



# Secretary of the State of Connecticut Certificate of Incorporation

Domestic Non-Stock Corporation

## Filing Details

Filing Number: 0012042005

Filed On: 10/31/2023 8:00:00 PM

## Primary Details

Name of Corporation:	WHKA FM 87.7 Inc.
Business ALEI:	US-CT.BER:2884012
Business Email Address:	hackerairwaves@gmail.com
NAICS Information:	Radio Broadcasting Stations (516110)
Membership Statement:	The corporation shall not have members
Specify Class of Member:	N/A
Nature of Activities to be Conducted or Purposes to be Promoted by the Corporation:	WHKA is organized to provide noncommercial radio broadcasting and webcasting services.  As an independent public service, WHKA aims to promote the values and considerations of the communities being served, provide a forum for neighborhood dialogue and artistic expression, and enhance first-amendment activities through programming to serve the public interest.
Other Provisions:	N/A

Required Non-Profit Statement: The Corporation is non-profit and shall not have or issue shares of stock or make distributions.

## Appointment of Registered Agent

Type:	Individual
Agent's Name:	Patrick Boots
Business Address:	1206 Storrs Road No. 300, Storrs-Mansfield, CT, 06268,
Residence Address:	United States 246 Barbara Road , Middletown, CT, 06457, United States

## Agent Appointment Acceptance

Agent Signature: Patrick Boots  
*This signature has been executed electronically*

## Incorporator Information

Filing Number: 0012042005

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<i>Name</i>	<i>Business Address</i>
Patrick Boots	1206 Storrs Road No. 300, Storrs-Mansfield, CT, 06268, United States

## Acknowledgement

I hereby certify and state under penalties of false statement that all the information set forth on this document is true.

I hereby electronically sign this document on behalf of:

Name of Incorporator: Patrick Boots

Incorporator Title: N/A

Filer Name: Patrick Boots

Filer Signature: Patrick Boots

Execution Date: 11/01/2023

*This signature has been executed electronically*

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# ARTICLES OF INCORPORATION

## ARTICLE 1 - Nomenclature and Location

*Section 1* The name of this corporation shall be WHKA FM 87.7 Inc. (WHKA)

*Section 2* The registered office of the corporation shall be in the State of Connecticut.

The corporation may have any number of offices at such places as determined by the Board, where the principal address shall be 1206 Storrs Road No. 300, Storrs-Mansfield, CT 06268.

## ARTICLE 2 - Purpose

*Section 1* WHKA is organized to provide noncommercial radio broadcasting and webcasting services.

As an independent public service, WHKA aims to promote the values and considerations of the communities being served, provide a forum for neighborhood dialogue and artistic expression, and enhance first-amendment activities through programming to serve the public interest.

*Section 2* The corporation will ensure compliance with all Federal Communications Commission (FCC) rules regarding radio station ownership and licensing, and technical needs, as necessary.

*Section 3* Notwithstanding anything herein to the contrary, the purposes of this corporation are limited exclusively to charitable, scientific, and educational purposes within the meaning of 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

## ARTICLE 3 - Board of Directors and Operations

*Section 1* The activities of the corporation shall be managed under the direction of the Board. The affairs and business of the corporation shall be exercised by, or through the authority of, the Board except as otherwise provided by statute, these articles, or a resolution of the Board.

*Section 2* The authorized number of directors of the corporation shall not be limited, but will comprise at least the state minimum. The number may change to accommodate growth as needed.

*Section 3* Each director shall hold their office for a period of two years (24 months).

There is no limit to the number of terms a director may serve.

*Section 4* Directors shall be of the age of majority and voted into office by a resolution of the Board.

Each director must possess or be willing to develop relevant experience and knowledge in the day-to-day operations of the corporation or in any other areas as determined by the Board.

*Section 5* Any director may be removed from office by a resolution of the Board if they engage in activities contrary to the interests of the corporation, given unquestionable proof or by virtue of immoral, inappropriate, and-or illegal conduct or otherwise agreed upon common sense.

*Section 6* Regular meetings shall be held with at least two days (48 hours) notice to the Board.

Special meetings may be called at any time by the Chairman of the Board, or by two or more directors, as cosignatories, upon at least two days (48 hours) notice to the Board.

*Section 7* The Chairman of the Board and a majority of directors present shall constitute a quorum.

