



THE WNYC BROADCASTING FOUNDATION
AND WNYC FOUNDATION

ORDER OF CONSOLIDATION

This Instrument Witnesseth That the Board of Regents for and on behalf of the Education Department of the State of New York at their meeting of March 11, 1997,

The WNYC Broadcasting Foundation, located in the city, county, and state of New York, was granted an absolute charter in the first instance by action of the Board of Regents on December 15, 1995.

The WNYC Foundation, located in the city, county, and state of New York, was incorporated under §402 of the Not-For-Profit Corporation Law (NPCL) on September 12, 1979 pursuant to consent of the Commissioner of Education dated August 22, 1979 and filed a certificate of amendment on January 3, 1997 pursuant to consent of the Commissioner dated December 30, 1996.

The board of trustees of The WNYC Broadcasting Foundation and the board of directors of the WNYC Foundation have petitioned the Board of Regents, pursuant to Education Law §223, for an order consolidating the said corporations, an absolute charter in the first instance for the surviving corporation, WNYC Foundation, and an amendment of such charter to change the corporate name to WNYC Radio, in accordance with an agreement of merger and consolidation annexed to the petition, with power to carry on and conduct the educational activities heretofore carried on and conducted by said petitioners, and it was

Voted, that

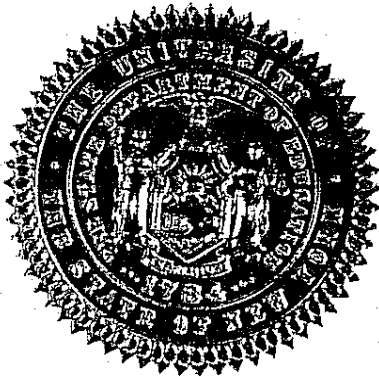
1. In pursuance of the authority contained in Education Law §223, The WNYC Broadcasting Foundation and the WNYC Foundation be and hereby are consolidated, forming WNYC Foundation as the surviving corporation; that an absolute charter in the first instance be, and the same hereby is, granted to WNYC Foundation; and that such absolute charter be, and the same hereby is, amended to change the corporate name to WNYC Radio.
2. The principal office of the consolidated, surviving corporation shall be located at One Centre Street, New York, New York 10007.
3. The consolidated, surviving corporation will continue to administer the educational operations and purposes of the constituent corporations in the same manner as they presently exist, and the purposes of the consolidated, surviving corporation are:
 - a. to construct, own, operate or maintain one or more nonprofit radio stations dedicated to serving the educational, cultural, entertainment and telecommunication needs of the residents of the New York City listening area;
 - b. to purchase, lease, develop, operate, produce and support by financial and other means broadcast and telecommunications facilities and programs and related activities and materials;

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and WNYC Foundation
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- c. to aid, assist and work with corporations, educational institutions, foundations, organizations, governmental and private agencies, partnerships and individuals to meet the educational, cultural, entertainment and telecommunications needs of the residents of the New York City listening area;
 - d. to apply for and, upon authorization by the appropriate licensing authorities, governmental and private, to operate such authorizations and licenses as may be awarded to it;
 - e. to affiliate with local, state, regional, national and international networks and to distribute, license, sell and make available to other persons, corporations, broadcast stations, networks and other telecommunications entities, noncommercial educational and cultural programs and related activities and materials for local, state, regional, national and international distribution; and
 - f. to engage in any and all other lawful activities incidental to and in pursuit of the foregoing purposes, except as restricted herein.
4. The separate existence of the constituent corporations hereby ceases, and the consolidated, surviving corporation is hereby vested with all the rights, privileges, immunities, powers and authority possessed by or granted by law to each of the constituent corporations. All assets and liabilities of the respective predecessor corporations are hereby assets and liabilities of the consolidated, surviving corporation. All property, real, personal and mixed and all debts to each of the corporations on whatever account are hereby attached to the consolidated, surviving corporation and may be enforced against it to the same extent as if the debts, liabilities and duties had been incurred or contracted by it.
 5. Howard S. Stein, Peter H. Darrow, Keith Thomas, Estelle N. Tanner, Wendeen H. Eolis, Anne Klepper, Wilma S. Tisch, Daniel E. Siff, Tom A. Bernstein, John Stephen Rose, Gilbert E. Kaplan, Richard J. Zall, Irwin Schneiderman, Robert D. Hodes, Eduardo Mestre, Jean B. Angell, David R. Caplan, Martin Abrahams, Jerry Della Femina, Christopher J. Williams, Elizabeth G. Weymouth, Vickee Jordan Adams, Susan Freedman, Eli Mason, Tom Morgan, John Moyers, Laura Ross, Eva Usdan and John W. Rotenstreich constitute the first board of trustees, to serve until the first annual meeting of the consolidated, surviving corporation. The board has power to adopt bylaws, including therein provisions fixing the method of election and the term of office of trustees, and has power by vote of two-thirds of all the members of the board of trustees to change the number of trustees to be not more than forty-five nor less than five.
 6. The corporation hereby created shall be a nonstock corporation organized and operated exclusively for educational purposes, and no part of its net earnings or net income shall inure to the benefit of any individual; no officer, member or employee of the corporation shall receive or be entitled to receive any pecuniary profit from the operation thereof, except reasonable compensation for services.
 7. 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 1986 (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 1986 (or the corresponding provision of any future United States Internal Revenue Law).

