

The State of Texas

Secretary of State

CERTIFICATE OF INCORPORATION

OF

TEXAS PUBLIC RADIO
CHARTER NUMBER 01099519

THE UNDERSIGNED, AS SECRETARY OF STATE OF THE STATE OF TEXAS, HEREBY CERTIFIES THAT ARTICLES OF INCORPORATION FOR THE ABOVE CORPORATION, DULY SIGNED AND VERIFIED HAVE BEEN RECEIVED IN THIS OFFICE AND ARE FOUND TO CONFORM TO LAW.

ACCORDINGLY THE UNDERSIGNED, AS SUCH SECRETARY OF STATE, AND BY VIRTUE OF THE AUTHORITY VESTED IN THE SECRETARY BY LAW, HEREBY ISSUES THIS CERTIFICATE OF INCORPORATION AND ATTACHES HERETO A COPY OF THE ARTICLES OF INCORPORATION.

ISSUANCE OF THIS CERTIFICATE OF INCORPORATION DOES NOT AUTHORIZE THE USE OF A CORPORATE NAME IN THIS STATE IN VIOLATION OF THE RIGHTS OF ANOTHER UNDER THE FEDERAL TRADEMARK ACT OF 1946, THE TEXAS TRADEMARK LAW, THE ASSUMED BUSINESS OR PROFESSIONAL NAME ACT OR THE COMMON LAW.

DATED JAN. 2, 1989



Carl M. Rains

Secretary of State

ARTICLES OF INCORPORATION

OF

TEXAS PUBLIC RADIO

We, the undersigned natural persons eighteen years of age or more, acting as incorporators of a corporation under the Texas Non-Profit Corporation Act, adopt the following articles of incorporation:

ARTICLE I.
NAME

The name of the corporation is TEXAS PUBLIC RADIO.

ARTICLE II.
NON-PROFIT CORPORATION

The corporation is a non-profit corporation.

ARTICLE III.
DURATION

The period of its duration is perpetual.

ARTICLE IV.
PURPOSE

The purpose for which the corporation is organized is to engage in the production and non-commercial broadcasting of educational and cultural radio programs, pursuant to licenses and permits granted under the terms of applicable statutes and regulations, including the Federal Communications Act, by operating one or more public or community-supported radio stations.

ARTICLE V.
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 8401 Datapoint Drive, San Antonio, Texas 78229, and the name of its initial registered agent at that address is Joe Gwathmey.

ARTICLE VI.
BOARD OF DIRECTORS

The number of directors constituting the initial board of directors of the corporation is three, and the names and

addresses of the persons who are to serve as the initial directors are:

John E. Clark, 613 N.W. Loop 410, Suite 1000, San Antonio,
Texas 78216
Virginia Nicholas, 117 Stanford Drive, San Antonio, Texas
78212
Charlotte Narboni, 109 End Gate Lane, San Antonio, Texas
78231

ARTICLE VII.
INCORPORATORS

The name and street address of each incorporator is:

John E. Clark, 613 N.W. Loop 410, Suite 1000, San Antonio,
Texas 78216
Virginia Nicholas, 117 Stanford Drive, San Antonio, Texas
78212
Charlotte Narboni, 109 End Gate Lane, San Antonio, Texas
78231

ARTICLE VIII.
LIMITATIONS ON ACTIVITIES

A. The corporation is organized exclusively for educational, literary, scientific, and charitable purposes recognized under Section 501(c)(3) of the Internal Revenue Code and Regulations, as they now exist or may hereafter be amended. The corporation shall not conduct any other activities not permitted to be carried on by (a) an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code and Regulations, as they now exist or may hereafter be amended, or (b) an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code and Regulations, as they now exist or may hereafter be amended.

B. No part of the net earnings of the corporation shall inure to the benefit of, or be distributed to, its directors or officers, or to other persons, except that the corporation may pay reasonable compensation for services rendered and make payments and distributions in furtherance of its corporate purpose.

C. No substantial part of the corporation's activities shall be the carrying on of propaganda, or otherwise attempting

to influence legislation, and the corporation shall not participate in any way in any political campaign on behalf of any candidate for public office.

ARTICLE IX.
DISSOLUTION

Upon the dissolution of the corporation, the board of directors, after making provisions to satisfy all of the liabilities and obligations of the corporation, shall dispose of all the remaining assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organizations qualifying as exempt under Section 501(c)(3) of the Internal Revenue Code and Regulations, as they now exist or may hereafter be amended, as the board of directors shall determine. Any assets not so disposed of by the board of directors shall be disposed of in the same manner and for the same purposes by a district court of the county in which the principal office of the corporation is then located.

ARTICLE X.
VOTING RIGHTS

Only members of the board of directors have voting rights.

ARTICLE XI.
LIMITED LIABILITY OF DIRECTORS

To the fullest extent permitted by law, a director of the corporation shall not be liable to the corporation for monetary damages for an act or omission in the director's capacity as a director.

WHEREOF we have signed our names this 23rd day of December, 1988.

John E. Clark
John E. Clark

Virginia Nicholas
Virginia Nicholas

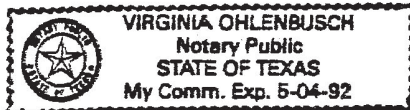
Charlotte Narboni
Charlotte Narboni

STATE OF TEXAS

COUNTY OF BEXAR

I, VIRGINIA OHLENBUSCH, a notary public, certify that on this 23rd day of December, 1988, JOHN E. CLARK personally appeared before me, and being duly sworn declared that he is the person who signed the foregoing Articles of Incorporation as one of the incorporators, and that the statements contained in those Articles of Incorporation are true.

In witness whereof, I have signed my name and affixed my seal on this 23rd day of December, 1988.



Virginia Ohlenbusch
Notary Public, State of Texas

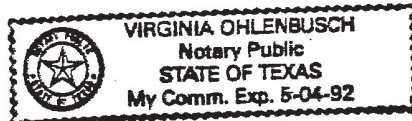
My Commission Expires: 5-4-92

STATE OF TEXAS

COUNTY OF BEXAR

I, VIRGINIA OHLENBUSCH, a notary public, certify that on this 23rd day of December, 1988, VIRGINIA NICHOLAS personally appeared before me, and being duly sworn declared that she is the person who signed the foregoing Articles of Incorporation as one of the incorporators, and that the statements contained in those Articles of Incorporation are true.

In witness whereof, I have signed my name and affixed my seal on this 23rd day of December, 1988.



Virginia Ohlenbusch
Notary Public, State of Texas

My Commission Expires: 5-4-92