

Oct 17 2013 3:54PM

Delaware Corporate Agents 302.762.8643

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**Certificate of Incorporation
of
JCM Radio Incorporated**

State of Delaware
Secretary of State
Division of Corporations
Delivered 04:09 PM 10/17/2013
FILED 03:58 PM 10/17/2013
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THE UNDERSIGNED INCORPORATOR, in order to form a non-profit corporation for the purposes hereinafter stated, under and pursuant to the provisions of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY:

ARTICLE 1: The name of the Corporation is JCM Radio Incorporated

ARTICLE 2: The address of its registered office in the State of Delaware is 4406 Tennyson Road, Wilmington, New Castle County, State of Delaware, 19802. The name of its Registered Agent at such address is Delaware Corporate Agents, Inc.

ARTICLE 3: The Corporation is a non-profit organization organized and operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, or the corresponding provisions of any subsequent Federal tax law. The purposes for which the Corporation is organized include: To run a public broadcast radio station to serve community interest. As a means of accomplishing the foregoing purposes, the Corporation shall have the power to do any and all acts as are necessary or conducive to the attainment of any of the objects and purposes hereinbefore set forth, to the same extent and as fully as any natural person might or could do; provided, however, that notwithstanding any provision of this Certificate or any provisions of applicable State law to the contrary, the Corporation shall not have the power to carry on any activities which would cause it to fail to qualify, or to continue to qualify, as (a) an organization exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, or the corresponding provision of any subsequent United States Internal Revenue law; or (b) an organization contributions to which are deductible under Sections 170, 2055 and 2522 of the Internal Revenue Code of 1954, as amended, or the corresponding provisions of any subsequent United States Internal Revenue law. The Corporation shall be authorized to solicit, receive and administer funds for the above purposes, but the Corporation shall not be authorized to accept gifts or contributions for other than the purposes hereinbefore stated. The funds of the Corporation shall not be restricted in use to people of any race, color, sex, national origin, religion, marital status, disability, sexual orientation, veteran status or creed, but such funds shall be administered on a non-discriminatory basis.

ARTICLE 4: No part of the earnings of the Corporation shall ever inure to the benefit of or be distributable to any member or individual having a personal or private interest in the activities of the Corporation, and no substantial part of the activities of the Corporation shall ever 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 distributing of statements), any political campaign on behalf of any candidate for public office. No officer, director, member or employee of the Corporation shall receive or be lawfully entitled to receive any pecuniary profit from the operations and activities of the Corporation, except reimbursement of out-of-pocket expenditures and reasonable compensation for services actually rendered to or on behalf of the Corporation.

ARTICLE 5: The Corporation shall be a membership corporation and shall have no authority to issue capital stock. The Members of the Corporation shall be as set forth in the By-Laws