

**ARTICLES OF INCORPORATION
OF
NATIONAL DISABLED BROADCASTERS, INC.**

FILED EFFECTIVE

2005 APR 20 AM 8:40

STATE OF IDAHO

The undersigned, acting as the incorporator of a nonprofit corporation ("Corporation") organized under and pursuant to the Idaho Nonprofit Corporation Act, Chapter 3, Title 30, Idaho Code (the "Act"), hereby adopt the following Articles of Incorporation (the "Articles") and agree as follows:

**ARTICLE I
NAME OF THE CORPORATION**

The name of the Corporation is and shall be National Disabled Broadcasters, Inc.

**ARTICLE II
STATUS AS NOT FOR PROFIT**

The Corporation is a nonprofit corporation as defined in the Act, in that it is not formed for pecuniary profit and no part of the income or assets of the Corporation is distributable to or for the benefit of its officers and directors, except to the extent permissible under the law and under Section 501(c)(3) of the United States Internal Revenue Code of 1986, as amended from time to time.

**ARTICLE III
PERIOD OF DURATION**

The period of duration of the Corporation is perpetual.

ARTICLES - 1
March 10, 2005

IDAHO SECRETARY OF STATE
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ARTICLE IV
REGISTERED OFFICE AND AGENT

The location of the Corporation is in the City of Moscow, County of Latah, and in the State of Idaho. The address of the initial registered office is 424 E. 7th Street, Apt. 7, Moscow, Idaho, 83843 and the name of the initial registered agent at this address is Chris Benson. The Corporation may establish other principal places of business and other offices at such other places, either within or without the State of Idaho, as the Board of Directors may from time to time determine.

ARTICLE V
PURPOSES

The purposes for which the Corporation is organized and will be operated are as follows:

- A. To provide information about the broadcasting industry to disabled persons, to provide training and assistance for disabled persons who wish to obtain employment in the broadcasting industry, and to obtain and operate an internet broadcasting web site and one or more noncommercial radio stations to accomplish these purposes. These activities will be conducted at various physical locations established by the Corporation as well as via a dedicated web site.

- B. Charitable, religious, educational, or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time, including, for such purposes, the making of distributions to organizations that qualify as exempt under such Section 501(c)(3).

C. To exercise all powers granted by law necessary and proper to carry out the foregoing purposes, including, but not limited to, the power to accept donations and grants of money, property, whether real or personal, or any other things of value, and to apply for, receive, own, and hold any licenses and permits needed to accomplish organizational purposes. Nothing herein contained shall be deemed to authorize or permit the Corporation to carry on any business for profit, to exercise any power, or to do any act that a corporation formed under the Act, or any amendment thereto or substitute therefor, may not at that time lawfully carry on or do.

ARTICLE VI LIMITATIONS

No part of the net earnings or the assets 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 V hereof.

No substantial part of the activities of the Corporation shall be for 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 provisions of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time.

ARTICLE VII NO MEMBERS

The corporation shall not have any members.

ARTICLE VIII BOARD OF DIRECTORS

The affairs of the Corporation shall be managed by its Board of Directors. The number of Directors serving on the Board of Directors shall be fixed in accordance with the Corporation's Bylaws, which number shall be no less than three. Other than the Directors constituting the initial Board of Directors, who are designated in these Articles, the Directors shall be elected by the existing Directors of the Corporation in the manner and for the term provided in the Bylaws of the Corporation.

The names and street addresses of the persons constituting the initial Board of Directors are:

<u>NAME</u>	<u>ADDRESS</u>
Chris Benson	424 E. 7th Street, Apt. 7 Moscow, Idaho 83843
Larry Cressey	P.O. Box 168 Kettle Falls, Washington 99141
Judy Cressey	P.O. Box 168 Kettle Falls, Washington 99141

ARTICLE IX DISTRIBUTION ON DISSOLUTION

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, distribute all the assets of the Corporation consistent with the purposes of the Corporation to such organization or organizations as shall at that time qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time, in such manner as the Board of Directors shall determine. Any such assets not so distributed shall be distributed by the district court of the county in which the principal office of the Corporation is then located, exclusively for the purposes or to such organizations, as such court shall determine to be consistent with the purposes of the Corporation.

ARTICLE X INCORPORATOR

The name and street address of the incorporator is Chris Benson, 424 E. 7th Street, Apt. 7, Moscow, Idaho 83843.

ARTICLE XI BYLAWS

Provisions for the regulation of the internal affairs of the Corporation shall be set forth in the Bylaws.

The Board of Directors of the Corporation shall be authorized to amend the Corporation's Bylaws at a properly noticed special or regular meeting of the Board of Directors.

ARTICLE XII

The Board of Directors of the Corporation shall be authorized to amend the Corporation's Articles of Incorporation by an affirmative vote of no less than two-thirds of the Board of

Directors at a properly noticed special or regular meeting of the Board of Directors, or via the written approval and consent of one-hundred percent of the Directors. A vote to amend the Articles of Incorporation at a special or regular meeting shall be made only where one-hundred percent of the Directors attend such meeting.

DATED this 14 day of APRIL, 2005

INCORPORATOR:

Chris Benson
Chris Benson