

Page 1

NE Sec of State John A. Gale CORP - A
9000059747 - Page 1 of 4
SUNRISE COMMUNICATIONS, INC.
Filed: 06/21/2013 03:39:39 PM

Restated Articles of Incorporation**Know All Persons By These Presents:**

That these revised Articles of Incorporation supersede the original Articles of Incorporation and amendments thereto. They were adopted by a sufficient vote of the Board of Directors after due notice at the June 19, 2013 meeting of the Board of Directors, at which a quorum was present. The undersigned officers represent that Sunrise Communications, Inc., is and continues to be a nonprofit corporation subject to Chapter 21, Article 19 of The Nebraska Revised Statutes, known as the Nebraska Nonprofit Corporation Act, as now existing or hereafter amended.

I. Name of Corporation

The name of the Corporation is Sunrise Communications, Inc.

II. Period of Duration

Perpetual

III. Purpose of Corporation

- A) The purpose of Sunrise Communications, Inc. shall be to create and operate noncommercial, community owned public radio to inform, entertain, educate and promote the free flow of ideas. Its goal is to increase ethnic and cultural awareness through diverse music, news and public affairs programming while striving for spontaneity and programming excellence both in content and technique. The Corporation is authorized to engage in all activities not prohibited to it by statute. This corporation is a public benefit corporation.

Tax Status

- B) The Corporation shall be operated exclusively for educational purposes and no substantial part of its activities shall consist of carrying on propaganda or otherwise attempting to influence legislation or otherwise engage in any activity prohibited to a corporation qualified under section 501(c)(3) of the Internal Revenue Code as it presently exists or may hereafter be amended. The Corporation shall not participate or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

Page 2**IV. Internal Affairs of the Corporation**

In furtherance of and not in limitation of the powers conferred by statute, the following provisions shall regulate the internal affairs of the Corporation:

- A) The Corporation shall not have members as defined by the Nebraska Nonprofit Corporation Act as now existing or hereafter amended. The Corporation may refer to certain persons as "members" for purposes of affiliation, contributions or otherwise, but such persons shall not be deemed members as defined by the Nebraska Nonprofit Corporation Act as now existing or hereafter amended.

Bylaws

- B) Bylaws, being the code of rules adopted for regulation or management of the Corporation, shall contain provisions for same not inconsistent with law or these Articles of Incorporation. The power to alter, amend or repeal the Bylaws or adopt new Bylaws shall be vested in the Board of Directors in accordance with the Bylaws and policies established by the Board of Directors.

Board of Directors

- C) The Board of Directors is the group of persons vested with the management of the affairs of the Corporation. The time, place and manner of selection of the Board of Directors shall be as now existing in the Bylaws or as may hereafter be amended and may be altered as therein provided. The Directors shall be responsible for the business and the property, provide for the operation of facilities and determine Corporation policy consistent with the purpose of the Corporation (See Article III). Nothing contained herein shall prevent the Board of Directors from delegating any management responsibility.
- D) The Board of Directors shall be comprised of a minimum of three (3) persons. In addition, the Board of Directors shall include the Administrator, known as the General Manager, as a non-voting, ex-officio Director. No other limitation shall be placed on Board eligibility except as provided by Federal regulations governing a broadcast license.
- E) Any Director may be disqualified if the remaining Directors, by a two-third (2/3) majority vote, determine that the interests of the Corporation shall be served thereby; or may be recalled in accordance with the Bylaws.
- F) If a vacancy occurs in the Board of Directors by reason of resignation, incapacity, death, disqualification or recall, such vacancy shall be filled in accordance with the Bylaws.

Page 3**Indemnification**

- G) The private property of donors, contributors, Directors, volunteers, or employees shall not be subject to the payment of the Corporate debts or obligations, nor will any donor, contributor, Director, volunteer, or employee be subject to any assessment other than the payment of pledged or contracted amounts as set forth in the Bylaws.
- H) No part of the 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 III hereof.

V. Registered Office and Registered Agent

The street address of the registered office of the Corporation is 3534 South 48th Street, Suite 6, Lincoln, Nebraska, 68506; and the name of the registered agent at such address is Catherine Behrns. The Corporation's principal office is 3534 South 48th Street, Suite 6, Lincoln, Nebraska.

VI. Annual Meeting

The Annual Meeting of the Board of Directors shall be held at such time and place as provided in the Bylaws.

VII. Distribution of Assets

- A) Action taken by the Board of Directors which affects control of any broadcast license held by Sunrise Communications, Inc., must be approved or ratified by a two-thirds (2/3) majority of the Board of Directors in accordance with the Bylaws and Board of Directors policy.
- B) In the event of dissolution or final liquidation, whether voluntary or involuntary, the balance, if any, of money received by the Corporation from its operations after payment in full of all debts and obligations, shall be distributed to any non-profit corporation exempt under the provisions of Section 501(c)(3) of the Internal Revenue Code as it now exists or may be hereafter be amended, as may be selected by the Board of Directors of the Corporation in accordance with the Bylaws or Board of Directors policy.

Page 4

- VIII. These articles may be revised in their entirety, to supersede the existing Articles, and provisions may be amended, revoked, replaced or revised upon receiving at least two-thirds (2/3) of the vote of the Board of Directors present at a duly called meeting.

IN WITNESS HEREOF, the undersigned has executed this document this 19th day of June, 2013.



Chair, Board of Directors