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TWIN CITIES PUBLIC TELEVISION, INC.

Articles of Amendment of

Articles of Incorporation

The undersigned, being the Chairperson of Twin Cities Public Television, Inc., a Minnesota nonprofit corporation subject to the provisions of Minnesota Statutes, Chapter 317A, does hereby certify that the Restated Articles of Incorporation of Twin Cities Public Television, Inc. attached hereto have been duly adopted in their entirety under and in accordance with the provisions of Minnesota Statutes, Chapter 317A, and the Articles of Incorporation and Bylaws of the corporation, and that said Restated Articles of Incorporation supersede and take the place of the heretofore existing Articles of Incorporation of the corporation.

Date: September 19, 1997

Steven R. Crady

MI:0279708.01

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RESTATED ARTICLES OF INCORPORATION
OF
TWIN CITIES PUBLIC TELEVISION, INC.

ARTICLE I

The name of this corporation shall be:
Twin Cities Public Television, Inc.

ARTICLE II

This corporation is organized and shall be operated exclusively for charitable and educational purposes, and in connection therewith, to create and distribute quality educational and cultural television programming and other goods and services, and to operate and maintain non-commercial educational broadcast stations and related facilities, systems and networks. All the powers of this corporation shall be exercised only so that this corporation's operations shall be exclusively within the contemplation of Section 501(c)(3) of the Internal Revenue Code. All references in these Articles of Incorporation to sections of the Internal Revenue Code are to the Internal Revenue Code of 1986 and include any provisions thereof adopted by future amendments thereto and any cognate provisions in future Internal Revenue Codes to the extent such provisions are applicable to this corporation.

ARTICLE III

This corporation shall not afford pecuniary gain, incidentally or otherwise, to its members, if any. No part of the net income or net earnings of this corporation shall inure to the benefit of any member, private shareholder or individual. Except as permitted by Minnesota Statutes, Section 317A.501, this corporation shall not lend any of its assets to or guarantee the obligation of any officer, Trustee, or employee of this corporation, or a member of the family of such a person. Nothing herein shall be construed to establish or prohibit the payment of reasonable compensation to any person for services actually rendered by such person to this corporation.

ARTICLE IV

No substantial part of the activities of this corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation. This 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.

ARTICLE V

The period of duration of this corporation's existence shall be perpetual.

ARTICLE VI

The registered office of this corporation shall be located at 172 East Fourth Street, Saint Paul, Minnesota 55101.

ARTICLE VII

This corporation shall not have members with voting rights. The Board of Trustees may establish one or more classes of non-voting members upon such conditions and terms as it from time to time deems appropriate.

ARTICLE VIII

The management of the business of this corporation shall be under the direction of a Board of Trustees. The number, term of office, powers, authority and duties of members of the Board of Trustees, the time and place of their meetings, and such other regulations with respect to them as are not inconsistent with the express provisions of these Articles of Incorporation shall be as specified from time to time in the Bylaws of this corporation. Each member of the Board of Trustees shall serve as a representative of the public at large and not as a representative of any institution or group of citizens with which he or she may be affiliated. Any action required or permitted to be taken at a meeting of the Board of Trustees may be taken by written action signed by the number of Trustees that would be required to take the same action at a meeting of the Board of Trustees at which all Trustees were present. All Trustees shall be notified immediately of the text and effective date of any such written action that is duly taken.

ARTICLE IX

This corporation shall have no capital stock.

ARTICLE X

The Trustees and officers of this corporation shall not be personally liable for the debts or obligations of this corporation of any nature whatsoever, nor shall any of the property of the Trustees or officers be subject to the payment of the debts or obligations of this corporation to any extent whatsoever.

ARTICLE XI

These Articles of Incorporation may be amended from time to time in the manner provided by law.

ARTICLE XII

This corporation may be dissolved in accordance with the laws of the State of Minnesota. In the event of the dissolution of this corporation any surplus property remaining after the payment of its debts shall be disposed of by transfer to one or more corporations, associations, institutions, trusts, or foundations organized and operated for one or more of the purposes of this corporation, and described in Section 501(c)(3) of the Internal Revenue Code of 1986, in such proportions as the Board of Trustees of this corporation shall determine. Notwithstanding any provision herein to the contrary, nothing herein shall be construed to affect the disposition of property and assets held by this corporation upon trust or other condition, or subject to any executory or special limitation, and such property, upon dissolution of this corporation, shall be transferred in accordance with the trust, condition or limitation imposed with respect to it.

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9/18/97

STATE OF MINNESOTA
DEPARTMENT OF STATE
FILED

SEP 26 1997

Joan Anderson Howe
Secretary of State

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