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96 MAR -1 PM 2: 50

RILEY DARNELL
SECRETARY OF STATE

NASHVILLE PUBLIC RADIO

CHARTER

BOOK 9967 PG 293

ARTICLE I

The name of the corporation is Nashville Public Radio.

ARTICLE II

The duration of Nashville Public Radio is perpetual.

ARTICLE III

The purposes for which Nashville Public Radio is organized include, but are not limited to:

- (a) To own and operate WPLN 90.3 FM and other broadcast stations (or any successors thereto) in Tennessee;
- (b) To promote, organize, develop, construct and operate a broadcast station committed to serving the community by providing engaging and stimulating information, entertainment and cultural, educational, and musical programs of the highest quality;
- (c) To receive and maintain a fund or funds of real or personal property, or both, and, subject to the restrictions and limitations hereafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for the purposes of the corporation as described above; provided, however, that no part of such income or such principal will be contributed to any organization whose net earnings, or any part thereof, inure to the benefit of any private shareholder or individual or any substantial part of the activities of which is the carrying of propaganda or otherwise attempting to influence legislation;
- (d) To carry on any lawful activities calculated, directly or indirectly, to promote the interests of Nashville Public Radio, or to enhance the value of its properties under such powers and rights which are now or which may hereafter be conferred upon corporations organized under the laws of the State of Tennessee applicable thereto; provided, however, that all activities in which Nashville Public Radio will engage will be limited to activities in furtherance of exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and all rulings or regulations applicable thereto. Activities in which Nashville Public Radio will engage are further limited to include only those in compliance with applicable FCC regulations;
- (e) To solicit, negotiate for, and receive federal, state, county, local government or other governmental or profit or non-profit organization or other funds in furtherance of any of the Corporation's purposes;
- (f) To purchase, subscribe for, hire, lease, or otherwise acquire and own, invest in, hold, use, sell, assign, transfer, mortgage, pledge, exchange, lease or otherwise

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dispose of, real and personal property of every kind and description, including, but not by way of limitation, shares of stock, bonds, debentures, notes, evidences of indebtedness and other securities, contracts or obligations of any corporation or corporations, association or associations, domestic or foreign, and to pay therefor in whole or in part in cash or by exchanging therefor stocks, bonds, or other evidences of indebtedness or securities and while the owner or holder of any such real or personal property, stocks, bonds, debentures, notes, evidences of indebtedness or other securities, contracts, or obligations, to receive, collect and dispose of the rent, interest, dividends, and income arising from such property, and to possess and exercise in respect thereof, all the rights, powers, and privileges of ownership, including all voting powers on any stocks so owned.

- (g) Notwithstanding anything to the contrary herein, nothing in this Charter will be interpreted to inhibit or constrain the exercise by the General Manager of his or her reasonable discretion, consistent with the Charter, in broadcasting programs that address issues of local, regional, or national concern. Furthermore, any evaluation of whether the programming broadcast on WPLN is consistent with the Charter will be based on WPLN's programming taken as a whole, and not on any one or select few of WPLN's programming.

ARTICLE IV

Nashville Public Radio will have no members. Nothing herein will prohibit Nashville Public Radio from using the word "member" in connection with fundraising activities, and such "members" will not be corporation members, and will have none of the rights, interests or obligations described and referred to in Tennessee Code Annotated, sections 48-56-101 through 48-57-301, and as same may be amended.

ARTICLE V

- (a) The governing body of this Corporation will be a Board of Directors which will manage its business and affairs.
- (b) The initial Board of Directors will consist of the Chairperson of the Public Library Board of The Metropolitan Government of Nashville and Davidson County, the Chairperson of the WPLN Educational Foundation, and the Incorporator. The sole purpose of the initial Board is to serve until the First Full Board of Directors is appointed. Upon appointment of the First Full Board of Directors, the terms of the three (3) initial directors will cease (unless appointed to the First Full Board in accordance with section (c), below). Should Nashville Public Radio employ a General Manager, the General Manager will serve as a non-voting, ex-officio member of the initial Board.
- (c) The First Full Board of Directors will consist of thirteen persons, to be appointed by the Selection Committee, plus the General Manager, who will serve as a non-voting, ex-officio member of the First Full Board. The Selection Committee for the First Full Board of Directors will consist of the Chief Librarian of the Public Library of The Metropolitan Government of Nashville and Davidson County, the WPLN General Manager (whether the General Manager is employed by the Library Board or by Nashville Public Radio), the Chairperson of the WPLN Educational Foundation, and the Chairperson of the Public Library Board of The Metropolitan Government of Nashville and Davidson County. The selection

