

Adopted October 13, 2000
Amended September 30, 2002

ARTICLES OF INCORPORATION

OF

ideastreamsm

The undersigned, who is a citizen of the United States, desiring to form a charitable corporation under the Ohio Nonprofit Corporation Law, does hereby certify:

FIRST. The name of the Corporation shall be **ideastreamsm**.

SECOND. The place in the State of Ohio where the principal office of the Corporation is to be located is Cleveland, Cuyahoga County.

THIRD. The Corporation is organized and shall be operated exclusively for public charitable and educational purposes by engaging in the following activities:

1. Providing content and programming in the areas of education, art, drama, music, culture, history, science, news, current events and other areas of public service, communicated through public radio, public television, internet, print and other forms of communication services, both direct and interactive, to the Northeast Ohio community and beyond;

2. Acquiring or receiving from any individuals, estates, associations, corporations, trusts, foundations, or other entities, or any governmental subdivision, unit, or agency, by gift, purchase, bequest, devise, or otherwise, cash, securities, and other property, tangible or intangible, real or personal, and holding, managing, investing, reinvesting, liquidating, distributing, and disbursing the income and/or principal thereof solely for the purposes identified in this Article THIRD; and

3. Doing anything that is necessary, useful, advisable, or conducive, directly or indirectly, to carry out any of the purposes of the Corporation described in this Article THIRD, including the exercise of all other authority enjoyed by corporations generally by virtue of the Ohio Nonprofit Corporation Law.

The Corporation shall carry on only such activities as are consonant with the purposes set forth in this Article THIRD. No part of the net earnings of the Corporation shall inure to the benefit of any incorporator, Member, or Trustee of the Corporation, or of any other

private individual, except that the Corporation is authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in this Article THIRD. No substantial part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation; and no activity of the Corporation shall consist of participating in, or intervening in (including the publishing or distributing of statements), any political campaign on behalf of or in opposition to any candidate for public office.

It is intended that the Corporation shall have the status of an organization (i) that is exempt from federal income tax under Section 501(a) of the Internal Revenue Code as an organization described in Section 501(c)(3) of the Internal Revenue Code and which is other than a private foundation within the meaning of Section 509(a) of the Internal Revenue Code, (ii) to which contributions are deductible for federal income tax purposes under Section 170(c)(2) of the Internal Revenue Code, (iii) to which bequests are deductible for federal estate tax purposes under Section 2055(a)(2) of the Internal Revenue Code, and (iv) to which gifts are deductible for federal gift tax purposes under Section 2522(a)(2) of the Internal Revenue Code. These Articles of Incorporation shall be construed, and all authority and activities of the Corporation shall be limited, accordingly.

Upon the dissolution or final liquidation of the Corporation, the Trustees shall, after paying or making provision for payment of all the lawful debts and liabilities of the Corporation distribute all of the assets of the Corporation for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such

organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

FOURTH. The following persons shall serve as initial Trustees of the Corporation until their successors are elected and qualify:

Kathryn P. Jensen
4540 Birchwold Road
South Euclid, Ohio 44121

William R. Stewart
2914 Claremont Road
Shaker Heights, Ohio 44122

Jerrold F. Wareham
57 Cascades
Chagrin Falls, Ohio 44022

Robert A. Weible
17855 Lake Road
Lakewood, Ohio 44107

FIFTH. The authorized number and qualifications of Members of the Corporation, the different classes of Membership, if any, the property, voting, and other rights and privileges of Members, and the liability of Members for dues or assessments, if any, shall be as set forth in the Code of Regulations of the Corporation.

SIXTH. Notwithstanding any provision of the Ohio Revised Code, now or hereafter in force, requiring for any action of the Members, or of any class or classes of Members, the vote or consent of two-thirds (2/3) or any other proportion of the Members, or of any class or classes of Members, such action may be taken by the affirmative vote or by the written consent of a majority of the Members, or of any class or classes of Members, as the case may be except as otherwise set forth in the Code of Regulations of the Corporation.

SEVENTH. All references in these Articles of Incorporation to Sections of the Internal Revenue Code shall be considered references to the Internal Revenue Code of 1986, as

from time to time amended, to the corresponding provisions of any similar law subsequently enacted, and to all regulations issued under such Sections and provisions.

IN WITNESS WHEREOF, the undersigned has hereunto subscribed his name at Cleveland, Ohio, this 13th day of October, 2000.

/s/ William R. Stewart
William R. Stewart
Incorporator

