

871-281707

CERTIFICATE OF INCORPORATION

OF

COUNCIL FOR EDUCATIONAL TELEVISION, CHANNEL 6, INC.

KNOW ALL MEN BY THESE PRESENTS that we, Kenneth E. Oberholtzer, John T. Eastlick and William C. Hinkley, citizens of the State of Colorado and of the United States, have associated and by these presents do hereby associate ourselves together as a corporation, for the purpose of becoming a body corporate and politic, not for pecuniary profit, under and by virtue of the laws of the State of Colorado, and in accordance with the provisions of said laws we do hereby make, sign and acknowledge this Certificate of Incorporation.

ARTICLE I

The name of this corporation shall be:

"COUNCIL FOR EDUCATIONAL TELEVISION, CHANNEL 6, INC."

ARTICLE II

This corporation shall have perpetual existence, unless it is dissolved hereafter in accordance with law.

ARTICLE III

The business, objects and purposes for which this corporation is formed are:

- (1) To determine the educational and cultural needs of the people of the City and County of Denver, State of Colorado, and of the surrounding area, which can be served through the medium of television.
- (2) To support, by financial and program assistance, and otherwise, a non-profit and non-commercial telecast service or services to meet said needs.
- (3) To endeavor to make certain that the telecast service or services to which it lends its support maintains high standards of quality and taste.
- (4) To advise, aid and assist the licensee of Channel 6 for the purpose of attaining the above stated objects and purposes of this corporation.
- (5) To acquire by bequest, gift, devise, grant, purchase, lease, or otherwise, for any one or more of the purposes of the corporation, any property, real, personal or mixed, or any undivided interest therein, without limitation as to amount or as to value, and without limitation as to the nature of the estate taken, whether it be in fee or a lesser estate; to lease, mortgage, sell or otherwise

encumber or dispose of any or all such property; to take, use and enjoy the rents, issues and profits from any or all such property; and to invest, reinvest and deal with the funds of the corporation in such manner as in the judgment of the Board of Directors will best promote the purposes of this corporation, free from such restrictions as may be imposed by the laws of the State of Colorado or the laws of any other jurisdiction applicable to the investment of trust funds by trustees or other fiduciaries.

(6) To invest in, acquire, hold, mortgage, pledge, hypothecate, sell, exchange, transfer or otherwise encumber or dispose of securities of any nature and to exercise all the rights, powers and privileges of ownership thereof, including the right to vote thereon for any and all purposes.

(7) To borrow or otherwise raise money for any and all purposes of the corporation, and to execute and deliver notes, bonds or other instruments as evidence of indebtedness and to secure the payment thereof by mortgage, assignment, pledge or other encumbering of the whole or any part of the assets of the corporation.

(8) To carry on any other activities deemed suitable or proper for the accomplishment of any and all of the foregoing objects and purposes and to have and exercise all powers which are now or may hereafter be conferred by the laws of Colorado upon like corporations.

The foregoing provisions of this Article shall be construed both as objects and as powers, and the foregoing enumeration of specific objects and purposes shall not limit or restrict in any manner the powers of this corporation as granted by the laws of this state, or otherwise acquired.

No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting, to influence legislation.

ARTICLE IV

No officer, director or member of this corporation, shall, as such, receive or become entitled to receive at any time any pecuniary profit from the activities of this corporation, provided, however, that suitable compensation may be paid for any services rendered to the corporation by any officer, director, member, agent or employee, or by any other persons, firms or corporations.

The corporation shall not be dissolved or final distribution made except following the favorable vote of a majority of the members having voting rights, at a meeting duly called for the purpose.

ARTICLE V

The principal office of this corporation shall be located in the City and County of Denver and State of Colorado.

Initially, said office will be at 414 - 14th Street, Denver, Colorado. This corporation may carry on any or all of its activities anywhere within the United States, and shall not be limited in its activities to the City and County of Denver or to the State of Colorado.