- Section 8* Members of the Board may participate in meetings through the use of telephone conference or other communications platforms as agreed upon by the Board. Upon such presence, any votes taken through these means shall be recorded and counted towards quorum.
- Section 9* Any action required or permitted to be taken by the Board may be taken without a meeting. Relevant extenuating circumstances calling for this action shall be recorded and revisited at the next Board meeting and-or by applicable communications and filing systems.
- Section 10* The Board shall act as the officers of the corporation.  
Each officer shall possess the powers customary to the office held by that officer or as prescribed by the organization, laws of the State of Connecticut, and other applicable codes.
- Section 11* The Executive Director shall have supervision over the day-to-day business and operations of the corporation subject to the authority of and duties assigned by the Board.  
The Chairman of the Board shall fulfill the position of the Executive Director.
- Section 12* Any director may resign at any time by giving written notice to the Chairman of the Board.
- Section 13* Decisions made by the Board shall be considered final, and there shall be no appeal to any court regarding their decisions barring any immoral, inappropriate, and-or illegal conduct.

#### **ARTICLE 4 - Governance and Amendments**

- Section 1* This constitution and all its subsequent amendments shall serve as the governing law through which the corporation shall be operated unless otherwise resolved by the Board.
- Section 2* These bylaws may be amended by a majority vote of the Board.
- Section 3* No amendment imposed through actions of the Board shall stand if the character of that amendment breaches the relevant laws of the State of Connecticut or Internal Revenue Code.
- Section 4* Programming and other broadcasts regulated by the FCC may be governed by rules and policies in applicable sections of the Code of Federal Regulations (CFR) and other corresponding laws.
- Section 5* If rules imposed by the FCC or other regulatory bodies are not congruent with the purpose of this corporation, the Board will determine action, if any, as allowed by requisite processes.
- Section 6* Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in activities that are not in furtherance of the purposes herein.

#### **ARTICLE 5 - Finances**

- Section 1* No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its officers or other private people, except that the corporation shall be authorized to pay reasonable compensation and distributions for services rendered.
- Section 2* No substantial part of the activities of the corporation shall be in attempting to influence legislation or intervening in any political campaign for public office.
- Section 3* Directors or officers of this corporation shall not be liable and no personal liability shall, in any event, be attached to such directors or officers in connection with any of its undertakings.
- Section 4* The Board shall adopt an operating budget, which specifies expenditures by type and amount.

- Section 5* All funds in the name of the corporation shall be deposited from time to time in cooperation with such banks, trust companies, and-or other depositories as determined by the Board.
- Section 6* The Board may accept, on behalf of the corporation, any cash contribution, gift, bequest, or devise for the general purposes or for any special purpose as it pertains to the corporation.
- Section 7* Prior to acceptance of a significant non-cash contribution or gift, the Board shall determine that such non-cash contribution or gift would be consistent with the purposes herein.  
In-kind services and donations as part of initiatives conducted by the corporation or in furtherance of the purposes herein shall be allowable as determined by the Board.
- Section 8* The corporation shall reserve the right to retain all or any part of any property - real, personal, tangible, or intangible - acquired by it in whatever manner and pursuant to the resolution and judgement of the Board, to invest and reinvest any funds held by it without being restricted to the class of investments available to trustees by law or any similar restrictions or codes.
- Section 9* The Executive Director shall reserve the right to direct the business and transactions of the corporation on behalf of the Board, including but not limited to entering into contracts, asset distributions, investments, and any other agreements unless inhibited by statute or laws.
- Section 10* The Board may authorize any officer or agent of the corporation to enter into agreements with and-or accept funds from the United States and its agencies, the State of Connecticut and its agencies, other states, and public or private corporations, organizations, and people; and that they may generally exercise the powers necessary to further the purposes of the corporation.
- Section 11* Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes as determined by the Board. Any such assets not so disposed of shall be distributed to applicable organizations operated exclusively for educational purposes as resolved by the Board with the cooperation of a Court of Competent Jurisdiction in the State of Connecticut.

## **ARTICLE 6 - Conflicts of Interest**

- Section 1* Upon full disclosure of a direct or indirect interest in any business or transaction relating to or incidental to the corporation, the Board or officers may be permitted to maintain interests in any such agreement, notwithstanding that at such time they may also be acting as individuals, beneficiaries, or as agents for other people or corporations; provided that any such agreement involving such interests shall not be in violation of any regulations regarding private benefit.
- Section 2* Any member of the Board or equivalent officer of the corporation with such interests shall not participate in decisions or determinations regarding any such agreements or transactions.
- Section 3* Prior to entering into such transactions, the Board will contemporaneously document in writing the basis for its approval, including its consideration of any alternative transactions.

## **ARTICLE 7 - Miscellaneous**

- Section 1* The singular when used herein may also refer to the plural, and vice versa, as appropriate.
- Section 2* The captions and headings inserted herein are for convenience only and in no way define, limit, or describe the scope or intent of these Bylaws, nor in any way their interpretation.
- Section 3* If any provision of these Bylaws is held inoperative by judicial proceeding, the remainder of this and any corresponding or applicable documentation shall remain operative and binding.