

MARYLAND PUBLIC RADIO CORPORATION

ARTICLES OF AMENDMENT

Maryland Public Radio Corporation, a Maryland nonstock corporation (the "Corporation"), hereby certifies to the State Department of Assessments and Taxation that:

FIRST: The Charter of the Corporation is hereby amended by striking in its entirety Article SECOND and inserting in lieu thereof the following:

"SECOND: The name of the corporation (which is hereinafter called the "Corporation") is:

YOUR PUBLIC RADIO CORPORATION"

SECOND: Pursuant to §2-408(c) of the Corporations and Associations Article of the Annotated Code of Maryland, the Board of Directors of the Corporation, by unanimous written consent, adopted resolutions amending the Charter of the Corporation as described above. The Corporation has no members other than its Directors.

IN WITNESS WHEREOF, Maryland Public Radio Corporation has caused these presents to be signed in its name and on its behalf by its President and attested by its Secretary on this 24 day of January, 2002, and its President acknowledges that these Articles of Amendment are the act and deed of Maryland Public Radio Corporation and, under the penalties of perjury, that the matters and facts set forth herein with respect to authorization and approval are true in all material respects to the best of his knowledge, information and belief.

ATTEST:


Martha Rudzki, Secretary

MARYLAND PUBLIC RADIO CORPORATION

By 
Marc B. Steiner, President

2001 APR -11 A 9:11

MARYLAND PUBLIC RADIO CORPORATION

ARTICLES OF INCORPORATION

FIRST: The undersigned, Marc B. Steiner, being at least eighteen (18) years of age, does hereby act as incorporator with the intention of forming a non-stock corporation under and by virtue of the general laws of the State of Maryland.

SECOND: The name of the corporation (which is hereinafter called the "Corporation") is:

MARYLAND PUBLIC RADIO CORPORATION

THIRD: The Corporation is formed and shall be operated exclusively for educational and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding provision of any subsequent federal tax law (the "Code"). In furtherance of said purposes, the Corporation shall have the power (i) to operate a public radio station, (ii) to promote the development of public radio, within the State of Maryland, (iii) to engage in the production, distribution and promotion of radio programming to serve the citizens of Maryland and to do any and all actions incidental or conducive to the attainment of its objects and purposes and to do such acts and things, and exercise such powers, as may be legally carried on by a non-stock corporation under the general laws of the State of Maryland.

FOURTH: The address of the principal office of the Corporation is c/o HIQ Corporate Services, Inc, 516 North Charles Street, 5th Floor, Baltimore, Maryland 21201. The Resident Agent of the Corporation in Maryland is c/o HIQ Maryland Corporation, whose address is 516 North Charles Street, 5th Floor, Baltimore, Maryland 21201. Said Resident Agent is a Maryland corporation.

FIFTH: The Corporation has no authority to issue capital stock and shall not operate for a pecuniary profit.

SIXTH: The property, funds and affairs of the Corporation shall be managed and conducted under the direction of, and its powers vested in, the Board of Directors. Initially, the Corporation shall have one (1) director, which number may be increased or decreased pursuant to the Bylaws of the Corporation. The name of the initial director of the Corporation who shall act until his successor is elected and qualify is: Marc B. Steiner.

SEVENTH: The Bylaws of the Corporation may provide that the Corporation shall have members. In the absence of a provision for members in the Bylaws, or if in fact the Corporation has no members, the directors shall function as both members and directors.

EIGHTH: No part of the net earnings, gains or assets of the Corporation shall inure to the benefit of, or be distributable to, its directors, officers or members, other private individuals, or any organization organized and operated for a profit; provided, however, that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the exempt purposes set forth in these Articles of Incorporation. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation. The Corporation shall not directly or indirectly participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any activities not permitted to be carried on: (a) by an organization exempt from federal income taxation under Section 501(a) of the Code as an organization described in Section 501(c)(3) of the Code; or (b) by an organization to which contributions are deductible under Sections 170(a)(1) and 170(b)(1)(A) of the Code as an organization described in Section 170(c)(2) of the Code.

NINTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and its directors, officers and members:

(a) To the fullest extent permitted by Maryland law, as amended or interpreted from time to time, no director or former director or officer or former officer of the Corporation shall be personally liable to the Corporation or its members for money

damages. No amendment to the Charter of the Corporation or repeal of any of its provisions shall limit or eliminate the benefits provided by this Article NINTH, Paragraph (a), to directors or former directors or officers or former officers with respect to any act or omission that occurred prior to such amendment or repeal.

(b) (i) The Corporation shall indemnify and advance expenses to its directors as and to the fullest extent permitted by the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time (the "Corporations Article").

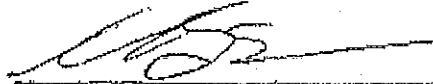
(ii) The Corporation shall indemnify and advance expenses to its officers or former officers to the same extent that it shall indemnify and advance expenses to its directors.

(iii) No amendment to the Charter of the Corporation or repeal of any of its provisions shall limit or eliminate the protection afforded by this Article NINTH, Paragraph (b) to a director or officer or former officer with respect to any act or omission that occurred prior to such amendment or repeal.

(iv) For purposes of this Article NINTH, Paragraph (b), the word "director" shall have the meaning ascribed to that word by Section 2-418 of the Corporations Article.

TENTH: In the event of dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities and obligations of the Corporation, distribute all the assets of the Corporation to: (a) one or more organizations exempt from federal income taxation under Section 501(a) of the Code as organizations described in Section 501(c)(3) of the Code, and which are organized and operated exclusively for one or more of the purposes for which the Corporation was organized; or (b) the federal government, or a state or local government, for one or more public purposes. Any such assets not so disposed of shall be distributed by the circuit court of the county in which the principal office of the Corporation is then located to one or more organizations which said court determines are organized and operated exclusively for one or more of the purposes for which the Corporation was organized.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on this 3rd day of April, 2001, and acknowledge the same to be my act.



Marc B. Steiner
Incorporator



Department of the Treasury
Internal Revenue Service

CINCINNATI, OH 45999

In reply refer to: 0232526765
Mar. 25, 2002 LTR 147C
31-1770828 000000 00 000
01558

YOUR PUBLIC RADIO CORPORATION
2216 N CHARLES ST
BALTO MD 21218

Employer Identification Number: 31-1770828
IRS Control Number:

Dear Taxpayer:

Thank you for the inquiry dated Feb. 21, 2002.

We have received your request to change your primary name. The name as been corrected, and your address has been corrected.

If you have any questions, please call us toll free at 1-800-829-1040. If you prefer, you may write to us at the address shown at the top of the first page of this letter.

Whenever you write, please include this letter and, in the spaces below, give us your telephone number with the hours we can reach you. Also, you may want to keep a copy of this letter for your records.

Telephone Number () _____ Hours _____

We apologize for any inconvenience we may have caused you, and thank you for your cooperation.

Sincerely yours,

E. S. Ament
Taxpayer Relations Department Mgr.

Enclosure(s):
Copy of this letter