

CERTIFICATE OF AMENDMENT OF

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FRIENDS OF CHANNEL 10, INC.
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho hereby, certify that
duplicate originals of Articles of Amendment to the Articles of Incorporation of
FRIENDS OF CHANNEL 10, INC.
duly signed and verified pursuant to the provisions of the Idaho Nonprofit Corporation Act, have
been received in this office and are found to conform to law.
ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of
Amendment to the Articles of Incorporation and attach hereto a duplicate original of the Articles
of Amendment.
Dated, 19 _86
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SECRETARY OF STATE

Corporation Clerk

AMENDED AND RESTATED

ARTICLES OF INCORPORATION

OF THE

FRIENDS OF CHANNEL 10, INC.

RECEIVED

Know all men by these presents: That we the undersigned, all being natural persons over nine-teen years of age, have the different voluntarily associated as incorporators for the purpose of forming a nonprofit corporation under and pursuant to the provisions of the general corporation laws of the State of Idaho, and in particular the Idaho Nonprofit Corporation Act, and the Acts amendatory thereof, and we do hereby adopt the following Articles of Incorporation for such corporation:

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The name of this corporation is Friends of Channel 10, Inc.

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The duration of the existence of this corporation shall be perpetual.

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The object and purposes for which said corporation is formed are as follows:

- A. General Purpose. The primary activity of the Corporation shall be to solicit and receive contributions of money and real and personal property from public or private sources, and utilize said monies and assets for the promotion and operation of public broadcasting through Channel 10 (and/or any successor channel) in Pocatello, Idaho. Successor channel to be defined as a new public transmitting public broadcasting programming to Southeastern Idaho.
- B. Statutory Powers. This corporation is organized as a nonprofit corporation exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954.

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The following additional provisions are inserted for the regulation of the affairs of the Corporation:

A. Legislative and Political Activities. No substantial part of the activities of the corporation shall consist of attempting to directly or indirectly participate in or intervene in (including the publishing or distributing of statement) any political campaign on behalf of or in opposition to any candidate for public office.

- B. <u>Distribution of Assets.</u> Before dissolution of the Friends of Channel 10, Inc. will honor all debts of this Corporation and/or Channel 10, its remaining assets, if any, will go to successor channels as defined in Article III, A. Should no successor channel exist upon dissolution of the Corporation, its remaining assets, if any, shall be distributed to the Idaho Educational Public Broadcasting System or its successor, if such successor be an exempt organization under Section 501 (c)(3) of the Internal Revenue Code, and if not, to such exempt organization as the Board of Directors shall select to be used in general education areas.
- C. <u>Prohibited Transactions</u>. The corporation shall not engage in any of the prohibited transactions described in Section 503(c) of the Internal Revenue Code, or of the Idaho Nonprofit Corporation Act, as now in force or hereafter amended.
- D. <u>Trade or Business</u>. The corporation shall not be operated for the primary purposes of carrying on an unrelated trade or business as defined in Section 513 of the Internal Revenue Code, as now in force or hereafter amended.
- E. <u>Distribution of Earnings</u>. No part of the net earnings of the Corporation shall inure to the benefit of any private individual or member within the meaning of Section 501 (c)(3) of the Internal Revenue Code, as now in force or hereafter amended.
- F. <u>Compensation</u>. No compensation shall be paid to any member, officer, director, trustee, creator, or organizer of the corporation or substantial contributor to it, except as a reasonable allowance for services actually rendered to or for the corporation.
- G. Loans to Directors and Officers. No loan shall be made by the corporation to any of its directors or officers.
- H. <u>Public Purpose</u>. The Corporation is organized to serve public interests. Accordingly, it shall not be operated for the benefit of private interests such as contributors to or members of the corporation, or persons controlled directly or indirectly by such private interests.
- I. <u>Public Foundation</u>. The corporation is a public foundation and shall not be operated as a private foundation as such is defined in the 1969 Tax Reform act of the internal Revenue Code as now in force or hereafter amended.

1.>

The Board of Directors may from time to time adopt and amend Bylaws of the Corporation.

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The principal office for the transaction of business of the corporation shall be located at Room 104, College of Education Building, Idaho State University, Campus Box 8111, Pocatello, Bannock County, Idaho, 83209.

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These articles of Incorporation may be amended at any time in the manner and form provided by the Idaho Code as existing at the time of the adoption of these Articles of Incorporation or as provided by any other applicable law, but no amendment may be adopted which changes or affects in any way the exempt status of the corporation as an organization existing exclusively for charitable, educational, literary or scientific purposes.

VIII

The business and affairs of the corporation shall be managed and controlled by a Board of Directors. The number of directors shall not be less than five (5) nor more than one-hundred(100). The incorporators and intial Board of Directors are the same, consisting of the following persons:

Dian Berg 587 University
Pocatello, ID 83201

Lyla Hoskins Rt. 3, Box 181A
Blackfoot, ID 83221

Elmo Sackett 585 S. 19th

Pocatello, ID 83201

Charles G. Billmeyer 38 Duke

Pocatello, ID 83201

Alice Howard 544 \$. 7th

Pocatello, ID 83201

Marjorie Brissenden 379 Fairway Drive Pocatello, ID 83201

In Witness Whereof, we, the undersigned, being all of the original incorporators here inabove named, have hereto set our hands in the execution of these Articles of Incorporation in duplicate, this 18th day of March, 1976 and amended to the 18th day of Sep-

tember 1980 and on the 18th day of February 1982.

Know all persons by these present: That the undersigned President and Secretary of the Friends of Channel 10, Inc. do hereby duly swear that the foregoing Articles of Incorporation were unanimously amended by a quorum of members present on the 26th day of February 1986.

Article IV, Section A was amended to delete the section in brackets and to read as in current form on page 1:

A. Legislative and Political Activities. No substantial part of the activities of the corporation shall consist of attempting to (influence legislation by propaganda or otherwise, or) directly or indirectly....

Article IV, Section B changes the words Idaho State University to Idaho Educational Public Broadcasting System and does now read in current form on Page 1.

Claire Remo Quain Inderen
President Secretary

Friends of Channel 10, Inc.

STATE OF IDAHO)

COUNTY OF Borney 10

I.H. LARRY SPILKER a notary public, do hereby certify that on this 18th day of Apr. 1986, personally appeared before me Claire Reno, who, being by me first duly sworn, declared that she is the President of Friends of Channel 10, Inc. that he signed the foregoing document as

President of the corporation, and that the statements therein contained are true.

(Notarial Seal)

Notary Public for Idaho

Residing at: Make + allo de My commission Expires: