

AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
ASSOCIATION OF MINNESOTA PUBLIC  
EDUCATIONAL RADIO STATIONS, INC.  
As amended June 22, 2012

Under Chapter 317A of the Nonprofit Corporation Act of the State of Minnesota, the Association of Minnesota Public Educational Radio Stations has adopted certain amendments to its Articles of Incorporation. The following Amended and Restated Articles of Incorporation incorporate all such amendments and restate, supersede, and take the place of the existing Articles of Incorporation of the Association of Minnesota Public Educational Radio Stations.

We, the undersigned, 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 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
- Facilitate the exchange of programs
- Further the professional education of station staffs
- Promote the best and maximum use of state and federal funds spent for radio in Minnesota

- Seek new avenues of funding
- 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 Nonprofit Corporation Act. In furtherance of its corporate purposes, the Corporation shall have all general powers enumerated in Chapter 317 of the Nonprofit Corporation Act.

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 Nonprofit Corporation Act.

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

6. Registered Office: The place in Minnesota where the principal office of the corporation is to be located: at 260 NE 2<sup>nd</sup> Street, Grand Rapids, MN 55744. There shall be no registered agent.

7. Incorporators. The names and addresses of the original 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. Membership/Board of Directors. This corporation shall have members. The eligibility, rights and obligations of the members will be determined by the organization's bylaws.



The management of the affairs of the corporation shall be vested in a board of directors, as defined by the corporation's bylaws. No director shall have any right, title, or interest in or to any property of the corporation.

The Corporation shall have seven (7) directors. The name and address of each director on the initial Board of Directors is 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.

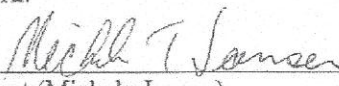
9. Liability, of Membership. The membership shall not be liable to any third party on the indebtedness or other obligations of the Corporation,

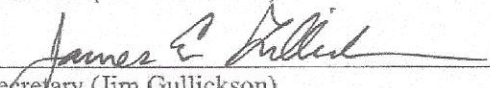
10. Distribution on Dissolution. At the time of dissolution of the corporation, the board shall, after paying or making provisions for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code or the corresponding provision of any future United States Internal Revenue Law, as the board shall determine. Any such remaining funds, property or other assets not so distributed shall be disposed of by petition or application to district court, according to state law, for such purposes or to such organization(s) as the court may decree, which are organized and operated exclusively for such purposes.

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. 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 22<sup>nd</sup> day of June, 2012.

  
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President (Michele Jansen)

  
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Secretary (Jim Gullickson)