

FEDERAL IDENTIFICATION
no. 043352660
Fee: \$15.00

Wfe
Examiner

The Commonwealth of Massachusetts

William Francis Galvin

Secretary of the Commonwealth

One Ashburton Place, Boston, Massachusetts 02108-1512

044

ARTICLES OF AMENDMENT (General Laws, Chapter 180, Section 7)

Name
Approved

We, Lois Shapiro, *President / ~~Vice-President~~,

and Robert Shapiro, *Clerk / ~~Assistant-Clerk~~,

of Nantucket Public Radio Incorporated

(Exact name of corporation)

located at 57 Pocomo Road, Nantucket, MA 02554

(Address of corporation in Massachusetts)

do hereby certify that these Articles of Amendment affecting articles numbered:

4 (Article IV)

(Number those articles 1, 2, 3, and/or 4 being amended)

of the Articles of Organization were duly adopted at a meeting held on October 10, 20 07, by vote of:

 members, all (2) directors, or shareholders**,

☐ Being at least two-thirds of its members legally qualified to vote in meetings of the corporation; OR

☒ Being at least two-thirds of its directors where there are no members pursuant to General Laws, Chapter 180, Section 3; OR

☐ In the case of a corporation having capital stock, by the holders of at least two-thirds of the capital stock having the right to vote therein.

C ☐
P ☐
M ☐
R.A. ☐

*Delete the inapplicable words.
**Check only one box that applies.

4

That Article IV is hereby amended by the addition of the following:

At all times, the Corporation shall: (a) be physically headquartered, or (b) have a campus, or (c) have 75 percent of its board members reside within 25 miles of the reference coordinates of the community to be served by a new noncommercial radio station for which the Corporation files a construction permit application. The Corporation shall take no action which would disqualify the Corporation as a noncommercial licensee holding a broadcast license.

The foregoing amendment(s) will become effective when these Articles of Amendment are filed in accordance with General Laws, Chapter 180, Section 7 unless these articles specify, in accordance with the vote adopting the amendment, a *later* effective date not more than *thirty days* after such filing, in which event the amendment will become effective on such later date.

Later effective date: _____

SIGNED UNDER THE PENALTIES OF PERJURY, this 10th day of October, 20 07

Lois Shapiro

Lois K. Shapiro

, *President / ~~Vice-President~~

Robert Shapiro

Robert A. Shapiro

, *Clerk / ~~Assistant Clerk~~

RECEIVED
OCT 16 2007
SECRETARY OF THE COMMONWEALTH
CORPORATIONS DIVISION

THE COMMONWEALTH OF MASSACHUSETTS

ARTICLES OF AMENDMENT
(General Laws, Chapter 180, Section 7)

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I hereby approve the within Articles of Amendment and, the filing fee in
the amount of \$ 1500 having been paid, said articles are deemed
to have been filed with me this 16th day of OCTOBER
2007.

Effective date: _____



WILLIAM FRANCIS GALVIN

Secretary of the Commonwealth

1033216

TO BE FILLED IN BY CORPORATION

Contact information:

Joseph A. DiBrigida, Jr., Esq.

Sheehan Phinney Bass + Green, PA

P.O. Box 3701, 1000 Elm Street, Manchester, NH 03105-3701

Telephone: (603) 627-8158

Email: jdibrigida@sheehan.com

A copy this filing will be available on-line at www.state.ma.us/sec/cor once
the document is filed.


Examiner

FEDERAL IDENTIFICATION
NO. 04-3332660 ✓
Fec: \$15.00

The Commonwealth of Massachusetts
William Francis Galvin
Secretary of the Commonwealth
One Ashburton Place, Boston, Massachusetts 02108-1512

042
048

ARTICLES OF AMENDMENT
(General Laws, Chapter 180, Section 7)

Name
Approved

We, Lois Shapiro, *President / ~~XXXXXXXXXX~~

and Joseph A. DiBrigida, Jr., Esq., *Clerk / ~~XXXXXXXXXX~~

of Nantucket Public Radio Incorporated,
(Exact name of corporation)

located at 57 Pocomo Road, Nantucket, MA 02554,
(Address of corporation in Massachusetts)

do hereby certify that these Articles of Amendment affecting articles numbered:

2 and 4
(Number those articles 1, 2, 3, and/or 4 being amended)

of the Articles of Organization were duly adopted at a meeting held on 11/20 2003, by vote of:

XXXXXX members, three (3) directors, or XXXXXX shareholders,

being at least two-thirds of its members/directors legally qualified to vote in meetings of the corporation (or, in the case of a corporation having capital stock, by the holders of at least two thirds of the capital stock having the right to vote therein):

SEE APPENDIX A attached

C ☐
P ☐
M ☐
R.A. ☐

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ARTICLES OF AMENDMENT
(General Laws, Chapter 180, Section 7)

ARTICLE II

ARTICLE II of the Articles of Organization is hereby amended to read in its entirety as follows:

“Article II. The purpose of the Corporation is to engage in the following activities: to carry on any civic, educational, charitable, benevolent or religious purpose, including but not limited to (1) constructing and operating a non-commercial FM radio broadcast station which presents educational, cultural and public interest programs and (2) using said broadcast facilities to teach various aspects of broadcasting (e.g., public affairs, announcing, management and underwriting).”

