

# IOWA

No. W00529328

Date: 06/05/2007

## SECRETARY OF STATE

504RDN-000323227  
IOWA PUBLIC RADIO, INC.

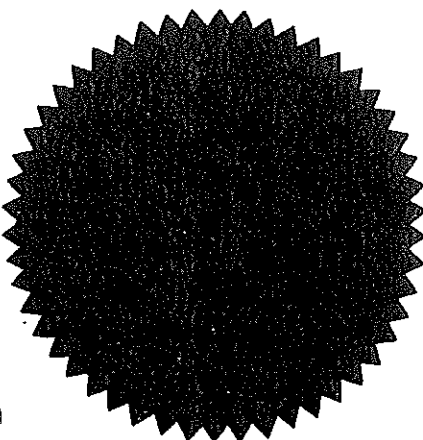
### ACKNOWLEDGEMENT OF DOCUMENT FILED

The Secretary of State acknowledges receipt of the following document:

Restated Articles of Incorporation

The document was filed on June 4, 2007, at 03:23 PM, to be effective as of June 4, 2007, at 03:23 PM.

The amount of \$20.00 was received in full payment of the filing fee.



*Michael A. Mauro*

MICHAELA MAURO SECRETARY OF STATE



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FIRST AMENDED AND RESTATED  
ARTICLES OF INCORPORATION OF  
IOWA PUBLIC RADIO, INC.

538704 PART22 \$20.00 SELF 2 2/5/07

TO THE SECRETARY OF STATE OF THE STATE OF IOWA:

Pursuant to the provisions of the Iowa Nonprofit Corporation Act, Iowa Code Chapter 504, the following First Amended and Restated Articles of Incorporation of Iowa Public Radio, Inc. (the "Corporation") have been adopted by receiving at least two-thirds of the vote which the directors of the Corporation present or represented were cast at a meeting of directors held on May 23, 2007 and where a quorum was present. The Corporation has no members. These First Amended and Restated Articles of Incorporation correctly set forth the Articles of Incorporation as amended, and have been duly adopted as required by law.

ARTICLE I - NAME

The name of the Corporation is Iowa Public Radio, Inc. It is organized as a public benefit corporation under the Revised Iowa Nonprofit Corporation Act, Chapter 504 of the Code of Iowa (the "Act").

ARTICLE II - CORPORATE EXISTENCE

The corporate existence of the Corporation began on June 21, 2004 and shall continue perpetually thereafter unless dissolved as provided by law.

ARTICLE III - PURPOSES AND POWERS

- A. *General Purposes.* The Corporation is organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time (the "Code").
- B. *Primary Purpose.* The primary purpose of the Corporation is to support and promote the welfare and growth of the network of public radio stations in the State of Iowa, including, but not limited to, the public radio stations currently licensed to the State University of Iowa, the Iowa State University of Science and Technology, and the University of Northern Iowa, each of which is exempted from federal income taxation under Section 115(1) of the Code.
- C. *Powers.* As a means of accomplishing the foregoing purposes, and except as otherwise provided herein or in the Bylaws of the Corporation, the Corporation shall have all of the general powers set forth in the Act, as amended from time to time. These general powers shall be exercised exclusively for the attainment of the charitable and educational purposes of the Corporation as set forth in this Article.

ARTICLE IV - LIMITATIONS ON POWERS

- A. *No Private Benefit.* No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any director or officer of the Corporation or any private

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individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes). No director or officer of the Corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

- B. *Propaganda and Lobbying Activities.* 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 may be permitted in Section 501(h) of the Code. The Corporation shall not participate in or intervene in (including the publishing or distributing of statements) in any political campaign on behalf of (or in opposition to) any candidate for public office.
- C. *Impermissible Activities.* Notwithstanding any other provisions of these Articles, the Corporation shall not conduct or carry on activities not permitted to be conducted or carried on by any organization exempt under Section 501(c)(3) of the Code, or by any organization contributions to which are deductible under Section 170(c)(2) of the Code.

#### ARTICLE V - DISSOLUTION PROVISIONS

- A. *Board of Directors.* Upon the dissolution of the Corporation, the board of directors, after paying or making provisions for the payment of all of the liabilities of the Corporation, shall distribute all of the assets of the Corporation to the Board of Regents, State of Iowa. Provided, however, upon dissolution and at the direction of the Board of Regents, State of Iowa, the board of directors of the Corporation shall distribute such of the assets of the Corporation as the Board of Regents, State of Iowa may direct to one or more nonprofit organization or organizations which are operated exclusively for charitable or educational purposes and which are, at the time of such distribution, exempted from Federal income taxation as organizations described in Section 501(c)(3) of the Code.
- B. *Court Order.* Any assets of the Corporation not disposed of or distributed by the board of directors shall be disposed of pursuant to an order of the District Court of the County in which the principal office of the Corporation is then located, exclusively for the charitable and educational purposes of the Corporation or distributed to one or more nonprofit organizations organized and operated exclusively for charitable or educational purposes and which are, at the time of such distribution, exempted from Federal income taxation as an organization described in Section 501(c)(3) of the Code.

