

ARTICLES OF INCORPORATION
OF
CORPORATION FOR PUBLIC BROADCASTING

We, the undersigned natural persons of the age of twenty-one (21) years or more, and citizens of the United States, acting as incorporators appointed by the President of the United States under Title II of the Public Broadcasting Act of 1967, Public Law 90-129, approved November 7, 1967, 81 Stat. 365, and desiring to organize a corporation under said Act and under the District of Columbia Non-Profit Corporation Act (29 D. C. Code Chapter 10), adopt, by direction of all the Incorporators so appointed, the following Articles of Incorporation for such Corporation.

ARTICLE I.

Section 1.01. The name of the Corporation is:
Corporation for Public Broadcasting.

ARTICLE II.

Section 2.01. The period of duration of the Corporation is perpetual.

FILED
MAR 27 1968
BY: *AOZ*

ARTICLE III.

Section 3.01. The purposes for which the Corporation is organized are -

(a) to further and carry out the purposes and achieve the objectives of the Public Broadcasting Act of 1967 and any amendments thereto; and

(b) to do everything necessary, desirable, advisable, or convenient for the furtherance and accomplishment of such purposes and the achievement of such objectives, and to do all other things incidental thereto or connected therewith which are not forbidden by applicable law or these Articles.

Section 3.02. In order to further and carry out the purposes and achieve the objectives of the Public Broadcasting Act of 1967, the Corporation -

(a) shall have the powers set forth in the Public Broadcasting Act of 1967, and any amendments thereto, as the powers of the Corporation authorized to be created by said Act, and

(b) shall have the further power, subject to the provisions of the Public Broadcasting Act of 1967, and any amendments thereto, to -

1. have perpetual succession by its corporate name;
2. sue and be sued, complain and defend, in its corporate name;
3. have a corporate seal which may be altered at pleasure and to use the same by causing it, or a facsimile thereof, to be impressed or affixed or in any other manner reproduced;
4. purchase, take, receive, lease, take by gift, devise or bequest, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with, real or personal property, or any interest therein, wherever situated,
5. sell, convey, mortgage, pledge, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets;
6. purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, loan, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations,

whether for profit or not for profit, associations, partnerships, or individuals, or direct or indirect obligations of the United States, or of any other government, State, territory, governmental district, or municipality or of any instrumentality thereof;

7. make contracts and incur liabilities, borrow money at such rates of interest as the Corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises and income;

8. lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested;

9. conduct its affairs, carry on its operations, hold property, and have offices and exercise its powers in any part of the world;

10. elect or appoint officers and agents of the Corporation, and define their duties and fix their compensation;

11. make and alter By-Laws, not inconsistent with its Articles of Incorporation, or with applicable law, for the administration and regulation of the affairs of the Corporation;

12. make donations for the public welfare or for charitable, scientific, literary, or educational purposes, or for other purposes for which the Corporation is organized;

13. indemnify any director or officer or former director or officer of the Corporation, or any person who may have served at its request as a director or officer of another corporation, whether for profit or not for profit, against expenses actually and necessarily incurred by him in connection with the defense of any action, suit, or proceeding in which he is made a party by reason of being or having been such director or officer, except in relation to matters as to which he shall be adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of a duty. Such indemnification shall not be deemed exclusive of any other rights to which such director or officer may be entitled, under any by-law,

agreement, vote of board of directors or members, or otherwise;

14. cease its corporate activities and surrender its corporate franchise; and

15. have and exercise all powers necessary or convenient to effect any or all of the purposes for which the Corporation is organized.

ARTICLE IV.

Section 4.01. The Corporation will have no members.

ARTICLE V.

Section 5.01. The directors of the Corporation shall be appointed or elected in the manner provided for by the Public Broadcasting Act of 1967 and any amendments thereto.

ARTICLE VI.

Section 6.01. The affairs of the Corporation shall be conducted as provided for in the By-Laws of the Corporation to be adopted by the Board of Directors.

Section 6.02. The Corporation is organized exclusively for charitable, scientific, literary and educational purposes, including, for such purposes, the making

of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law).

Section 6.03. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

Section 6.04. In the event of dissolution or final liquidation 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 in such manner, or to such organization or organizations organized and operated

exclusively for charitable, educational, literary, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine.

ARTICLE VII.

Section 7.01. The address of the Corporation's initial registered office is:

1250 Connecticut Avenue
Washington, D. C. 20036

Section 7.02. The name of the Corporation's initial registered agent at such address is:

William E. Miller

ARTICLE VIII.

