STATE OF NORTH CAROLINA

Department of The Secretary of State

To all to whom these presents shall come, Greeting:

***I*, Thad Eure,** *Secretary of State of the State of North Carolina, do hereby certify the following and hereto attached (* 9 *sheets) to be a true copy of*

ARTICLES OF INCORPORATION

OF

WESTERN NORTH CAROLINA PUBLIC RADIO, INC.

the original of which is now on file and a matter of record in this office.

In Witness Whereof, *I have hereunto set my hand and affixed my official seal.*

Done in Office, *at Raleigh, this* 9th *day of* April *in the year of our Lord 19* 84

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THAD EURE
SECRETARY OF STATE
NORTH CAROLINA

ARTICLES OF INCORPORATION

OF

WESTERN NORTH CAROLINA PUBLIC RADIO, INC.

We, the undersigned natural persons of the age of twenty-one (21) years or more, do hereby associate ourselves into a non-profit corporation under the laws of the State of North Carolina, as contained in Chapter 55-A of the General Statutes of the State of North Carolina entitled "Non-Profit Corporation Act," and the several amendments thereto, and to that end do hereby set forth:

1. The name of the Corporation is Western North Carolina Public Radio, Inc.

2. The period of duration of the Corporation is unlimited.

3. The purpose or purposes for which the Corporation is organized are:

   (a) To own and operate one or more telecommunications stations in Western North Carolina.

   (b) To broadcast informational, educational, and cultural programs by means of radio and/or other electronic media.

   (c) To provide, by means of electronic telecommunications signals, programs of educational, informational, and cultural content which will improve the quality of life of the people of Western North Carolina.

   (d) To receive and maintain a fund or funds of real or personal property, or both, and, subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for informational,

educational, and cultural purposes, provided, that no part of such income or such principal shall be contributed to any organization whose net earnings, or any part thereof, inure to the benefit of any private shareholder or individual or any substantial part of the activities of which is the carrying of propaganda or otherwise attempting to influence legislation.

(e) To carry on any lawful activities calculated, directly or indirectly, to promote the interest of the Corporation, or to enhance the value of its properties under such powers and rights which are now or which may hereafter be conferred upon corporations organized under the laws of the State of North Carolina applicable thereto; provided, however, that all activities in which the Corporation shall engage shall be limited to activities in furtherance of exempt purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1954, or as amended, and all rulings or regulations applicable thereto.

4. The Corporation shall have such powers as are or may be provided in Chapter 55-A of the North Carolina General Statutes including, without limiting the generality thereof, the power to accept, acquire, receive and hold by bequest, devise, grant, gift, purchase, exchange, transfer or otherwise, for its objects and purposes, any property, both real and personal, of whatever kind and wherever situated.

5. The Corporation shall not engage in and no part of its activities shall be

concerned with the carrying on of propaganda, influencing legislation, or with the direct or indirect participation in political campaigns on behalf of a candidate for public office.

6. The address of the initial registered office of the Corporation is c/o The University of North Carolina at Asheville, University Heights, Asheville, Buncombe County, North Carolina 28804, and the name of the initial registered agent at such address is William E. Highsmith.

7. The number of Directors constituting the Board of Directors shall be no less than 12 and no more than 24, and the names and addresses of the persons who are to serve as Directors until the first meeting of the Board of Directors of the Corporation are:

Walter Currie, 771 Caribou Road, Asheville, N. C. 28803

Fredrick H. Dennis, 49 Sherwood Road, Asheville, N. C. 28803

Joseph Fox, 307 Tomahawk Avenue, Black Mountain, N. C. 28711

Rickey Gunter, 101 Summerglenn Drive, Asheville, N. C. 28806

Robert J. Hayner, Route 6, Box 628, Fairview, N. C. 28730

William E. Highsmith, 62 Macon Avenue, Asheville, N. C. 28801

Eric V. Iovacchini, 83 Black Oak Drive, Asheville, N. C. 28804

Donald M. Trapp, The Transylvania Times, P. O. Box 32, Brevard, N. C. 28712

8. The names and addresses of the incorporators are as follows:

Walter Currie, 771 Caribou Road, Asheville, N. C. 28803

Fredrick H. Dennis, 49 Sherwood Road, Asheville, N. C. 28803

Joseph Fox, 307 Tomahawk Avenue, Black Mountain, N. C. 28711

Rickey Gunter, 101 Summerglenn Drive, Asheville, N. C. 28806

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William E. Highsmith, 62 Macon Avenue, Asheville, N. C. 28801