ARTICLE VI

The control and management of the affairs and funds of this corporation shall be vested in a Board of Directors consisting of ten members, to be selected or elected in such manner and for such periods as may be provided by the By-Laws of this corporation. The names of the first directors, who shall serve until their successors are duly elected and qualified, are as follows:

Chester M. Alter
John T. Eastlick
Herman F. Weucht
Michael L. Freed
William C. Hinkley
Kenneth E. Oberholtzer
Terry J. O'Neill
Irene R. Saliman
A. Thad Smith
Gerald J. Willsea.

ARTICLE VII

No member of the Board of Directors and no officer duly appointed by the Board shall have any personal liability for acts performed in his official capacity in good faith, nor shall any such director or officer be liable for non-feasance or misfeasance in the performance of his duties, but only in case of malfeasance. The corporation shall indemnify the members of its Board of Directors, its officers, agents and employees, against any and all expenses and liabilities, including attorney's fees and other costs, which they or any of them incur in connection with any suit or suits which may be brought against them or any of them, involving or pertaining to any of their official acts or duties (whether it be alleged that such acts are ultra vires or otherwise), provided only that in such suit or suits no personal liability is finally established against them incident to any act of malfeasance on their part. This provision shall not be deemed to prevent compromise of any such litigation when such compromise is deemed advisable.

ARTICLE VIII

Meetings of the Board of Directors and meetings of the members of this corporation may be held beyond the limits of the State of Colorado. Meetings of the Board of Directors may be held at such place or places and at such times as may be fixed by the By-Laws or by resolution of the Board of Directors. Meetings of the members may be held at such

place or places and at such times as may be fixed by the By-Laws.

ARTICLE IX

The Board of Directors shall have the power to make such prudential by-laws as they may deem proper for the management of the affairs and the property of the corporation, not inconsistent with the laws of the State of Colorado or with this Certificate of Incorporation, provided, however, that such by-laws shall receive the affirmative vote of not less than two-thirds of the entire Board of Directors of the corporation and that upon the adoption of the original by-laws of the corporation the Board of Directors shall have no further powers in respect of the by-laws and thereafter the members of the corporation, and only the members thereof, in meetings duly called and held, shall have the power to make, alter and rescind the by-laws of this corporation. The by-laws shall provide for membership in the corporation and the kinds and classes of members and the rights and privileges of each.

ARTICLE X

All or any part of the real estate of the corporation may be conveyed or encumbered by the authority of the Board of Directors, but only upon the affirmative vote of a majority of the members of the Board of Directors, at a meeting of the Board duly called and held, and upon the subsequent ratification thereof by the affirmative vote of a majority of such members of the corporation then having voting rights as are present at a meeting of the members duly called and held. All instruments of conveyance or encumbrance shall be executed in behalf of the corporation by either the president or a vice president and by the secretary or an assistant secretary.

ARTICLE XI

The corporation reserves the right to amend, alter, or change this Certificate of Incorporation, or any provisions herein contained, as now or hereafter permitted by law, at any time and from time to time, in the manner now or hereafter prescribed by law. All rights, powers and privileges conferred herein are conferred subject to this reserved power. Except as the laws of this state at any time provide otherwise, this Certificate of Incorporation may be amended, altered, or changed, in whole or in part, at any time and from time to time, upon the favorable vote of at least a majority of such members of the corporation then having voting rights as are present at any meeting of the members called for the purpose of considering the proposed amendment, alteration, or change, written notice having been given to such voting members in accordance with the provisions of the by-laws for calling meetings of the members.

IN WITNESS WHEREOF, we have hereunto set our hands
this 25th day of October, 1954.

Kenneth E. Oberholtzer
(Kenneth E. Oberholtzer)

John T. Eastlick
(John T. Eastlick)

William C. Hinkley
(William C. Hinkley)

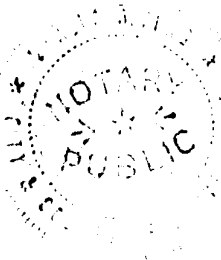
STATE OF COLORADO)
CITY AND COUNTY OF DENVER) ss.

