

**RESTATED ARTICLES OF INCORPORATION**  
**OF**  
**KTOO PUBLIC MEDIA**

Pursuant to the provisions of the Alaska Corporations Code, the undersigned corporation hereby restates its Articles of Incorporation. The following Restated Articles correctly set out the provisions as amended up to this time. The Restated Articles supersede the original Articles of Incorporation and all amendments and restatements thereof. The Restated Articles reflect a name change. The Restated Articles of Incorporation of KTOO Public Media adopted by the corporation are as follows:

**ARTICLE I - NAME**

The name of the corporation is KTOO PUBLIC MEDIA.

**ARTICLE II - DURATION**

The period of its duration is perpetual.

**ARTICLE III - PURPOSE**

The corporation is a nonprofit corporation. The purposes for which the corporation is organized shall be:

- A. To construct and operate nonprofit educational broadcasting facilities in order to provide a broad base of educational, cultural, and informative programming as prescribed by the Federal Communications Commission;
- B. To operate exclusively for charitable, scientific, literary or educational purposes, including but not limited to receiving, holding and using contributions for the purposes of said corporation; and
- C. To have and to exercise general powers specified in AS 10.20.011, as now in force or afterwards amended.

#### **ARTICLE IV – PLACE OF BUSINESS**

The principal place of transacting business shall be at Juneau, Alaska.

#### **ARTICLE V – REGISTERED AGENT**

The registered agent of the corporation shall be Justin Shoman and the address of the registered office of the corporation shall be 360 Egan Drive, Juneau, Alaska. The name of the registered agent of the corporation may be changed from time to time by resolution of the Board of Directors at a regular meeting of the Board.

#### **ARTICLE VI - MEMBERS**

This corporation shall be composed of members rather than shareholders and shall not issue stock. The conditions and regulations of membership shall be determined and fixed by the Bylaws of the corporation.

#### **ARTICLE VII - MEMBERSHIP**

Any person may become a member of the corporation by paying the membership dues and satisfying the qualifications for members prescribed in the Bylaws. Members shall have no rights to vote for the election of directors and the directors shall have sole voting power.

#### **ARTICLE VIII – BOARD OF DIRECTORS**

The affairs of this corporation shall be managed by a board of directors, with the initial board consisting of seven members and later board size to be determined by the board as provided in the Bylaws.

## **ARTICLE IX – OPEN MEETINGS**

All meetings of the Board of Directors and all meetings of the members, whether regular or special, shall be conducted in conformance with the provisions of the Alaska Open Meeting Act as currently codified in AS 44.62.310 regarding public meetings as if the corporation were a public entity subject to that Act. Any action taken at any meeting of the Board of Directors or of the members that is not a public meeting shall be void.

## **ARTICLE X - DISSOLUTION**

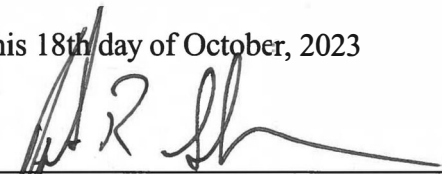
Upon dissolution of the corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation, shall be distributed to a nonprofit fund, foundation or corporation that is organized and operated exclusively for charitable, educational or scientific purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

## **ARTICLE XI – DIRECTOR LIABILITY**

The personal liability of the directors to the corporation for monetary damages are limited or eliminated to the fullest extent permitted by law. This provision does not eliminate the liability of a director for: a) a breach of the duty of loyalty to the corporation; b) acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law; or c) a transaction from which the director derives an improper personal benefit.

The foregoing Restated Articles of Incorporation correctly set forth without change the corresponding provisions of the Articles of Incorporation as heretofore amended and supersede the original Articles of Incorporation and all amendments thereto.

Dated this 18<sup>th</sup> day of October, 2023

By:   
Justin Shoman, President

By:   
Tracey Ricker, Secretary

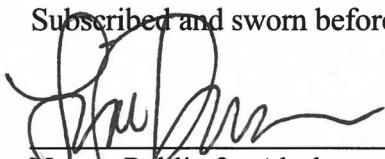
VERIFICATION

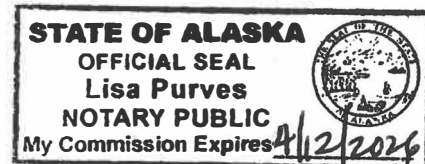
STATE OF ALASKA                    )  
  )  
FIRST JUDICIAL DISTRICT        ) ss:

Justin Shoman, being duly sworn upon oath, deposes and says:

That s/he is the President of KTOO Public Media that s/he has read the foregoing Restated Articles of Incorporation, knows the contents thereof, and states that they are true and correct to the best of his/her information and belief

Subscribed and sworn before me this 18<sup>th</sup> day of October, 2023

  
Notary Public for Alaska  
My commission expires: 4/12/2026

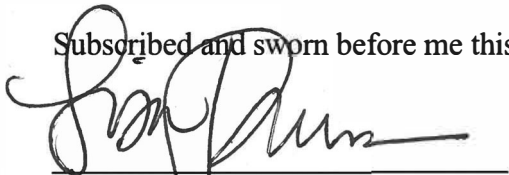


STATE OF ALASKA            )  
  )  
FIRST JUDICIAL DISTRICT    ) ss:

Tracey Ricker, being duly sworn upon oath, deposes and says:

That s/he is the Secretary of KTOO Public Media, that s/he has read the foregoing Restated Articles of Incorporation, knows the contents thereof, and states that they are true and correct to the best of his/her information and belief

Subscribed and sworn before me this 18<sup>th</sup> day of October, 2023



Notary Public for Alaska  
My commission expires: 4/12/2026

