

WNET.org

PROVISIONAL CHARTER

This Instrument Witnesseth That the Board of Regents for and on behalf of the Education Department of the State of New York at their meeting of April 15, 2008,

Voted, that

1. A provisional charter valid for a term of five years is granted incorporating James S. Tisch, Charlotte Nicholson Ackert, Ralph M. Baruch, Ann G. Tenebaum, Michael J. Wolf and their associates and successors as an education corporation under the corporate name of WNET.org, located in the city, county, and state of New York.
2. The purposes for which such corporation is formed are:
  - a. To foster the ideals of excellence, engagement, and education in all manner and media throughout the local communities served by the corporation beyond;
  - b. To acquire, construct and operate noncommercial educational radio and television stations, obtain and hold appropriate authorizations and licensures for the operation of said stations from State or Federal authorities, and participate in state, regional, and national educational networks;
  - c. To acquire, build, and operate other media platforms, including, but not limited to various forms of new and traditional media;
  - d. To create, acquire, and preserve content in all manner and media that inspires, celebrates imagination, facilitates informed discussion, supports the healthy development and education of children, explores history, science, humanities, and culture and arts, including but not limited to educational, entertaining and cultural programs, films, and recordings;
  - e. To distribute the corporation's content in all manner and media worldwide, whether on the corporation's platforms or through sale or license to any other persons, corporations, or organizations, whether commercial or noncommercial; and
  - f. To aid, assist, and work in conjunction with corporations, educational institutions, organizations, agencies, foundations, and individuals interested or engaged in any of the fields or purposes of the corporation, and generally to encourage and foster educational and cultural television, broadcasting and media.
3. The persons named as incorporators shall constitute the first board of trustees. The board shall have power to adopt bylaws, including therein provisions fixing the method of election and the term of office of trustees, and shall have power by vote of two-thirds of all the members of the board of trustees to change the number of trustees to be not more than fifty-five nor less than five.
4. The names and post office addresses of the first trustees are as follows:

James S. Tisch  
c/o WNET.org  
450 West 33<sup>rd</sup> Street  
New York, New York 10001

Charlotte Nicholson Ackert  
c/o WNET.org  
450 West 33<sup>rd</sup> Street  
New York, New York 10001

Ann G. Tenenbaum  
c/o WNET.org  
450 West 33<sup>rd</sup> Street  
New York, New York 10001

Dirk Ziff  
c/o WNET.org  
450 West 33<sup>rd</sup> Street  
New York, New York 10001

John P. Arnhold  
c/o WNET.org  
450 West 33<sup>rd</sup> Street  
New York, New York 10001

Ralph M. Baruch  
c/o WNET.org  
450 West 33<sup>rd</sup> Street  
New York, New York 10001

Michael J. Bertuch  
c/o WNET.org  
450 West 33<sup>rd</sup> Street  
New York, New York 10001

Meredith Brokaw  
c/o WNET.org  
450 West 33<sup>rd</sup> Street  
New York, New York 10001

Lisa Caputo  
c/o WNET.org  
450 West 33<sup>rd</sup> Street  
New York, New York 10001

Raymond G. Chambers  
c/o WNET.org  
450 West 33<sup>rd</sup> Street  
New York, New York 10001

Matthew T. Crosson  
c/o WNET.org  
450 West 33<sup>rd</sup> Street  
New York, New York 10001

Barry Diller  
c/o WNET.org  
450 West 33<sup>rd</sup> Street  
New York, New York 10001

James L. Dolan  
c/o WNET.org  
450 West 33<sup>rd</sup> Street  
New York, New York 10001

Nancy R. Douzinas  
c/o WNET.org  
450 West 33<sup>rd</sup> Street  
New York, New York 10001

Frances D. Fergusson  
c/o WNET.org  
450 West 33<sup>rd</sup> Street  
New York, New York 10001

Marina Kellen French  
c/o WNET.org  
450 West 33<sup>rd</sup> Street  
New York, New York 10001

James M. Goldrick  
c/o WNET.org  
450 West 33<sup>rd</sup> Street  
New York, New York 10001

