

IT-983

MP-RA



**RESTATED ARTICLES OF INCORPORATION  
OF  
SOUTHERN CALIFORNIA PUBLIC RADIO**

**September 9, 1999  
as Amended December 5, 2000 and February 2, 2005**

**ARTICLE I**

The name of the corporation is Southern California Public Radio.

**ARTICLE II**

2.1 This corporation is organized and shall be operated exclusively for charitable and educational purposes, and within the framework of such purposes to perform all functions normally consistent with the goals of educational and cultural public broadcasting.

2.1.1 Without limiting the foregoing, the mission of this corporation shall be to produce and to acquire radio programming of community value and to combine these programs into a nonprofit radio service of the highest quality for broadcast.

2.1.2 The property of this corporation is irrevocably dedicated to charitable and educational purposes meeting the requirements for exemption provided by section 214 of the California Revenue and Taxation Code and no part of the net income or assets of the corporation shall inure to the benefit of private persons.

2.2 For its purposes and not otherwise, this corporation shall have such powers as are required by and are consistent with the foregoing purposes, including the power to acquire and receive funds and property of every kind and nature whatsoever, whether by purchase, conveyance, lease, gift, grant, bequest, legacy, devise, or otherwise, and to own, hold, expand, make gifts, grants, and contributions of, and to convey, transfer, and dispose of any funds and property and the income therefrom for the furtherance of the purposes of this corporation hereinabove set forth, or any of them, and to lease, mortgage, encumber, and use the same, and such other powers which are consistent with the foregoing purposes and which are afforded to this corporation by the Minnesota Nonprofit Corporation Act, as now enacted or as hereafter amended.

2.2.1 All the powers of this corporation shall be exercised only so that this corporation's operations shall be exclusively within the contemplation of section 501(c) (3) of the Internal Revenue Code of 1986.

2.3 All references in these Articles of Incorporation to sections of the Internal Revenue Code of 1986 include any provisions thereof adopted by future amendments thereto and any cognate provisions in future Internal Revenue Codes to the extent such provisions are applicable to this corporation.

### **ARTICLE III**

3.1 This corporation shall not afford pecuniary gain, incidentally or otherwise, to its members, and no part of the net income or net earnings of this corporation shall inure to the benefit of any member, private shareholder, or individual.

3.2 No substantial part of the activities of this corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation. This corporation shall not participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

3.3 Nothing herein shall be construed to establish or prohibit the payment of reasonable compensation to officers or directors of this corporation for services actually rendered by them to this corporation.

### **ARTICLE IV**

4.1 The period of duration of this corporation's corporate existence shall be perpetual.

### **ARTICLE V**

5.1 The registered office of this corporation shall be located at 45 East Seventh Street, Saint Paul, Minnesota 55101.

### **ARTICLE VI**

6.1 This corporation shall not have members with voting rights.

6.2 The Board of Trustees may establish a class or classes of non-voting members upon such conditions and terms as it from time to time deems appropriate.

### **ARTICLE VII**

7.1 The management and direction of the business of this corporation shall be vested in a Board of Trustees.

7.1.1 The number, term of office, powers, authority and duties of members of the Board of Trustees, the time and place of their meetings, and such other regulations with respect to them as are not inconsistent with the express provisions of

these Articles of Incorporation shall be as specified from time to time in the Bylaws of this corporation.

7.2 This corporation may have nonvoting honorary or advisory members of the Board of Trustees.

7.3 Any action that could be taken at a meeting of the Board of Trustees may be taken without a meeting when authorized in written action signed by the number of Trustees that would be required to take the same action at a meeting of the Board of Trustees at which all Trustees were present; provided that all Trustees shall be notified of the text of the written action prior to the signing by any of the Trustees.

7.3.1 All Trustees shall be notified immediately of the effective date of any such written action that is duly taken.

#### **ARTICLE VIII**

8.1 This corporation shall have no capital stock.

#### **ARTICLE IX**

9.1 The members and Trustees of this corporation shall not be personally liable for the debts or obligations of this corporation of any nature whatsoever, nor shall any of the property of the members or Trustees be subject to the payment of the debts or obligations of this corporation to any extent whatsoever.

#### **ARTICLE X**

10.1 These Articles of Incorporation may be amended from time to time in the manner provided by law and the Bylaws of this corporation.

#### **ARTICLE XI**

11.1 Subject to the approval of the Board of Trustees of American Public Media Group, this corporation may be dissolved in accordance with the laws of the State of Minnesota.

11.2 Upon dissolution or winding up of this corporation, its assets remaining after payment, or provision for payment, of all of its debts and liabilities shall be distributed to a nonprofit fund, foundation, or corporation that is organized and operated exclusively for charitable and educational purposes meeting the requirements for exemption provided by section 214 of the California Revenue and Taxation Code and that has established its tax exempt status under section 501(c)(3) of the Internal Revenue Code.

Specifically, upon dissolution of this corporation any surplus property remaining after the

payment of its debts and completion of its contractual obligations shall be disposed of by transfer to American Public Media Group to be held and used exclusively for charitable purposes. American Public Media Group is organized and operated exclusively for charitable and educational purposes meeting the requirements for exemption provided by section 214 of the California Revenue and Taxation Code and has established tax exempt status under section 501(c)(3) of the Internal Revenue Code.


If American Public Media Group is not then in existence or is not an organization described in Section 501(c)(3) of the Internal Revenue code of 1986, and does not meet the requirements for exemption provided by section 214 of the California Revenue and Taxation Code, then said surplus property shall be distributed to a nonprofit fund, foundation, or corporation that is organized and operated exclusively for charitable and educational purposes meeting the requirements for exemption provided by section 214 of the California Revenue and Taxation Code and that has established its tax exempt status under section 501(c)(3) of the Internal Revenue Code.

Upon dissolution or winding up of this corporation, the use and disposition of real or personal property owned or used by this corporation in California shall be limited to the purposes stated in the foregoing paragraph in such manner as to satisfy the requirements of the laws of California for exemption of such property from property taxation in California.

11.3 Notwithstanding any provision herein to the contrary, nothing herein shall be construed to affect the disposition of property and assets held by this corporation upon trust or other condition, or subject to any executory or special limitation, and such property, upon dissolution of this corporation, shall be transferred in accordance with the trust, condition or limitation imposed with respect to it.

#### Certification

I, Thomas J Kigin, the Assistant Secretary of Southern California Public Radio, certify that I am authorized to sign these Restated Articles and that the information in these Restated Articles is true and correct. I also understand that if any of this information is intentionally or knowingly misstated that criminal penalties will apply as if I had signed these Restated Articles under oath.

  
Thomas J Kigin

2005-02-03  
Date

STATE OF MINNESOTA  
DEPARTMENT OF STATE  
FILED

FEB 11 2005

  
Secretary of State

Business Services  
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Mary Kiffmeyer  
Secretary of State

Office of the Secretary of State  
Packing Slip

February 11, 2005

AMERICAN PUBLIC MEDIA GROUP  
MITZI GRAMLING  
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SAINT PAUL, MN 55101

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