



Department of Commerce, Community, and Economic Development  
Division of Corporations, Business, and Professional Licensing  
Corporations Section  
PO Box 110808  
Juneau AK 99811-0808

## RESTATED ARTICLES OF INCORPORATION

Business, Professional or Non Profit Corporation

The undersigned adopts the following Restated Articles of Incorporation pursuant to the provisions of the Alaska Statutes.

1. Name of the corporation as it is currently on file with this office:

Raven Radio Foundation, Inc.

2. New name of the entity if name is being amended:

3. If articles are also amended, list the number of each article being amended:

5, 6, 8, 9, 10

4. Indicate below if the articles are Restated Articles of Incorporation or Amended and Restated Articles of Incorporation.

- Restated Articles of Incorporation.** The restated articles correctly set out without change, the corresponding provisions of the articles as amended up to the time of this filing. The restated articles supersede the original articles and all amendments to them. Attach a copy of the Restated Articles of Incorporation.

Date the resolution was adopted by the board: \_\_\_\_\_

- Amended and Restated Articles of Incorporation.** Except for the designated amendments, the restated articles correctly set out without change the provisions of the articles being amended and together with the designated amendment supersede the original articles and all the amendments to the original articles. Attach a copy of the Amended and Restated Articles of Incorporation.

Business/Professional Corporations Only:

If shares were issued:

If the class of shares are entitled to vote as a class:

Date Amendment Adopted:		Number of Shares in Class:	
Number of Outstanding Shares:		Class Series:	
Number of Shares Entitled to Vote:		Number of Votes For Amendment:	
Number of Shares Voting For Amendment:		Number of Votes Against Amendment:	
Number of Shares Voting Against Amendment:			

If no shares were issued:

Date the amendment to the articles of Incorporation was adopted by the Board of Directors \_\_\_\_\_

State of Alaska  
Filing Changes 5 Page(s)



5. Non-Profit Corporation Only

Date Amendment Adopted:	9/27/07
-------------------------	---------

Check one of the boxes below:

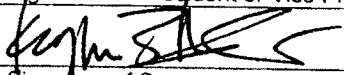

If adopted by the members of the corporation:

- There are members entitled to vote on the amendment; a quorum was present at the meeting and the amendment received at least two-thirds of the votes which members present at the meetings or represented by proxy were entitled to cast.
- Except for the designated amendments, the restated articles correctly set out without change the provisions of the articles being amended and together with the designated amendment supersede the original articles and all the amendments to the original articles.

If adopted by the Board of Directors:

- There are no members and the amendment received the vote of a majority of the directors in office.
- There are no members entitled to vote and the amendment received the vote of a majority of the directors in office.

The Restated Articles of Incorporation must be signed by the president or vice president and by its secretary or an assistant secretary of the entity.

Signature of President or Vice President	Printed Name of President or Vice President	Date
	Kayla Boettcher	12/5/07
Signature of Secretary or an Assistant Secretary	Printed Name of Secretary or Assistant Secretary	Date
	Mandy Evans	12/5/07

If you have specific legal questions or concerns about this filing, you are strongly advised to consult an attorney or other professional to assist you. Mail the Restated Articles of Incorporation and the \$25.00 filing fee (in U.S. dollars) to:

State of Alaska  
Corporations Section  
PO Box 110808  
Juneau, AK 99811

For additional information or forms please visit our web site at: [www.corporations.alaska.gov](http://www.corporations.alaska.gov)

## Articles of Incorporation

### Raven Radio Foundation, Inc.

September 2007

The following Restated Articles of Incorporation correctly set out the provisions of the Articles of Incorporation as amended. They have been adopted as required by law and supersede the original Articles of Incorporation and all amendments thereto.

#### Article I

The name of the corporation is Raven Radio Foundation, Inc.

#### Article II

The period of duration is perpetual.

#### Article III

This corporation is organized exclusively for charitable, scientific, literary or educational purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code. More specifically, the corporation is organized for the purpose of constructing and operating a non-profit educational broadcasting facility in order to provide a broad base of educational, cultural, and informative program in the Sitka area as prescribed by the Federal Communications Commission. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on by (a) a corporation exempt from Federal income tax under section 501 (c) (3) of the internal revenue code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future U.S. Internal Revenue Service law).

#### Article IV

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

#### Article V

The registered agent of the corporation shall be Ken Fate and the address of the registered office of the corporation shall be 2B Lincoln St, Suite B, Sitka, Alaska 99835. The name of the registered agent of the corporation and the address of the registered office 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

Persons may become voting members of this corporation through pledge of membership dues, in the minimum amount as set forth in the Bylaws. Persons may become voting members of this corporation through payment of membership dues, the amount of which will be established by the board of directors in the Bylaws. Dues must be paid 30 days prior to voting. Each member is entitled to one vote. The annual membership meeting shall be held in Sitka, Alaska, in the manner set forth in the Bylaws. Proxies may be used to establish a quorum at the membership meetings of the corporation.