Earl G. Graves, Jr.  
c/o WNET.org  
450 West 33<sup>rd</sup> Street  
New York, New York 10001

Edward Grebow  
c/o WNET.org  
450 West 33<sup>rd</sup> Street  
New York, New York 10001

Mark N. Kaplan  
c/o WNET.org  
450 West 33<sup>rd</sup> Street  
New York, New York 10001

Frederick W. Hill  
c/o WNET.org  
450 West 33<sup>rd</sup> Street  
New York, New York 10001

Betsy Laok  
c/o WNET.org  
450 West 33<sup>rd</sup> Street  
New York, New York 10001

David H. Koch  
c/o WNET.org  
450 West 33<sup>rd</sup> Street  
New York, New York 10001

Aerin Lauder  
c/o WNET.org  
450 West 33<sup>rd</sup> Street  
New York, New York 10001

Philip A. Laskaway  
c/o WNET.org  
450 West 33<sup>rd</sup> Street  
New York, New York 10001

Carol Sutton Lewis  
c/o WNET.org  
450 West 33<sup>rd</sup> Street  
New York, New York 10001

John A. Levin  
c/o WNET.org  
450 West 33<sup>rd</sup> Street  
New York, New York 10001

Nora McAniff  
c/o WNET.org  
450 West 33<sup>rd</sup> Street  
New York, New York 10001

Bette Bao Lord  
c/o WNET.org  
450 West 33<sup>rd</sup> Street  
New York, New York 10001

Cherly S. Milstein  
c/o WNET.org  
450 West 33<sup>rd</sup> Street  
New York, New York 10001

Thomas Moran  
c/o WNET.org  
450 West 33<sup>rd</sup> Street  
New York, New York 10001

Joshua L. Nash  
c/o WNET.org  
450 West 33<sup>rd</sup> Street  
New York, New York 10001

George D. O'Neill  
c/o WNET.org  
450 West 33<sup>rd</sup> Street  
New York, New York 10001

Steven Rattner  
c/o WNET.org  
450 West 33<sup>rd</sup> Street  
New York, New York 10001

Judith Resnick  
c/o WNET.org  
450 West 33<sup>rd</sup> Street  
New York, New York 10001

Shelley F. Rubin  
c/o WNET.org  
450 West 33<sup>rd</sup> Street  
New York, New York 10001

Geoffrey K. Sands  
c/o WNET.org  
450 West 33<sup>rd</sup> Street  
New York, New York 10001

Bernard L. Schwartz  
c/o WNET.org  
450 West 33<sup>rd</sup> Street  
New York, New York 10001

Eric Semler  
c/o WNET.org  
450 West 33<sup>rd</sup> Street  
New York, New York 10001

Barry R. Shapiro  
c/o WNET.org  
450 West 33<sup>rd</sup> Street  
New York, New York 10001

Daniel H. Stern  
c/o WNET.org  
450 West 33<sup>rd</sup> Street  
New York, New York 10001

A.J.C. Smith  
c/o WNET.org  
450 West 33<sup>rd</sup> Street  
New York, New York 10001

Lauren M. Tyler  
c/o WNET.org  
450 West 33<sup>rd</sup> Street  
New York, New York 10001

Leonard Tow  
c/o WNET.org  
450 West 33<sup>rd</sup> Street  
New York, New York 10001

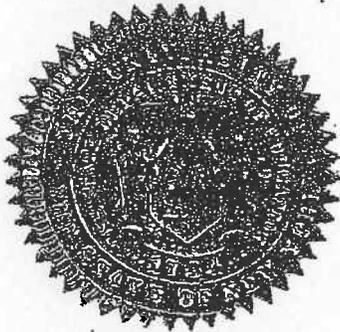
Claude Becker Wasserstein  
c/o WNET.org  
450 West 33<sup>rd</sup> Street  
New York, New York 10001

Rosalind P. Walker  
c/o WNET.org  
450 West 33<sup>rd</sup> Street  
New York, New York 10001

