

Articles of Incorporation

STATE OF NEW MEXICO



CERTIFICATE OF COMPLETION
OF
GRUTE...LUCATE, Inc.

The State Corporation Commission certifies that the attached is a true copy of the following document filed in this office:

Articles of Incorporation _____ Filed March 22, 1979.



In Testimony Whereof, the State Corporation
Commission of the State of New Mexico
has caused this certificate to be signed
by its Chairman and the seal of said
Commission to be affixed at the City of
Santa Fe on

March 22, 1979


Richard L. Sullivan, Director


Charles Hamilton, Secretary

FILED IN OFFICE OF
STATE CORPORATION COMMISSION
OF NEW MEXICO

MAR 22 1973

ARTICLES OF INCORPORATION
OF
QUOTE...UNQUOTE, Inc.

CORPORATION AND
FRANCHISE TAX DEPTS.

I, the undersigned, acting as incorporator of a corporation under the New Mexico Nonprofit Corporation Act [53-3-1 to 53-3-99], adopt the following Articles of Incorporation for such corporation:

ARTICLE I

Name

The name of the corporation is QUOTE...UNQUOTE, Inc.

ARTICLE II

Period of Duration

The period of its duration is perpetual.

ARTICLE III

Purposes

The purposes for which the corporation is organized are to operate exclusively for charitable and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law):

1. To develop and promote the concept of public access to existing and future communications media.
2. To establish, maintain and operate one (1) or more media access center(s):
 - a. To educate individuals and nonprofit organizations in the use of various media tools and techniques.
 - b. To provide individuals and nonprofit organizations with access to various media tools and assistance in their use.
 - c. To promote and support the use of various media as vehicles of artistic expression.

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produce programs and other media materials in the public interest.

- e. To establish, maintain and operate a system or systems for the distribution of various media programs and materials, in the public interest.

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Corp./Franchise Tax Dept.

- f. To establish, maintain and operate non-commercial broadcasting, telecasting and/or cablecasting facilities for the dissemination of various media programs and materials, in the public interest.
3. To sponsor and conduct festivals, competitions, and awards for the purposes of promoting and supporting artistic and technical excellence in the use of media.
4. To apply for and to receive contributions, grants, donations, and loans of all types from individuals, organizations, profit and nonprofit, public and private corporations, government agencies and others to support the purposes set forth in these Articles of Incorporation.
5. To make loans, grants, gifts, payments or other contributions in order to realize the purposes set forth in these Articles of Incorporation.
6. To determine and conduct or support, in any manner, any and all other lawful things in furtherance of the foregoing charitable and educational purposes, either manifest or latent, which may be permitted under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), and which are also permitted under the New Mexico Nonprofit Corporation Act [53-8-1 to 53-8-99] now in force and hereafter amended.

ARTICLE IV

Provisions for Regulation and Conduct of the Affairs of the Corporation

Other provisions, consistent with the laws of this state, for the regulation and conduct of the affairs of this corporation, and creating, defining, limiting or regulating the powers of this corporation, of the directors or of the members or any class or classes of members are as follows:

1. This corporation is not organized for the pecuniary profit of its directors, officers, or members; nor may it issue stock nor declare nor distribute dividends, and no part of its net income shall inure to the benefit of any director, officer or member, except that the corporation may reimburse a director, officer or member from corporation funds upon proper documentation for expenses incurred on behalf of the corporation, and except that in order to carry out the purposes of the corporation, the Board of Directors may employ such individuals as are deemed necessary, and each individual so employed may be paid such compensation for his/her services actually rendered in the course of such employment as may be reasonably fixed in the manner provided by the Board of Directors. No individual shall be precluded from taking any such employment and compensation by reason of the fact that he/she is a member of the Board of Directors, or an officer thereof.
2. 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.

3. Notwithstanding any other provisions 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 1954 (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 1954 (or the corresponding provision of any future United States Internal Revenue Law).

4. The corporation shall be operated as a public charity as defined in section 509 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws, provided, however, that in the event it is determined that this corporation is a private foundation as defined in section 509 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws:

- a. The corporation shall distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.
- b. The corporation shall not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.
- c. The corporation shall not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.
- d. The corporation shall not make any investments in such manner as to subject it to tax under section 4944 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.
- e. The corporation shall not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

If determination is made that this corporation is a private foundation as defined in section 509 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws, the Board of Directors shall make positive and determined efforts to effect the necessary changes in the policies and procedures of the corporation so as to permit determination that this corporation is a public charity as defined in section 509 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

5. No gift or other contribution to the corporation shall be accepted by the corporation if the use or expenditure of such gift or other contribution is subject to any condition which is inconsistent with the purposes of the corporation as stated herein.

