

SENATE OF COLORADO



DEPARTMENT OF
STATE

CERTIFICATE

I, MARY ESTILL BUCHANAN, Secretary of State of the State of Colorado hereby certify that the prerequisites for the issuance of this certificate have been fulfilled in compliance with law and are found to conform to law.

Accordingly, the undersigned, by virtue of the authority vested in me by law, hereby issues A CERTIFICATE OF INCORPORATION TO PUBLIC BROADCASTING OF COLORADO, INCORPORATED, A NONPROFIT CORPORATION.



Mary Estill Buchanan

SECRETARY OF STATE

DATED: DECEMBER 21, 1982

NOT FOR PROFIT

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DEPARTMENT OF STATE
STATE OF COLORADO

ARTICLES OF INCORPORATION
OF

21 DEC '82

PUBLIC BROADCASTING OF COLORADO, INCORPORATED COLORADO

KNOW ALL MEN BY THESE PRESENTS:

That the undersigned incorporator, being a natural person of the age of eighteen (18) years or more, and desiring to form a non-profit corporation under the law of the State of Colorado, does hereby sign, verify and deliver in duplicate to the Secretary of the State of Colorado these ARTICLES OF INCORPORATION.

ARTICLE I

NAME

The name of the corporation shall be Public Broadcasting of Colorado, Incorporated.

ARTICLE II

PERIOD OF DURATION

This corporation shall exist perpetually unless dissolved according to law.

ARTICLE III

PURPOSE

This corporation is organized as a private non-governmental corporation to furnish non-profit and non-commercial broadcast services to the Denver Metro area and to the State of Colorado, and to provide high quality cultural and public affairs programs for national and regional distribution to non-commercial stations and other telecommunications entities throughout the United States and its possessions. The corporation may transact any lawful business or businesses for which corporations may be incorporated pursuant to the Colorado Corporation Code.

ARTICLE IV

NON-STOCK CORPORATION

The corporation shall be non-stock, and no dividends or pecuniary profits shall be declared or paid to the members thereof except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered to or for the corporation in carrying out one or more of its purposes.

ARTICLE V

NON-PROFIT CORPORATION

This corporation is not organized for pecuniary profit. The balance, if any, of all money received by the corporation from its operations, after payment in full of all debts and obligations of whatever kind in nature, shall be used and distributed exclusively for the purposes enumerated in COLO.REV.STAT. §7-20-104.

ARTICLE VI

PROHIBITION AGAINST SPECIFIED ACTIVITIES

Notwithstanding any other provision of these articles, the corporation shall not engage in 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 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 United States Internal Revenue law].

ARTICLE VII

REGISTERED OFFICE AND AGENT

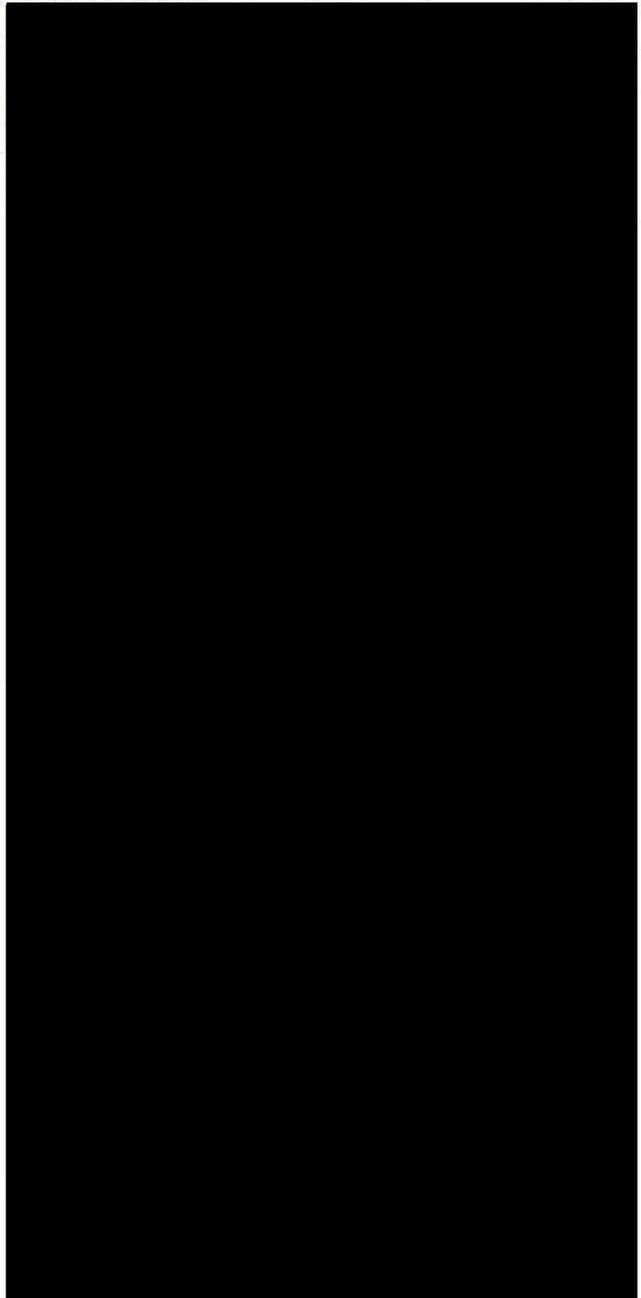
The initial registered office of the corporation shall be at 2056 South York, Denver, Colorado 80208, and the name of the initial registered agent at such address is Max Wycisk. Either the registered office or the registered agent may be changed in the manner provided by law.

ARTICLE VIII

INITIAL BOARD OF DIRECTORS

The number of directors shall be fixed in accordance with the bylaws. The initial board of directors of the corporation shall consist of ten (10) directors, and the names and addresses of the persons who shall serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Maxine Brandenburg	
Al Haggerty	
Joan Martin	
John McCarty	
Ved Nanda, Chairman	
Roland Rautenstrauss, Secretary	
Denise Rice, Vice-Chair	
Herrick S. Roth	
William D. Stanfill, Treasurer	
Pamela Wulsin	



ARTICLE IX

INDEMNIFICATION

In the absence of fraud or bad faith, the Directors of the Corporation shall not be personally liable for its debts, obligations or liabilities; and the corporation shall indemnify any Director or former Director of the corporation against expenses actually and necessarily incurred by such person in connection with the defense of any action, suit or proceeding in which said person is made a party by reason of being or having been such Director, except in relation to matters as to which he/she shall be adjudged in such action, suit or proceeding, to be liable for negligence or misconduct in the performance of a duty. Such indemnification shall not be deemed exclusive of any other rights to which such Director may be entitled under any bylaw, agreement, vote of the Board of Directors or otherwise.

ARTICLE X

TRANSACTIONS WITH INTERESTED DIRECTORS

No contract or other transaction between the corporation and one (1) or more of its directors or any other corporation, firm, association, or entity in which one (1) or more of its directors are directors or officers or are financially interested shall be either void or voidable solely because such directors are present at the meeting of the board of directors or a committee thereof which authorizes, approves, or ratifies such contract or transaction, or solely because their votes are counted for such purpose if:

(a) The fact of such relationship or interest is disclosed or known to the board of directors or committee which authorizes, approves, or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested directors;

(b) The fact of such relationship or interest is disclosed or known to the directors entitled to vote and they authorize, approve, or ratify such contract or transaction by vote or written consent; or

(c) The contract or transaction is fair and reasonable to the corporation.

Common or interested directors may be counted in determining the presence of a quorum at a meeting of the board,

of directors or a committee thereof which authorizes, approves, or ratifies such contact or transaction.

ARTICLE XI
INCORPORATOR

The name and address of the incorporated is as follows:

Max Wycisk

KCFR-FM
2056 South York
Denver, Colorado 80208

ARTICLE XII
EFFECTIVE DATE

These Articles of Incorporation are to be effective immediately upon the issuance of the Certificate of Incorporation.

IN WITNESS WHEREOF, I have executed these Articles of Incorporation in duplicate on November 11th, 1982.

Max Wycisk

STATE OF COLORADO

COUNTY OF

)
) ss.
)

SUBSCRIBED AND SWORN TO BEFORE ME this 11th day of November, 1982.

WITNESS my hand and official seal.

My commission expires: 8-27-86

Barbara C. Wheeler
Notary Public
Address: 801 E. 17th Ave
Denver, CO 80218

STATE OF COLORADO

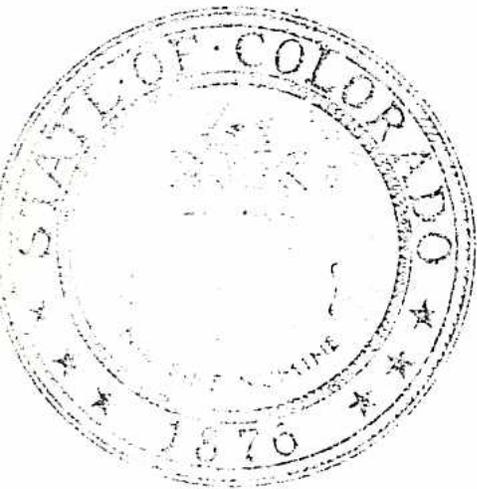


DEPARTMENT OF
STATE

CERTIFICATE

I, NATALIE MEYER, Secretary of State of the State of Colorado hereby certify that the prerequisites for the issuance of this certificate have been fulfilled in compliance with law and are found to conform to law.

Accordingly, the undersigned, by virtue of the authority vested in me by law, hereby issues A CERTIFICATE OF AMENDMENT TO PUBLIC BROADCASTING OF COLORADO, INCORPORATED, A NONPROFIT CORPORATION.



Natalie Meyer
SECRETARY OF STATE

DATED: AUGUST 28, 1984

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ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
PUBLIC BROADCASTING OF COLORADO, INCORPORATED

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DEPARTMENT OF STATE
STATE OF COLORADO

STATE OF COLORADO
DEPARTMENT OF STATE

Pursuant to the provisions of the Colorado Corporation Act, the Public Broadcasting of Colorado, Incorporated adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: The name of the corporation is Public Broadcasting of Colorado, Incorporated.

SECOND: The following amendment was unanimously adopted by the directors of the corporation on FEB. 16, 1984 in the manner prescribed by the Colorado Corporation Act:

That the Articles of Incorporation be amended to reflect the addition of Article XIII, subtitled "Dissolution", to wit:

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of all 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 charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under §501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed by the County Court in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as said Court shall determine, which are organized and operated exclusively for such purposes.

THIRD: Public Broadcasting of Colorado, Incorporated is a nonprofit, non-stock corporation.

By [Signature]
Alvin Haggerty, Chairman/President

By [Signature]
Roland Rautenstrauss, Secretary