

ARTICLES OF INCORPORATION
OF
ASSOCIATION OF MINNESOTA PUBLIC
EDUCATIONAL RADIO STATIONS, INC.

As amended May 31, 1987

Under Chapter 317 of the Not-for-Profit Corporation Law of the State of Minnesota,

We, the undersigned, desiring to form a corporation pursuant to the Not-for-Profit Corporation Law of the State of Minnesota, do hereby make, subscribe and acknowledge these Articles as follows:

1. Name. The name of the corporation shall be Association of Minnesota Public Educational Radio Stations, Inc.

2. Exempt Status. The Corporation is constituted so as to attract substantial support from contributions, directly or indirectly, from a representative number of persons in the community in which it operates and has not been formed for pecuniary profit or financial gain, and no part of the assets, income, or profit of the Corporation is distributable to, or inures to the benefit of, its directors or officers except to the extent permitted under the Not-for Profit Corporation Law. 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 any candidate for public office. Notwithstanding any other provision of this certificate, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), or (b) by a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States internal revenue law).

3. Purposes. The purposes for which the Corporation is to be formed are for scientific, educational and charitable purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1954, and in this connection, to promote the coordination of and cooperation among educational radio broadcasting stations in Minnesota; to facilitate the exchange of programs; to further the professional education of station staffs; to promote the best and maximum use of state and federal funds spent for radio in Minnesota; to seek new avenues of funding; to contribute to the development of a state-wide community by making available locally produced programming of state-wide interest. To these ends, the Corporation is authorized to take and hold by bequest, devise, gift, grant, purchase, lease or otherwise any property, real, personal, tangible or intangible, or any undivided interest therein, without limitation as to amount or value; to sell, convey, or otherwise dispose of any such property and to invest, reinvest, or deal with the principal of the income thereof in such manner as, in the judgment of the directors, will best promote the purpose of the Corporation without limitation, except such

limitations, if any, as may be contained in the instrument under which such property is received, these Articles of Incorporation, the Bylaws of the Corporation, or any laws applicable thereto. To do any other act or thing incidental to or connected with the foregoing purpose or in advancement thereof, but not for the pecuniary profit or financial gain of its directors or officers except as permitted under the Not-for-Profit Corporation Law. In furtherance of its corporate purposes, the Corporation shall have all general powers enumerated in Chapter 317 of the Not-for-Profit Corporation Law.

4. Limitation of Activities. That the Corporation shall not afford pecuniary gain, incidentally or otherwise to its members, and nothing herein shall authorize the Corporation directly, or indirectly, to engage in or include among its purposes, any of the activities mentioned in the Minnesota Not-for-Profit Corporation Law Section 317,08 (3).

5. Duration. The duration of the Corporation's existence shall be perpetual.

6. Registered Office. The City in which the Corporation's registered office is to be located is St. Cloud Minnesota.

7. Incorporators. The names and addresses of the incorporators are as follows:

Marion E. Watson
K.U.O.M. Rarig Center
University of Minnesota
Minneapolis, MN 55455

Andrew J. Marlow
K.U.O.M. Rarig Center
University of Minnesota
Minneapolis, MN 55455

Robert R. Albee
3104 - 16th Avenue South
Minneapolis, MN 55407

8. Directors. The Corporation shall have seven (7) directors and the name and address of each director on the first Board of Directors as follows:

1. E. Scott Bryce, St. Cloud State University,
2. Marion E. Watson, K.U.O.M., University of Minnesota,
3. Richard R. Hill, K.I.C.C., Rainy River Community College,
4. William Lund, K.B.E.M., 1101 So. Third Avenue, Minneapolis,
5. Paul Peterson, W.C.A.L., St. Olaf College,
6. Robert Albee, Fresh Air, 3104 - 16th Avenue So., Minneapolis,
7. Richard McClear, Northern Community Radio, Grand Rapids, MN.

The tenure in office of the above-named directors shall be until the first annual meeting of the Corporation's membership.

9. Liability, of Membership. The membership shall not be liable to any third party on the indebtedness or other obligations of the Corporation,

10. Distribution on Dissolution. In the event of dissolution, all of the remaining assets and property of the Corporation shall, after necessary expenses thereof, be distributed to such member or other organizations as shall qualify for such distribution under Section 501 (c) (3) of the Internal Revenue Code of 1954, as amended, subject to the order of the Supreme Court of the State of Minnesota.

11. Income and Distribution. No part of the income of the Corporation shall inure to the benefit of any private shareholder or individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes).

12. Membership. Application for full membership in the Corporation is open to all non-commercial educational radio stations in Minnesota which are either (1) licensed to any educational institution in the State of Minnesota, or (2) licensed to any Minnesota not-for-profit corporation, provided that stations licensed to a single institution or corporation shall comprise no more than one-third (1/3) of the voting membership. Educational institutions or not-for-profit corporations that are not affiliated with a licensed non-commercial radio station are eligible to become associate members. Admission to membership and or associate membership, shall be by application and requires approval by two-thirds of the members present, qualified to vote, and voting at any regular or special meeting. The names and addresses of each member and associate member as of the date of incorporation are as follows:

1. WDTN, University of Minnesota, Duluth, MN,
2. KVSC, St. Cloud State University, St. Cloud, MN,
3. KBEM, Minneapolis, MN,
4. KBSB, Bemidji State College, Bemidji, MN,
5. KICC, Rainy River State Community College, International Falls, MN,
6. KCUM, University of Minnesota Technical College, Crookston, MN,
7. KMSU, Mankato State College, Mankato, MN,
8. KAVS, Area Vocational Technical Institution, Thief River Falls, MN,
9. KUOM, University of Minnesota, Minneapolis, MN,
10. Northern Community Radio, Grand Rapids, MN,
11. EDQI Austin Community College, Austin, MN,
12. WCAL, St. Olaf College, Northfield, MN,
13. Fresh Air, Inc, Minneapolis, MN, (Associate Member),
14. Center for Communication and Development, Minneapolis MN. (Associate Member).

13. Representatives. Each member station shall appoint two voting representatives to represent said member station at the annual meeting or any other meetings of the membership. Correspondingly, each member station shall be entitled to two votes at any such meeting. Each

associate member shall appoint one voting representative to represent said associate member at the annual meeting or any other meetings of the membership, and each associate member shall be entitled to one vote at an such meeting.

14. Duties of the Appointed Representatives. It shall be the responsibility of the appointed representatives to work toward the purposes set forth in Article 3 of these Articles of Incorporation, to supervise the operations of the Corporation in the manner set forth in the Articles of Incorporation and the Bylaws; to establish the policy and procedures whereby the Corporation will conduct its business and, from time to time, select one or more members to serve on the Board of Directors of the Corporation. The members shall be and constitute the directors of the Corporation, and shall have and exercise all the powers of the Board of Directors at any meeting of the membership, from the time the meeting is called to order until adjournment.

15. Amendments. These Articles may be altered, amended or repealed and new Articles may be adopted by the affirmative vote of two-thirds of the membership present and voting at any annual or special membership meeting if a notice setting forth the terms of the proposal has been given in accordance with the notice requirements for special meetings of members.

IN WITNESS WHEREOF, we have made, subscribed, and acknowledge these Articles of Incorporation, as amended this 31st, day of May, 1987.

President (Paul E. Peterson)

Secretary (William A. McGinley)