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Adopted May 11, 1991

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MAY 24 '91

Restated Articles of Incorporation
of
Prairie Public Broadcasting, Inc., Formerly Known as
Prairie Public Television, Inc., Formerly Known as
North Central Educational Television, Inc.

We, the undersigned, natural persons of the age of twenty-one years or more, acting as officers of a non-profit educational corporation under the laws of the State of North Dakota, Chapter 10-24, North Dakota Century Code, adopt the following articles of incorporation for such corporation:

I.

The name of said corporation shall be "Prairie Public Broadcasting, Inc."

II.

The period of its duration is perpetual.

III.

The corporation is organized and shall be operated exclusively for charitable, scientific and education purposes, and it is organized to accept, hold, administer, invest and disburse for charitable, scientific and educational purposes, such funds as may from time to time be given to it by any person, persons or corporations, to receive gifts and make financial and other types of contributions and assistance to charitable, scientific and educational organizations; and in general, to do all things that may appear necessary and useful in accomplishing the purposes hereinabove set out. All of the assets and earnings shall be used exclusively for the purposes herein set out, including the payment of expenses incidental thereto. No part of the net earnings shall inure to the benefit of any private shareholder or individual. No part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and 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. Notwithstanding any other provision of these articles, the corporation shall not carry on 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 (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).

IV.

The prime purpose for the existence of this corporation shall be the operation and maintenance of educational television and radio stations, and the corporation shall have authority to operate and maintain one or more educational television and radio stations and related systems.

V.

This corporation is a non-profit corporation and it shall have no capital stock. In the event of the dissolution of the corporation, all of the remaining assets of the corporation shall be distributed only for charitable, scientific and educational purposes, to an organization that is exempt from federal income tax as an organization described in Section 501(c)(3) of the Internal Revenue Code of the United States.

VI.

The affairs of the corporation shall be managed by a Board of Directors consisting of (15-21) in number. They shall be selected and shall serve as provided in the by-laws.

VII.

Members of this corporation shall consist of the members of the Board of Directors and those persons who signify their interest in educational television and radio by annually contributing to the organization as set forth in the bylaws. Each member shall be entitled to one vote at all meetings of the members of the corporation. The corporation is not organized for profit and there shall be no division of the property or funds of this corporation or income therefrom among members, and no member of this corporation shall have any interest in any of the property, funds or income of this corporation, but the same shall be held by this corporation for the exclusive use and benefit of educational television and radio and for the payment of any indebtedness incurred by this corporation.

VIII.

These restated articles of incorporation may be amended or new articles may be adopted by a majority vote of the members of the corporation present at any annual meeting or special meeting, provided that all members have received written notice at least ten (10) days, but not more than sixty (60) days, prior to the meeting that the amendment of the articles of incorporation or the enactment of new articles of incorporation will be considered at such meeting and the nature of the proposed changes. The written notice may be included in the monthly program guides for the month immediately preceding the month of the meeting or for the month of the meeting, at the discretion of the President.

IX.

These restated articles of incorporation correctly set forth without change the corresponding provisions of the articles of incorporation as amended, and the restated articles of incorporation supersede the original articles of incorporation and all amendments thereto.

IN WITNESS WHEREOF, we have hereunto set our hands this 23rd day of May, 1991.

(Corporate Seal)

Bennett Trochlil
Bennett Trochlil, Chair, Board of Directors

Dennis L. Falk
Dennis L. Falk, President

STATE OF NORTH DAKOTA)
COUNTY OF Cass) SS

Bennett Trochlil, being first duly sworn on oath deposes and says that he is the Chair of the Board of Directors of the corporation named herein and that he knows the contents of the Restated Articles of Incorporation and that the same are true.

Bennett Trochlil
Bennett Trochlil, Chair, Board of Directors

Subscribed and sworn to before me this 23rd day of May, 1991.

(Seal)

Patricia C. Nugent
Notary Public

Certificate No. _____
Filing Date 5-31 19 91 My Commission Expires:

Jim Tustler
(Secretary of State)

PATRICIA A. NUGENT
Notary Public, STATE OF NORTH DAKOTA
My Commission Expires FEB. 11, 1995

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(By) gr