ARTICLE IV

ARTICLE IV of the Articles of Organization is hereby amended to read in its entirety as follows:

“Article IV. Upon the dissolution, termination or winding up of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the Corporations, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation as set forth in Article II hereof, as the Board of Directors shall determine.

No director or officer of the Corporation shall be personally liable to the Corporation for monetary damages for breach of fiduciary duty as director or officer notwithstanding any provision of law imposing such liability, provided however that this provision shall not eliminate the liability of a director or officer to the extent that such liability is imposed by applicable law for (a) any breach of the director's or officer's duty of loyalty to the Corporation, (b) acts or omissions not in good faith or which involve intentional misconduct or knowing violation of law, and (c) for any transaction from which the director or officer derived an improper personal benefit.

Meetings of the Board of Directors are authorized to take place anywhere within the United States and by telephonic communication or by unanimous written consent without a meeting.

The Bylaws of the corporation may be amended or repealed, in whole or in part, by the Board of Directors of the Corporation.”

The foregoing amendment(s) will become effective when these Articles of Amendment are filed in accordance with General Laws, Chapter 180, Section 7 unless these articles specify, in accordance with the vote adopting the amendment, a *later* effective date not more than *thirty days* after such filing, in which event the amendment will become effective on such later date.

Later effective date: N/A

SIGNED UNDER THE PENALTIES OF PERJURY, this 20th day of November, 20 03

Karen K. Shapiro, *President /XXXXXXXXXX

[Signature]

*Clerk /XXXXXXXXXX

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158487

THE COMMONWEALTH OF MASSACHUSETTS

ARTICLES OF AMENDMENT
(General Laws, Chapter 180, Section 7)

I hereby approve the within Articles of Amendment and, the filing fee in the amount of \$ 15⁰⁰ having been paid, said articles are deemed to have been filed with me this 22nd day of December 20 03.

Effective date: _____



WILLIAM FRANCIS GALVIN
Secretary of the Commonwealth

TO BE FILLED IN BY CORPORATION

Contact information:

Sheehan Phinney Bass + Green, P.A.
Attn: Joseph A. DiBrigida, Jr., Esq.

1000 Elm Street
P.O. Box 3701

Manchester, NH 03105-3701

Telephone: (603) 627-8158

Email: jdibrigida@sheehan.com

Examiner

The Commonwealth of Massachusetts

William Francis Galvin

Secretary of the Commonwealth

One Ashburton Place, Boston, Massachusetts 02108-1512

ARTICLES OF ORGANIZATION

(General Laws, Chapter 180)

Released
G/RES

Name
Approved

ARTICLE I

The exact name of the corporation is:

NANTUCKET PUBLIC RADIO INCORPORATED

ARTICLE II

The purpose of the corporation is to engage in the following activities:

Purpose: The object for which this Corporation is established is to carry on educational activities by (1) constructing and operating a non-commercial FM radio broadcast station in Nantucket, Massachusetts, which presents educational, cultural, and public interest programs responsive to the needs of the Nantucket community; and (2) using the broadcast facilities to teach various aspects of broadcasting, including public affairs, announcing, management and underwriting, within the meaning of Sections 170(c)(2) and 501(c)(3) of the Internal Revenue Code, and all other such purposes as are permissible for a corporation formed under Massachusetts General Law Chapter 180.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, directors, 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 Article 2 hereof.

No substantial part of the activities of the Corporation shall be carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Internal Revenue Service Code Section 501(h), and the Corporation shall not participate in, or intervene in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office.

Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

C ☐
P ☐
M ☐
R.A. ☒

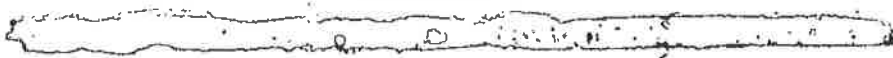
SEE ATTACHED EXHIBIT A FOR THE CONTINUATION OF ARTICLE II

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ARTICLE III

A corporation may have one or more classes of members. If it does, the designation of such classes, the manner of election or appointments, the duration of membership and the qualification and rights, including voting rights, of the members of each class, may be set forth in the by-laws of the corporation or may be set forth below:

---NONE---



ARTICLE IV

**Other lawful provisions, if any, for the conduct and regulation of the business and affairs of the corporation, for its voluntary dissolution, or for limiting, defining, or regulating the powers of the corporation, or of its directors or members, or of any class of members, are as follows:

