

Commonwealth of Pennsylvania

Department of State

3-1-72.34

1937

Articles
of
Incorporation

Corporation Bureau

Non-Profit
Corporation

In compliance with the provisions of the Non-profit Corporation Law, approved the 5th day of May, A.D. 1933, P.L. 289, as amended, the undersigned, all of whom are of full age* at least five of whom are citizens of the United States and residents of the Commonwealth of Pennsylvania, desiring that they may be incorporated as a non-profit corporation, do hereby certify:

1. The name of the corporation is:

Pittsburgh Community Broadcasting Corporation

2. The location and post office address of its initial registered office in this Commonwealth is:

505 Court Place . . . Pittsburgh, Allegheny, Pennsylvania
Number Street City County Pennsylvania

3. The purpose or purposes of the corporation which shall be organized under this Act are as follows: (**)

The purposes for which the corporation is organized is to establish and operate exclusively for educational purposes, one or more noncommercial educational radio broadcasting stations licensed by the Federal Communications Commission and subject in its or their operation to the regulatory actions of the Commission under the United States Communication Act of 1934, United States Code Title 47, Section 151 et seq., as heretofore or hereafter amended;

The words "exclusively" and "educational" and correlatives wherever used in these Articles are hereby limited to the meanings which they have in the United States Internal Revenue Code of 1954, Sections 501 (c) (3) and 170 (c) (2), as heretofore or hereafter amended, or as found in any future corresponding or otherwise applicable United States Internal Revenue Act.

4. The corporation does not contemplate pecuniary gain or profit, incidental or otherwise, to its members.

5. The term of its existence is: perpetual

6. A. The corporation is organized upon a non stock basis.

B. The aggregate number of shares which the corporation shall have authority to issue is (***)

(*) At least five or more natural persons of full age, and of either sex at least three of whom are citizens of the United States, and residents of the Commonwealth of Pennsylvania, may incorporate a non-profit corporation under the provisions of this Act.

(**) It shall not be necessary to set forth any powers enumerated in Section 302 of the Act.

(***) There should be set forth the number and par value of all shares having par value; the number of shares without par value, and the stated capital applicable thereto. If the shares are to be divided into classes, a description of each class and a statement of the preferences, qualifications, limitations, restrictions, and the special or relative rights granted to, or imposed upon, the shares of each class.

FILING FEE — \$40.00

NOTE: Excise tax at the rate of 1.5 of 1% (\$2.00 per \$1,000) will be due and payable at the time of filing of the Articles, computed by multiplying the number of authorized shares having par value by their par value, or if there is no par stock authorized, then on the stated capital applicable thereto as well.

ONLY A CLEARLY LEGIBLE ORIGINAL SHOULD BE SUBMITTED.

SIGNATURES SHOULD BE IN BLACK INK

DD-101-SP

Exhibit D

3-1-72,34 1875

7. The names and addresses of those persons who are to act as directors until the election of their successors are:

NAME	ADDRESS (including street and number, if any)
Elory Schempp	921 Ivy Street, Pittsburgh, Pa., 15232
Jeff Smith	345 South Highland Ave., Pittsburgh, Pa., 15206
Mel Packer	919 Ivy Street, Pittsburgh, Pa, 15232

8. The name, place of residence, and post office address of each of the incorporators are as follows:

NAME	ADDRESS (including street and number, if any)	NUMBER AND CLASS OF SHARES (if any) N/A
Elory Schempp	921 Ivy Street, Pittsburgh, Pa., 15232	
Jeff Smith	345 South Highland Ave., Pittsburgh, Pa., 15206	
Mel Packer	919 Ivy Street, Pittsburgh, Pa., 15232	
Philip A. Peters	919 Ivy Street, Pittsburgh, Pa., 15232	
Robert B. Pfahler	919 Ivy Street, Pittsburgh, Pa., 15232	

IN TESTIMONY WHEREOF, the incorporators have signed and sealed these Articles of Incorporation this

4th day of JULY, 1972

Mel Packer (SEAL) _____ (SEAL)
Philip A. Peters (SEAL) _____ (SEAL)
Robert B. Pfahler (SEAL) _____ (SEAL)
Elory Schempp (SEAL) _____ (SEAL)
Jeff Smith (SEAL) _____ (SEAL)
 _____ (SEAL) _____ (SEAL)
 _____ (SEAL) _____ (SEAL)

