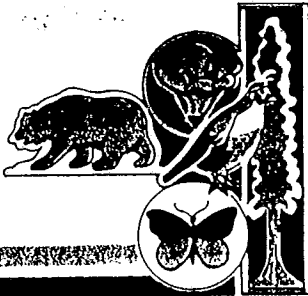


A421967



State of California

OFFICE OF THE SECRETARY OF STATE

CORPORATION DIVISION

I, *MARCH FONG EU*, Secretary of State of the State of California, hereby certify:

That the annexed transcript has been compared with the corporate record on file in this office, of which it purports to be a copy, and that same is full, true and correct.

IN WITNESS WHEREOF, I execute
this certificate and affix the Great
Seal of the State of California this

AUG 20 1992



March Fong Eu

Secretary of State

A421967

July 24, 1992

CERTIFICATE OF AMENDMENT

March Fong Eu
Secretary of State
1230 J Street
Sacramento, CA 95814

ENCLOSED
FILED
In the Office of the Secretary of State
of the State of California

Re: Rural California Broadcasting Corporation;
Corporate #1015664; Certificate of Amendment of
Articles of Incorporation

AUG 13 1992

MARCHFONGEU, Secretary of State

To Office of Secretary of State:

Marc Libarle and Mary Hermans, the undersigned, are the president and treasurer, respectively, of Rural California Broadcasting Corporation, and desire to amend the Articles of Incorporation as prescribed by section 5810 et seq. of the Non-Profit Public Benefit Corporation Law of the state of California.

1. On May 20, 1992, a meeting for the Board of Directors of Rural California Broadcasting Corporation was duly held at 5850 La Bath Avenue, Rohnert Park, County of Sonoma, State of California. At the meeting the following resolution was adopted:

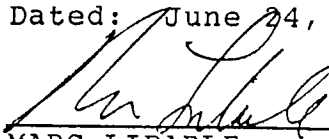
Resolved that Article I of the Articles of Incorporation of Rural California Broadcasting Corporation be amended to read as follows:

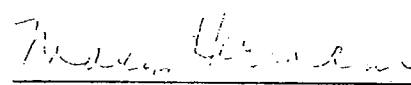
The name of this corporation is Rural California Broadcasting Corporation (KRCB).

2. Rural California Broadcasting Corporation has no members and therefore there is no required vote of the members for this amendment.

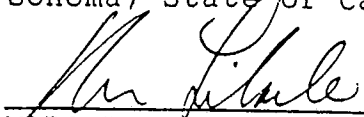
3. The amendment is allowed by the bylaws of Rural California Broadcasting Corporation and the amendment was approved by unanimous vote of the Board of Directors of Rural California Broadcasting Corporation.

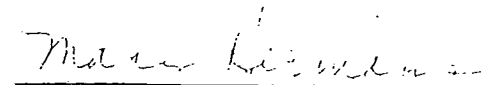
Dated: June 24, 1992

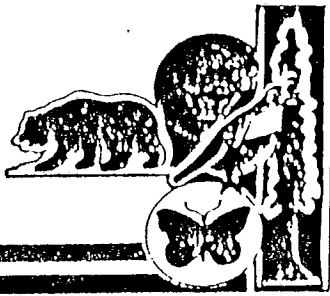

MARC LIBARLE
President


MARY HERMANS
Treasurer

Each of the undersigned declares under penalty of perjury that the matters set forth in the above certificate are true and correct. Executed on June 23, 1992, in the city of Rohnert Park, County of Sonoma, State of California.


MARC LIBARLE
President


MARY HERMANS
Treasurer



State
of
California

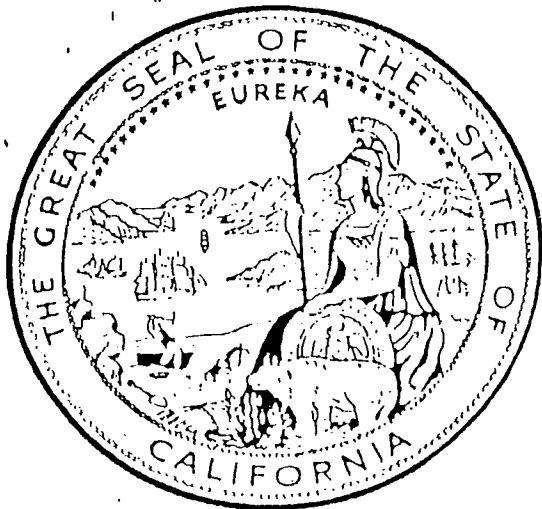
OFFICE OF THE SECRETARY OF STATE

I, *MARCH FONG EU*, Secretary of State of the State of California, hereby certify:

That the annexed transcript was prepared by and in this office from the record on file, of which it purports to be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I execute
this certificate and affix the Great
Seal of the State of California this

MAR 27 1987



March Fong Eu

Secretary of State

1015664

ARTICLES OF INCORPORATION
OF
RURAL CALIFORNIA BROADCASTING CORPORATION

ENDORSE
FILED
In the office of the Secretary
of the State of California
JAN 19 1981
MARCH FONG EU, Secretary of
Gloria J. Carroll
Deputy

I

The name of this corporation is RURAL CALIFORNIA BROADCASTING CORPORATION.

II

- A. This corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for charitable purposes.
- B. The specific purpose of this corporation is to operate a non-commercial, educational television station serving all or parts of Sonoma, Marin, Napa, Lake, Solano, and Mendocino counties.

III

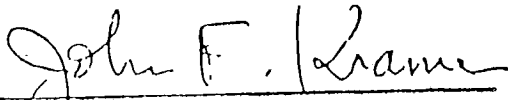
The name and address in the State of California of this corporation's initial agent for service of process is: John Kramer, Sonoma State University, Institute for Applied Policy Research, Rohnert Park, California 94928.

IV


- A. This corporation is organized and operated exclusively for educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.
- B. 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 or (b) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.
- C. No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office.

The property of this corporation is irrevocably dedicated to educational and public broadcasting purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private person. Upon the dissolution or winding up of the corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for educational purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code.

Dated: 1-9-81


John F. Kramer

I hereby declare that I am the person who executed the foregoing Articles of Incorporation, which execution is my act and deed.


John F. Kramer

22

KRCB TV
Community Public Television
for the North Bay
P.O. Box 2438
Rohnert Park, CA 94928
(707) 885-8522



CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION

101266
A
'A330013

FILED
In the Office of the Secretary of State
of the State of California

MAR 11 1987

March Fong
MARCH FONG EU, Secretary of State

LERoy. LOUNIBOS and BILL CHASTAIN JR. certify that:

1. They are the president and the secretary, respectively, of Rural California Broadcasting Corporation, a California Corporation.
2. Article IV A. of the Articles of Incorporation of this corporation is amended to read as follows:

This corporation is organized and operated exclusively for charitable and educational purposes within the meaning of Section 501(c) (3) of the Internal Revenue Code.

Article V of the Articles of Incorporation of this corporation is amended to read as follows:

The property of this corporation is irrevocably dedicated to charitable and educational purposes meeting the requirements for exemption provided by Section 214 of the Revenue and Taxation Code and no part of the net income or assets of this organization shall inure to the benefit of any private persons. Upon the dissolution or winding up of the corporation its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation, shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for charitable and educational purposes meeting the requirements for exemption provided by Section 214 of the Revenue and Taxation Code and which has established its tax exempt status under Section 501(c) (3) of the Internal Revenue Code.

3. The foregoing amendment of Articles of Incorporation has been duly approved by the Board of Directors.
4. The Corporation has no members. We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Date: March 4, 1987

Leroy Loumbas, President

Bill Chastain, Jr., Secretary

CERTIFICATE OF AMENDMENT

OF

ARTICLES OF INCORPORATION

MARC LIBARLE and GARY LESTER certify that:

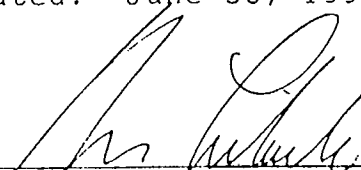
1. They are the president and vice-president respectively, of Rural California Broadcasting Corporation, a California Corporation.
2. Article I of the Articles of Incorporation of this corporation is amended to read as follows:

The name of this corporation is Rural California Broadcasting Corporation (KRCB).

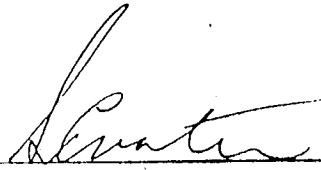
3. Article II B. of the Articles of Incorporation of this corporation is amended to read as follows:

The specific purpose of this corporation is to operate a non-commercial, educational television station or other broadcast facility serving all or parts of Sonoma, Marin, Napa, Lake, Solano, and Mendocino counties.

Dated: June 30, 1992



MARC LIBARLE
President



GARY LESTER
Vice-President