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Committee will make the appointments as follows: four (4) persons will be appointed from persons nominated by the Public Library Board of The Metropolitan Government of Nashville and Davidson County ("Library Board"), four (4) persons will be appointed from persons nominated by the WPLN Educational Foundation ("Educational Foundation"), and five (5) persons will be nominated and appointed by the Selection Committee.

Each director on the First Full Board will be appointed for a staggered term as follows:

Number of Directors	Term(s) of Appointment
2 persons nominated by the Library Board	1 year
2 persons nominated by the Educational Foundation	1 year
2 persons nominated by the Selection Committee	1 year
2 persons nominated by the Library Board	2 years
2 persons nominated by the Educational Foundation	2 years
3 persons nominated by the Selection Committee	2 years

- (d) The persons appointed or elected to the First Full Board and subsequent boards will have a demonstrated interest in and commitment to public broadcast as it relates to the purposes of the corporation as articulated in Article III, section (b). The Board of Directors, in its directors and its operations, will reflect the diversity of the listeners to the station or stations and the community it serves, and on the First Full Board and all Boards elected thereafter, at least one (1) director will be a female and at least (1) director will be a racial minority; provided however, that a female of racial minority will not satisfy the above requirement of at least one female and at least one racial minority, and will meet the requirement of only one such person. Following the expiration of the terms of the members of the First Full Board, subsequent boards must ensure that at all times there will be one filled directorship that is appointed by the Public Library.
- (e) An annual election will be held in accordance with the bylaws of Nashville Public Radio in order to replace those directors whose terms are expiring, except the Director appointed by the Public Library Board of the Metropolitan Government of Nashville and Davidson County for whom a successor will be appointed by the Public Library Board in accordance with the bylaws of Nashville Public Radio. Each such director, except the director ex-officio, will hold office for two (2) years or until a successor is elected and qualified.
- (f) Directors will be limited to two (2) consecutive two-year terms. A director who has served two (2) consecutive two-year terms may not be elected again to the Board until the next Annual Meeting following the Annual Meeting at which his second term expired.
- (g) The First Full and any subsequent Board of Directors may increase or decrease the number of directors, so long as there is an odd number of no less than five (5) and no more than nineteen (19) directors, not including the General Manager, who will always be a non-voting, ex-officio member of the Board. The number of persons to serve on the Board of Directors may be increased or decreased at any time by three-fourths (3/4) affirmative vote of the directors then in office, except that any decrease can only be effective at the next scheduled election for that directorship. Vacancies existing by virtue of an increase in the number of

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directors will be filled by a vote of the majority of the directors then in office and in accordance with the bylaws of Nashville Public Radio.

(h) The names and addresses of the persons who will serve as initial Directors are as follows:

1. Margaret Ann Robinson
540 Belle Meade Boulevard
Nashville, TN 37205
2. William B. King
Private Business, Inc.
P.O. Box 1603
Brentwood, TN 37024-1603
3. Peter M. Oldham
Harwell, Howard, Hyne, Gabbert & Manner, P.C.
1800 First American Center
315 Deadrick Street
Nashville, TN 37238

ARTICLE VI

The name and address of the incorporator is:

Peter M. Oldham
Harwell, Howard, Hyne, Gabbert & Manner, P.C.
1800 First American Center
315 Deadrick Street
Nashville, TN 37238

ARTICLE VII

Nashville Public Radio is a not-for-profit corporation. It is a public benefit corporation.

ARTICLE VIII

In the event of dissolution, the title to all funds and properties owned by Nashville Public Radio at the time of such dissolution will vest in and be delivered to a not-for-profit, educational corporation.