Eric V. Iovacchini, 83 Black Oak Drive, Asheville, N. C. 28804

Donald M. Trapp, The Transylvania Times, P. O. Box 32, Brevard, N. C. 28712

9. The Corporation shall have no members or stockholders.

10. No Director, officer or employee of the Corporation or any person associated in any way with the Corporation, or any other private individual shall receive at any time any of the net earnings or pecuniary profit of the Corporation, provided that this shall not prevent the payment of such reasonable compensation to any such person for services rendered to or for the Corporation in effecting any of its purposes as shall be fixed by the Board of Directors.

Upon dissolution of the Corporation, its total assets, after payment and receipt of all obligations due and from the Corporation, shall be distributed, transferred, conveyed, delivered and paid over to The University of North Carolina at Asheville for the purpose of continuing the broad-

casting of publicly oriented programs of an informational, educational, and cultural nature. Should The University of North Carolina at Asheville, for whatever reason, be unwilling or unable to continue, within a reasonable time after the transferring of assets as described herein above, the broadcasting of educational, informational, and cultural programs, the assets of the Corporation, upon due and proper action of the Board of Directors, shall be conveyed to another corporation, agency, or entity of a non-profit nature within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1954, or as amended, and all rulings or regulations applicable thereto, which shall assume the responsibility of broadcasting by means of electronic media such programs of an informational, educational, or cultural nature as shall be consistent with the original purposes of the Corporation. Should no corporation, agency, or entity of a non-profit nature be available to carry on this function, the assents of the Corporation shall revert to the State of North Carolina in accordance with the General Statutes thereof.

IN TESTIMONY WHEREOF, We have hereunto set our hands and seals, this 6th day of November, 1979.

Walter Currie _____ (SEAL)

Fredrick H. Dennis _____ (SEAL)

Joseph Fox _____ (SEAL)

Rickey Gunter _____ (SEAL)

Robert J. Hayner _____ (SEAL)

William E. Highsmith _____ (SEAL)

Eric V. Iovacchini _____ (SEAL)

Donald M. Trapp _____ (SEAL)

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STATE OF NORTH CAROLINA
COUNTY OF BUNCOMBE

I, a Notary Public in and for said State and County, do hereby certify that

Fredrick H. Dennis

Joseph Fox

Rickey Gunter

Robert J. Hayner

William E. Highsmith

Eric V. Iovacchini

personally appeared before me this day and acknowledged the due execution by him of the foregoing Articles of Incorporation for the purposes therein expressed.

WITNESS my hand and Notarial Seal, this 6 day of November 1979.

Marie C. Anderson

My Commission Expires:

9-23-80

STATE OF NORTH CAROLINA
COUNTY OF TRANSYLVANIA

I, a Notary Public in and for said State and County, do hereby certify that Donald M. Trapp personally appeared before me this day and acknowledged the due execution by him of the foregoing Articles of Incorporation for the purposes therein expressed.

WITNESS my hand and Notarial Seal, this 8th day of November, 1979.

Barbara G. Wallis

My Commission Expires:

May 20, 1980

STATE OF NORTH CAROLINA
COUNTY OF BUNCOMBE

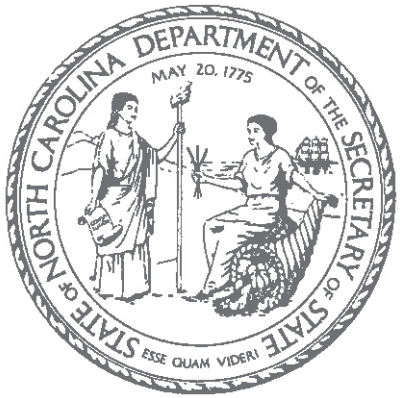
I, a Notary Public in and for said State and County, do hereby certify that Walter L. Currie personally appeared before me this day and acknowledged the due execution by him of the foregoing Articles of Incorporation for the purposes therein expressed.

WITNESS my hand and Notarial Seal, this 7th day of November, 1979.

Virginia E Sawyer

My Commission Expires:

January 10, 1981



State of North Carolina

Certified Copy
from
The Department of The
Secretary of State