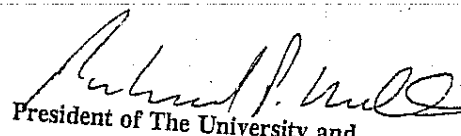
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8. No substantial part of the activities of the corporation shall be devoted to carrying on propaganda, or otherwise attempting to influence legislation (except to the extent authorized by Internal Revenue Code section 501(h) as amended, or the corresponding provision of any future United States Internal Revenue Law, during any fiscal year or years in which the corporation has chosen to utilize the benefits authorized by the statutory provision), and the corporation shall not participate in or intervene (including the publishing or distribution of statements) in any political campaign on behalf of any candidate for public office.
9. In the event of dissolution, all of the remaining assets and property of the consolidated, surviving corporation shall, after necessary expenses thereof, be distributed to such organizations as shall qualify under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or to another organization to be used in such manner as in the judgment of a Justice of the Supreme Court of the State of New York will best accomplish the general purposes for which this consolidated, surviving corporation was formed.
10. The Commissioner of Education is designated as the representative of the corporation upon whom process in any action or proceeding against it may be served.
11. The consolidation herein shall take effect immediately.
12. The consolidated, surviving corporation will hereby operate under the absolute charter in the first instance granted to the WNYC Foundation, as amended to change the corporate name to "WNYC Radio."



Granted, March 11, 1997, by the Board of Regents of The University of the State of New York, for and on behalf of the State Education Department, and executed under the seal of said University and recorded as Number 22,286.


Chancellor


President of The University and
Commissioner of Education

G.G.

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A609288

Handwritten signature and initials

CERTIFICATE OF INCORPORATION
OF
WNYC FOUNDATION

Under Section 402 of the Not-for-Profit Corporation Law of the State of New York

STATE OF NEW YORK
DEPARTMENT OF STATE

SEP 26 1979

AMT OF CHECK \$ 52
FILING FEE \$ 52
TAX \$ _____
COPY \$ _____
CERT \$ _____
REFUND \$ _____

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BY: *n*

PNY
Type B

CLEARY, GOTTlieb, STEEN & HAMILTON
ONE STATE STREET PLAZA
NEW YORK, N. Y. 10004

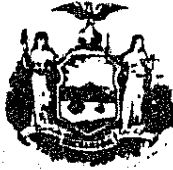
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The University of the State of New York

STATE OF NEW YORK)
) SS.:
COUNTY OF ALBANY)

Pursuant to the provisions of section 216 of the Education Law and section 404, subdivision (d) of the Not-For-Profit Corporation Law, consent is hereby given to the filing of the annexed certificate of incorporation of WNYC FOUNDATION as a not-for-profit corporation.

This consent to filing, however, shall not be construed as approval by the Board of Regents, the Commissioner of Education or the State Education Department of the purposes or objects of such corporation, nor shall it be construed as giving the officers or agents of such corporation the right to use the name of the Board of Regents, the Commissioner of Education, the University of the State of New York or the State Education Department in its publications or advertising matter.

This consent to filing is granted with the understandings and upon the conditions set forth on the reverse side of this form.

IN WITNESS WHEREOF this instrument is executed and the seal of the State Education Department is affixed this 22nd day of August, 1979.

Gordon M. Ambach
Commissioner of Education

BY:

Robert D. Stone
Counsel and Deputy Commissioner
for Legal Affairs

This consent to filing is granted with the understanding that nothing contained in the annexed certificate of incorporation shall be construed as authorizing the corporation to engage in the practice of law, except as provided by subdivision 5 of Section 495 of the Judiciary Law, or of any of the professions designated in Title VIII of the Education Law, or to use any title restricted by such law, or to conduct a school for any such profession, or to hold itself out to the public as offering professional services.

This consent to filing is granted with the further understanding that nothing contained in the certificate of incorporation shall be construed as authorizing the corporation to operate a nursery school, kindergarten, elementary school, secondary school, institution of higher education, cable television facility, educational television station pursuant to Section 236 of the Education Law, library, museum, or historical society, or to maintain an historic site.