I, Gracia A. Leung, a Notary Public in and
for said county, in the state aforesaid, do hereby certify
that Kenneth E. Oberholtzer, John T. Eastlick and William C.
Hinkley, personally known to me to be the persons whose
names are subscribed to the foregoing Certificate of Incor-
poration, appeared before me this day in person and severally
acknowledged that they signed and delivered said Certificate
of Incorporation as their free and voluntary act and deed,
for the uses and purposes therein set forth.

Given under my hand and notarial seal this 25th
day of October, 1954.

My commission expires November 23, 1957.

Gracia A. Leung
Notary Public



CERTIFICATE OF INCORPORATION

*Council for Educational
Television, Channel 6, Inc.*

COUNCIL FOR EDUCATIONAL TELEVISION,
CHANNEL 6, INC.

CERTIFICATE OF INCORPORATION

JO

RECORDED
BOOK 682 PAGE 190

**DOMESTIC
NOT FOR PROFIT**

FILED in the office of the Secretary of
State, of the State of Colorado, on the
26th day of October
A.D. 1954, at 3:45 o'clock P.M.
HOMER M. BRUCE
Secretary of State
Filing Clerk deLong Fee \$5.00
Old Age Pension Fund

This document has been inspected
and properly Entered on the Rec-
ords of The First Tax Department.

Date April 22 1968 **OK**
Johnson Clerk

CERTIFICATE OF AMENDMENT TO
CERTIFICATE OF INCORPORATION
OF
COUNCIL FOR EDUCATIONAL TELEVISION, CHANNEL 6, INC.

KNOWN ALL MEN BY THESE PRESENTS, That we, Norton Polivaick, as President, and Gerald J. Willsea, as Secretary, of Council for Educational Television, Channel 6, Inc., a corporation not for profit duly organized and existing under and by virtue of the laws of the State of Colorado, do hereby make this Certificate in accordance with the laws of the State of Colorado and do state the following:

FIRST: That at a meeting of the members of Council for Educational Television, Channel 6, Inc., duly and regularly called and held as provided by the By-laws of said corporation and in accordance with the statutes of the State of Colorado and held in the City and County of Denver, State of Colorado, on the 10th day of March, 1960, the following resolutions were duly presented, due notice thereof having been given pursuant to the requirements of the By-laws of said corporation and in accordance with the statutes of the State of Colorado, and said resolutions were regularly adopted by the favorable vote of two-thirds of the members of said corporation entitled to vote, in accordance with the statutes of the State of Colorado and the provisions of the By-laws and of the Certificate of Incorporation of said Council for Educational Television, Channel 6, Inc., to wit:

RESOLVED, that Article III of the Certificate of Incorporation be amended by changing paragraph (2) thereof to read as follows:

"(2) To support, by financial and program assistance, and otherwise, a non-profit and noncommercial telecast service or services to meet the educational and cultural needs of the people of the City and County of Denver and surrounding areas."

and by deleting entirely the first unnumbered paragraph following paragraph (2) of said Article III.

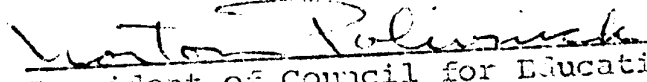
RESOLVED second, that paragraph (2) of Article IV be changed to read as follows:

(2) The corporation shall not be dissolved except following a vote of the majority of the members having voting rights at a meeting duly called for the purpose. Upon dissolution all assets belonging to the corporation, after due provision for any liabilities then outstanding and unpaid shall be paid over to School District No. 1 in the City and County of Denver and State of Colorado to be applied by it to the operating cost of educational television station KDM-TV."

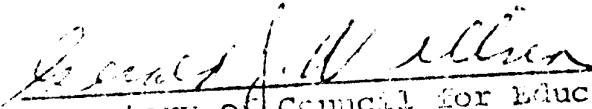
SECOND: That said resolutions were duly adopted and received a requisite vote to make them effective and became effective upon their adoption by the members of said corporation at said meeting of the members thereof held on March 10, 1960.