Michael Wolf  
c/o WNET.org  
450 West 33<sup>rd</sup> Street  
New York, New York 10001

5. The corporation hereby created shall be a nonstock corporation organized and operated exclusively for educational purposes, as defined in section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future Federal tax code), and no part of the net earnings or net income shall inure to the benefit of any member, trustee, director or officer of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation), and no member, trustee, director or officer of the corporation, or any private individual, shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the corporation.
6. Notwithstanding any other provision of these articles 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 1986 (or the corresponding provision of any future Federal tax code) or (b) by a corporation, contributions to which are deductible under section 170(e)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future Federal tax code).
7. No substantial part of the activities of the corporation shall be devoted to carrying on propaganda, or otherwise attempting to influence legislation, (except to the extent authorized by Internal Revenue Code section 501(h) as amended, or the corresponding provision of any future Federal tax code, during any fiscal year or years in which the corporation has chosen to utilize the benefits authorized by the statutory provision) and the corporation shall not participate in or intervene (including the publishing or distribution of statements) in any political campaign on behalf of or in opposition to any candidate for public office.
8. Upon dissolution of the corporation, the board of trustees shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of the remaining assets of the corporation exclusively for one or more exempt purposes, within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future Federal tax code), or shall distribute the same to the Federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by order of the Supreme Court of the State of New York in the judicial district where the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, organized and operated exclusively for such purposes, as said Court shall determine.

9. The principal office of the corporation shall be located at 450 West 33<sup>rd</sup> Street, New York, New York 10001.
10. The Commissioner of Education is designated as the representative of the corporation upon whom process in any action or proceeding against it may be served.
11. Such provisional charter will be made absolute if, within five years after the date when this charter is granted, the corporation shall acquire resources and equipment which are available for its use and support and which are sufficient and suitable for its chartered purposes in the judgment of the Regents of the University, and shall be maintaining an institution of educational usefulness and character satisfactory to the Regents. Prior to the expiration of said five-year period, an application for the extension of such provisional charter or for an absolute charter will be entertained by the Regents, but in the event that such application is not made, then at the expiration of said term of five years, and upon notice by the Regents, such provisional charter shall terminate and become void and shall be surrendered to the Regents.



Granted, April 15, 2008, by the Board of Regents of The University of the State of New York, for and on behalf of the State Education Department, and executed under the seal of said University and recorded as Number 24,534.

*Devin Bennett*  
Chancellor

*Richard P. Mills*  
President of the University and  
Commissioner of Education

The University of the State of New York  
Education Department



WNET  
AMENDMENT OF CHARTER

This Instrument Witnesseth That the Board of Regents for and on behalf of the Education Department of the State of New York at their meeting of June 21, 2011,

An application having been made by and on behalf of the trustees of WNET.org, for an amendment of its charter, it was

Voted, that the provisional charter of WNET.org, located in the city, county, and state of New York, which was granted by action of the Board of Regents on April 15, 2008 be and the same hereby is, amended to change the corporate name to WNET; to change the corporate address to 825 8<sup>th</sup> Avenue, New York, New York 10019; and to restate paragraph three in its entirety as follows:

“The persons named as incorporators shall constitute the first board of trustees. The board shall have the power to adopt bylaws, including therein provisions fixing the method of election and the term of office of trustees, and shall have power by vote of a majority of all the members of the board of trustees then in office to change the number of trustees to be not more than fifty-five nor less than five.”

“Except as otherwise provided by law, if the total number of trustees is more than fifteen (15), then the presence in person of a least five (5) trustees plus one additional trustee for every ten (10) trustees (or fraction thereof) in excess of fifteen will be necessary and sufficient to constitute a quorum. If the total number of trustees is fifteen (15) or less, the presence in person of one-third of such number of trustees will be necessary and sufficient to constitute a quorum.”



Granted, June 21, 2011, by the Board of Regents of The University of the State of New York, for and on behalf of the State Education Department, and executed under the seal of said University and recorded as Number 25,390.

*Meryl A. Liche*

Chancellor

*John B. G. G.*

President of the University and  
Commissioner of Education