- 4
6. The corporation shall not discriminate in any manner against any person because of race, color, creed, sex, national origin or religion, or in any other way in violation of any local, state or federal law.
 7. Upon dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable or educational purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the District Court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE V

Amendments

The Board of Directors, being the only members entitled to vote in the general affairs of the corporation, may amend these Articles of Incorporation, from time to time, in any and as many respects as may be desired, at any regular, annual or special meeting of the Board of Directors, provided that:

1. The Articles of Incorporation as amended shall not contain any provision-- shall permit the corporation to carry on any 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 1954 (or corresponding provision of any future United States Internal Revenue Law),
 - b. by a corporation, contributions to which are deductible under section 170 (c)(2) of the Internal Revenue Code of 1954 (or corresponding provision of any future United States Internal Revenue Law),
 - c. by a public charity as defined in section 509 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws, or
 - d. under the New Mexico Nonprofit Corporation Act [53-8-1 to 53-8-99] now in force and hereafter amended, and provided further that
2. Written or printed notice setting forth the proposed amendment, or a summary of the changes to be effected thereby, and stating the time, date, and place of such meeting shall be delivered either personally or by mail, to each director entitled to vote at such meeting, not less than ten (10) nor more than thirty (30) days before the date of such meeting, by or at the direction of the President, or the Secretary, or the directors calling the meeting. If mailed, the notice of such meeting shall be deemed to be delivered when deposited in the United States mail addressed to the director at his/her address as it appears on the records of the corporation, with postage thereon prepaid.

The proposed amendment shall be adopted upon receiving at least two-thirds (2/3) of the votes, either in person or by proxy, of the directors in office.

ARTICLE VI

Registered Office and Registered Agent

1. The street address and city of the corporation's initial registered office is:
814 Second NW, Albuquerque, NM 87102.
2. The name of the corporation's initial registered agent at the same address is:
Denise M. Makley.

ARTICLE VII

Directors

1. The initial Board of Directors is composed of three (3) members. The minimum number of directors shall be three (3), and the maximum number of directors shall be eleven (11), provided, however, that the exact number of directors shall be prescribed from time to time in the By-laws of the corporation.
2. The names and addresses of the persons who are to serve as the initial directors are:
Denise M. Makley, 814 Second NW, Albuquerque, NM 87102
James W. Burkhead, 612 Amherst SE, Albuquerque, NM 87106
Farnel Concoran, 202 Bryn Mawr SE, Albuquerque, NM 87106

ARTICLE VIII

Incorporator

The name and address of the Incorporator is:

Denise M. Makley
Denise M. Makley

814 Second NW
Albuquerque, NM 87102

State of New Mexico)
County of Bernalillo) SS:

Before me, Carolyn R. Rodriguez, a Notary Public in and for said County and State, personally appeared the above incorporator who acknowledged the execution of the foregoing Articles of Incorporation.

(Notarial Seal)

WITNESS my hand and Notarial Seal this twenty-second day of March, 1979.

Carolyn R. Rodriguez, Notary Public
My commission expires: _____

AMENDMENT OF THE ARTICLES OF INCORPORATION

OF

QUOTE...UNQUOTE, Inc.

We, the undersigned, being all the members of the Board of Directors of Quote...Unquote, Inc., by unanimous vote, do hereby amend the Articles of Incorporation of said corporation as follows:

Delete: Article IV, Section 1 as stated.

Add: Article IV, Section 1.

This corporation is not organized for the pecuniary profit of its directors, officers, or members; nor may it issue stock nor declare nor distribute dividends, and no part of its net income shall inure to the benefit of any director, officer or member, except that the corporation may reimburse a director, officer or member from corporation funds upon proper documentation for expenses incurred on behalf of the corporation, and except that in order to carry out the purposes of the corporation, the Board of Directors may employ such individuals as are deemed necessary, and each individual so employed may be paid such compensation for his/her services actually rendered in the course of such employment as may be reasonably fixed in the manner provided by the Board of Directors.

Dated: July 24, 1979

No members are entitled to vote thereon.


Denise M. Makley, President/Treasurer


Farrel Corcoran, Vice-President


James W. Burkhead, Secretary


Gordon Reisel, Director

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AUG 7 - 1979

N.M. ST. CORP. COMM.
Corp./Franchise Tax Depts.

CERTIFICATION

I, James W. Burkhead, Secretary of Quote...Unquote, Inc. do hereby certify that at a duly called meeting of the Board of Directors of the aforementioned corporation held on the 24th day of July, 1979, with a quorum present, the above referred to amendment was voted upon and approved by Denise M. Makley, President, Farrel Corcoran, Vice-President, James W. Burkhead, Secretary, and Gordon Reisel, Director.


JAMES W. BURKHEAD, Secretary

(DOMESTIC NONPROFIT-INITIAL)
FILE DUPLICATE ORIGINALS

AFFIDAVIT OF INCORPORATION OF DOMESTIC NONPROFIT CORPORATION

To the State Corporation Commission
State of New Mexico

STATE OF New Mexico)
COUNTY OF Santa Fe) SS.