Section 8.01. The number of directors constituting the Initial Board of Directors is fifteen (15) and the names and address, including street and number, of the

persons who are to serve as the Initial Directors until their successors are elected and qualified are:

<u>Name</u>	<u>Address</u>
Joseph A. Beirne	1925 K Street, N. W. Washington, D. C. 20006
Robert S. Benjamin	729 Seventh Avenue New York, New York 10019
Roscoe C. Carroll	1999 W. Adams Blvd. Los Angeles, California 90018
Milton S. Eisenhower	12 E. Bishops Road Baltimore, Maryland 21218
Michael A. Gammino	33 Weybosset Street Providence, Rhode Island 02903
Saul Haas	1530 Queen Anne Avenue N. Seattle, Washington 98109
Oveta Culp Hobby	2410 Polk Avenue Houston, Texas 77003
Joseph D. Hughes	525 William Penn Place Pittsburgh, Pennsylvania 15211
James R. Killian, Jr.	77 Massachusetts Avenue Cambridge, Massachusetts 02139
Erich Leinsdorf	251 Huntington Avenue Boston, Massachusetts 02115

<u>Name</u>	<u>Address</u>
Frank Pace, Jr.	545 Madison Avenue New York, New York 10022
John D. Rockefeller 3rd	30 Rockefeller Plaza New York, New York 10020
Carl E. Sanders	34 Broad Street Atlanta, Georgia 30303
Frank E. Schooley	504 West Springfield Avenue Champaign, Illinois 61820
Jack Valenti	918 Sixteenth Street, N. W. Washington, D. C. 20006

ARTICLE IX.

Section 9.01. The name and address, including street and number, of each Incorporator is:

<u>Name</u>	<u>Address</u>
Joseph A. Beirne	1925 K Street, N. W. Washington, D. C. 20006
Robert S. Benjamin	729 Seventh Avenue New York, New York 10019
Roscoe C. Carroll	1999 W. Adams Blvd. Los Angeles, California 90018
Milton S. Eisenhower	12 E. Bishops Road Baltimore, Maryland 21218
Michael A. Gammino	33 Weybosset Street Providence, Rhode Island 0290
Saul Haas	1530 Queen Anne Avenue N. Seattle, Washington 98109

<u>Name</u>	<u>Address</u>
Oveta Culp Hobby	2410 Polk Avenue Houston, Texas 77003
Joseph D. Hughes	525 William Penn Place Pittsburgh, Pennsylvania 15209
James R. Killian, Jr.	77 Massachusetts Avenue Cambridge, Massachusetts 02139
Erich Leinsdorf	251 Huntington Avenue Boston, Massachusetts 02115
Frank Pace, Jr.	545 Madison Avenue New York, New York 10022
John D. Rockefeller 3rd	30 Rockefeller Plaza New York, New York 10020
Carl E. Sanders	34 Broad Street Atlanta, Georgia 30303
Frank E. Schooley	504 West Springfield Avenue Champaign, Illinois 61820
Jack Valenti	918 Sixteenth Street, N. W. Washington, D. C. 20006

Whereas, we, the undersigned Incorporators,
hereunto affix, on separate pages, with acknowledgments,
our signatures:

Joseph A. Beirne
Joseph A. Beirne

WASHINGTON, D. C.

DISTRICT OF COLUMBIA

On this the 15th day of March, 1968,
before me Edna H. Muller, the undersigned officer,
personally appeared Joseph A. Beirne, who signed the foregoing
document as an incorporator and who acknowledged that the state-
ments therein contained are true.

Edna H. Muller
Notary Public

My Commission Expires May 14, 1970


Robert S. Benjamin

CITY OF NEW YORK

STATE OF NEW YORK

On this the 25th day of March, 1968,
before me Florence Abramson, the undersigned officer,
personally appeared Robert S. Benjamin, who signed the fore-
going document as an incorporator and who acknowledged that the
statements therein contained are true.


Florence Abramson

FLORENCE ABRAMSON
Notary Public, State of New York
No. 123456
Qualified in New York County
Commission Expires March 30, 1968

Roscoe C. Carroll
Roscoe C. Carroll

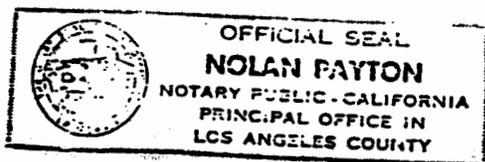
CITY OF Los Angeles

STATE OF California

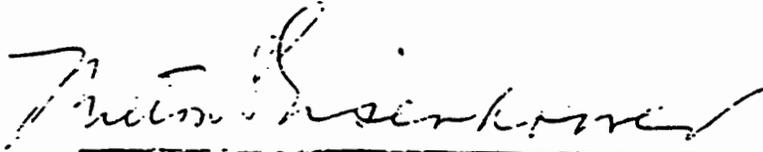
COUNTY OF Los Angeles

On this the 18th day of March, 1968,

before me NOLAN PAYTON, the undersigned officer,
personally appeared Roscoe C. Carroll, who signed the foregoing
document as an incorporator and who acknowledged that the state-
ments therein contained are true.