THIRD: That the President and the Secretary of said corporation were at said meeting of the members thereof duly authorized and directed to make and to file this Certificate, setting forth such amendments to the certificate of Incorporation, as adopted by the members of the corporation.

IN WITNESS WHEREOF, we, the President and Secretary of said corporation, have hereunto set our hands this 10th day of October, 1961, and have caused the seal of said corporation to be affixed hereunto.


President of Council for Educational
Television, Channel 6, Inc.

(CONT)


Secretary of Council for Educational
Television, Channel 6, Inc.

STATE OF COLORADO)
) ss.
CITY AND COUNTY OF DENVER)

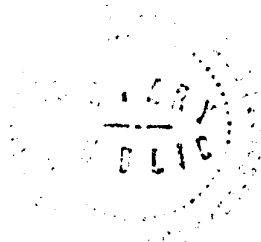
Before me, EDWARD G. HARRISON
a notary public in and for said county and state, personally
appeared Horton Polivnick, who being first duly sworn upon
oath, deposes and says that he is the President of Council
for Educational Television, Channel 5, Inc., a Colorado
corporation not for profit, that he has read the foregoing
Certificate of Amendment by him subscribed and that the
facts therein set forth are true of his own knowledge.

Horton Polivnick
President of Council for Educational
Television, Channel 5, Inc.

Subscribed and sworn to before me this 10
day of October, 1961.

My commission expires My Commission expires March 28, 1962

Witness my hand and official seal.



Edward G. Harrison
Notary Public

156648

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF Council for Educational
Television, Channel 6, Inc.
.....

**DOMESTIC
NOT FOR PROFIT**

FILED in the office of the Secretary of
State, of the State of Colorado, on the
20th day of October A.D. 1961

GEORGE J. BAKER
Secretary of State

Filing Clerk Crouter Fee \$10.00
Old Age Pension Fund.....

RECORDED
ROLL 92 PAGE 1787

SS: Form D2
Change of Name

FILED in the office of the Secretary of
State of the State of Colorado

ARTICLES OF AMENDMENT
to the
ARTICLES OF INCORPORATION

JAN 3 1975
281707

Pursuant to the provisions of the Colorado Nonprofit Corporation Act, the under-
signed corporation adopts the following Articles of Amendment to its Articles of
Incorporation:

FIRST: The name of the corporation is COUNCIL FOR EDUCATIONAL TELEVISION,
CHANNEL 6, INC.

SECOND: The following amendment of the Articles of Incorporation was adopted on the
12 day of December 19 74, in the manner prescribed by the Colorado
Nonprofit Corporation Act, according to the procedure marked with an X below:
X a quorum of members was present at such meeting, and the amendment received at least
two-thirds of the votes which members present or represented by proxy were entitled
to cast.

such amendment was adopted by a consent in writing signed by all members entitled
to vote with respect thereto.

there are no members, or no members entitled to vote thereon, such amendment
received the vote of a majority of the directors in office.

There shall be an amendment to article one of the articles of incorporation
of the Council for Educational Television, Channel 6, Inc. The name of this
corporation shall be changed to read the Council for Public Television,
Channel 6, Inc., to be effective January 1, 1975.

STATE OF Colorado
COUNTY OF Douglas ss.

A.T. Smith
its President
Donald Johnson
its Secretary

The foregoing instrument was acknowledged before me this 20th day of
December 19 74, by A.T. Smith, President, and Donald
Johnson, Secretary, of Council for Educational Television, Channel 6, Inc.
(insert names of the officers, as signed above, titles, and name of the corporation)
In witness whereof I have hereunto set my hand and seal.