On this 10th day of June, 1977, before me, a Notary Public in and for the State and County aforesaid, personally appeared James V. Baker, who is to me known to be the person and who, being duly sworn, acknowledged to me that he does hereby accept his appointment as the initial legislative agent of the corporation which is named in annexed articles of incorporation, and which is applying for a Certificate of Incorporation pursuant to the provisions of the Nonprofit Corporation Act of the State of New Mexico.

James V. Baker
LEGISLATIVE AGENT

BY _____
PRESIDENT

Subscribed and sworn to before me on this day, month, and year first above set forth.

Robert J. Leggett
NOTARY PUBLIC
Commission Expires: June 1, 1978

(Notarial seal)

NOTE: If the Agent is a Corporation then the affidavit must be executed by the President or Vice-President of the Corporation.

NOTED-CD
FORM 1A-4

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MAY 24 1978
N.M. ST. CORP. COMM.
CIVIL/REGISTRATION TAX DEPT.

SECOND AMENDMENT OF THE ARTICLES OF INCORPORATION

MARCH 2 1980

OF

QUOTE...UNQUOTE, Inc.

CORPORATION AND
FINANCIAL TAX DEPT.

We, the undersigned, being more than two-thirds (2/3) of the members of the Board of Directors of Quote...Unquote, Inc., by unanimous vote, do hereby amend the Articles of Incorporation of said corporation as follows:

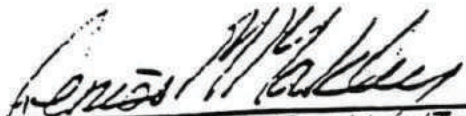
Delete: Article III as stated.

Add: Article III

The purposes for which the corporation is organized are to operate exclusively for charitable and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) to develop, promote and facilitate the concept of public access to existing and future communications media by:

1. Establishing, maintaining and operating one (1) or more media access center(s) for non-commercial cablecasting, telecasting and/or broadcasting to disseminate various media programs and materials, in the public interest; for any and all other forms of distribution of media programs and materials, in the public interest; for producing, publishing, or otherwise realizing media programs and materials, in the public interest; for educating individuals and nonprofit organizations in the use of various media tools and techniques; for providing individuals and nonprofit organizations with access to various media tools and assistance in their use; and, for promoting and supporting the use of various media as vehicles of artistic and humanistic expression.
2. To sponsor and conduct festivals, competitions, and awards for the purpose of promoting and supporting artistic and technical excellence in the use of media.
3. To apply for and to receive contributions, grants, donations, and loans of all types from individuals, organizations (profit and nonprofit), public and private corporations, government agencies and others to support the purposes set forth in these Articles of Incorporation.
4. To make loans, grants, gifts, payments or other contributions in order to realize the purposes set forth in these Articles of Incorporation.
5. To determine and conduct or support, in any manner, any and all other lawful things in furtherance of the foregoing charitable and educational purposes, either manifest or latent, which may be permitted under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), and which are also permitted under the New Mexico Nonprofit Corporation Act [53-8-1 to 53-8-99] now in force and hereafter amended.


Dated: March 25, 1980


DENISE M. MAKLEY, President/Treasurer


GORDON REISELT, Vice President

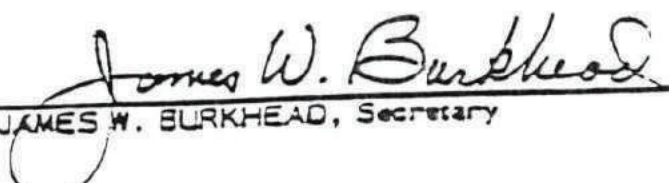

JAMES W. BURKHEAD, Secretary

~~NOT PRESENT~~
ERNEST GURULE, Director


KATHI SCHROEDER, Director

CERTIFICATION

I, James W. Burkhead, Secretary of Quote...Unquote, Inc. do hereby certify that at a duly called meeting of the Board of Directors of the aforementioned corporation held on the 25th day of March, 1980, with a quorum present, the above referred to amendment was voted upon and approved by Denise M. Makley, President, Gordon Reiselt, Vice-President, James W. Burkhead, Secretary and Kathi Schroeder, Director.


JAMES W. BURKHEAD, Secretary

STATE OF NEW MEXICO



CERTIFICATE OF INCORPORATION
OF
QUOTE...UNQUOTE, Inc.
(100,549)

The State Corporation Commission certifies that duplicate originals of the Articles of Incorporation attached hereto, duly signed pursuant to the provisions of the Non-Profit Corporation Act, have been received by it and are found to conform to law.

Accordingly, by virtue of the authority vested in it by law, the State Corporation Commission issues this Certificate of Incorporation, and attaches hereto a duplicate original of Articles of Incorporation.



*In Testimony Whereof, the State Corporation
Commission of the State of New Mexico
has caused this certificate to be signed
by its Chairman and the seal of said
Commission to be affixed at the City of
Santa Fe on*

March 22, 1979

Attest:

Director

Manuel L. Salinas

Chairman

Charles Rudolph