earnings of this corporation shall inure to be benefit of or be distributable to its members, 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 or distributions in furtherance of the purposes of this corporation.

Section 3 – DISTRIBUTION OF ASSETS

Upon the dissolution of this corporation, its assets remaining after payment or provision for payment of all debts and liabilities of this corporation shall be distributed for one or more exempt purposes within the meaning of Section 501 © (3) of the Internal Revenue Code or shall be distributed to the federal government or to a state or local government for a public

purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of this state.

Article VI
Amendment of By-Laws

Section 1 – Amendment

Subject to the power of the members of this corporation to adopt, amend or repeal the by-laws of this corporation and except as may otherwise be specified under provisions of law, these by-laws may be altered, amended or repealed and new by-laws adopted by approval of the Board of Directors.

Article X
Construction and Terms

- a) If there is any conflict between the provisions of these by-laws and the Articles of Incorporation of this corporation, the provisions of the Articles of Incorporation shall govern.
- b) Should any of the provisions or portions of these by-laws be held unenforceable or invalid for any reason, the remaining provisions and portions of these by-laws shall be unaffected by such holding.
- c) All references in these by-laws to the Articles of Incorporation shall be to the Articles of Incorporation of this corporation filed with an office of this state and used to establish the legal existence of this corporation.

Adoption of By-Laws

We, the undersigned, are all of the directors of this corporation, and as such, we consent to, and hereby do, adopt the foregoing amended by-laws consisting of 13 pages as the bylaws of this corporation effective as of 6-12-23, 2023.

Signature	Name	Address	City	State	Zip
	Caleb Harper	3354 Keha Dr	Kihei	HI	96753
	Sue Perry	969 Lupine Dr	Kihei	HI	96753
	Daniel Kanahale	1100 Kupulua Dr	Kihei	HI	96753
	Leslie Teckwitz	Hooka Dr.	Kihei, HI		96753
	KAREN DORRANCE	3337 Kekaha Dr.	Kihei		96753
	RYAN MCNALLY	3472 HOOKIPA PL.	KIHEI, HI		96753
	James Van Blarigan	3530 Keahi Place,	Kihei, HI,		96753

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