ARTICLE IX

All meetings of Nashville Public Radio will be open to the public, except for executive sessions as provided by the bylaws.

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MAR 16 1996**ARTICLE X**

Bylaws of Nashville Public Radio will be adopted, amended, or repealed by an affirmative vote of two-thirds (2/3) of the directors then in office.

RILEY DARNELL
SECRETARY OF STATE**ARTICLE XI**

No director will have any personal liability to Nashville Public Radio for monetary damages for breach of fiduciary duty as a director, provided that this paragraph will not eliminate or limit the liability of a director (a) for any breach of the director's duty of loyalty to the corporation; (b) for any acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; or (c) for liability for unlawful distribution from the corporation under Tennessee Code Annotated section 48-58-304, or any successor statute thereto.

ARTICLE XII

Nashville Public Radio will have the authority to exercise all powers expressly given in this charter and to make all rules and regulations not inconsistent with the charter deemed expedient for management of the affairs of Nashville Public Radio.

ARTICLE XIII

This charter may be amended at any time upon an affirmative vote of three-fourths (3/4) of the Directors then in office.

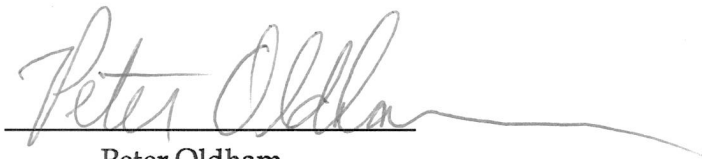
ARTICLE XIV

The initial registered office of Nashville Public Radio will be: c/o Harwell, Howard Hyne Gabbert & Manner, P.C., 1800 First American Center, 315 Deadrick Street, Davidson County, Nashville, Tennessee, 37238 and the initial registered agent at that address will be Peter Oldham. The registered office is located in Davidson County. The initial principle office of Nashville Public Radio is: c/o WPLN-FM, Nashville Public Library, 225 Polk Avenue, Nashville, Tennessee, 37203.

The undersigned Incorporator, Peter Oldham, applies to the State of Tennessee by virtue of the laws of the land and files this Charter for the purposes declared in the foregoing instrument.

This the 1ST day of March, 1996.

Incorporator:



Peter Oldham

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SECRETARY OF STATE

ARTICLES OF AMENDMENT TO THE CHARTER

OF

NASHVILLE PUBLIC RADIO

Pursuant to the provisions of Section 48-51-301 of the Tennessee Nonprofit Corporation Code, the undersigned corporation adopts the following articles of amendment to its charter:

1. The name of the corporation is Nashville Public Radio.
2. The amendment as adopted is:

The Charter of the corporation is amended by deleting Article VIII in its entirety and replacing therefor the following:

Article VIII. Upon dissolution of the organization, assets shall be distributed for one or more exempt purposes (with preference given to educational organizations) within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding section of any future federal tax code, or shall be distributed to the federal, state or local government for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction, in the county in which the principal office of the organization is then located, exclusively for such purposes.

3. The corporation is a not-for-profit corporation.
4. The amendment was duly adopted by the unanimous consent action of the Board of Directors of the corporation on April 15, 1996.
5. The amendment shall be effective when these articles are filed with the Secretary of State.

Dated this 15 day of April, 1996.

NASHVILLE PUBLIC RADIO

By: Peter M. Oldham

Peter M. Oldham

Title: Secretary

**ARTICLES OF AMENDMENT TO THE CHARTER
OF
NASHVILLE PUBLIC RADIO**

Pursuant to the Section 48-60-105 of the Tennessee Nonprofit Corporation Act (the "Act"), the undersigned corporation adopts the following articles of amendment to its Charter:

1. The name of the corporation is NASHVILLE PUBLIC RADIO.
2. The amendment as adopted is:

The Charter of the corporation is amended by deleting Article V Sections (d), (e) and (f) in their entirety and replacing therefor the following:

Article V Section:

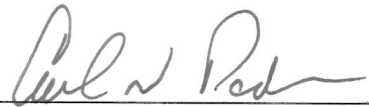
- (d) The persons appointed or elected to the First Full Board and subsequent boards will have a demonstrated interest in and commitment to public broadcast as it relates to the purposes of the corporation as articulated in Article III, section (b). The Corporation will endeavor to select directors in furtherance of the goal that the composition of the Board of Directors reflect the diversity of the community that the Corporation serves. Following the expiration of the terms of the members of the First Full Board, subsequent boards must ensure that at all times there will be one filled directorship that is appointed by the Public Library.
- (e) An annual election will be held in accordance with the bylaws of Nashville Public Radio in order to replace those directors whose terms are expiring, except the Director appointed by the Public Library Board of the Metropolitan Government of Nashville and Davidson County for whom a successor will be appointed by the Public Library Board in accordance with the bylaws of Nashville Public Radio. Each such director, except the director ex-officio, will hold office for three (3) years or until a successor is elected and qualified.
- (f) Directors will be limited to two (2) consecutive three-year terms. A director who has served two (2) consecutive three-year terms may not be elected again to the Board until the next Annual Meeting following the Annual Meeting at which his second term expired.

3. The corporation is a not-for-profit corporation.
4. The amendment was duly adopted by the Board of Directors of the corporation on July 27, 2005. The approval of members was not required.

5. Approval of other persons pursuant to Section 48-60-301 of the Act was not required.

Dated this 27th day of July, 2005.

NASHVILLE PUBLIC RADIO

By: 
Carl Pedersen, Secretary

State of Tennessee



Department of State

Corporate Filings

312 Eighth Avenue North

6th Floor, William R. Snodgrass Tower

Nashville, TN 37243

ARTICLES OF AMENDMENT TO THE CHARTER (Nonprofit)

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6157.1308

CORPORATE CONTROL NUMBER (IF KNOWN) 0300327

PURSUANT TO THE PROVISIONS OF SECTION 48-60-105 OF THE TENNESSEE NONPROFIT CORPORATION ACT, THE UNDERSIGNED CORPORATION ADOPTS THE FOLLOWING ARTICLES OF AMENDMENT TO ITS CHARTER:

1. PLEASE INSERT THE NAME OF THE CORPORATION AS IT APPEARS OF RECORD: Nashville Public Radio IF CHANGING THE NAME, INSERT THE NEW NAME ON THE LINE BELOW:

FILED

2. PLEASE MARK THE BLOCK THAT APPLIES: [X] AMENDMENT IS TO BE EFFECTIVE WHEN FILED BY THE SECRETARY OF STATE. [] AMENDMENT IS TO BE EFFECTIVE, (MONTH, DAY, YEAR) (NOT TO BE LATER THAN THE 90TH DAY AFTER THE DATE THIS DOCUMENT IS FILED.) IF NEITHER BLOCK IS CHECKED, THE AMENDMENT WILL BE EFFECTIVE AT THE TIME OF FILING.

3. PLEASE INSERT ANY CHANGES THAT APPLY: A. PRINCIPAL ADDRESS: CITY STATE / COUNTY ZIP CODE B. REGISTERED AGENT C. REGISTERED ADDRESS: CITY TN STATE ZIP CODE COUNTY D. OTHER CHANGES: delete and replace Article V Sections (d) (e) and (f)

4. THE CORPORATION IS A NONPROFIT CORPORATION. 5. THE MANNER (IF NOT SET FORTH IN THE AMENDMENT) FOR IMPLEMENTATION OF ANY EXCHANGE, RECLASSIFICATION, OR CANCELLATION OF MEMBERSHIPS IS AS FOLLOWS: N/A

6. THE AMENDMENT WAS DULY ADOPTED ON July 27, 2005 (MONTH, DAY, YEAR) BY (Please mark the block that applies): [] THE INCORPORATORS WITHOUT MEMBER APPROVAL, AS SUCH WAS NOT REQUIRED. [X] THE BOARD OF DIRECTORS WITHOUT MEMBER APPROVAL, AS SUCH WAS NOT REQUIRED. [] THE MEMBERS

7. INDICATE WHICH OF THE FOLLOWING STATEMENTS APPLIES BY MARKING THE APPLICABLE BLOCK: [X] ADDITIONAL APPROVAL FOR THE AMENDMENT (AS PERMITTED BY §48-60-301 OF THE TENNESSEE NONPROFIT CORPORATION ACT) WAS NOT REQUIRED. [] ADDITIONAL APPROVAL FOR THE AMENDMENT WAS REQUIRED BY THE CHARTER AND WAS OBTAINED.

