



ARTICLES OF INCORPORATION

ARMED FORCES COMMUNICATIONS ELECTRONICS ASSOCIATION HAWAII (AFCEA HAWAII)

(A Hawaii nonprofit corporation)

The undersigned, desiring to form a nonprofit corporation under the laws of the State of Hawaii, hereby certifies as follows:

ARTICLE I

CORPORATE NAME

The name of the Corporation shall be the Armed Forces Communications Electronics Association Hawaii (AFCEA Hawaii).

ARTICLE II

OFFICES; REGISTERED AGENT; INCORPORATOR

Section 2.1 Mailing Address of Principal Office: The mailing address of the Corporation's principal office is P.O. Box 31156, Honolulu, Hawaii 96820.

Section 2.2 Street Address of Registered Office and Registered Agent: The street address of the Corporation's registered office is 808 Ahua Street, Suite 26, Honolulu, Hawaii 96819. The name of the registered agent at the Corporation's registered office is Nora Feuerstein.

Section 2.3 Incorporator: The name and address of the incorporator is David R. Onaka, 2644 Pacific Heights Road, Honolulu, Hawaii 96813.

ARTICLE III

CORPORATE PURPOSE

Section 3.1 Purpose: The Corporation is an association of persons having a common business interest and organized exclusively to promote such common business interest and improve business conditions in the fields of communications, electronics, intelligence and information systems, within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1986, or the corresponding provision of any future federal tax code, including for such purposes (a) to support global security by providing an ethical environment that encourages an exchange

08/04/200410005

of ideas and close cooperative relationship among civil government agencies, the military, industry and educational institutions, (b) to support the goals of the Armed Forces Communications and Electronics Association International (AFCEA International), a nonprofit 501(c)(6) corporation located in Washington, DC, having like purposes, and serving as a bridge between government requirements and industry capabilities, and (c) to promote education and academic excellence in technical fields and sciences through scholarships, awards, and training courses, all of which shall be accomplished exclusively in such exempt manner within the meaning of Section 501(c)(6) of the Internal Revenue Code, or the corresponding provision of any future federal tax code.

Section 3.2 Restrictions--Private Interest/Legislative Activities: The Corporation is not organized for profit or to engage in an activity ordinarily carried on for profit, and it will not issue any stock and pay any dividend. No part of the net earnings of the Corporation shall inure in whole or in part to the benefit of, or be distributable to, private shareholders or individuals, except as allowed by law.

No substantial part of the activities of the Corporation shall be participating directly or indirectly, or intervening, in political campaigns on behalf of or in opposition to any candidate for public office.

Notwithstanding any other provision in the articles of incorporation, the Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(6) of the Internal Revenue Code of 1986, or the corresponding provision of any future federal tax code.

ARTICLE IV

CORPORATE POWERS

The Corporation shall have and possess all the powers permitted to nonprofit corporations exempt from federal income tax under Section 501(c)(6) of the Internal Revenue Code of 1986, or the corresponding provision of any future federal tax code, as allowed under the laws of the State of Hawaii and the Internal Revenue Code.

ARTICLE V

CORPORATE LIFE

The Corporation shall have perpetual duration.

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, appointed, or designated 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 the articles of incorporation or the bylaws.

The delegates of the Corporation shall have the power to elect directors and approve amendments in accordance with the bylaws.

Section 6.2 Officers. The Corporation shall have the officers described in the bylaws or appointed by the Board of Directors in accordance with the bylaws. The officers shall have the powers, perform the duties, and be elected or appointed at such time, in such manner, and for such terms according to the bylaws.

ARTICLE VII

**LIABILITY AND INDEMNIFICATION OF DIRECTORS,
OFFICERS, EMPLOYEES, AND AGENTS**

Section 7.1 Limitation of Liability to Corporation. No director of the Corporation shall be personally liable to the Corporation for any monetary damages because of a breach of the director's duties to the Corporation; provided, that such liability shall not be eliminated in the following circumstances:

- (1) For breach of the director's duty of loyalty to the Corporation;
- (2) For acts or omissions not made in good faith or that involve intentional misconduct or knowing violation of the law;
- (3) For transactions which a director derived an improper personal economic benefit;
- (4) For any improper conflict of interest transaction with the Corporation in which a director had a direct or indirect interest;
- (5) For any transaction in which a director received a loan or guaranty of obligation from the Corporation; or
- (6) For any transaction where a director votes for or assents to an unlawful distribution.

