

THE WNYC BROADCASTING FOUNDATION.

Voted, that

1. An absolute charter in the first instance is granted incorporating Irwin Schneiderman, Peter H. Darrow, Wilma S. Tisch, Estelle (Nicki) Newman Tanner, Keith Thomas and their associates and successors as an education corporation under the corporate name of The WNYC Broadcasting Foundation, located in the city, county, and state of New York.
2. The purposes for which such corporation is formed are:
 - a. to construct, own, operate or maintain a nonprofit and noncommercial public radio station to provide educational radio programs in a manner consistent with the requirements of a public radio station as defined in Education Law §236(3);
 - b. to purchase, lease, develop, operate, produce and support by financial and other means noncommercial broadcast and telecommunication facilities and programs and related activities and materials;
 - 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 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.
3. The persons named as incorporators shall constitute the first board of trustees. The board shall have power to adopt bylaws, including therein provisions fixing the method of election and the term of office of trustees, and shall have 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.
4. The names and post office addresses of the first trustees are as follows:

Irwin Schneiderman
c/o Cahill, Gordon & Reindel
80 Pine Street
New York, New York 10003

Peter H. Darrow
c/o Cleary, Gottlieb, Steen & Hamilton
1 Liberty Place, 44th Floor
New York, New York 10006

Wilma S. Tisch

New York, New York 10021

Estelle (Nicki) Newman Tanner

New York, New York 10021

Keith Thomas
c/o Prudential Securities
1411 Broadway, 9th Floor
New York, New York 10018
5. The corporation hereby created shall be a nonstock corporation organized and operated exclusively for educational purposes, and no part of its earnings or net income shall inure to the benefit of any individual; and no officer, member, or employee of the corporation shall receive or be entitled to receive

any pecuniary profit from the operations thereof, except reasonable compensation for services.

6. 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).
7. 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.
8. Upon dissolution of the corporation, the board of trustees shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of the remaining assets of the corporation exclusively for one or more exempt purposes, within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future Federal tax code), or shall distribute the same to the Federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by order of the Supreme Court of the State of New York in the judicial district where the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, organized and operated exclusively for such purposes, as said Court shall determine.
9. The principal office of the corporation shall be located at 1 Centre Street, New York, New York 10007.
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.