

2002084-1463

**PENNSYLVANIA DEPARTMENT OF STATE
CORPORATION BUREAU**

Articles of Amendment-Domestic Corporation
(15 Pa.C.S.)

Entity Number
230080

☐ Business Corporation (§ 1915)
☒ Nonprofit Corporation (§ 5915)

Name

Address

City

State

Zip Code

Document will be returned to the
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the left.

←

Fee: \$52

Filed in the Department of State on

OCT 01 2002

C. Michael Stewart
Secretary of the Commonwealth

In compliance with the requirements of the applicable provisions (relating to articles of amendment), the undersigned, desiring to amend its articles, hereby states that:

1. The name of the corporation is:

WQED Pittsburgh

2. The (a) address of this corporation's current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a) Number and Street	City	State	Zip	County
4802 Fifth Avenue	Pittsburgh	PA	15213	Allegheny

(b) Name of Commercial Registered Office Provider

County

c/o

3. The statute by or under which it was incorporated:

PA Non-Profit

4. The date of its incorporation:

2/18/53

5. Check, and if appropriate complete, one of the following:

☒ The amendment shall be effective upon filing these Articles of Amendment in the Department of State.

☐ The amendment shall be effective on: _____ at _____
Date Hour

PA DEPT OF STATE

OCT 01 2002

DSCB:15-1915/5915-2

6. Check one of the following:

- ☐ The amendment was adopted by the shareholders or members pursuant to 15 Pa.C.S. § 1914(a) and (b) or § 5914(a).
- ☒ The amendment was adopted by the board of directors pursuant to 15 Pa. C.S. § 1914(c) or § 5914(b).

7. Check, and if appropriate, complete one of the following:

- ☒ The amendment adopted by the corporation, set forth in full, is as follows

The name of the corporation is WQED Multimedia

- ☐ The amendment adopted by the corporation is set forth in full in Exhibit A attached hereto and made a part hereof.

8. Check if the amendment restates the Articles:

- ☐ The restated Articles of Incorporation supersede the original articles and all amendments thereto.

IN TESTIMONY WHEREOF, the undersigned corporation has caused these Articles of Amendment to be signed by a duly authorized officer thereof this

30th day of September,

2002

WQED Pittsburgh

Name of Corporation

Signature

GEORGE L. MILES, JR.

**President and
Chief Executive Officer**

200056-1291

Microfilm Number _____

Filed with the Department of State on _____

JUL 24 2000

Entity Number _____

230080

Secretary of the Commonwealth

ARTICLES OF AMENDMENT-DOMESTIC NONPROFIT CORPORATION

DSCB:15-5915 (Rev 90)

In compliance with the requirements of 15 Pa.C.S. § 5915 (relating to articles of amendment), the undersigned nonprofit corporation, desiring to amend its articles, hereby states that:

1. The name of the corporation is: WQED Pittsburgh

2. The (a) address of this corporation's current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a) 4802 Fifth Avenue Pittsburgh PA 15213 Allegheny
Number and Street City State Zip County

(b) c/o: _____
Name of Commercial Registered Office Provider County

For a corporation represented by a commercial registered office provider, the county in (b) shall be deemed the county in which the corporation is located for venue and official publication purposes.

3. The statute by or under which it was incorporated is: PA Nonprofit Corporation Law

4. The date of its incorporation is: 1-15-53

5. (Check, and if appropriate complete, one of the following):

☒ The amendment shall be effective upon filing these Articles of Amendment in the Department of State.

☐ The amendment shall be effective on: _____ at _____
Date Hour

6. (Check one of the following):

☐ The amendment was adopted by the members (or shareholders) pursuant to 15 Pa.C.S. § 5914(a).

☒ The amendment was adopted by the board of directors pursuant to 15 Pa.C.S. § 5914(b).

7. (Check, and if appropriate complete, one of the following):

☐ The amendment adopted by the corporation, set forth in full, is as follows:

☒ The amendment adopted by the corporation is set forth in full in Exhibit A attached hereto and made a part hereof.

