



Department of State.

CERTIFICATE OF INCORPORATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that the original of the articles of incorporation of

FRIENDS OF CHANNEL 4, INC.

was filed in the office of the Secretary of State on the **4th** day of **March** A. D. One Thousand Nine Hundred **Seventy-seven** and ~~it~~ ^{will be} duly recorded on ~~film~~ **microfilm** of Record of Domestic Corporations, of the State of Idaho, and that the said articles contain the statement of facts required by Section 30-103 and Sections 30-1001 to 30-1005, inclusive, Idaho Code.

I FURTHER CERTIFY, That the persons executing the articles and their associates and successors are hereby constituted a corporation, by the name hereinbefore stated, for **perpetual existence** from the date hereof, with its registered office in this State located at **Boise, Idaho** in the County of **Ada** and as such are subject to the rights, privileges and limitations granted to Non-Profit Cooperative Associations as provided in Chapter 10, Title 30, Idaho Code.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this **4th** day of **March** A.D., 19 **77** .

Secretary of State.

ARTICLES OF INCORPORATION
OF
FRIENDS OF CHANNEL 4, INC.

KNOW ALL MEN BY THESE PRESENTS:

The undersigned, each being a natural person of full age and a citizen of the United States of America, desiring to form a nonprofit charitable corporation under the laws of the State of Idaho, Idaho Code, Title 30, Chapter 10, do hereby certify the following Articles of Incorporation.

ARTICLE I

The name of the corporation shall be the

FRIENDS OF CHANNEL 4, INC.

and its duration shall be perpetual.

ARTICLE II

The location and post office address of the registered office of this corporation shall be at Room 102, Library Building, Boise State University, P.O. Box 4, Boise, Ada County, Idaho, 83707.

ARTICLE III

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.

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 4 (and/or any successor channel) in Boise, Idaho.

ARTICLE IV

The internal affairs of the corporation shall be regulated by the By-Laws of the corporation.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to

make payments and distributions in furtherance of the purposes set forth in Article III hereof. The corporation shall not incur any debts exceeding its current assets.

No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

Notwithstanding any other provision of these Articles, the corporation shall not, except to any insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

ARTICLE V

The corporation shall not be dissolved except following the favorable vote of a majority of the members having voting rights at a meeting duly called for the purpose. Upon dissolution all assets belonging to the corporation, after due provision for any liabilities then outstanding and unpaid, shall be paid over to Boise State University to be applied by it to the operating costs of Educational Television Station KAID-TV.

ARTICLE VI

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

NAME	ADDRESS
1. Mrs. Jo Hamill	3131 Bogus Basin Road Boise, Idaho 83702
2. Mrs. Glenda McLaughlin	10380 Meadowlark Drive Boise, Idaho 83702
3. Mr. Jack Schlaefle	2863 North Mountain Road Boise, Idaho 83702
4. Mr. Dennis Haarsager	483 South Walnut Boise, Idaho 83706
5. Mr. James Tompkins	7115 Ashland Drive Boise, Idaho 83705

ARTICLE VII

This corporation shall have no capital stock and shall be composed of members rather than shareholders. Members of the corporation shall be selected in the manner provided in the By-Laws.

No interest of any members in this corporation shall be assignable or transferable and shall not be considered as having any monetary value.

ARTICLE VIII

No member of the Board of Directors and no officer duly appointed by the Board shall have any personal liability for acts performed in his official capacity in good faith, nor shall any such director or officer be liable for nonfeasance or misfeasance in the performance of his duties, but only in case of malfeasance. The corporation shall indemnify the members of its Board of Directors, its officers, agents and employees, against any and all expenses and liabilities, including attorney's fees and other costs, which they or any of them incur in connection with any suit or suits which may be brought against them or any of them involving or pertaining to any of their official acts or duties (whether it be alleged that such acts are ultra vires or otherwise), provided only that in such suit or suits no personal liability is finally established against them incident to any act of malfeasance on their part. This provision shall not be deemed to prevent compromise of any such litigation when such compromise is deemed advisable.

ARTICLE IX

The Board of Directors shall have the power to make such prudential By-Laws as they may deem proper for the management of the affairs and the property of the corporation, not inconsistent with the laws of the State of Idaho or with this Certificate of Incorporation, provided, however, that such By-Laws shall receive the affirmative vote of not less than two-thirds of the entire Board of Directors of the corporation.

ARTICLE X

The members of this corporation shall have the power, by a majority of vote of a quorum present in person or by proxy at any regular meeting, to amend these Articles of Incorporation from time to time, except that an amendment changing the number of directors in the corporation must be by a

two-thirds vote of the members present at the meeting in person or by proxy. Public notice of the intention to amend the Articles of Incorporation shall be given in conformity with Idaho Code, Section 30-1103.

IN WITNESS WHEREOF, we have hereunto subscribed our names this 4th day of March, 1977.

Jo B. Hamill
Jo Hamill

Glenda L. McLaughlin
Glenda McLaughlin

Dennis L. Haarsager
Dennis Haarsager

James H. Tompkins
James Tompkins

Jack Schlaefle
Jack Schlaefle

STATE OF IDAHO)
 : ss.
COUNTY OF ADA)

On this 4th day of March, 1977, before me, the undersigned, a Notary Public in and for the State of Idaho, personally appeared Mrs. Jo Hamill, Mrs. Glenda McLaughlin, Mr. Jack Schlaefle, Mr. Dennis Haarsager, Mr. James Tompkins, and known to me to be the persons whose names are subscribed to the within instrument, and acknowledged to me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certification first hereinabove written.

Maria Mandeville
NOTARY PUBLIC FOR IDAHO
Residing at Boise, Idaho

(SEAL)