Approved and filed in the Department of State on the 25th day of July, A.D. 1972

C. ...
Secretary of the Commonwealth

STATE

9k

3-1-72: 54. 1219

COMMONWEALTH OF PENNSYLVANIA

DEPARTMENT OF STATE

CORPORATION BUREAU

Articles
of
Incorporation

Non-Profit
Corporation

In compliance with the requirements of Article VII of the Act of the General Assembly of the Commonwealth of Pennsylvania known as the "Non-Profit Corporation Law" approved May 5, 1933 as amended, providing for amendments to the articles of incorporation of non-profit corporations, Pittsburgh Community Broadcasting Corporation hereby certifies under its corporate seal as follows:

1. The name of the corporation is PITTSBURGH COMMUNITY BROADCASTING CORPORATION, registered office at: 505 Court Pl., Pittsburgh, Pa.

2. That it is a corporation incorporated and existing under the Act of the General Assembly of the Commonwealth of Pennsylvania known as the "Non-Profit Corporation Law" approved May 5, 1933, as amended; that the decree of incorporation was signed by C. Dolores Tucker, Secretary of the Commonwealth of Pennsylvania on July 25, 1972.

3. That a meeting of the members of the corporation to take action on the proposed amendments was held on the 20th day of November, 1972, at 920 Grant Building, Pittsburgh, Pennsylvania pursuant to notice given on November 6, 1972, which Notice set forth in detail the proposed amendments which are made hereto.

4. That at the time of the meeting of the members on the 20th day of November, 1972, five members were entitled to vote on the proposed amendments and that all five members voted in favor of the adoption of the resolution authorizing the amendments to its Articles of Incorporation.

5. That the following resolutions were adopted by a unanimous vote of all members entitled to vote thereon:

RESOLVED, that the Articles of Incorporation of this corporation be and the same hereby are amended, by adding at the end thereof, as follows:

Paragraph 9. No part of the net earnings shall inure to the benefit of, or be distributable to, its members, directors, officers or other persons, except that the corporation shall be authorized to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in paragraph 3 hereof. No substantial part of the activities of the corporation shall be to carry out propaganda, influence legislation, participation or intervention in 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 by Section 501(c)3 of the Internal Revenue Code, or any future amendment thereto, or by a corporation, contributions to which are deductible under Section 170(c)3 of the Internal Revenue Code of 1954, or any future amendments thereto.

3-1-72: 54 1220

Paragraph 10. Upon corporation dissolution, the Board, after paying all of the liabilities of the corporation, dispose of all corporate assets exclusively for the purposes of the corporation in such manner, or to such organization or organizations operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization under Section 501C3 of the Internal Revenue Code of 1954, or any future amendments thereto, as the Board shall determine. Any assets not so disposed of shall be disposed of by the Court of Common Pleas of Allegheny County exclusively for the purposes or to such other organizations as the court shall determine which are organized and operated exclusively for such purposes.

The testimony whereof the PITTSBURGH COMMUNITY BROADCASTING CORPORATION has caused these Articles of Amendment to be signed by its interim President and its corporate seal, duly attested by its interim Secretary to be hereunto affixed this 17th day of November, 1972.

PITTSBURGH COMMUNITY BROADCASTING CORP.

By Elroy Schupp
Interim President

ATTEST

Melvin Packer
Interim Secretary

COMMONWEALTH OF PENNSYLVANIA }
COUNTY OF ALLEGHENY } SS:

Before me, a notary public, appeared MELVIN PACKER the interim Secretary of the PITTSBURGH COMMUNITY BROADCASTING CORPORATION, who being duly sworn, deposed and said that he was personally present at the execution of the foregoing Articles of Amendment, saw the Seal of the Corporation affixed hereto, that the Seal affixed hereto is the Corporate Seal of the Corporation; that the foregoing Articles of Amendment were duly signed, sealed and delivered by, as and for the act and deed of the Corporation by the authority and at the direction of a majority of the

3-1-72: 54-1221

members thereof, and that the names of the said ELLORY
SCHEMP as Interim President and MELVIN PACE
as Interim Secretary, subscribed thereto are in their proper
and respective handwriting.

Melvin Pace
Interim Secretary

Sworn to and subscribed
before me this 27th day
of November, 1972.

James A. Furell
Notary Public
JAMES A. FURELL, NOTARY PUBLIC
PITTSBURGH, ALLEGHENY COUNTY
MY COMMISSION EXPIRES JAN. 7, 1978
Member, Pennsylvania Association of Notaries

Approved and filed in the Department of State on December 15, 1972.

C. McLaughlin Tucker

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Secretary of the Commonwealth as