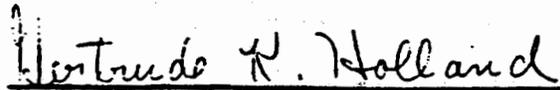
Nolan Payton
my commission expires 7/2/68


Milton S. Eisenhower

CITY OF Baltimore

STATE OF Maryland

On this the 25 day of March, 1968,
before me a Notary Public _____, the undersigned officer,
personally appeared Milton S. Eisenhower, who signed the fore-
going document as an incorporator and who acknowledged that the
statements therein contained are true.

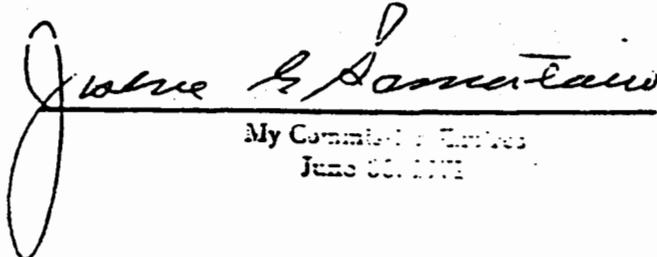

Gertrude R. Holland


Michael A. Gammino

CITY OF Providence

STATE OF Rhode Island and Providence Plantations

On this the 18th day of March, 1968,
a notary public
before me ~~Michael A. Gammino~~, the undersigned officer,
personally appeared Michael A. Gammino, who signed the foregoing
document as an incorporator and who acknowledged that the state-
ments therein contained are true.


My Commission Expires
June 30, 1971

Saul Haas
SAUL HAAS

WASHINGTON, D. C.

DISTRICT OF COLUMBIA

On this the 13 day of March, 1968,
before me Hugh W. Smith, the undersigned officer,
personally appeared Saul Haas, who signed the foregoing docu-
ment as an incorporator and who acknowledged that the state-
ments therein contained are true.

Hugh W. Smith

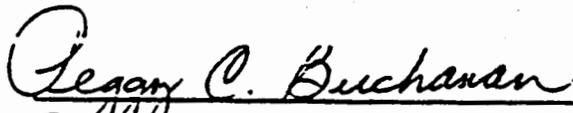
My Commission Expires April 14, 1972

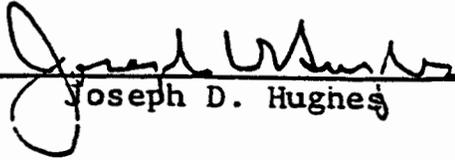

Oveta Culp Hobby

CITY OF Houston

STATE OF Texas

On this the 18th day of March, 1968,
before me Peggy C. Buchanan, the undersigned officer,
personally appeared Oveta Culp Hobby, who signed the foregoing
document as an incorporator and who acknowledged that the state-
ments therein contained are true.


Peggy C. Buchanan, Notary Public in and
for Harris County, T e x a s



Joseph D. Hughes

CITY OF PITTSBURGH

COMMONWEALTH OF PENNSYLVANIA

On this the 19th day of March, 1968,
before me Dorothy J. Deist, the undersigned officer,
personally appeared Joseph D. Hughes, who signed the foregoing
document as an incorporator and who acknowledged that the
statements therein contained are true.



Notary Public

DOROTHY J. DEIST, Notary Public
Pittsburgh, Pennsylvania
My Commission expires
January 15, 1971

James R. Killian, Jr.
James R. Killian, Jr.

CITY OF Cambridge

STATE OF Mass.

On this the 15th day of March, 1968,
before me Mary Louise Shumway, the undersigned officer,
personally appeared James R. Killian, Jr., who signed the fore-
going document as an incorporator and who acknowledged that the
statements therein contained are true.

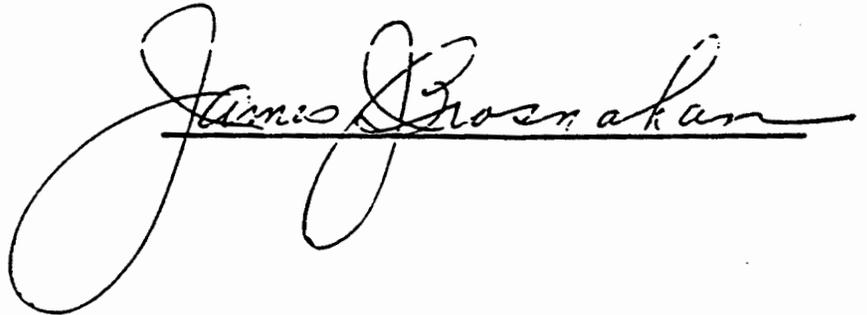
Mary Louise Shumway
James R. Killian, Jr.


