

ARTICLES OF INCORPORATION  
(AMENDED AND RESTATED)

OF

DULUTH-SUPERIOR AREA EDUCATIONAL TELEVISION CORPORATION

We, the undersigned, for the purpose of amending and restating the Articles of Incorporation under and pursuant to the provisions of Chapter 317A of the Minnesota Statutes, known as the Minnesota Nonprofit Corporation Act, do hereby adopt the following Amended and Restated Articles of Incorporation.

ARTICLE I.

Name of Corporation

The name of this Corporation shall be:

DULUTH-SUPERIOR AREA EDUCATIONAL TELEVISION CORPORATION

ARTICLE II.

Purpose of Corporation

The purpose of this Corporation shall be to furnish a nonprofit and noncommercial telecommunications service to the citizens of Duluth and the surrounding area of the State of Minnesota and to the citizens of Superior and the surrounding area of the State of Wisconsin and to make available on a contractual basis to educational and cultural institutions and to other individuals and organizations with recognized educational responsibilities the necessary physical facilities and operational staff to enable such institutions, individuals and organizations to conduct television programs relative to their broad educational and cultural responsibilities.

In furtherance of the foregoing purpose, the Corporation shall have, in addition to such other powers as are now or may hereafter be conferred by law on a Corporation organized for such purpose under the Minnesota Nonprofit Corporation Act or necessary or incidental to the powers so conferred, the power, subject to such limitations as are or may be prescribed by law, to obtain and hold appropriate Authorizations from the Federal Communications Commission or other governmental regulatory body; to construct, operate and maintain a noncommercial educational television station to be used primarily for transmitting educational, cultural and entertainment programs and for serving the educational needs of the community pursuant to the rules and regulations of the Federal Communications Commission or other governmental regulatory body governing

noncommercial educational television stations; to enter into contracts with individuals, institutions, corporations and other organizations for the purpose of carrying out a regular program of non-commercial educational television broadcasting; to acquire by grant, gift, purchase, lease, devise, bequest or otherwise and to hold (in trust or otherwise), use, enjoy, manage, sell, deal with, lease, pledge, hypothecate, mortgage and otherwise dispose of or encumber in such manner, on such terms and for such considerations as its Board of Directors may determine, any property, real or personal, to be used in connection with the construction, operation and maintenance of a television station; to invest and reinvest its funds in such mortgages, bonds, debentures, stocks and in such other securities and property, real and personal, as its Board of Directors may deem advisable subject to terms, conditions, and limitations as may be contained in or imposed by any gift, devise or bequest; to borrow money and contract debts or other obligations in connection with the acquisition of property or otherwise, in aid of any of the purposes of the Corporation; and to issue or dispose of its obligations for any amounts so borrowed, and to mortgage, pledge or hypothecate all or any part of its property to secure the payment of its obligations, or of any debt contracted as aforesaid, all as its Board of Directors may determine.

However, no gift, bequest or devise of any such property shall be received and accepted if it is conditioned or limited in such a manner as to require the disposition of the income or its principal to any person or organization other than a "charitable organization" or for other than "charitable purposes" organized and operated exclusively for such purposes, or as shall, in the opinion of the Directors, jeopardize the federal income tax exemption of this Corporation pursuant to Section 501(c)(3) of the Internal Revenue Code of 1986.

For such purposes, and not otherwise, the Corporation shall have and exercise only such powers as are required by and are granted by law and consistent with the foregoing purposes. All such powers of the Corporation shall be exercised only so that the activities of the Corporation shall be exclusively within the contemplation of Sections 170(c)(2) and 501(c)(3) of the Internal Revenue Code of 1986, and of Section 290.05 of the Minnesota Statutes, and as the same are amended from time to time. The reference herein to Section 290.05 of the Minnesota Statutes shall not permit, and shall not be taken as permitting, the Corporation to have or exercise any power which is not within the contemplation of Sections 170(c)(2) and 501(c)(3) of the Internal Revenue Code of 1986. The Corporation shall not carry on any activity not permitted to be carried on by an organization that is exempt from federal income taxes under Section 501(a) of the Internal Revenue Code of 1986 or by an organization that is described in, and contributions to which are deductible for federal income tax purposes under, Section 107(c)(2) of the Internal Revenue Code of 1986.

Except as permitted by Minnesota Statutes, Section 317A.501, this Corporation shall not lend any of its assets to any officer or director of this Corporation or guarantee

to any other person the repayment of a loan made to an officer or director of this Corporation.