This consent to filing shall not be deemed to be or to take the place of registration for the operation of a private business school in accordance with the provisions of Section 5002 of the Education Law, nor shall it be deemed to be, or to take the place of, a license granted by the Board of Regents pursuant to the provisions of Section 5001 of the Education Law, a license granted by the Commissioner of Motor Vehicles pursuant to the provisions of Section 394 of the Vehicle and Traffic Law, a license as an employment agency granted pursuant to Section 172 of the General Business Law, or any other license, certificate, registration, or approval required by law.

CERTIFICATE OF INCORPORATION

OF

WNYC FOUNDATION

Under Section 402 of the Not-for-Profit Corporation Law of the State of New York

THE UNDERSIGNED, a natural person over eighteen years of age, for the purpose of forming a corporation pursuant to Section 402 of the Not-for-Profit Corporation Law of the State of New York does hereby certify:

FIRST: The name of the proposed Corporation is WNYC FOUNDATION, hereinafter referred to as the "Corporation."

SECOND: The Corporation is a corporation as defined in subparagraph (a) (5) of Section 102 of the Not-for-Profit Corporation Law of the State of New York.

THIRD: (a) The purposes for which the Corporation is formed are:

1) To purchase, lease, develop, operate, produce and support by financial and other means noncommercial broadcast and telecommunication facilities and programs and related activities and material, and to aid, assist and work

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in conjunction with WNYC, a broadcast licensee located in New York City, and corporations, educational institutions, foundations, organizations, governmental and private agencies, partnerships and individuals to meet the educational, cultural, entertainment, and telecommunications needs of the WNYC listening area, to apply for and, upon authorization of appropriate licensing authorities, governmental and private, to operate such authorizations and licenses as may be awarded to it. Nothing herein shall be construed as making this a public Television & Radio Corp. within the meaning of Sec 236 (3) of the EL.

ii) to affiliate with local, state, regional, national and international networks and to distribute, license, sell and make available to WNYC and any other persons, corporations, broadcast stations, networks and other telecommunications entities, whether commercial or noncommercial, educational and cultural programs and related activities and materials for local, state, regional, national or international distribution.

iii) to voluntarily aid, support and assist by gifts or contributions, other corporations, community chests, funds and foundations duly organized and operated exclusively for charitable, religious, scientific, literary or educational purposes or for the prevention of cruelty to children or animals, no part of the net

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earnings of which inure to the benefit of any private shareholder or individual, and no substantial part of the activities of which are carrying on propaganda, or otherwise attempting, to influence legislation, and which do not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office.

(b) Nothing herein contained shall authorize the Corporation to engage in any activities which would require the approval of the State of New York, or the doing of any act for which approval is required by Section 404(b)-(t) of the Not-for-Profit Corporation Law, except to the extent that such approvals have been obtained.

(c) The Corporation is not formed for pecuniary profit or financial gain and no part of its assets or income shall be distributable to or inure to the benefit of any member, director or officer of the Corporation, or any private individual. Reasonable compensation, however, may be paid for services rendered to or for the Corporation in furtherance of one or more of its purposes.

(d) No substantial part of the activities of the Corporation shall be devoted to carrying on propaganda, or otherwise attempting to influence legislation, and the Cor-

poration shall not participate in or intervene (including the publication or distribution of statements) in any political campaign on behalf of any candidate for public office.

(e) Notwithstanding any other provision of this Certificate, the Corporation shall not carry on any activity not permitted to be carried on by a corporation exempt from Federal income taxation under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended (the "Code"), or by a corporation the contributions, transfers or gifts to which are deductible under Sections 170(c)(2), 2055(a)(2) and 2522(a)(2) of the Code.

(f) For those periods (if any) during which the Corporation is a private foundation within the meaning of Section 509 of the Code, and as provided by Section 406 of the Not-for-Profit Corporation Law, the Corporation:

i) shall distribute such amounts for each taxable year at such time and in such manner as not to subject it to tax on undistributed income under Section 4942 of the Code;

ii) shall not engage in any act or self-dealing which is subject to tax under Section 4941 of the Code;

iii) shall not retain any excess

business holdings which are subject to tax under Section 4943 of the Code;

iv) shall not make any investments in such manner as to subject the Corporation to tax under Section 4944 of the Code; and

v) shall not make any taxable expenditures which are subject to tax under Section 4945 of the Code.

(g) In furtherance, but not in limitation, of the foregoing purposes, the Corporation shall, in addition to all the general powers enumerated in Section 202 of the Not-for-Profit Corporation Law, have the power and authority:

i) to solicit, collect, accept, receive, hold, borrow, invest, reinvest and administer funds and property of all kinds, including contributions, grants, loans, gifts, legacies, bequests, devises and benefit of trusts, without limitation as to amount or value, and to use, apply, employ, expend, disburse, or donate the income or principal thereof, and generally to devote the same to any of the purposes of the corporation.

ii) to hold, invest, lease, loan, expend, contribute, use, sell or otherwise dispose of any money, securities, property of all kinds, rights or services

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acquired for the corporate purposes; and

iii) to do all such acts as are necessary or convenient to accomplish the objects and purposes herein set forth, to the same extent and as fully as any natural person could or might do and as are not forbidden by law or by this Certificate of Incorporation or by the By-Laws of the Corporation.

