

Delaware

Page 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "CLASSICAL RADIO NOVO, INC.", FILED IN THIS OFFICE ON THE NINTH DAY OF SEPTEMBER, A.D. 2016, AT 11:56 O`CLOCK A.M.




Jeffrey W. Bullock, Secretary of State

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Authentication: 202964036
Date: 09-09-16

You may verify this certificate online at corp.delaware.gov/authver.shtml

CERTIFICATE OF INCORPORATION
OF

CLASSICAL RADIO NOVO, INC.

The undersigned, for the purpose of organizing a nonprofit nonstock corporation under the General Corporation Law of the State of Delaware, hereby certifies as follows:

FIRST: The name of the corporation shall be Classical Radio Novo, Inc. (hereinafter, the "Corporation").

SECOND: The address of the Corporation's registered office in the State of Delaware is The Corporation Trust Company, 1209 Orange Street in the City of Wilmington, County of New Castle, State of Delaware, zip code 19801. The name of the Corporation's registered agent is The Corporation Trust Company.

THIRD: The purpose of the Corporation is (i) to produce, broadcast and otherwise promote and support culturally-significant musical radio programming, and to pursue other musical and artistic purposes, and (ii) to engage in any other lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

FOURTH: To further the Corporation's objects and purposes, the Corporation shall have all the general powers enumerated in the Delaware General Corporation Law, as now in effect or as hereafter amended, that are consistent with Article THIRD of this Certificate. Without limiting the generality of the foregoing, the Corporation shall have the power to receive grants, gifts, contributions and other sums of a like nature, outright, in trust, or in any other form, and the power to maintain a fund or funds of real or personal property for any corporate purpose.

FIFTH: The Corporation is not organized for profit and shall not have authority to issue capital stock or membership interests.

SIXTH: The Corporation shall have perpetual existence.

SEVENTH: The Bylaws of the Corporation shall make provision with regard to members of the Corporation, including the manner of admission to membership.

EIGHTH: Except as otherwise provided by law, the Bylaws of the Corporation or this Certificate, the Corporation shall be governed by its Board of Directors, which shall have (subject to the limitations set forth in this Certificate) all powers conferred by law to manage the Corporation and its activities. The qualifications and rights, including voting rights, of the directors shall be as set forth in the Bylaws of the Corporation.

NINTH: The Corporation shall indemnify its directors and officers for the defense of civil or criminal actions or proceedings as set forth in the Bylaws of the Corporation. The personal liability of the directors and officers of the Corporation is hereby eliminated to the fullest extent permitted by the Delaware General Corporation Law.

TENTH: The name and mailing address of the incorporator are George R. Skupski, c/o Baker & Hostetler LLP, 127 Public Square, Suite 2000, Cleveland, Ohio 44114.

IN WITNESS WHEREOF, I, the undersigned, have subscribed and acknowledged this Certificate this 9th day of September, 2016.



George R. Skupski, Incorporator

106790.000001 609433832.4 Certificate of Incorporation of Classical Radio Novo, Inc.