



**ARTICLES OF INCORPORATION
OF
HAWAII WRITERS GUILD**

THESE ARTICLES OF INCORPORATION, made and entered into
by the undersigned,

W I T N E S S E T H:

That concerned members of the community, desiring to incorporate a nonprofit corporation in accordance with the laws of the State of Hawaii, and to obtain the rights and benefits conferred by said laws upon nonprofit corporations, do hereby form a nonprofit corporation, and make and enter into the following Articles of Incorporation, the terms whereof it is agreed shall be equally obligatory upon those signing this instrument and upon all the parties who from time to time may be officers or directors of the corporation:

ARTICLE I

CORPORATE NAME

The name of the Corporation shall be: HAWAII WRITERS GUILD.

ARTICLE II

REGISTERED AGENT AND OFFICE; INCORPORATORS

Section 2.1 Registered and Principal Office. The Corporation shall have and continuously maintain a registered office and a registered agent in the State of Hawaii as required by Hawaii law. The registered agent shall be either an individual resident of the State or a corporation authorized to transact business in the State. The name, street and mailing address of its initial registered agent shall be Diane Beth Revell. The initial registered agent's mailing address is Post Office Box 1420 Kapa'au, Hawaii 96755 subject to change from time to time by the Board of Directors. The physical and mailing address of the Corporation's principal office is 65-1372 Kawaihae Road, Kamuela, Hawaii, 96743 subject to change from time to time by the Board of Directors.

Section 2.2 Additional Offices. The location of the office or the establishment of additional offices may be determined by the Board of Directors as set forth in the Bylaws.

Section 2.3 Incorporators. The name and addresses of the incorporators are as follows:

Joy C. Fisher
64-5229 Ironwood Lane
Kamuela, Hawaii 96743

Eliza Cahill
65-1372 Kawaihae Road
Kamuela, Hawaii 96743-8448

Diane B. Revell
56-3233 Pu'u Mamo Drive
Hawi, Hawaii 96719

Robert E. (Bob) Lupo
29-2281 Hanamalo Loop
Hakalau, Hawaii 96710

Bruce A. Stern
68-1881 Ehako Place
Waikoloa, Hawaii 96738

ARTICLE III

CORPORATE PURPOSES

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

(1) To educate members in the craft of writing and provide forums to present original literature to the public; to provide peer support for writers; to provide venues for writers; and to provide access to writing groups, workshops of value to writers in developing their skills as writers, readings and literary competitions.

(2) To operate exclusively for charitable, scientific, literary, religious, or educational purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law).

Section 3.2 Restrictions. No part of the assets, funds, or earnings of the Corporation shall inure to the benefit of any director or officer of the Corporation or any individual having a private interest in the activities of the Corporation. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation. 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. The term "funds of the Corporation", as used herein, shall mean

and include any properties and monies held by the Corporation, including any income accumulated by the Corporation and any proceeds from the sale of any properties sold or otherwise disposed of by the Corporation.

Notwithstanding any other provision of these Articles, the Corporation is organized and shall be operated exclusively for charitable, scientific, literary, religious, or educational purposes as a nonprofit corporation and the Corporation shall not carry on any activities not permitted to be carried on:

(1) 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

(2) 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).

ARTICLE IV

CORPORATE POWERS

The Corporation shall have and possess all the powers permitted to nonprofit corporations under the laws of the State of Hawaii.

ARTICLE V

CORPORATE LIFE

The duration of the Corporation shall be perpetual.

ARTICLE VI

DIRECTORS AND OFFICERS

Section 6.1 Board of Directors. There shall be a Board of Directors consisting of not less than three (3) persons. The number of directors shall be fixed and the directors elected by the Board of Directors in accordance with the Bylaws. The Board of Directors shall have and may exercise all the powers of the Corporation except as otherwise provided by these Articles or the Bylaws.

Section 6.2 Officers. The officers of the Corporation shall be a president, one or more vice presidents, a secretary and a treasurer. The Corporation may have such additional officers as the Board of Directors shall from time to time determine. The officers shall have the powers, perform the duties and be appointed and removed in the manner set forth in the Bylaws. Any two (2) or more offices may be held by the same person unless such practice is prohibited by the Bylaws, provided, however, that not less than two (2) persons shall be officers.

Section 6.3 Initial Directors and Officers. The initial Board of Directors shall consist of four (4) persons. The following persons shall be the initial directors of the Corporation and shall hold office until their successors are duly elected.

