

RESTATED ARTICLES OF INCORPORATION

OF

AMERICAN PUBLIC MEDIA GROUP

Approved October 30, 2008

ARTICLE I

The name of this corporation shall be:

American Public Media Group

ARTICLE II

2.1 This corporation is organized and shall be operated exclusively for charitable purposes and exclusively for the benefit of and to assist in carrying out the purposes of Minnesota Public Radio | American Public Media, Southern California Public Radio, The Fitzgerald Theater Company, and Classical South Florida Inc, each of which is a nonprofit corporation that is described in sections 501 (c)(3) and 509 (a)(1) or 509 (a)(2) of the Internal Revenue Code.

2.2 For its purposes and not otherwise, this corporation shall have only 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, expend, 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. All the powers of this corporation shall be exercised only so that this corporation's operations shall be exclusively within the contemplation of Sections 501 (c)(3) and 509 (a)(3) of the Internal Revenue code of 1986.

2.2.1 The property of this corporation is irrevocably dedicated to charitable purposes within the meaning of Section Sections 501 (c)(3).

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

3.3 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.

### 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 480 Cedar 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. 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 non-voting 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, however, that all Trustees shall be notified of the text of the written action prior to the signing by any of the Trustees. All Trustees shall be notified immediately of the effective date of any such written action that is duly taken.

#### ARTICLE VIII

8.1 The members of the Board of Trustees and their terms at the time of the adoption of these Restated Articles shall remain in force unless otherwise changed by Resolution of the Board of Trustees no later than the next meeting after the adoption of these Restated Articles.

#### ARTICLE IX

9.1 This corporation shall have no capital stock.

#### ARTICLE X

10.1 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 XI

11.1 These Articles of Incorporation may be amended from time to time in the manner provided by law.

#### ARTICLE XII

12.1 This corporation may be dissolved in accordance with the laws of the State of Minnesota.

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

Specifically, in the event of the dissolution of this corporation, any surplus property remaining after the payment of its debts shall be disposed of by transfer to one or more of the organizations listed in Section 2.1 of these Restated Articles of Incorporation, each an organization that has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code, to be held and used for charitable purposes.

If none of such organizations is then in existence or is an organization described in Section 501(c)(3) of the Internal Revenue Code, then the surplus property shall be disposed of by transfer to a nonprofit fund, foundation, or corporation that is organized and operate exclusively for charitable purposes and that has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986.

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

12.2 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

These Restated Articles of Incorporation were approved on October 30, 2008, pursuant to chapter 317A, 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.

  
Assistant Board Secretary  
American Public Media Group

2008. 11. 03  
Date