

STATE OF VERMONT
OFFICE OF SECRETARY OF STATE

The Office of Secretary of State hereby grants a

Certificate of Incorporation

to

VERMONT PUBLIC CO.

A Vermont Domestic Non-profit Corporation, effective September 08, 2020



September 08, 2020

Given under my hand and the seal
of the State of Vermont, at
Montpelier, the State Capital



James C. Condos

James C. Condos
Secretary of State

Business ID: 0377002
Filing Number: 0002697178



**VERMONT SECRETARY OF STATE
Corporations Division**

MAILING ADDRESS: Vermont Secretary of State, 128 State Street, Montpelier, VT 05633-1104
DELIVERY ADDRESS: Vermont Secretary of State, 128 State Street, Montpelier, VT 05633-1104
PHONE: 802-828-2386 WEBSITE: sos.vermont.gov

ARTICLES OF INCORPORATION

****ELECTRONICALLY FILED****

FILING NUMBER: 0002697178

FILING DATE: 9/8/2020

EFFECTIVE DATE: 9/8/2020

BUSINESS INFORMATION	
BUSINESS ID	0377002
BUSINESS NAME	VERMONT PUBLIC CO.
BUSINESS TYPE	Domestic Non-profit Corporation
BUSINESS DESCRIPTION	This a Charitable Organization, Church or Religious Organization, or Private Foundation (as defined by IRS Code 501(c)(3) for federal tax exemption) formed for the purpose of charitable, religious, educational, scientific, literary, testing for public safety, fostering national or international amateur sports competition, or preventing cruelty to children or animals and will not be participating in political activity as defined in sections 501(c)(4) (for Action Organizations) or 527 (for Political Organizations) of the IRS Code.
BUSINESS EMAIL	cbaggott@dinse.com

STATUS AS A MEMBER ORGANIZATION
This corporation is not a member organization

BENEFIT TYPE
This is a public benefit non-profit corporation

PRINCIPAL OFFICE PHYSICAL ADDRESS			
STREET ADDRESS	209 Battery St ,	CITY	Burlington
STATE	Vermont	ZIP CODE	05401
COUNTRY	United States		

PRINCIPAL OFFICE MAILING ADDRESS			
ADDRESS	209 Battery St ,	CITY	Burlington
STATE	Vermont	ZIP CODE	05401
COUNTRY	United States		

Incorporator Information		
NAME	PHYSICAL ADDRESS	MAILING ADDRESS
Dinse P.C.	209 BATTERY STREET, Burlington, VT, 05401, USA	209 BATTERY STREET, Burlington, VT, 05401, USA

AGENT INFORMATION		
NAME	PHYSICAL ADDRESS	MAILING ADDRESS
Dinse P.C.	209 BATTERY STREET, BURLINGTON, VT, 05401, USA	209 BATTERY STREET, BURLINGTON, VT, 05401, USA

OTHER PROVISIONS	
FILE NAME	DESCRIPTION
Articles of Incorporation of Vermont Public Co. - 9-8-2020 Filing Copy (B2233210xA047C) (B2233250xA0)	

AUTHORIZER INFORMATION	
AUTHORIZER SIGNATURE	Cara Baggott
AUTHORIZER TITLE	Administrator

ARTICLES OF INCORPORATION

OF

VERMONT PUBLIC CO.

(A PUBLIC BENEFIT NONPROFIT CORPORATION)

FIRST: The name of the corporation shall be Vermont Public Co.

SECOND: This corporation is a public benefit corporation.

THIRD: The address of the initial registered office of the corporation shall be 209 Battery Street, Burlington, Vermont 05401, and the initial registered agent at such office shall be Dinse P.C.

FOURTH: The name and address of each incorporator of the corporation is as follows:

Brian R. Murphy
Dinse P.C.
209 Battery Street
Burlington, Vermont 05401

FIFTH: The corporation will not have members.

SIXTH: The corporation is organized and shall be operated exclusively for charitable, educational, literary, and scientific purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986. Within the limitations established by the preceding sentence and in furtherance of such tax-exempt purposes, the corporation shall engage in one or more of the following activities, and may do any and all other acts and things and exercise any and all other rights and powers which may be reasonably necessary, incidental, desirable or expedient in the accomplishment of its charitable, educational, literary, and scientific purposes, including for such purposes the making of distributions of property or cash to governmental units and organizations that qualify as exempt organizations under Section 501(c) of the Internal Revenue Code:

- (i) Produce, provide, and broadcast, without commercial interruption, a broad range of cultural, artistic, instructional, educational, civic, and scientific public media programming and services, which are informative, enriching, and engaging in order to enhance and cultivate civic engagement and the cultural and educational opportunities of the people of Vermont and its surrounding areas;
- (ii) Establish and/or expand a forum within Vermont and its surrounding areas

which serves to: (1) foster public dialogue and civic engagement of the broader community in analysis and problem-solving related to critical local, state, and national issues and (2) inform the American civil discourse essential to the free exchange of ideas and the maintenance of an open and democratic American society;