Erich Leinsdorf

CITY OF Boston

STATE OF Massachusetts

On this the 18th day of March, 1968,
before me James J. Brosnahan, the undersigned officer, personally appeared Erich Leinsdorf, who signed the foregoing document as an incorporator and who acknowledged that the statements therein contained are true.


James J. Brosnahan

Frank Pace Jr.

Frank Pace, Jr.

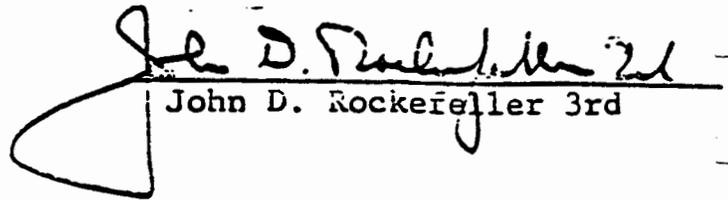
CITY OF New York

STATE OF New York

On this the 18th day of March, 1968,
before me Diana Houghtelling, the undersigned officer, personally appeared Frank Pace, Jr., who signed the foregoing document as an incorporator and who acknowledged that the statements therein contained are true.

Diana Houghtelling

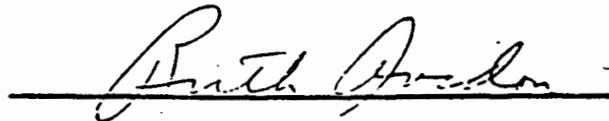
DIANA HOUGHTELLING
Notary Public, State of New York
No. 31-1867000
Qualified in New York County
Commission Expires 3/20/69


John D. Rockefeller 3rd

CITY OF NEW YORK

STATE OF NEW YORK

On this the 22nd day of MARCH, 1968,
before me JOHN D. ROCKEFELLER 3rd, the undersigned officer,
personally appeared John D. Rockefeller 3rd, who signed the
foregoing document as an incorporator and who acknowledged that
the statements therein contained are true.


Ruth Avidon

RUTH AVIDON
Notary Public, State of New York
No. 31-6118550 - New York County
Commission Expires March 30, 1969

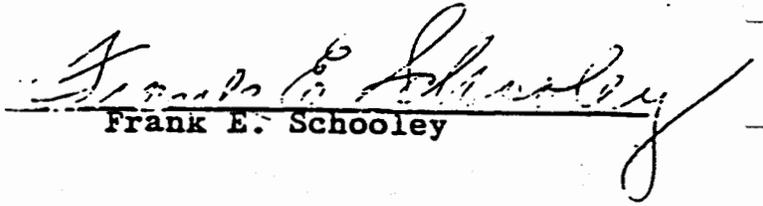
x Carl E. Sanders
Carl E. Sanders

CITY OF Atlanta

STATE OF Georgia

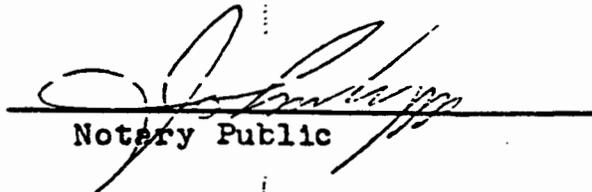
On this the 18th day of March, 1968,
before me Kathryn W. Frierson, the undersigned officer, personally appeared Carl E. Sanders, who signed the foregoing document as an incorporator and who acknowledged that the statements therein contained are true.

Kathryn W. Frierson
Notary Public, Fulton County, Georgia
My Commission expires: March 14, 1971


Frank E. Schooley

CITY OF CHAMPAIGN
STATE OF ILLINOIS

On this the 18 day of MARCH, 1968,
before me John HPP, the undersigned officer,
personally appeared Frank E. Schooley, who signed the foregoing
document as an incorporator and who acknowledged that the state-
ments therein contained are true.


Notary Public

Jack Valenti
Jack Valenti

WASHINGTON, D. C.
DISTRICT OF COLUMBIA

On this the 18th day of March, 1968, before me Mary J. Tyler, the undersigned officer, personally appeared Jack Valenti, who signed the foregoing document as an incorporator and who acknowledged that the statements therein contained are true.

Mary J. Tyler

My Commission Expires Sept. 30, 1972