

(PROPOSED)  
ARTICLES OF AMENDMENT  
TO THE  
ARTICLES OF INCORPORATION  
OF

MICHIANA PUBLIC BROADCASTING CORPORATION

The undersigned president and secretary of Michiana Public Broadcasting Corporation, an Indiana Not-for-Profit Corporation which became a body corporate on June 16, 1968, as a foundation under the provisions of and in accordance with Chapter 246 of the Acts of the General Assembly of Indiana for 1921, as amended, now desiring to accept, in behalf of the Corporation, all provisions of the Indiana Not-for-Profit Corporation Act of 1971, as amended, I.C. 23-7-1.1, do therefore adopt, execute and acknowledge the following Articles of Amendment to the Articles of Incorporation of Michiana Public Broadcasting Corporation:

ARTICLE I

Name

The name of the Corporation is "Michiana Public Broadcasting Corporation."

ARTICLE II

Purposes, Powers, Restrictions

Section 1. Purposes. The purpose or purposes for which the Corporation is formed are:

(a) General Purpose

The Corporation is a not-for-profit educational television broadcasting station organized to serve the people of the Northern Indiana-Southwestern Michigan regional community in a manner consistent with the provisions of I.C. 23-7-1.1, Section 501(c)(3) of the Internal Revenue Code and other relevant law, having as its general purpose to support the broadcasting of educational, cultural, and children's programs as well as public information and entertainment.

(b) Non-Profit Purposes

i) The Corporation is organized and operates exclusively for religious, charitable, scientific, literacy, or educational purposes and is not organized for profit, all within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"). No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to any private shareholder or individual.

ii) The Corporation shall not engage in carrying on propaganda, or otherwise attempting, to influence legislation, and the 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. The Corporation shall not be operated as a social club for benefit, pleasure or recreation of its Members.

iii) Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any activities nor exercise any power or authority

in any manner for any purpose whatsoever which may jeopardize the status of the Corporation as an exempt organization under Section 501(c)(3) of the Code, or any corresponding provisions of any subsequent federal tax laws.

iv) Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner or to such organization or organizations organized and operated exclusively for educational or similar purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code, or any corresponding provisions of any subsequent federal tax laws.

Section 2. Powers and Restrictions. In furtherance of the purposes hereinabove set forth and subject to any limitation or restriction imposed by the Indiana Not-for-Profit Corporation Act of 1971, as amended (Indiana Code 23-7-1.1), any other law or these Articles of Incorporation, the Corporation shall have all the general rights, privileges and powers granted to corporations by the Indiana Not-for-Profit Corporation Act of 1971, as amended (Indiana Code 23-7-1.1).

### ARTICLE III

#### Period of Existence

The period during which the Corporation shall continue is perpetual.

### ARTICLE IV

#### Registered Office and Registered Agent

The post office address of the registered office of the Corporation is P.O. Box 3434, Elkhart, Indiana 46515, and the name and post office address of its registered agent is Mr. Don Checots, P.O. Box 3434, Elkhart, Indiana 46515.

### ARTICLE V

#### Directors

Section 1. Number of Directors. The minimum number of Directors shall be twenty (20) and the maximum number of Directors shall be forty-two (42) provided, however, that the exact number of Directors shall be prescribed from time to time in the Bylaws of the Corporation and may be either the minimum number or the maximum number or any number in between, but under no circumstances shall the minimum number of Directors be less than three (3). At the time of its incorporation the Board of Directors consisted of thirty-six (36) Members.

Section 2. Term and Grouping of Directors.

(a) Each Director shall serve a term of office as specified in the Bylaws or until his successor is elected and qualified.

(b) Provided that the number of Directors is not less than nine (9), the Bylaws may specify that the Directors shall be divided into two (2) or more groups whose term of office shall expire at different times with no term to continue longer than three (3) years.

Section 3. Names and Addresses of Directors. The Directors holding office at the adoption of the herein amended Articles, each of lawful age and citizens of the United States, are:

|  |   |   |   |
|--|---|---|---|
| Mrs. Mary R. Adams<br>17741 Wood Ridge Dr.<br>South Bend, IN 46635             | Mr. William M. Angelo<br>1048 E. Jackson Blvd.<br>Elkhart, IN 46516   | Dr. Fred Bechtold<br>2720 California Rd.<br>Elkhart, IN 46514       | Mr. Archie Bradford<br>312 Donmoyer Ave.<br>South Bend, IN 46614    |
| Mr. James P. Carroll<br>120 W Lasalle Suite 302<br>South Bend, IN 46601        | Mr. Don Checots<br>P.O. Box 3434<br>Elkhart, IN 46515                 | Mr. Scott Chapman<br>P.O. Box 279<br>Vandalia, MI 49095             | Mrs. Robin Clarke<br>62322 Oak Road<br>South Bend, IN 46614         |
| Dr. Daniel Cohen<br>P.O. Box 7111<br>South Bend, IN 46634                      | Mr. Duane H. Daering<br>905 N West Blvd<br>Elkhart, IN 46514          | Mr. Terry M. Decio<br>2520 By-Pass Road<br>Elkhart, IN 46514        | Mr. Robert J. Deputy<br>P.O. Box 1088<br>Elkhart, IN 46515          |
| Mr. Eric L. Diamond<br>115 Lafayette Bldg<br>Suite 112<br>South Bend, IN 46601 | Mrs. Mary Ferlic<br>3020 Buckingham Dr<br>South Bend, IN 46614        | Mr. Michael L. Fisher<br>P.O. Box 708<br>Warsaw, IN 46580           | Mr. Dan Fitzpatrick<br>P.O. Box 416<br>South Bend, IN 46624         |
| Mr. Steve Goldberg<br>P.O. Box 7015<br>South Bend, IN 46634                    | Mr. Jerry Hammes<br>2015 W. Western Ave.<br>South Bend, IN 46629      | Mr. William D. Haslett<br>P.O. Box 730<br>Niles, MI 49120           | Dr. Thomas L. Hauch<br>512 Sherland Bldg<br>South Bend, IN 46601    |
| Mr. Jim Hiatt<br>111 S Main, PO Box 69<br>Middlebury, IN 46540                 | Mrs. Mary C. Jaicomo<br>551 N. Coquillard Dr.<br>South Bend, IN 46617 | Mr. Craig A. Kapson<br>609 E. Jefferson Blvd<br>Mishawaka, IN 46545 | Mr. Brian J. Lake<br>100 N Michigan, 6th Fl<br>South Bend, IN 46601 |
| Mrs. Betty Laramore<br>815 Ferndale St<br>Plymouth, IN 46563                   | Mr. Rex Martin<br>500 Simpson<br>Elkhart, IN 46515                    | Mr. Thomas J. Mason<br>308 Admin Bldg<br>Notre Dame, IN 46556       | Mr. James O McNamee<br>P.O. Box 1025<br>Elkhart, IN 46515           |
| Mr. Scott Miller<br>1247 Mishawaka Ave<br>P.O. Box 536<br>South Bend, IN 46624 | Mr. George R. Murray<br>3430 S Twyckenham Dr<br>South Bend, IN 46614  | Mr. William H. Myers<br>P.O. Box 460<br>Elkhart, IN 46515           | Mr. Kevin Ohl<br>P.O. Box 7<br>South Bend, IN 46624                 |
| Mr. Harry Shafer<br>666 W. McKinley Ave.<br>Mishawaka, IN 46545                | Mr. James F. Shea, Jr.<br>P.O. Box 27<br>Nappanee, IN 46550           | Mr. James F. Siegmann<br>P.O. Box 75<br>Goshen, IN 46526            | Mr. Thomas E. Slager<br>P.O. Box 2600<br>Elkhart, IN 46515          |
| Mr. Mitchell B. Streicker<br>1127 Myrtle St.<br>Elkhart, IN 46514              | Mr. Mark Wagner<br>5413 E 3rd Rd<br>Bremen, IN 46506                  | Mrs. Phyllis Welch<br>54942 Woodhold Ct<br>Elkhart, IN 46516        | Mrs. Phid Wells<br>3620 Gordon Rd.<br>Elkhart, IN 46516             |
| Mr. John W. Wilcox<br>P.O. Box 6<br>South Bend, IN 46624                       | Mr. Wes Williams<br>P.O. Box 7<br>South Bend, IN 46624                |   |   |

## ARTICLE VI

### Amendment of the Articles of Incorporation

The affirmative vote of at least a majority of all the Members of the Corporation shall be required to adopt any amendment to these Articles of Incorporation. An affirmative vote of at least a majority of each class of Members, voting as a class, shall be required to adopt any amendment to these Articles of Incorporation if the amendment would:

(a) Authorize the Board of Directors to fix or alter by resolution the classes of Members or the relative rights, preferences, qualifications, limitations or restrictions of any class or classes, or would revoke such authority of the Board of Directors;

(b) Change the designations, preferences, limitations or relative rights of the Members of such class; or

(c) Create a new class of Members having rights and preferences prior and superior to the Members of that class, or increase the rights and preferences of any class having rights and preferences prior to or superior to the Members of the class.

Amendments shall be proposed and adopted pursuant to the provisions of the Indiana Not-for-Profit Corporation Act of 1971, as amended (Indiana Code 27-7-1.1).