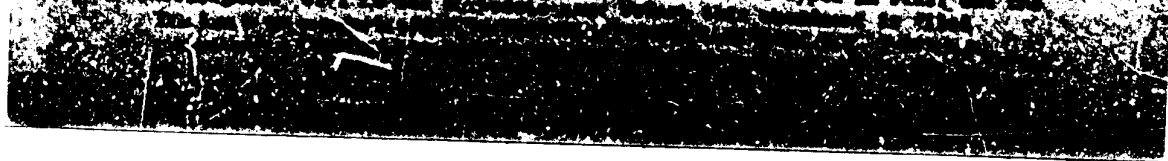
My commission expires April 8, 1978

James Coulter
Notary Public

Note: Fee \$5.00

Submit the original typed & first carbon copy, or two xerox copies both having
original signatures & acknowledgments

If this is a change of name amendment the title to be typed in FIRST and the
acknowledgment part in the acknowledgment section of the instrument to filed



NOT FOR PROFIT

ELECTION TO ACCEPT THE COLORADO NONPROFIT CORPORATION ACT

APR 23 9:33 4-10571707

Pursuant to the provisions of the Colorado Nonprofit Corporation Act, specifically Colorado Revised Statute 7-21-111, the following corporation elects to adopt the provisions of the Colorado Nonprofit Corporation Act and does hereby state that:

1. The name of the corporation is Council for Public Television, Channel 6, Inc.
2. All required reports have been or will be filed, and all fees, taxes & penalties due to the State of Colorado accruing under any act to which the corporation has been subject have been paid.
3. On the 25th day of April, 1984, the members of the corporation, a quorum being present, voted to accept the Colorado Nonprofit Corporation Act; specifically such acceptance was adopted by at least two-thirds of the votes of the Council members (Board of Directors) present at such meeting.
4. The corporation follows the requirements of law under which it was organized.
5. The address of the registered office in Colorado is 1261 Glenarm Place, Denver, Colorado 80204-9972 and the name of its registered agent at such address is Donald D. Johnson.
6. The following is the name and address of the officers and directors:

<u>Name</u>	<u>Title</u>	<u>Address</u>
Love, Ann	President	100 Lafayette Denver, Colorado 80218
Johnson, Donald D.	Executive Vice President, KPMA-TV	1261 Glenarm Place Denver, Colorado 80204
Hess, Richard	Secretary	State of Colorado, Division of Wildlife 6060 Broadway Denver, Colorado 80216

Robotham, Donald W.	Treasurer	United Bank of Denver 0007 Box 5247 Denver, Colorado 80217
Alley, Grant	Council Member	225 South High Street Denver, Colorado 80209
Bordas, Juana	Council Member	Mi Casa, 571 Galapago Denver, Colorado 80204
Brown, Mackintosh	Council Member	717 - 17th Street Suite 2740 Denver, Colorado 80202
Cheroutes, Betsy	Council Member	1965 Leyden Street Denver, Colorado 80220
Cook, W. Thomas	Council Member	Metropolitan State College 1006 - 11th Street Denver, Colorado 80204
Coors, William K.	Council Member	Adolph Coors Company Golden, Colorado 80401
Cunningham, Margaret	Council Member	7 Village Road Englewood, Colorado 80110
Gomez, Adolfo	Council Member	Auraria Community Center 1212 Mariposa Denver, Colorado 80204
Hickman, Dr. Thomas C.	Council Member	3005 East 16th Avenue Suite 440 Denver, Colorado 80206
Hill, Harold	Council Member	851 - 20th, No. 701 Boulder, Colorado 80302
John, Rex	Council Member	First Diversified Corp. 1601 Arapahoe, Suite 1200 Denver, Colorado 80202
King, Gretchen	Council Member	415 College Avenue Boulder, Colorado 80302
Lopez, Christine	Council Member	7878 Quail Street Arvada, Colorado 80005

