

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
NORTHEASTERN EDUCATIONAL TELEVISION OF OHIO, INC.**

The undersigned, being the Members of Northeastern Educational Television of Ohio, Inc., an Ohio not-for-profit corporation (the “Corporation”) as of the date of these Amended and Restated Articles of Incorporation, do hereby certify as of July 1, 2023:

FIRST: The name of the Corporation shall be Northeastern Educational Television of Ohio, Inc.

SECOND: The principal office of the Corporation shall be located in the City of Kent, Portage County, Ohio.

THIRD: The Corporation is formed exclusively for charitable, religious, educational, and scientific purposes under section 501(c)(3) of the Internal Revenue Code, including but not limited to the following:

1. To be the licensee of non-commercial educational television stations in northeastern Ohio (“Licensed Stations”) and further, to own and operate Licensed Stations and associated facilities.
2. To: (a) propose, plan, and develop; (b) acquire, purchase, and lease; (c) prepare and distribute, license, and otherwise make available, television programs to be broadcast by Licensed Stations and/or other networks, platforms, media, and systems; and (d) curate and deliver other non-commercial public media content across multiple platforms to inform, educate, and enlighten the public.
3. To: (a) lease, as lessor or lessee, purchase, acquire and own; (b) order, have, use, and contract for, and to otherwise obtain, arrange for and provide technical equipment for the transmission of programs; and (c) provide such equipment to other parties to use for the benefit of the Corporation.
4. To establish and maintain services for: (a) promoting and circulating television programs suitable for non-commercial educational transmission via any analog, digital, or other means; and (b) broadcast of such television programs.
5. To cooperate and participate with state, regional and national non-commercial television systems, and networks in all aspects of television programming and broadcasting.
6. To develop, prepare, and publish information, data, reports, and other materials in support of, or relating to, non-commercial educational television programming and broadcasting.
7. To otherwise forward and advance the development, distribution, and use of non-commercial television programs, materials, and services.

8. To provide services intended to assist schools, educators, and others in their usage of new and alternative technologies.
9. To use the Corporation's facilities and other facilities for providing training when such training benefits the Corporation or its intended purposes.
10. To do each and every other further act as is necessary, convenient, or expedient to accomplish the Corporation's intended purposes, or any lawful purposes incidental thereto.
11. To do any and all other acts not prohibited by law or contradicted by these Amended and Restated Articles of Incorporation or the Bylaws of the Corporation.
12. To accomplish its intended purposes, the Corporation shall also have all other powers as are now, or may hereafter be, granted by Ohio's Nonprofit Corporation Law, R.C. 1702, *et seq.*; however such powers shall in no way exceed the limitations of, or otherwise contradict the requirements set forth in, Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, for exempt organizations.

FOURTH: The following persons are the duly elected Directors of the Corporation as of the date of these Amended and Restated Articles of Incorporation, and shall continue to serve until the end of their terms pursuant to the Corporation's Bylaws:

Theron Brown	Stephen Colecchi	Shannon Tirone	Romona J. Davis
David Dix	Joyce L. Mistovich	David Lee Morgan, Jr.	Nicole Mullet
Bruce E. Sherman	Stephanie Werren	Wayne R. Hill	Rebecca Murphy

FIFTH: Pursuant to R.C. 1702 *et seq.*, the voting Directors of the Corporation shall be taken to be the Members of the Corporation, as needed to conduct business of the Corporation requiring action by the Members and shall accordingly have all rights and privileges of Members of the Corporation under law and subject to the Corporation's Bylaws. A meeting of the Directors shall constitute a meeting of the Members, as necessary for purposes of conducting business of the Corporation requiring action by the Members, and any such meeting shall be conducted in accordance with the Corporation's Bylaws and R.C. 1702 *et seq.*

SIXTH: The Corporation is irrevocably dedicated to, and operated exclusively for, non-profit purposes. No part of the Corporation's net earnings shall inure to the benefit of, or be distributable to, its members, directors, trustees, officers, or other private persons, except 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 intended purposes set forth in the Third Article of these Amended and Restated Articles of Incorporation. The Corporation shall carry on only those activities permitted to be carried on by a corporation qualified as exempt from federal income taxes by applicable sections of the Internal Revenue Code of 1986, as amended, or corresponding sections of any future federal tax code.

SEVENTH: Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such a manner, or

to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Service Code of 1986 or the corresponding section of any future federal tax code, as the Board of Directors shall determine. Any such assets not disposed of shall in turn be disposed of by the Court of Common Pleas for the county in which the principal office of the Corporation is located at the time of dissolution, exclusively for such purpose or to such organization or organizations of said court determine, which are organized and operate exclusively for such purposes.

EIGHTH: These Amended and Restated Articles of Incorporation supersede the original Articles of Incorporation and any amendments thereto.

NINTH: These Amended and Restated Articles of Incorporation may be executed in one or more counterparts, each of which shall be deemed an original and all of which together shall constitute one and the same instrument. Electronic signatures, digital signatures certified by a recognized software or service provider (i.e. DocuSign or Adobe Sign), and copies of original signatures transmitted by email, fax, or other electronic means are as binding and valid as an original signature.



Theron Brown



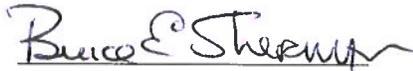
Stephen Colecchi



David Dix



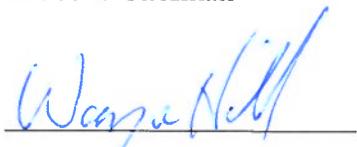
Joyce L. Mistovich



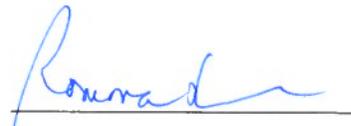
Bruce E. Sherman



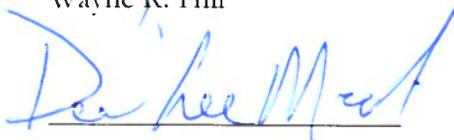
Stephanie Werren



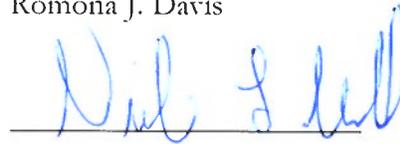
Wayne R. Hill



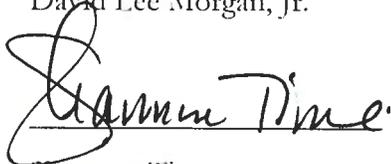
Romona J. Davis



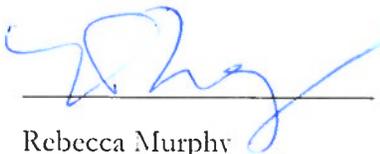
David Lee Morgan, Jr.



Nicole Mullet



Shannon Tirone



Rebecca Murphy