<u>Name</u>	<u>Address</u>
Eliza Cahill President	65-1372 Kawaihae Road Kamuela, Hawaii 96743-8448
Bruce A. Stern Vice President	68-1881 Ehako Place Waikoloa, Hawaii 96738
Diane B. Revell Secretary	56-3233 Pu'u Mamo Drive Hawi, Hawaii 96719
Robert E. (Bob) Lupo Treasurer	29-2281 Hanamalo Loop Hakalau, Hawaii 96710

ARTICLE VII

LIABILITY AND INDEMNIFICATION OF OFFICERS, DIRECTORS, EMPLOYEES AND AGENTS

Section 7.1 Indemnity. The Corporation shall indemnify each person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact that (s)he is or was a director, officer or employee of the Corporation, or is or was serving at the request of the Corporation as a director, officer or employee of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by her/him in connection with such action, suit or proceeding if (s)he acted in good faith and in a manner (s)he reasonably believed to be in or not opposed to the best interests or the Corporation, and, with respect to any

criminal action or proceeding, had no reasonable cause to believe her/his conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which (s)he reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that her/his conduct was unlawful.

To the extent that a director, officer or employee of the Corporation or a person serving at the request of the Corporation as a director, officer or employee of another Corporation, partnership, joint venture, trust or other enterprise has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to above in this Article VII, or in defense of any claim, issue or matter therein, (s)he shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by her/him in connection therewith.

Any indemnification under this Article VII (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the director, officer or employee is proper in the circumstances because (s)he has met the applicable standard of conduct set forth above. Such determination shall be made (i) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or (ii) if such a quorum is not obtainable, or even if obtainable if a quorum of disinterested directors so directs, by independent legal counsel in a written opinion to the Corporations.

Any indemnification pursuant to this Article VII shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled and shall continue as to a person who has ceased to be a director, officer or employee and shall inure to the benefit of the heirs, executors and administrators of such a person.

A director of the Corporation who has been wholly successful in defense of any action, suit or proceeding to which the director was a party because the director is or was a director of the Corporation shall be indemnified against expenses (including attorneys' fees actually and reasonably incurred by said director in connection therewith).

Section 7.2 Insurance. The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer or employee of the Corporation, or is or was serving at the request of the Corporation as a director, officer or employee of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him or her and incurred by him or her in any such

capacity or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify him or her against such liability under the provisions of this Article VII.

ARTICLE VIII

MEMBERSHIP

The Corporation may have members. The criteria and/or procedures for membership shall be set forth in the Corporate Bylaws. No person shall be admitted as a member without the person's consent. Notwithstanding membership, the Board of Directors shall have the sole voting rights in the Corporation except as provided in the Bylaws.

ARTICLE IX

NONPROFIT

The Corporation is not organized for profit and it will not issue any stock, and no part of its assets, income, or earnings shall be distributed to its directors or officers.

ARTICLE X

CORPORATE LIABILITY

The property of the Corporation shall alone be liable in law for the debts and liabilities of the Corporation. The officers and directors of the Corporation shall incur no personal liability for said debts and liabilities by reason of such position.

ARTICLE XI

CORPORATE DISSOLUTION

If the Corporation shall cease to exist or shall be dissolved, all property and assets of the Corporation of every kind, after payment of its just debts, 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, scientific, literary, religious or educational 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 individual and the activities of which do not include participation or

intervention (including the publication or distribution of statements) 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 the corresponding provision of any future United States Internal Revenue law) with purposes similar or related to those of the Corporation.

ARTICLE XII

AMENDMENT OF ARTICLES

These Articles may be amended by the affirmative vote of not less than two-thirds of the directors of the Corporation then in office.

ARTICLE XIII

ADOPTION AND AMENDMENT OF BYLAWS

The Bylaws of the Corporation may be adopted, amended or repealed by the affirmative vote of not less than two-thirds of the directors of the Corporation then in office.

We certify under the penalties of Section 414D-12 Hawaii Revised Statutes, that we have read the above statements and that the same are true and correct.


Witness my hand this 13th day of November, 2018.



ELIZA CAHILL
President / Incorporator



BRUCE A. STERN
Vice President / Incorporator



DIANE B. REVELL
Secretary / Incorporator



ROBERT E. (BOB) LUPO
Treasurer / Incorporator