

ARTICLES OF INCORPORATION

of

RADIO FREE FRANKFORT, INC.

We, having associated for the purposes of forming a non-profit, non-stock corporation, under and pursuant to the laws of the Commonwealth of Kentucky, and more particularly Chapter 273, Kentucky Revised Statutes, hereby certify as follows:

ARTICLE I

The name of the Corporation shall be **RADIO FREE FRANKFORT, INC.**

ARTICLE II

The duration of the Corporation shall be perpetual.

ARTICLE III

The address of the registered office of the Corporation is 115 East Main Street, Frankfort, Kentucky 40601. The name of the initial registered agent for service of process located at such address is Brad Bowman.

The principal office of the Corporation is located at 115 East Main Street, Frankfort, Kentucky 40601.

ARTICLE IV

The Corporation is organized exclusively for charitable and educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501 (c) (3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Radio Free Frankfort, Inc. is a nonprofit that strengthens and connects our community, supports economic development, promotes mentorship- and stewardship-based education and exposure to technology, sustainability, media and arts.

The purpose of the Corporation shall be more specifically stated as follows:

An independent, innovative and inclusive medium, organization and workplace representing all members of Kentucky's capital and surrounding community -- a harmony of disparate voices blurring the line between diverse listeners and contributors, all of whom employ open-source technology, utilize sustainable practices, and foster democ-

ratic and artistic self-expression to educate, advocate, and amplify a call for economic and ethical progress that elevates individuals.

Values

HONESTY: We provide listeners with facts, whether in local news stories or proper credits to contributors in recognition of them freely producing work for our organization. We also don't stop at facts – we use accurate information to produce coherent and interesting stories and other media that convey the deeper truth about our community, its issues and what it has to offer.

IMMEDIACY: We're active and quickly responsive in our community by solving pressing problems, reporting developing events, and promoting the music, art, and other media that listeners are requesting and contributors are making every day.

COMMUNITY: We serve Kentucky's capital and its surrounding community – a group of individuals that in turn provides us with workers, content, inspiration, and a home.

SELF-EXPRESSION: We encourage citizens, musicians, academics, students, journalists, and others to use our organization to share what excites, concerns, and inspires them. Through our publicly accessible medium, we give them a venue to broadcast their best work and ideas.

INDEPENDENCE: We're not beholden to profit or the unceasing, mindless thirst for listeners and boilerplate content that often accompanies it. We focus on our community, and are only dedicated to serve the very same people who make us great.

INCLUSION: We accept ideas and effort from a wide variety of community members, and the spectrum of our content reflects the diversity of our workplace and contributors.

TECHNOLOGY: We view open-source technology as a democratizing force that returns power to the citizenry and finally gives the marginalized a method to speak as loudly as the powerful.

SUSTAINABILITY: We promote universal access to technology, but not at the expense of our environment. Our contributors refuse to participate in a disposable society, instead using responsible methods in their effort to convey the importance of stewardship for our world.

SELF-RELIANCE: We do it ourselves – and by ourselves, we mean the many talented, knowledgeable, and wonky community members who fuel us and keep us on the air and serving our communities.

DECOMMODIFICATION: We seek excellence, but neither for money nor fame. We value most inspiring art, creative solutions, and positive recognition from the people we

serve and who serve us. They don't have to pay to listen to our station or to contribute to our organization, and they don't even have to hear ads.

PASSION: We run this organization because we value the existence of an independent and inclusive medium and organization that eschews profit in pursuit of artistic excellence and social change.

FUN: We devote our time and energy to this organization because we enjoy having both a free venue to express our personal creativity and a community rallying post to pursue progress for all individuals. We do this for no particular reward -- other than the satisfaction that comes from improving our society's art and well-being through giving our individual talents and ideas.

ARTICLE V

The Corporation shall be irrevocably dedicated to and operated exclusively for, non-profit purposes. 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 IV hereof.

ARTICLE VI

In carrying out the corporate purposes described in Article IV, the Corporation shall have all the powers granted by the laws of the State of Kentucky, including in particular those listed in KRS 273.171 (or corresponding provision of any later State statute) except as follows and as otherwise stated in these Articles:

a) No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the 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 offices.

b) Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other 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, or the corresponding section of any future federal tax code, or

2) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

c) If and so long as the Corporation is a private foundation as defined in Section 509(a) of the Internal Revenue Code, or corresponding section of any future federal tax code.

1) The Corporation shall 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, or the corresponding section of any future federal tax code.

2) The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code, or corresponding section of any future federal tax code.

3) The corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code, or corresponding section of any future federal tax code.

4) The Corporation shall not make any investments in a manner as to subject it to tax under Section 4944 of the Internal Revenue Code, or corresponding section of any future federal tax code.

5) The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE VII

By-Laws shall govern the Board of Directors.

Any director may be removed for cause pursuant to By-Laws provisions regarding grounds and procedures for such removal.

ARTICLE VIII

In the event of dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, distribute all assets of the Corporation for one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose, as the Board of Directors shall determine.

Any such assets not so disposed of shall be disposed of by the Circuit Court of the County in which the principal office for the Corporation is then located, exclusively for such purposes or to such organization(s) as said Court shall determine, which are organized and operated exclusively for such purposes.