(h) All references in this Certificate to sections of the Code shall be to such sections as amended from time to time, or to corresponding provisions of subsequent United States Internal Revenue Laws.

FOURTH: The Corporation will be a Type B Corporation under Section 201 of the Not-for-Profit Corporation Law.

FIFTH: The principal office of the Corporation will be located in the City, County and State of New York.

SIXTH: The territory in which the operations and activities of the Corporation are principally to be conducted is the State of New York, but the operations and activities of the Corporation shall not be limited to such territory and may be conducted throughout the United States, its territories and possessions, and the rest of the world.

SEVENTH: The names and addresses of the persons who shall constitute the initial Board of Directors of the Corporation are as follows:

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<u>Name</u>	<u>Address</u>
Alan Freedman	25 Central Park West New York, New York 10023
George A. Fox	262 Central Park West New York, New York 10024
Elihu Winer	415 East 52nd Street New York, New York 10022


EIGHTH: The post office address to which the Secretary of State shall mail a copy of any notice required by law is:

c/o Director, WNYC
2500 Municipal Building
New York, New York 10007

NINTH: In the event of the dissolution of the Corporation, all of the assets of the Corporation remaining after the payment or satisfaction of its liabilities shall be distributed to such organizations as shall qualify as exempt organizations under Section 501(c)(3) of the Code, subject to the approval of a Justice of the Supreme Court of the State of New York.

TENTH: All approvals or consents required by law will be endorsed upon or annexed to this Certificate prior to its delivery to the Department of State for filing.

IN WITNESS WHEREOF, this Certificate has been
subscribed this 10th day of August, 1979 by the undersigned
who affirms that the statements made herein are true under
the penalties of perjury.


Oliver R. Goodenough, Incorporator
277 West 10th Street
New York, New York

STATE OF NEW YORK)
) SS.:
 COUNTY OF NEW YORK)

I, **THOMAS J. HUGHES** a Justice of
 the Supreme Court of the State of New York of the First
 Judicial District, in the County of New York, in which
 the office of the Corporation is to be located, approve
 of the foregoing Certificate of Incorporation of the WNYC
 Foundation and consent that the same be filed.

Dated: **SEP 18 1979**
 New York, New York

Thomas J. Hughes
 Justice of the Supreme Court
 of the State of New York

THOMAS J. HUGHES

THE UNDERSIGNED HAS NO
 OBJECTION TO THE GRANTING
 OF JUDICIAL APPROVAL
 HEREON AND WAIVES
 STATUTORY NOTICE

ROBERT ABRAMS
 ATTORNEY GENERAL
 STATE OF NEW YORK

September 12, 1979

Carole L. Weidman
 CAROLE L. WEIDMAN
 ASSISTANT ATTORNEY GENERAL

STATE OF NEW YORK)
 : ss.:
 COUNTY OF NEW YORK)

On the 10th day of August, 1979, before me personally came OLIVER R. GOODENOUGH, to me known and known to me to be the individual described in and who executed the foregoing instrument, and he acknowledged to me that he executed the same.

John D. Bove

 Notary Public

JOHN D. BOVE
 Notary Public, State of New York
 No. 41-6433859
 Qualified in Queens County
 Certificate Filed in New York City
 Commission Expires March 30, 1980

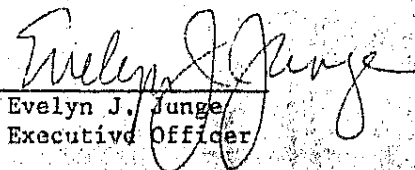
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August 10, 1979

To Whom It May Concern:

On behalf of the Municipal Broadcasting System,
consent for the use of our call letters "WNYC" is
hereby given for use by the WNYC Foundation, a not
for profit corporation which will be established for
the benefit of WNYC.


Evelyn J. Junge
Executive Officer

FM 94

TV 31

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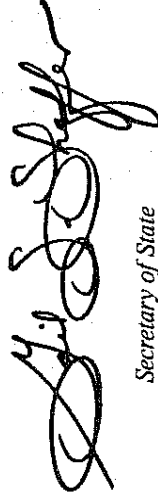
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State of New York }
Department of State }
SS:

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I hereby certify that I have compared the annexed copy with the original document filed by the Department of State and that the same is a correct transcript of said original.

Witness my hand and seal of the Department of State on
JAN 9 - 1990



Secretary of State

DOS-200 (12/87)