Lowenstein, Henry	Council Member	Bonfils Theatre East Colfax & Elizabeth Streets Denver, Colorado 80206
Luff, Kenneth D.	Council Member	Luff Exploration Company 1580 Lincoln, Suite 850 Denver, Colorado 80203
Mayne, Wiley E.	Council Member	Holland and Hart 555 - 17th Street Box 8749 Denver, Colorado 80201
Mullen, Franklin	Council Member	Denver Public Schools Board of Education 900 Grant Street Denver, Colorado 80203
Phelan, Adele	Council Member	Piton Foundation 511 - 16th Street Denver, Colorado 80202
Schlauch, Mardie	Council Member	5859 Oak Creek Lane Littleton, Colorado 80121
Schmidt, Milton W.	Council Member	Cherry Creek School District No. 5 4700 South Yosemite Englewood, Colorado 80111
Smith, A. T.	Council Member	Poulson, Odell & Peterson 1776 Lincoln Street Suite 1000 Denver, Colorado 80203
Stenmark, Carle E.	Council Member	Denver Public Schools 900 Grant Street Denver, Colorado 80203
Tidrick, Dolores	Council Member	1565 Monaco Parkway Denver, Colorado 80220
Varnell, Larry	Council Member	Central Bank of Denver P.O. Box 5548 T.A. Denver, Colorado 80209

Weckbaugh, Walter S. Council Member

Weckbaugh & Co.
1636 Logan Street
Suite No. 1
Denver, Colorado 80203

Wheeler, John R. P. Council Member

Wheeler Realty
1331 8th Avenue
Greeley, Colorado 80631

- 7. The Articles of Incorporation and Amendments are on file in the office of the Secretary of State.
- 8. Issued shares of stock are not authorized.

Ann Love
Ann Love, President

Adele Phelan
Adele Phelan, Present Secretary

STATE OF COLORADO)
CITY AND COUNTY OF DENVER) ss.

The foregoing instrument was acknowledged before me this 13th day of September, 1984, by Ann Love and Adele Phelan, the President and the present Secretary of the Council for Public Television, Channel 6, Inc.

IN WITNESS WHEREOF, I have hereonto set my hand and seal.

My commission expires: March 16, 1985

Kathleen Fitzgerald
Notary Public

1521 Yuma Place
Alamosa Colorado 81004
Address

NOT FOR PROM

RESTATED

ARTICLES OF INCORPORATION

WITH AMENDMENTS

OF

COUNCIL FOR PUBLIC TELEVISION, CHANNEL 6, INC.

Pursuant to the provisions of the Colorado Nonprofit Corporation Act; specifically Colorado Revised Statutes, 7-21-110(7) and 7-21-107, the corporation adopts the following restated Articles of Incorporation with Amendments:

RECITALS:

FIRST: The name of the corporation as it appeared on the original Certificate of Incorporation was COUNCIL FOR EDUCATIONAL TELEVISION, CHANNEL 6, INC.; the corporation's name was changed to and will continue to be COUNCIL FOR PUBLIC TELEVISION, CHANNEL 6, INC., (heretofore and hereinafter referred to as "the corporation").

SECOND: The corporation filed its original Articles of Incorporation on October 26, 1954. The Articles of Incorporation were then amended on the 20th day of October, 1961, and again on January 3, 1975, the latter providing for the above name change, effective January 1, 1975.

THIRD: The corporation has elected, immediately prior hereto on April 25, 1984, to accept the Colorado Nonprofit Corporation Act.

FOURTH: The following restated Articles of Incorporation contain additional amendments that were adopted on the 15th day of April, 1984, pursuant to Colorado Revised Statutes, 7-21-107 and 7-21-110(7) in the manner prescribed by such provisions of the Colorado Nonprofit Corporation Act, according to the following procedure. There being no members entitled to vote thereon other than members of the Board of Directors, the Board of Directors by an affirmative vote of more than a majority of the directors in office, effective April 25, 1984, voted to adopt these Restated Articles of Incorporation with Amendments.

FIFTH: Such restated Articles of Incorporation with Amendments correctly set forth the provisions of the Articles of Incorporation, as amended; they have been duly adopted as required by law and they supersede the original Articles of Incorporation and all amendments thereto.