No 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 distributing of statements), any political campaign on behalf of or in opposition to any candidate for public office.

All reference in this Article II to a particular section of the Internal Revenue Code of 1986 shall mean and include, as now enacted or as hereafter amended, such section or any provision of federal law as is or may hereafter be applicable, cognate to such section; and the reference to Section 290.05 of the Minnesota Statutes shall mean and include as now enacted or as hereafter amended, or may hereafter be applicable cognate to such provision.

### ARTICLE III.

#### Corporation Duration

The duration of this Corporation shall be perpetual.

### ARTICLE IV.

#### Principal and Registered Office

The location of the registered office of this Corporation in this State is:

1202 E. University Circle  
Duluth, MN 55811-2420

### ARTICLE V.

#### No Pecuniary Gain

The Corporation shall not, incidentally or otherwise, afford or pay any pecuniary gain, dividends, or other pecuniary remuneration to Directors or officers of the Corporation as such, and no part of the net income or net earnings of the Corporation shall, directly or indirectly, be distributable to or otherwise inure to the benefit of any Director, officer or member of the Corporation or any other individual. A Director or officer may be reimbursed from Corporation funds for vouchered authorized expenditures incurred in the performance of his or her duties.

## ARTICLE VI.

Directors

The general management of the affairs of the Corporation shall be vested in a self-perpetuating Board of Directors. The number of Directors constituting the Board of Directors of this Corporation shall not be less than twelve (12) or more than twenty-five (25), the number to be set from time to time at the Annual Meeting of the Corporation by a majority vote of the Directors then in office. Subject to the terms of the Directors currently serving, the tenure in office of such Board of Directors shall be three (3) years, and until their successors are elected and qualified. The current Board of Directors and their terms are:

<u>CLASS</u>	<u>TERM</u>	<u>NAME AND ADDRESS</u>
1995	1	Karen Richgruber 3512 East Third Street Duluth, MN 55804
	1	Carol Tierney 2901 East Superior Street Duluth, MN 55812
	1	Robin Trinko-Russell 326 East Eighth Street Washburn, WI 54891
1995	2	Allen D. Harmon 5107 Ugstad Road Duluth, MN 55811
	2	Katherine Watters 330 East Faribault Street Duluth, MN 55803
	4	Artelle Hed 5141 Glenwood Street Duluth, MN 55804
1995	3	Phil Stocker 3006 Strand Road Duluth, MN 55804

<u>CLASS</u>	<u>TERM</u>	<u>NAME AND ADDRESS</u>
1996	1	Susan Isernhagen 4733 Norwood Street Duluth, MN 55804
	1	Lionel Peabody 8532 Beverly Street Duluth, MN 55808
1996	2	Sharon Marcovich 2 St. Albans Road Superior, WI 54880
	2	Mark Melhus 602 Old Howard Mill Road Duluth, MN 55804
1997	1	Debra A. Desmonde 5125 E. Birch Acres Road Duluth, MN 55803-8304
	1	Mary C. Johnson 5523 Tower Avenue Superior, WI 54880
1997	2	Beth Kelly 6640 Boyer Road Twig, MN 55791
	2	David A. Kuiti 2233 Vermillion Road Duluth, MN 55803
1997	2	Anne Lewis 1302 West Fifth Street Duluth, MN 55806
	2	Paul Von Goertz Knife River, MN 55609
	2	Amy Weidman 4726 Mary Lane Drive Hermantown, MN 55811

	2	Donna Wolean 4187 Caribou Lake Road Duluth, MN 55810
1997	3	Warren Hudelson 5205 Dickerman Road Saginaw, MN 55779

Upon expiration of the terms of office of the Directors as classified above, their successors shall be elected for the term of three (3) years each at the annual meeting of the Board. No Director may serve more than twelve (12) years on the Board, however served.

Except as otherwise provided by these Articles or the Bylaws, a quorum for meetings of the Directors shall be one-third (1/3) of all the Directors currently holding office. The Board shall take action by the affirmative vote of a majority of the Directors with voting rights who are present and entitled to vote at a meeting duly called and at which a quorum is present.

In case of a vacancy on the Board of Directors other than a vacancy occurring because of the expiration of a term in office, the vacancy may be filled by election at any special meeting of the Board of Directors called for that purpose, or at any meeting of the Board of Directors. A majority of the remaining directors currently holding office shall constitute a quorum for the purposes of filling such vacancies. The appointee so elected shall serve only for the balance of the vacated term.

Any action required or permitted to be taken by the Board of Directors or any committee thereof may be taken without a meeting if all members of the Board of Directors or the committee consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents thereto by the members of the Board or committee shall be filed with the minutes of the proceedings of the Board or committee.

There shall be no cumulative voting.

## ARTICLE VII.

### Personal Liability

The personal liability of a Director or officer of the Corporation shall be limited to the full extent provided by law.

## ARTICLE VIII.

### Capital Stock

The Corporation shall have no capital stock.

## ARTICLE IX.

### Officers

The Board of Directors shall elect or employ the persons to exercise the functions of the offices of President and General Manager, Vice President, Secretary and Treasurer, who shall be natural persons of full age. The terms of elective office shall be for one (1) year and until their successors are elected and qualified. Officers need not be Directors. The Board of Directors may employ and appoint the President and General Manager, and such other officers, agents and representatives as may be necessary to conduct the affairs of the Corporation. Any two offices, except those of the Chair and Vice Chair, or President and General Manager and Secretary, or Chair and President and General Manager, may be held by the same person.

## ARTICLE X.

### Committee

The day-to-day management and direction of the business and affairs of the Corporation shall be vested in a governing body to be known as the "Corporation Executive Committee", (hereinafter referred to as the "Executive Committee"), subject always to the directions and control of the Board of Directors of the Corporation. The members of the Executive Committee shall be such persons as shall from time to time be appointed by, and each of whom shall serve at the pleasure of the Board of Directors of the Corporation. The number, qualifications, term or terms of office, method of election, powers, authority, and duties of the Executive Committee and such other reasonable rules and procedures with respect to them as are not inconsistent with the express provisions of these Articles shall be as are from time to time determined by the Board of Directors. The Executive Committee shall meet at such times and places and on such notice as the Executive Committee shall from time to time determine.

## ARTICLE XI.

### Members

Membership in the Corporation shall consist of the Directors of the corporation serving from time to time. Members will have voting rights only as Directors.

ARTICLE XII.

By-Laws

Authority to make and/or alter the By-Laws of this corporation is vested in the Board of Directors, subject to the provisions that they are consistent with the Articles of Incorporation and the laws of the State of Minnesota.

ARTICLE XIII.

Distribution Upon Dissolution

Upon dissolution of the Corporation, all assets and properties of the Corporation shall be distributed in the discretion of the Board of Directors to be used for charitable and educational purposes, and only if the recipient, or its successor, is an organization described in Sections 170(c)(2) and 501(c)(3) of the Internal Revenue Code of 1986, but if not, then as determined by a court of competent jurisdiction. Notwithstanding anything apparently or expressly to the contrary contained in this Article, if any assets or properties are then held by the Corporation in trust or upon condition or subject to any executory or special limitation and if the condition or limitation occurs by reason of the dissolution of the Corporation, such assets shall revert or be returned, transferred or conveyed in accordance with the terms and provisions of such trust, condition or limitation.

ARTICLE XIV.

Amendments

These Articles of Incorporation may be amended from time to time in the manner provided by law by a majority vote of the Directors currently holding office.

IN WITNESS WHEREOF, we have hereunto subscribed our names to these Amended and Restated Articles of Incorporation this 18<sup>th</sup> day of October, 1995.

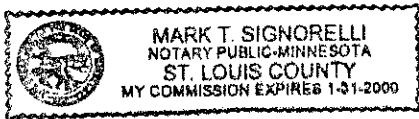
Mark Methun

Daniel A Kuiti



State of Minnesota )  
                                  ) ss.  
County of St. Louis )

On this 18th day of October, 1995, personally appeared before me, a Notary Public within and for said County and State, Mark Melhus, Chair, Board of Directors, and David A. Kuiti, Secretary/Treasurer of the Duluth-Superior Area Educational Television Corporation, known to me personally to be such Chair, and Secretary/Treasurer, and acknowledge that they signed and delivered these Amended and Restated Articles as their voluntary act and deed, and that the facts therein stated are true.



*Mark Melhus*  
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Notary Public

STATE OF MINNESOTA  
DEPARTMENT OF STATE  
FILED

OCT. 20 1995

*Jan Lindstrom*  
Secretary of State

*[Signature]*

