

NP
U-753



AMENDMENT OF ARTICLES OF INCORPORATION

READ INSTRUCTIONS AT BOTTOM OF PAGE BEFORE COMPLETING THIS FORM

CORPORATE NAME
THE WORLD THEATER CORPORATION

This amendment is effective on the day it is filed with the Secretary of State, unless you indicate another date, no later than 30 days after filing with the Secretary of State, in this box:

[Empty box for effective date]

The following amendments of articles or modifications to the statutory requirements regulating the above corporation were adopted: (Insert full text of newly amended or modified article(s), indicating which article(s) is(are) being amended or added. If the full text of the amendment will not fit in the space provided, please do not use this form. Instead, retype the amendment on a separate sheet or sheets using this format.)

ARTICLE 1.1

The name of this Corporation shall be:
"The Fitzgerald Theater Company".

This amendment has been approved pursuant to chapter 302A, Minnesota Statutes. I certify that I am authorized to execute this amendment and I further certify that I understand that by signing this amendment, I am subject to the penalties of perjury as set forth in section 609.48 as if I had signed this amendment under oath.

Thomas J Kigin

(Signature of Authorized Person)

054767

INSTRUCTIONS:

1. Type or print with dark black ink.
2. Filing fee: \$35.00.
3. Make check payable to Secretary of State.
4. Mail or bring completed forms to:

Secretary of State
Business Services Division
180 State Office Building
Saint Paul, MN 55155
(612) 296-2803
SC-00175-03 (9/88)

FOR USE BY THE SECRETARY OF STATE

STATE OF MINNESOTA
DEPARTMENT OF STATE
FILED
NOV - 7 1994
Joan Anderson Howe
Secretary of State

RESTATED
ARTICLES OF INCORPORATION
THE WORLD THEATER CORPORATION
AS OF
JANUARY 10, 1985

1518

ARTICLE I

1.1 The name of this Corporation shall be:

THE WORLD THEATER CORPORATION

ARTICLE II

2.1 The purpose of this Corporation shall be to acquire, own, operate, and renovate the World Theater in downtown Saint Paul, and such adjacent properties as may be appropriate to the acquisition, ownership, operation and renovation of the World Theater, for educational and charitable purposes within the scope of Section 501(c)(3) of the Internal Revenue Code of the United States, and to perform all those activities which would normally be consistent with such activity.

ARTICLE III

- 3.1 This Corporation shall be organized exclusively for charitable purposes, according to Section 501(c)(3) of the Internal Revenue Code of the United States.
- 3.2 No part of its net earnings or pecuniary gain in any manner or form, directly or indirectly, shall inure to any members, directors, officers or individuals.

ARTICLE IV

4.1 The duration of this Corporation shall be perpetual.

ARTICLE V

5.1 The registered office of this Corporation shall be located at:

45 East Eighth Street
City of Saint Paul
Ramsey County
Minnesota 55101

958758

ARTICLE VI

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6.1 This Corporation shall be governed by a Board of Directors.

6.1.1 The Board of Directors shall have no fewer than three and no more than twenty Directors.

6.1.2 The Member shall have the right and responsibility to determine, from time to time and by resolution, the total number of Directors, and to appoint such Directors.

6.2 The duties of the Directors shall be governed by the Bylaws of this Corporation.

6.3 The name and address of each Director constituting the Board of Directors at the adoption of these Restated Articles of Incorporation is as follows:

Robert A Auritt
Vice President & Chief Financial Officer
Molecular Genetics Inc
10320 East Bren Road
Minnetonka, MN 55343

Conley Brooks Jr
Executive Vice President
Brooks Associates Inc
510 Baker Building
Minneapolis, MN 55402

Jon Grunseth
Vice President Public Affairs
Economics Laboratory Inc
Osborn Building
St Paul, MN 55102

William Kling
President
Minnesota Public Radio
45 E 8th Street
St Paul, MN 55101

J Baird Pittman
1784 Martha Lane
Long Lake, MN 55356

Robert J Sivertsen
29 Summit Court
St Paul, MN 55102

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John Taylor
Senior Vice President
Public Affairs
First Bank St Paul
Room W1291
332 Minnesota Street
St Paul, MN 55102

Stanley W Thiele
Senior Vice President
Administrative Services
3M Company
220 3M Center
St Paul, MN 55102

Billie Young
Owner
Old Mexico Shop Inc
857 Grand Avenue
St Paul, MN 55105

ARTICLE VII

- 7.1 No personal liability shall be incurred by any Member, Director, or Officer of this Corporation, either for the negligent acts of this Corporation, its agents or employees, or for the debts or obligations of this Corporation.

ARTICLE VIII

- 8.1 No capital stock shall be authorized or issued in this Corporation.

ARTICLE IX

9.1 This Corporation shall have the authority to do everything and anything reasonably and lawfully necessary, proper, suitable or convenient for the achievement of the purposes stated herein, including the exercise of all powers under Minnesota Statutes Chapter 317 and laws amending and supplementing the same, and under the laws generally, both federal and state, and particularly under Section 501(c)(3) of the Internal Revenue Code of the United States.

ARTICLE X

10.1 No substantial part of the activities of this Corporation shall be the carrying on of propoganda or otherwise attempting to influence legislation, and this Corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

ARTICLE XI

11.1 The sole Member of this Corporation shall be Minnesota Public Radio Inc, a Minnesota Nonprofit Corporation.

ARTICLE XII

12.1 In the event of the dissolution of this Corporation, any assets remaining after payment of all obligations shall be distributed only for one or more of the exempt purposes as shall at the time qualify under Section 501(c)(3) of the Internal Revenue Code of the United States (or the corresponding provisions of any future United States Internal Revenue Law), and if such distribution is not accomplished by the Board of Directors, then it shall be accomplished by the Circuit Court of the county in which the principal office of this Corporation is then located.

ARTICLE XIII

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13.1 The Bylaws of this Corporation shall be effective when adopted by affirmative vote of no less than two-thirds of the Directors, and approved by the Member, and thereafter may be amended or changed as provided therein.

ARTICLE XIV

14.1 These Articles may be amended or changed by affirmative vote of no less than two-thirds of the Directors, and approval of the Member.

-END-

STATE OF MINNESOTA
DEPARTMENT OF STATE
FILED

SEP 10 1986

Jean Anderson Browe
Secretary of State

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