### Article VII

The highest amount of indebtedness for liability for which the corporation shall at any time be indebted shall be \$500,000.

### Article VIII

The affairs of the corporation shall be managed by a Board of Directors consisting of not less than nine (9) nor more than seventeen (17) members. All members of the Board of Directors shall be voting members of the Raven Radio Foundation as per Article VI of these Articles. No employees of the Raven Radio Foundation shall be a Board member. An agent of the Alaska Broadcasting Commission may serve as a non-voting ex-officio member of the Board of Directors.

The Board of Directors shall meet at least Quarterly. The date, time, and location of such meetings will be noticed in accordance with the Alaska Open Meetings Act. Candidates for seat(s) on the Board of Directors will be nominated by the Board of Directors and/or by voting members. A majority of the voting members shall then elect Directors from the candidate slate through the election process set forth in the Bylaws. The term of office for elected Directors shall be for three (3) years unless otherwise designated by the Board of Directors, but in no case will exceed three (3) years. Unexpected vacancies may be filled by the affirmative vote of two-thirds of the remaining Directors. Any Directors so appointed shall be ratified by a majority of the voting membership at the next membership meeting or by mail ballot. Directors appointed by the Board of Directors have full Board membership from the time of their appointment. Additional seats beyond the minimum of nine may be filled by the Board of Directors in the manner set forth in the Bylaws.

### Article IX

All meetings of the corporation shall be open to the public, shall be held after reasonable public notice, and shall be held consistent with Alaska Statutes 44.62.310 and 44.62.312 as if the corporation were a governmental entity subject to said statutes.

Article X

These Articles of Incorporation may be amended at any regular meeting of the members of the corporation, by mail ballot, or at any special meeting called for that purpose when written notice of proposed amendment or summary of changes has been mailed to each member at his/her last address of record at least fifteen (15) days prior to such meeting. Changes to the Articles must be approved by a vote of two-thirds of the voting membership, as put forth in AS 10.20.181. Such amended articles shall be executed and acknowledged by the officers in whom the management of the affairs of the corporation is vested, and shall be filed and recorded in the same place and manner as the original articles.

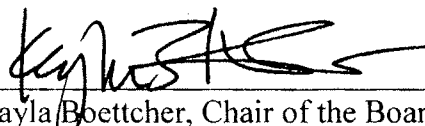
Article XI

The directors of the corporation shall not be personally liable to the corporation for monetary damages for acts or omissions that occur after the effective date of the amendment to these Articles of Incorporation for the breach of their fiduciary duty as a Director, provided that such exemption from liability shall not apply to (1) a breach of a Director's duty of loyalty to the corporation; (2) acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law; or (3) a transaction from which the director derives an improper personal benefit.


Article XII

In the event of termination, dissolution or winding up of this corporation in any manner or for any reason whatsoever, its remaining assets, if any, shall be distributed for one or more of the purposes set forth in Section 501 (c) (3) of the Internal Revenue Code and any amendments thereto, and the rules and regulations promulgated there under.

*These amended and restated Articles were approved by a vote of more than two-thirds of the voting membership on September 23, 2007, and are executed and acknowledged by the officers of the corporation as signed and dated below.*

  
\_\_\_\_\_  
Kayla Boettcher, Chair of the Board

12/5/07  
\_\_\_\_\_  
Date

  
\_\_\_\_\_  
Mandy Evans, Secretary of the Board

12/5/07  
\_\_\_\_\_  
Date

Alaska Entity #: 18016D

**State of Alaska**  
**Department of Commerce, Community, and**  
**Economic Development**  
**Corporations, Business and Professional Licensing**

**CERTIFICATE AMENDED AND**  
**RESTATED ARTICLES**  
**Nonprofit Corporation**

THE UNDERSIGNED, as Commissioner of Commerce, Community, and Economic Development of the State of Alaska, hereby certifies that Amended and Restated Articles of Incorporation, duly signed and verified pursuant to the provisions of Alaska Statutes, have been received in this office and have been found to conform to law.

ACCORDINGLY, the undersigned, as Commissioner of Commerce, Community and Economic Development, and by virtue of the authority vested in me by law, hereby issues this certificate to

**RAVEN RADIO FOUNDATION, INC.**

and attaches hereto the original copy of the Amended and Restated Articles of Incorporation.



IN TESTIMONY WHEREOF, I execute this certificate and affix the Great Seal of the State of Alaska on **December 28, 2007.**

A handwritten signature in cursive script that reads "Emil Notti".

Emil Notti  
Commissioner