Section 7.2 Indemnification.

(1) Definitions. The following definitions contained in the Hawaii Nonprofit Corporations Act (HRS 414D-159) apply to this Section 7.2:

(a) "Director" means an individual who is or was a director of the Corporation or an individual who, while a director of the Corporation, is or was serving at the Corporation's request as a director, officer, partner, trustee, employee, or agent of another foreign or domestic business or nonprofit corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise. A director is considered to be serving an employee benefit plan at the Corporation's request if the director's duties to the Corporation also impose duties on, or otherwise involve services by, the director to the plan or to participants in or beneficiaries of the plan.

(b) "Expenses" includes counsel fees.

(c) "Official capacity" means with respect to a director, the office of director in the Corporation and with respect to an officer, employee, or agent of the Corporation who is not a director, the office in the Corporation held by the officer or the employment or agency relationship undertaken by the employee or agent on behalf of the Corporation. "Official capacity" does not include service for any other foreign or domestic business or nonprofit corporation or any partnership, joint venture, trust, employee benefit plan, or other enterprise.

(d) "Proceeding" means any threatened, pending, or completed action, suit, or proceeding whether civil, criminal, administrative, or investigative and whether formal or informal.

(e) "Party" includes an individual who was, is, or is threatened to be made a named defendant or respondent in a proceeding.

(f) "Liability" means the obligation to pay a judgment, settlement, penalty, fine, or reasonable expenses actually incurred with respect to a proceeding.

An officer of the Corporation who is not a director is entitled to indemnification under Section 7.2(3) and is entitled to apply to the court for court-ordered indemnification under Section 7.2(5) to the same extent as a director.

The Corporation may indemnify and advance expenses to an officer, employee, or agent of the Corporation who is not a director under this section to the same extent as a director.

08/04/200410005

(2) The Corporation may indemnify a former or current director made a party to a proceeding against liability incurred in the proceeding if the person (a) acted in good faith and (b) in a manner the person reasonably believed in the case of conduct in an official capacity, that the person's conduct was in the Corporation's best interests and in all other cases, that the person's conduct, at a minimum, did not oppose the Corporation's best interests, and (c) with respect to a criminal proceeding, that the person had no reasonable cause to believe the person's conduct was unlawful.

A person's conduct with respect to an employee benefit plan for a purpose the person reasonably believed to be in the interests of the participants in and beneficiaries of the plan satisfies the requirements of subsection 7.2(2)(b), in the paragraph above, regarding conduct in all other cases, that the person's conduct, at a minimum, did not oppose the Corporation's best interests.

The termination of a proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, be determinative that such person failed to meet the standard of conduct described in this section.

The Corporation may not indemnify a person's liability under this section where such liability has been determined in connection with a proceeding by or in the right of the Corporation, or in connection with any other proceeding whether or not involving action in an official capacity, in which the person is found liable on the basis of the person's improper receipt of a personal benefit.

Indemnification allowed under this section in connection with a proceeding by or in the right of the Corporation is limited to reasonable expenses incurred in connection with the proceeding.

(3) To the extent that a director seeking indemnification has been wholly successful, on the merits or otherwise, in the defense of a proceeding in which the person was a party because the person is or was a director of the Corporation, the Corporation shall indemnify such person against reasonable expenses actually incurred in connection with the proceeding.

(4) Before a final decision is made in a proceeding, the Corporation may advance funds to pay for or reimburse the reasonable expenses of a director made a party to the proceeding, provided as follows:

(a) The person provides the Corporation with a written affirmation of the person's good faith belief that the person has met the standard of conduct described in Section 7.2(2), above;

(b) The person provides the Corporation with a written undertaking, signed by the person or on the person's behalf, to repay the advance if it is ultimately determined that the person did not meet the standard of conduct; and

(c) It is determined that the facts then known to those making the determination do not preclude indemnification.

Such determinations and authorizations shall be made in the manner described in Section 7.2(6), below.