SIGNER'S CAPACITY: President and General Mgr. SIGNATURE: Rob Gordon DATE: 10/31/07 NAME OF SIGNER (TYPED OR PRINTED): Rob Gordon

**ARTICLES OF AMENDMENT TO THE CHARTER
OF
NASHVILLE PUBLIC RADIO**

Pursuant to the Section 48-60-105 of the Tennessee Nonprofit Corporation Act (the "Act"), the undersigned corporation adopts the following articles of amendment to its Charter:

1. The name of the corporation is NASHVILLE PUBLIC RADIO.
2. The amendment as adopted is:

The Charter of the corporation is amended by deleting Article V Sections (d), (e) and (f) in their entirety and replacing therefor the following:

Article V Section:

- (d) The persons appointed or elected to the First Full Board and subsequent boards will have a demonstrated interest in and commitment to public broadcast as it relates to the purposes of the corporation as articulated in Article III, section (b). The Corporation will endeavor to select directors in furtherance of the goal that the composition of the Board of Directors reflect the diversity of the community that the Corporation serves. Following the expiration of the terms of the members of the First Full Board, subsequent boards must ensure that at all times there will be one filled directorship that is appointed by the Public Library.
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3. The corporation is a not-for-profit corporation.
4. The amendment was duly adopted by the Board of Directors of the corporation on July 27, 2005. The approval of members was not required.

057.309

5. Approval of other persons pursuant to Section 48-60-301 of the Act was not required.

Dated this 27th day of July, 2005.

NASHVILLE PUBLIC RADIO

By: 
Carl Pedersen, Secretary

6157.1310

Secretary of State
Division of Business Services
312 Eighth Avenue North
6th Floor, William R. Snodgrass Tower
Nashville, Tennessee 37243

DATE: 11/14/07
REQUEST NUMBER: 6157-1308
TELEPHONE CONTACT: (615) 741-2286
FILE DATE/TIME: 11/14/07 0858
EFFECTIVE DATE/TIME: 11/14/07 1630
CONTROL NUMBER: 0308327

TO:
NASHVILLE PUBLIC RADIO
630 MAINSTREAM DR

NASHVILLE, TN 37228

RE:
NASHVILLE PUBLIC RADIO
ARTICLES OF AMENDMENT TO THE CHARTER

THIS WILL ACKNOWLEDGE THE FILING OF THE ATTACHED DOCUMENT WITH AN EFFECTIVE DATE AS INDICATED ABOVE.

WHEN CORRESPONDING WITH THIS OFFICE OR SUBMITTING DOCUMENTS FOR FILING, PLEASE REFER TO THE CORPORATION CONTROL NUMBER GIVEN ABOVE.

PLEASE BE ADVISED THAT THIS DOCUMENT MUST ALSO BE FILED IN THE OFFICE OF THE REGISTER OF DEEDS IN THE COUNTY WHEREIN A CORPORATION HAS ITS PRINCIPAL OFFICE IF SUCH PRINCIPAL OFFICE IS IN TENNESSEE.

FOR: ARTICLES OF AMENDMENT TO THE CHARTER

ON DATE: 11/14/07

FROM:
NASHVILLE PUBLIC RADIO
630 MAINSTREAM DR

NASHVILLE, TN 37228-1204

	FEE	
RECEIVED:	\$20.00	\$0.00
TOTAL PAYMENT RECEIVED:		\$20.00

RECEIPT NUMBER: 00004290671
ACCOUNT NUMBER: 00269841



SS-4458

A handwritten signature in black ink that reads 'Riley C. Darnell'.

RILEY C. DARNELL
SECRETARY OF STATE