## ARTICLE VII

### Provision Related to Regulation of the Affairs of the Corporation, and to Creating, Defining, Limiting or Regulating Powers of the Corporation, Board of Directors or Members

#### Section 1. Powers of Board of Directors.

Subject to any limitation or restrictions imposed by the Indiana Not-for-Profit Corporation Act of 1971, as amended (Indiana Code 23-7-1.1), any other law or these Articles of Incorporation, the Board of Directors of the Corporation is hereby authorized to exercise, in furtherance of the purposes for which the Corporation was organized as stated in Article II, Section 1, the powers of the Corporation, without previous authorization or subsequent approval by the Members of the Corporation, including, without limiting the generality of the foregoing, the powers to:

(a) adopt and amend the Bylaws of the Corporation, which may contain other provisions, consistent with these Articles of Incorporation, the laws of the State of Indiana, and the provisions of Section 501(c)(3) of the Code, or any corresponding provisions of any subsequent federal tax laws, for the regulation and conduct of the affairs of the Corporation.

(b) establish such policies and procedures, as it may deem necessary or advisable in the furtherance of the purposes and operations of the Corporation.

(c) take any and all other actions and proceedings necessary to carry out the purposes of the Corporation.

All parties dealing with the Corporation shall have the right to rely upon any action taken by the Corporation pursuant to authorization by the Board of Directors by resolution duly adopted in accordance with the foregoing provisions.

#### Section 2. Provisions Related To Membership.

(a) Specific Regulations. All persons serving on the Board of Directors of the Corporation shall be Members of the Corporation. Any person, firm, partnership, corporation or association may become a Member of the Corporation upon application to and approval by the Corporation under such rules and regulations as may be established from time to time by the Bylaws of the Corporation. No Membership shall be divisible, inheritable or assignable in the absence of a specific resolution by the Board of Directors relating to a specific Membership unless otherwise provided by the Bylaws.

(b) Classes. There shall be one class of Membership in the Corporations. The Board of Directors, as constituted from time to time, shall be the Members of the Corporation, but the Board of Directors shall have the right to provide for additional members upon such terms

and in accordance with such rules and regulations for qualifications, admissions and continuance as it may from time to time prescribe.

(c) Rights, Privileges, Duties, Liabilities, Limitations and Restrictions of Classes. All Members of the Corporation shall have all rights, privileges, duties, liabilities, limitations and restrictions provided to Members by the Indiana Not-For-Profit Corporation Act of 1971, as amended (Indiana Code 23-7-1.1).

(d) Voting Rights. Members shall possess the voting rights of the Corporation and each Member as such shall have one vote.

(e) Place of Meetings. Meetings of the Members and of the Board of Directors shall be held at such place as shall be specified in the notices thereof given in accordance with the Bylaws of the Corporation.

Section 3. Indemnification. Directors, Members and Officers of the Corporation shall be indemnified to the fullest extent now or hereafter permitted by law in connection with any actual or threatened action or proceeding (including civil, criminal, administrative or investigative proceedings) arising out of their service to the Corporation or to another organization at the Corporation's request. Persons who are not Directors, Members or Officers of the Corporation may be similarly indemnified in respect of such service to the extent authorized at any time by the Board of Directors. The provisions of this section shall be applicable to actions or proceedings commenced after the adoption hereof, whether arising from acts, or omissions occurring before or after the adoption hereof, and to persons who have ceased to be Directors, Members, Officers or employees, and shall inure to the benefit of their heirs, executors and administrators.

## ARTICLE VII

### Names and Addresses of President and Secretary

| <u>Name</u>                     | <u>Address</u>                         |
|---------------------------------|--|
| Mr. Terry M. Decio<br>President | 2520 By-Pass Road<br>Elkhart, IN 46514 |
| Mrs. Phid Wells<br>Secretary    | 3620 Gordon Road<br>Elkhart, IN 46516  |

## ARTICLE VIII

### Miscellaneous

Section 1. Effect to Amended Articles. These Articles of Amendment to the Articles of Incorporation of Michiana Public Broadcasting Corporation supersede and take the place of previously existing Articles of Incorporation for the Corporation.

Section 2. Property. At the time of its incorporation, no property was being taken over by the Corporation.

The undersigned do hereby adopt these Articles of Amendment to the Articles of Incorporation, representing compliance with the provisions of the Indiana Not-for-Profit Corporation Act of 1971 related to bringing itself under the provisions of that Act, and do hereby declare that the Corporation will henceforth be governed by the provisions of the Indiana Not-for-Profit Corporation Act of 1971, as amended, Indiana Code 23-7-1.1, and that these amendments have been approved in conformity with the Corporation's Articles of Incorporation and the law under which it was incorporated.