ARTICLE I

NAME

The name of this corporation shall be:
"COUNCIL FOR PUBLIC TELEVISION, CHANNEL 6, INC."

ARTICLE II

DURATION

This corporation shall have perpetual existence.

ARTICLE III

PURPOSES AND POWERS

1. Purposes. The corporation is formed exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954 as amended ("the Code"), the principal purposes of which are:

(1) To determine the educational and cultural needs of the people of the City and County of Denver, State of Colorado, and of the surrounding area, which can be served through the medium of television;

(2) To support, by financial and program assistance, and otherwise, a non-profit and noncommercial telecast service or services to meet the educational and cultural needs of the people of the City and County of Denver and surrounding areas;

(3) To endeavor to make certain that the telecast service or services to which it lends its support maintains high standards of quality, taste and technical capabilities;

(4) To enhance the awareness and understanding of Public Television;

(5) To advise, aid and assist the licensee of Channel 6 for the purpose of attaining the above stated objects and purposes of this corporation;

(6) To engage in such other activities as may be deemed necessary for the enhancement of continued high performance of KRMA-TV, Channel 6, in the public interest.

2. Powers. In furtherance of the foregoing purposes and objects (but not otherwise) and subject to the restrictions in Section 3 of this Article III, the corporation shall have and may exercise all such powers as are expressly or impliedly conferred upon nonprofit corporations organized under the laws of the State of Colorado, except as limited by the Articles of Incorporation and including, without limiting the generality of the foregoing, receiving, maintaining and dealing with, in any manner whatsoever, real or personal property or a fund or funds of real or personal property, and using and applying the whole or any part thereof, including income therefrom; provided, however, that such use be exclusively and irrevocably applied to the charitable and educational purposes of the corporation.

3. Restrictions Upon the Powers of Directors and Others.

a. No part of the net earnings of the corporation shall inure to the benefit of any director or officer of the corporation or any other private individual (except that reasonable payments may be paid for expenses incurred on behalf of the corporation affecting one or more of its purposes including reasonable compensation for services performed for or on behalf of the corporation by any officer, director, member, agent or employee, or by any other persons, firms or corporations), and no director or officer of the corporation, or any other private individual shall be entitled to share in any distribution of any of the corporate assets on dissolution of the corporation or otherwise. Any and all property, both real and personal, which may be owned by the corporation at any time, is and shall always be exclusively and irrevocably dedicated to the charitable and educational purposes of the corporation. No substantial part of the activities of the corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, taking into consideration the provisions of Section 501(h) of the Code. The corporation shall not participate or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

b. No part of the assets of the corporation shall be contributed to any organizations whose net earnings or any part thereof inure to the benefit of any private individual or any substantial part of the activities of which consists of carrying on propaganda or otherwise attempting to influence legislation, if such contribution would not be permitted to be made (i) by a corporation exempt from Federal income tax under §501(c)(3) of the Code (or the corresponding provision of any future United States Internal Revenue law) or (ii) by a corporation, contributions to which are deductible under §170(a) of the Code (or the corresponding provision of any future United States Internal Revenue law).

c. Notwithstanding any other provisions of these Articles, the corporation shall not carry on any activities not permitted to be carried on (i) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Code (or the corresponding provision of any future United States Internal Revenue law), or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code (or the corresponding provision of any future United States Internal Revenue law).

ARTICLE IV

BOARD OF DIRECTORS

The control and management of the affairs of the corporation and of the disposition of its funds and property shall be vested in a Board of Directors. Each director shall be entitled to one vote on each matter submitted to a vote. The number of directors (which may not be less than one nor more than 33), their term of office and the manner of their selection and election shall be determined according to the Bylaws of the corporation from time to time in force, except as limited by these Articles of Incorporation.

ARTICLE V

MEMBERS AND CAPITAL STOCK

The corporation shall have no voting members, although the Council may develop categories of non-voting memberships as a means to recognize donors of property and volunteer time. The corporation shall have no capital stock or shareholders.