#### ARTICLE VI - REGISTERED AGENT AND REGISTERED OFFICE

The address of the Corporation's registered office in the State of Iowa is:

666 Walnut Street, Suite 2000  
Des Moines, Iowa 50309

and the name of the Corporation's registered agent at such address is Wayne E. Reames.

#### ARTICLE VII - INITIAL BOARD OF DIRECTORS

The number of directors constituting the initial board of directors of the Corporation is five (5). The number of directors may be changed by the board of directors upon the adoption of Bylaws

for the Corporation and by any subsequent amendment to the Bylaws adopted by the board of directors. The names and addresses of the persons who are to serve as the initial directors are:

<u>Name</u>	<u>Address</u>
Steve Carignan	Waterloo, Iowa
Warren Madden	Ames, Iowa
Arthur A. Neu	Carroll, Iowa
Steve Parrott	Iowa City, Iowa
Kay K. Runge	Des Moines, Iowa

Directors may be removed from office pursuant to any procedure therefore provided in the Bylaws.

#### ARTICLE VIII - NO MEMBERS

The Corporation shall have no members.

#### ARTICLE IX - LIMITATIONS ON PERSONAL LIABILITY

- A. *Corporate Debts.* Pursuant to Section 901 of the Act, a director, officer or employee of the Corporation is not liable for the Corporation's debts or obligations.
- B. *Volunteer Liability.* Pursuant to Section 901 of the Act, a director, officer or other volunteer is not personally liable in that capacity to any person for any action taken or failure to take any action in the discharge of the person's duties except liability for any of the following:
1. The amount of any financial benefit to which the person is not entitled.
  2. An intentional infliction of harm on the Corporation.
  3. A violation of the unlawful distribution provisions of Section 835 of the Act.
  4. An intentional violation of criminal law.
- C. *Expansion of Law.* If the Act is hereafter amended to authorize the further elimination or limitation of liability of the Corporation's directors, officers, employees and volunteers, then the liability of the Corporation's directors, officers, employees and volunteers shall, in addition to the limitation of personal liability provided for herein, be eliminated or limited to the extent of any such amendment, automatically and without any further action, to the fullest extent then permitted by law.
- D. *No Retroactive Repeal.* Any repeal or modification of this Article shall be prospective only and shall not adversely effect the limitation on the personal liability or any other right of protection of a director, officer, employee or volunteer of the Corporation with respect to any state of facts existing at or prior to the time of any such repeal or modification.

ARTICLE X – INDEMNIFICATION

- A. *Mandatory Indemnification.* Pursuant to Section 202(e) of the Act, the Corporation shall be required to indemnify the Corporation's directors (whether or not they are compensated for their services) for liability to a person for any action taken, or any failure to take any action, as a director except liability for any of the following:
  - 1. Receipt of a financial benefit to which the director is not entitled.
  - 2. Intentional reflection of harm on the Corporation.
  - 3. A violation of the unlawful distribution provisions of the Act.
  - 4. Intentional violation of criminal law.
  
- B. *Additional Indemnification.* The Corporation shall exercise all of its permissive indemnification powers under the Act to indemnify and advance expenses to its directors and officers to the fullest extent permitted by law.
  
- C. *Expansion of Law.* If the Act is hereafter amended to authorize broader indemnification, then the indemnification obligations of the Corporation shall be deemed to be automatically amended without any further action to require the Corporation to indemnify and advance expenses of its directors and officers to the fullest extent then permitted by law.
  
- D. *No Retroactive Repeal.* Any repeal or modification of this Article shall be prospective only and shall not adversely effect any indemnification obligations of the Corporation with respect to any state of facts existing at or prior to the time of such repeal or modification.

ARTICLE XI - AMENDMENTS

These Articles of Incorporation may be amended at any time and from time to time by the board of directors as provided by the Act provided, however that no amendment shall be adopted which disqualifies the Corporation of exemption from Federal income taxation as an organization described in Section 501(c)(3) of the Code.

As adopted, the 23rd day of May, 2007.

IOWA PUBLIC RADIO, INC.

By Art Neu  
Art Neu, Chair

By Steven Parrott  
Steven Parrott, Secretary

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