

IN THE DEPARTMENT OF COMMERCE AND CONSUMER AFFAIRS

## STATE OF HAWAII

In the Matter of the Incorporation

of

HAWAII PUBLIC RADIO

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## ARTICLES OF INCORPORATION

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ARTICLES OF INCORPORATION

The undersigned, desiring to form a nonprofit corporation under the laws of the State of Hawaii, hereby execute the following articles of incorporation:

ARTICLE I

Corporate Name

The name of the corporation is Hawaii Public Radio.

ARTICLE II

Period of Duration

The duration of this Corporation is perpetual.

ARTICLE III

Corporate Purposes and Powers

Section 3.1 Purposes. The Corporation is organized exclusively for the following purposes:

- (i) To own, administer and operate non-commercial, educational radio stations;
- (ii) To lease, purchase, acquire, own and otherwise arrange for technical equipment and other facilities necessary to engage in radio broadcasting;
- (iii) To engage in research related to radio broadcasting;
- (iv) To produce and obtain radio programs and audio materials intended to meet the informational, educational and cultural needs and wants of listeners;

- (v) To distribute radio programs;
- (vi) To promote public awareness of radio program services and related activities;
- (vii) To receive and obtain funds, property, services and other assets to construct and operate non-commercial educational radio stations and other radio and audio facilities;
- (viii) To cooperate and participate with local, national and international broadcasting organizations and other public and private entities in fostering the full development of non-commercial, educational radio services; and
- (ix) To operate exclusively for charitable, literary, educational and scientific purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code, including for such purposes, the making of distributions to organizations that qualify as tax-exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or any future corresponding provisions).

Section 3.2 Restrictions. Except as permitted by Article VII, no part of the assets or earnings of the Corporation shall inure to the benefit of any director or officer of the Corporation nor any individual. The Corporation shall not participate in or intervene in (including publication or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of the Corporation's articles of incorporation, the Corporation shall not carry on any activities not permitted (i) by a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of (1986) (or corresponding provision of any future United States internal revenue law); or (ii) 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).

Section 3.3 Powers. The Corporation shall have all powers granted by law.

#### ARTICLE IV

##### Location of the Corporation

The street address and mailing address of the office of the Corporation is 738 Kaheka Street, Honolulu, Hawaii 96814.

#### ARTICLE V

##### Directors and Officers

Section 5.1 Board of Directors. The board of directors shall consist of not fewer than nine (9) directors. The board of directors shall be elected as provided by the bylaws. The board of directors shall have and may exercise all the powers of the Corporation except as otherwise provided by law, these articles of incorporation or the bylaws.

Section 5.2 Officers. The officers of the Corporation shall be a chairman of the board, one or more vice-chairmen of the board, president, one or more vice presidents, a secretary and a treasurer. The board may also elect assistant secretaries and assistant treasurers. The officers shall have the powers, perform the duties and be appointed in the manner set forth in the bylaws or as may be determined by resolution of the board of directors not inconsistent with the bylaws. Any person may hold two or more offices of the Corporation, provided the Corporation shall have at least two persons as officers.

Section 5.3 Classification of Directors. The directors shall be divided into three classes, each class to serve for a term of three years. The terms of office of the directors shall be staggered so that the terms of approximately one-third of the directors shall expire each year.

## ARTICLE VI

### No Membership Status

The Corporation shall not have any members.

## ARTICLE VII

### Nonprofit; No Shares or Distributions

The Corporation is a nonprofit corporation and shall not authorize or issue any shares of stock. No dividend shall be paid and no part of the income or profit of the Corporation shall be distributed to the directors or officers of the Corporation. No loans shall be made by the Corporation to its directors or officers. The Corporation may, however, pay compensation in a reasonable amount to its directors or officers for services rendered.

## ARTICLE VIII

### Amendment of Bylaws

The power to alter, amend, or repeal the bylaws or adopt new bylaws shall be vested in the directors.

## ARTICLE IX

### Voting Rights

Each director shall have one vote on all matters. There shall be no cumulative voting in the election of directors.

## ARTICLE X

### Corporate Dissolution; Distribution of Assets

If the Corporation shall be dissolved, all assets of the Corporation, after payment of liabilities, shall be distributed only to one or more public agencies, organizations, corporations, trusts or foundations having like purposes and organized and operated exclusively for charitable, religious, eleemosynary, benevolent, scientific, educational, literary or similar purposes, no part of whose assets, income or earnings may be used for dividends or otherwise withdrawn or distributed to or inure to the benefit of any private shareholder or individual and the activities of which do not include participation or intervention in any political campaign on behalf of any candidate for public office. In no event shall any distribution be made to any organization unless it qualifies as a tax-exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986 (or any future corresponding provision) with purposes similar or related to those of the Corporation.

## ARTICLE XI

### Amendment

The Articles of Incorporation may be amended by the affirmative two-thirds vote of the directors.