ARTICLE VI

INDEMNIFICATION OF DIRECTORS AND OTHERS

The corporation shall indemnify each director or officer or committee person or former director or officer or committee person, and his or her heirs and personal representatives,

against expenses actually and reasonably incurred by him or her in connection with the defense of any action, suit or proceeding, civil or criminal, to which he or she may be made a party by reason of his or her being or having been such a director or officer or committee person of the corporation, except in relation to matters as to which he or she shall be finally adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty to the corporation. In the event of a settlement, indemnification shall be provided only in connection with such matters covered by the settlement as to which the corporation is advised by counsel that the person being indemnified did not commit such a breach of duty. The foregoing right of indemnification shall not be exclusive of other rights to which he or she may be entitled.

ARTICLE VII

BYLAWS

BYLAWS. The bylaws of the corporation shall be adopted by the Board of Directors. The Board of Directors shall have power to alter, amend or repeal the bylaws. Such bylaws may contain any provisions for the regulation or management of the affairs of the corporation which are not inconsistent with the law or these Articles of Incorporation, as the same may from time to time be amended. However, no bylaw at any time in effect, and

no amendment to the Articles, shall have the effect of giving any director or officer of this corporation any proprietary interest in its property or assets whether during the term of its existence or as an incident to its dissolution.

ARTICLE VIII

SALE OF REAL ESTATE

All or any part of the real estate of the corporation may be conveyed or encumbered by the authority of the Board of Directors, but only upon the majority vote of the Board of Directors then in office, at a meeting of the Board of Directors duly called and held. All instruments of conveyance or encumbrance shall be executed in behalf of the corporation by either the president or a vice president and by the secretary or an assistant secretary.

ARTICLE IX

REGISTERED OFFICE AND REGISTERED AGENT

The address of the registered and principal office of the corporation in Colorado is 1261 Glenarm Place, Denver, Colorado 80204-9972, and the name of its registered agent is Donald D. Johnson.

ARTICLE X

DISSOLUTION

Upon dissolution of the corporation, which may only be accomplished upon the majority vote of the then acting Board of Directors, the assets of the corporation shall be disposed of according to the procedure outlined in the Colorado Nonprofit Corporation Act. After the liabilities of the corporation have been discharged or provided for, the corporation's remaining assets shall be disposed of exclusively for the purposes of the corporation, or to such organization or organizations organized and operated exclusively for charitable and educational purposes as shall at the time qualify as an exempt organization or organizations under §501(c)(3) of the Code (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 of by the District Court for the City and County of Denver exclusively for such purposes or to such organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XI

AMENDMENTS

These Articles of Incorporation may be amended according to the procedure outlined in Colorado Revised Statutes 7-21-107; that is, at a meeting of the Board of Directors, called pursuant to notice under Colorado Revised Statutes 7-23-105, upon receiving the vote of a majority of the directors then in office.

Executed this 12th day of September, 1984.



Ann Love, President



Adele Phelan, Secretary

STATE OF COLORADO)
) ss.
CITY AND COUNTY OF DENVER)

The foregoing instrument was acknowledged before me this 16th day of September, 1984, by Ann Love, the President of COUNCIL FOR PUBLIC TELEVISION, CHANNEL 6, INC.

In witness whereof, I have hereunto set my hand and seal.

My commission expires: March 15, 1985

Thomas Stogard
Notary Public

(SEAL)

Notary's Address:

1201 Durango Blvd
Denver Colorado 80202

STATE OF COLORADO)
) ss.
CITY AND COUNTY OF DENVER)

The foregoing instrument was acknowledged before me this 10th day of September, 1984, by Adele Phelan, the Secretary of COUNCIL FOR PUBLIC TELEVISION, CHANNEL 6, INC.

In witness whereof, I have hereunto set my hand and seal.

My commission expires: March 10, 1985

Thomas J. Higgins
Notary Public

(SEAL)

Notary's Address:

1861 Alameda Place
Denver, Colorado 80202