(5) A director made a party to a proceeding may apply to the court conducting the proceeding or to another court of competent jurisdiction for court-ordered indemnification. Upon receipt of the application, the court after giving any notice the court considers necessary may order indemnification in an amount it considers proper if it determines as follows:

(a) That the person is entitled to mandatory indemnification under Section 414D-161 of the Hawaii Nonprofit Corporations Act, Hawaii Revised Statutes, in which case the court shall also order the Corporation to pay the person's reasonable expenses incurred to obtain court-ordered indemnification; or

(b) The person is fairly and reasonably entitled to indemnification under all the relevant circumstances, whether or not the person met the standard of conduct set forth in Section 7.2(2), above, or was found liable in connection with a proceeding by or in the right of the corporation, or in connection with any other proceeding whether or not involving action in an official capacity, in which the person was found liable on the basis of the person's improper receipt of a personal benefit, but if the person was found liable indemnification is limited to reasonable expenses incurred.

(6) The Corporation shall make indemnification payments under Sections 7.2(2) and (4) only if authorized in the specific case upon a determination that the person seeking indemnification has met the standard of conduct set forth in those sections. Such determination shall be made (a) by the Board of Directors by majority vote of a quorum consisting of directors who are not at the time parties to the proceeding, or (b) if such quorum is not obtainable, by majority vote of a committee duly designated by the Board of Directors (in which designation directors who are parties may participate) consisting solely of two (2) or more directors not at the time parties to the proceeding, or (c) if a committee cannot be designated, by special legal counsel selected by the Board of Directors or its committee in the manner prescribed in subsections (a) or (b), or a majority vote of the full Board (in which selection directors who are parties may participate). Authorization of indemnification and evaluation as to reasonableness of expenses shall be made in the same manner as the determination that indemnification is permissible, except that if special legal counsel makes the determination, authorization of

08/04/200410005

indemnification and evaluation as to reasonableness of expenses shall be made by those entitled under subsection (c) to select counsel.

(7) The indemnification provided by this Section 7.2 shall not be deemed exclusive of any other rights to which those seeking indemnification are entitled under the law.

(8) The Corporation may purchase insurance on behalf of a person who is or was a director, officer, employee, or agent of the Corporation, or who, while a director, officer, employee, or agent of the Corporation, is or was serving at the Corporation's request as a director, officer, partner, trustee, employee, or agent of another foreign or domestic business or nonprofit corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise, against liability asserted against or incurred by the person in that capacity or arising from the person's status as a director, officer, employee, or agent, whether or not the Corporation would have the power to indemnify the person against the same liability under Section 7.2(2) or 7.2(3).

(9) This Section 7.2 shall be effective with respect to those persons covered by this section and in respect to proceedings pending on or after the effective date of the articles of incorporation, as allowed by law.

ARTICLE VIII

MEMBERSHIP

The Corporation will have no members.

ARTICLE IX

CORPORATE LIABILITY

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

All checks and other orders for the payment of money, drafts, notes, bonds, acceptances, contracts, and all other instruments, except as otherwise provided in the bylaws, shall be signed by such person or persons as shall be designated by resolution of the Board of Directors. Unless authorized by the Board of Directors, no director, officer, agent or employee of the Corporation shall have any power or authority to bind the Corporation by any contract or other instrument or to pledge its credit or to render it liable for any purpose or amount.

ARTICLE X

CORPORATE DISSOLUTION

Upon the dissolution of the Corporation, assets shall be distributed exclusively for the exempt purposes for which the Corporation is organized or to corporations, which are exempt from federal income tax under Section 501(c)(6) of the Internal Revenue Code, or the corresponding section of any future federal tax code, as allowed by law.

ARTICLE XI

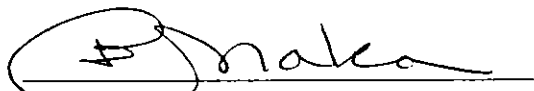
ADOPTION AND AMENDMENT OF BYLAWS AND ARTICLES

The Board of Directors may alter, amend, or repeal the bylaws or adopt new bylaws in the manner provided by the bylaws.

The articles of incorporation may be amended or restated from time to time in the manner provided by the bylaws and the Hawaii Nonprofit Corporations Act, Chapter 414D of the Hawaii Revised Statutes, as amended.

The undersigned certifies under the penalties of Section 414D-12 of the Hawaii Nonprofit Corporations Act that the undersigned has read the above statements and that the same are true and correct.

IN WITNESS WHEREOF, the undersigned has executed these presents on this 31st day of July, 2004.


David R. Onaka
Incorporator

08/04/200410005