Dissolution and Disposition of Assets. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

SEE ATTACHED EXHIBIT A FOR CONTINUATION OF ARTICLE IV

ARTICLE V

The by-laws of the corporation have been duly adopted and the initial directors, president, treasurer and clerk or other

EXHIBIT A

ARTICLE II (CONTINUED)

If the Corporation is determined to be a private foundation as described in Internal Revenue Code Section 509(a), (i) it will not engage in any act of self-dealing which would give rise to any liability for the tax imposed by Section 4941 of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law); (ii) it will distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law); (iii) it will not retain any excess business holdings which would give rise to any liability for the tax imposed by Section 4943 of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law); (iv) it shall not make any investment in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law); and (v) it shall not make any taxable expenditures which would give rise to any liability for the tax imposed by 4945 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws.

ARTICLE IV (CONTINUED)

Personal Liability Indemnification. No director or officer of the Corporation shall be personally liable to the Corporation for monetary damages for breach of fiduciary duty as a director, an officer, or both, except with respect to: (1) any breach of the director's or officer's duty of loyalty to the Corporation; (2) acts or omissions which are not in good faith or which involve intentional misconduct or a knowing violation of the law; and (3) any transaction from which the director, officer or both derived an improper personal benefit.

ARTICLE VI

The effective date of organization of the corporation shall be the date approved and filed by the Secretary of the Commonwealth. If a *later* effective date is desired, specify such date which shall not be more than *thirty days* after the date of filing.

ARTICLE VII

The information contained in Article VII is *not a permanent* part of the Articles of Organization.

a. The street address of the principal office of the corporation *in Massachusetts* is: (post office boxes are not acceptable)

57 Pocomo Road, Nantucket, Massachusetts 02554

b. The name, residential address and post office address of the directors and officers of the corporation are as follows:

	NAME	RESIDENTIAL ADDRESS	POST OFFICE ADDRESS
President:	Lois Shapiro	57 Pocomo Rd., Nantucket, MA 02554	/(same)
Treasurer:	Robert Shapiro	57 Pocomo Rd., Nantucket, MA 02554	/(same)
Clerk:	Joseph A. DiBrigida, Jr.	1000 Elm St., Manchester, NH 03101	/P.O. Box 3701 Manchester, NH 03105-3701
Directors: (or officers having the powers of directors)	William Goddard	292 Tompkins St., Courtland, NY 13045	/(same)
	Edwin Kunzman	36 Pocomo Rd., Nantucket, MA 02554	/(same)
	Jeffrey Shapiro	6 Woodrow Rd., Hanover, NH 03755	/(same)
	Lois D. Shapiro	(see above)	/(same)
	Robert Shapiro	(see above)	/(same)
	Joseph A. DiBrigida, Jr.	(see above)	/(same)

c. The fiscal year of the corporation shall end on the last day of the month of: December

d. The name and *business* address of the *resident agent* of the corporation, if any, is:

Janet Howell, 486 Main Street, Amesbury, MA 01913

I/We, the below signed incorporator(s), do hereby certify under the pains and penalties of perjury that I/we have not been convicted of any crimes relating to alcohol or gaming within the past ten years. I/We do hereby further certify that to the best of my/our knowledge the above-named officers have not been similarly convicted. If so convicted, explain.

IN WITNESS WHEREOF AND UNDER THE PAINS AND PENALTIES OF PERJURY, I/we, whose signature(s) appear below as incorporator(s) and whose name(s) and business or residential address(es) are *clearly typed or printed* beneath each signature, do hereby associate with the intention of forming this corporation under the provisions of General Laws, Chapter 180 and do hereby sign these Articles of Organization as incorporator(s) this _____ day of October, 19 96.

Incorporator:  Jeffrey D. Shapiro, 6 Woodrow Rd., Hanover, NH 03755

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THE COMMONWEALTH OF MASSACHUSETTS

SECRETARY OF
THE COMMONWEALTH

ARTICLES OF ORGANIZATION


(General Laws, Chapter 180)

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CORPORATION DIVISION

I hereby certify that, upon examination of these Articles of Organization, duly submitted to me, it appears that the provisions of the General Laws relative to the organization of corporations have been complied with, and I hereby approve said articles; and the filing fee in the amount of \$ 35 having been paid, said articles are deemed to have been filed with me this 17th day of OCTOBER 19 96

Effective date: _____



WILLIAM FRANCIS GALVIN

Secretary of the Commonwealth

TO BE FILLED IN BY CORPORATION

Photocopy of document to be sent to:

Joseph A. DiBrigida, Jr., Esq.
Sheehan Phinney Bass + Green, P.A.

1000 Elm St., P. O. Box 3701

Manchester, NH 03105-3701