PA DEPT. OF STATE

JUL 24 2000

DSCB:15-5915 (Rev 90)-2

200056-1292

8. (Check, if the amendment restates the Articles):

☒ The restated Articles of Incorporation supersede the original Articles and all amendments thereto.

IN TESTIMONY WHEREOF, the undersigned corporation has caused these Articles of Amendment to be signed by a duly authorized officer thereof this 19th day of July, 2000.

WQED PITTSBURGH

(Name of Corporation)

BY: 7/19/2000
(Signature)

TITLE:

Robert F. Petrilli
Vice President and
Chief Administrative Officer

200056-1293

AMENDED AND RESTATED ARTICLES OF INCORPORATION
(Domestic Nonprofit Corporation)
of
WQED PITTSBURGH

1. The name of the corporation is WQED Pittsburgh
2. The address of this corporation's current registered office in this Commonwealth and county of venue is: 4802 Fifth Avenue, Pittsburgh, Pennsylvania 15213, Allegheny County.
3. The corporation is incorporated under the Nonprofit Corporation Law of the Commonwealth of Pennsylvania for the following purpose or purposes:
 - (i) To engage in the broadcasting of non-commercial educational and cultural radio and television programming and, in connection therewith, to hold radio, television and other telecommunication licenses and authorizations, to construct and operate radio, television and other telecommunication facilities and to undertake and perform all other such acts as may be necessary, desirable or convenient to the same;
 - (ii) To invest and reinvest funds in any kind of property, real, personal or mixed, and undivided and part interests therein, without being obliged to maintain any diversification in its investments, to lend money and to take and hold real and personal property as security for the payment of funds so invested or loaned, and to be a promoter, partner, member, associate or manager of any partnership, enterprise or venture or in any transaction, undertaking or arrangement which this corporation would have power to conduct itself, whether or not such participation involves sharing or delegation of control with or to others;
 - (iii) To solicit and accept, in trust or otherwise, money and other property to be used for the foregoing activities;
 - (iv) To conduct its business, carry on its operations, and have offices and exercise the powers granted by the Pennsylvania Nonprofit Corporation Law in any jurisdiction within or without the United States; and
 - (v) To engage in any lawful activity and to undertake any lawful act in respect thereof which a nonprofit corporation is authorized to engage in under the Pennsylvania Nonprofit Corporation Law and to that end to have and exercise all of the powers and means appropriate to accomplish the same.

Provided, however, that the corporation shall not engage directly or indirectly in any activity that would prevent it from qualifying, and continuing to qualify, as a corporation described in Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States internal revenue law). The corporation does not contemplate pecuniary gain or profit, incidental or otherwise.

200056-1294

4. No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation (except as otherwise provided in Section 501(h) of the Internal Revenue Code of 1986) the corporation shall not participate in, or intervene in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office except as authorized under the Internal Revenue Code of 1986.

5. The corporation shall exist perpetually.

6. The corporation is to be organized upon a non-stock basis. The corporation shall have no members as that term is defined in the Pennsylvania Nonprofit Corporation Law. Any provision of the law regarding notice to, the presence of, of the note, consent or other action by the members of the corporation in connection with any matter shall be satisfied by notice to the presence of, or the note, consent or other action of the directors of the corporation.

7. The property of this corporation is irrevocably dedicated to charitable or religious purposes, and upon liquidation, dissolution, or abandonment of the owner, after providing for the debts and obligations thereof, the remaining assets will not inure to the benefit of any private person but will be distributed to a non-profit fund, foundation, or corporation which is organized and operated exclusively for charitable or religious purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986.

8. To the fullest extent permitted by law, no director of the corporation shall be personally liable for monetary damages as such for any action taken, or any failure to take any action, unless:

(i) The director has breached or failed to perform the duties of his office in good faith, in a manner he reasonably believes to be in the best interests of the corporation, and with such care, including reasonable inquiry, skill and diligence as a person of ordinary prudence would use under similar circumstances; and

(ii) The breach or failure to perform constitutes self-dealing, willful misconduct or recklessness.

The provisions of this article shall not apply to:

- (a) the responsibility or liability of a director pursuant to any criminal statute; or
- (b) the liability of a director for the payment of taxes pursuant to local, state, or federal law.