- (iii) Advance the aims of the Public Broadcasting Act of 1967 by (1) using public media and journalism for instructional, educational, and cultural purposes, (2) establishing a source of alternative telecommunications services for the people within its geographic and digital purview, (3) developing and distributing high-quality, noncommercial content with particular attention to the needs and interests of children, core public media communities, diverse audiences, and underserved communities, and (4) encouraging the development of public media programming and journalism which demonstrates creative risk-taking rooted in educational and artistic endeavors;
- (iv) Educate and provide instruction to the community and general public on, and increase public awareness of, subjects that are useful to the individual and beneficial to the community at large, and provide instruction to individuals for the purpose of improving or developing their capabilities by, among other things: (A) providing reporting on matters vital to the public interest, (B) sponsoring educational discussions, forums, lectures, and panels on important community matters, (C) engaging in activities that assist individuals in making informed decisions about issues that affect their lives, and (D) improving learning outcomes for children, minorities, and underserved populations;
- (v) Educate the public by promoting arts and culture through the production and broadcast of diverse artistic and cultural educational opportunities of the Vermont community at large;
- (vi) Strengthen the intellectual environment of Vermont and its surrounding areas by: (1) acting as a trusted source of instructional and informational material regarding important issues of public interest and (2) disseminating such material to the general public;
- (vii) Produce and deliver quality, factual, and reliable media in all of its forms (including but not limited to television and radio programs) to inform and engage the public across the geographic, socioeconomic, and political spectrum of the community at large within Vermont and the surrounding areas; and
- (viii) Hold, maintain, and operate broadcast licenses issued by the Federal Communications Commission in furtherance of any of the activities described in this Article SIXTH.

All section references in these Articles of Incorporation refer to the Internal Revenue

Code of 1986, 26 U.S.C., and comparable provisions of later law. Subject to the foregoing, the corporation shall be permitted to engage in any lawful act or activity for which corporations may be organized under the Vermont Nonprofit Corporation Act.

SEVENTH: No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its directors, officers, or other private persons except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article SIXTH hereof.

EIGHTH: No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (it being acknowledged, however, that the corporation may make, as well as revoke, a section 501(h) election), and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of (or in opposition to) any candidate for public office. Notwithstanding any other provision of these Articles of Incorporation, 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 (or corresponding section of any future federal tax code) or (b) by a corporation contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code (or corresponding section of any future federal tax code).

NINTH: Upon the dissolution and liquidation of the corporation, the net assets of the corporation shall be distributed to one or more organizations (or to a governmental unit exclusively for a public purpose) selected by the directors which are exempt from federal income tax by reason of being described in section 501(c)(3) and which best promote the purposes of the corporation, subject to the restriction that no distribution will be made which would subject the corporation to any termination tax. Any 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 described in section 501(c)(3) and are organized and operated exclusively for purposes which best promote the purposes of this corporation.

TENTH: (A) Subject to the restrictions imposed by section 8.51(d) of the Vermont Nonprofit Corporation Act (enumerating proceedings for which indemnification may not be made), the corporation shall indemnify any individual made a party to a proceeding because the individual is or was a director of the corporation against liability incurred in the proceeding if the individual meets the requirements of section 8.51 of the Vermont Nonprofit Corporation Act (or the corresponding section of any future Vermont statute).

(B) The corporation shall pay for or reimburse the reasonable expenses incurred by a director who is a party to a proceeding in advance of final disposition of the proceeding if the director meets the requirements of section 8.53 of the Vermont Nonprofit Corporation Act (or the corresponding section of any future Vermont statute).

(C) The right of indemnification and reimbursement provided by this Article TENTH shall continue as to a person who has ceased to be a director and shall inure to the benefit of the heirs, executors and administrators of such person.

(D) The right of indemnification provided by this Article TENTH shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any law (including, but not limited to, section 8.52 of the Vermont Nonprofit Corporation Act), bylaw, agreement, vote of disinterested directors or otherwise, as to action in his or her official capacity, and shall continue as to a person who has ceased to be such director and shall inure to the benefit of the heirs, executors and administrators of such person.

(E) The right of indemnification provided by this Article TENTH shall be deemed to be a contract between this corporation and each director of this corporation who serves in such capacity, as to action in his or her official capacity, at any time while this Article TENTH and the relevant provisions of the Vermont Nonprofit Corporation Act and other applicable law, if any, are in effect, and any repeal or modification thereof shall not affect any rights or obligations then existing with respect to any state of facts then or theretofore existing or any action, suit or proceeding theretofore or thereafter brought or threatened based in whole or in part upon any such state of facts.

(F) The corporation shall indemnify and advance expenses to any officer of the corporation who is not a director to the same extent as a director.

ELEVENTH: (A) In the event that the corporation should be determined to be a private foundation as defined in section 509(a) of the Internal Revenue Code, the corporation will act or refrain from acting so as not to subject itself to the taxes under section 4941 on self-dealing, to the taxes under section 4943 on excess business holdings, to the taxes under section 4944 on investments which jeopardize charitable purpose, and to the taxes under section 4945 on taxable expenditures.

(B) In the event that the corporation should be determined to be a private foundation but not to be an operating foundation as defined in section 4942(j)(3), the corporation will also act or refrain from acting so as not to subject itself to the taxes under section 4942 on failure to distribute income.

TWELFTH: The Corporation reserves the right to restate these Articles of Incorporation and to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by law, and all rights and powers conferred herein are subject to this reserved power.

THE UNDERSIGNED, being the sole incorporator, for the purpose of forming a corporation pursuant to the Vermont Nonprofit Corporation Act, does hereby make and file these Articles of Incorporation this 8th day of September, 2020.



Brian R. Murphy, Incorporator