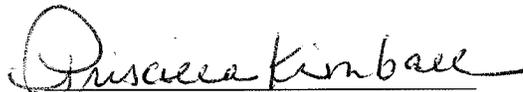


NEW HAMPSHIRE PUBLIC RADIO, INCORPORATED

SECRETARY'S CERTIFICATE

The undersigned, Priscilla E. Kimball, as Secretary of New Hampshire Public Radio, Incorporated (the "Corporation"), hereby certifies that on October 17, 2007, upon notice to all members of the Board of Trustees, a special telephonic meeting was called to order. A quorum to conduct business pursuant to the Bylaws having been noted, the Board addressed the attached Resolution as previously distributed. The Board passed the Resolution by voice vote.

IN WITNESS WHEREOF, the undersigned has hereunto set her hand and the seal of the Corporation as of the 17th day of October 2007.

A handwritten signature in cursive script that reads "Priscilla E. Kimball". The signature is written in dark ink and is positioned above the printed name and title.

Priscilla E. Kimball
Secretary

RESOLUTION OF BOARD OF TRUSTEES AMENDING
THE BYLAWS
OF
NEW HAMPSHIRE PUBLIC RADIO, INCORPORATED

WHEREAS, New Hampshire Public Radio, Incorporated (the "Corporation"), in furtherance of its educational and cultural purposes, wishes to file applications for permits to construct new noncommercial educational FM radio stations, hereinafter the "Proposed Stations," to serve Laconia, Peterborough, Colebrook, Claremont, Littleton, and Holderness, New Hampshire hereinafter referred to as the "Communities"; and

WHEREAS, in the event that competing applications are received, the Federal Communications Commission ("FCC") favors applicants that provide, and that will commit to provide, "local diversity of ownership" pursuant to the attached portions of Sections 73.7000, Section 73.7003(b)(2) and Section 73.7005 of the FCC's Rules; and

WHEREAS, the Corporation shall provide "local diversity of ownership" with respect to the applications for the Proposed Stations; and

WHEREAS, neither the Corporation nor any member of its Board of Trustees has any attributable interest in any radio station, or authorized construction permit for a radio station, whose principal community contour overlaps the principal community contour of any of the Proposed Stations; and

WHEREAS, the trustees of the Corporation seek to amend the Bylaws of the Corporation to preserve its qualifications to provide local diversity of ownership for the applicable holding period in the FCC's Rules.

NOW THEREFORE, BE IT RESOLVED, that Article II of the Bylaws of the Corporation is hereby amended to add the following new Section 5:

Section 5. Diversification Qualifications

Neither the Corporation nor any Trustee shall hold any attributable interest in any radio broadcast station, or authorized construction permit for a radio station, if the principal community contour of that station would overlap the principal community contour of any new noncommercial FM station for which the Corporation shall apply.

FCC Rules Referenced in Resolutions and Bylaw Amendments

§73.7000 Definition of terms (as used in Subpart K only).

Attributable interest. An interest of an applicant, its parent, subsidiaries, their officers, and members of their governing boards that would be cognizable under the standards in the notes to §73.3555. Also an interest of an entity providing more than 33 percent of an applicant's equity and/or debt that also either (1) supplies more than 15% of the station's weekly programming, or (2) has an attributable interest pursuant to §73.3555 in media in the same market.

Established local applicant. An applicant that has, for at least the two years (24 months) immediately preceding application, met the definition of local applicant.

Local applicant. An applicant physically headquartered, having a campus, or having 75% of board members residing within 25 miles of the reference coordinates for the community to be served, or a governmental entity within its area of jurisdiction.

On-air operations. Broadcast of program material to the public pursuant to Commission authority, generally beginning with program test authority, for periods of time that meet any required minimum operating schedule, e.g. §73.561(a).

§73.7003 Point system selection procedures. el

(b) Based on information provided in each application, each applicant will be awarded a predetermined number of points under the criteria listed:

(1) Established local applicant. Three points for local applicants as defined in §73.7000 who have been local continuously for no fewer than the two years (24 months) immediately prior to application, if the applicant's own governing documents (e.g. by-laws, constitution, or their equivalent) require that such localism be maintained.

(2) Local diversity of ownership. Two points for applicants with no attributable interests as defined in §73.7000, in any other broadcast station or authorized construction permit (comparing radio to radio and television to television) whose principal community (city grade) contour overlaps that of the proposed station, if the applicant's own governing documents (e.g. by-laws, constitution, or their equivalent) require that such diversity be maintained. The principal community (city grade) contour is the 5 mV/m for AM stations, the 3.16 mV/m for FM stations calculated in accordance with §73.313(c), and the contour identified in §73.685(a) for TV. Radio applicants will count commercial and noncommercial AM, FM, and FM translator stations other than fill-in stations. Television applicants will count UHF, VHF, and Class A stations.

§73.7005 Holding period.

(a) Assignments/Transfers. NCE stations awarded by use of the point system in §73.7003 shall be subject to a holding period. From the grant of the construction permit and continuing until the facility has achieved four years of on-air operations, an applicant proposing to assign or transfer the construction permit/license to another party will be required to demonstrate the following two factors: that the proposed buyer would qualify for the same number of or greater points as the assignor or transferor originally received; and that consideration received and/or promised does not exceed the assignor's or transferor's legitimate and prudent expenses. For purposes of this section, legitimate and prudent expenses are those expenses reasonably incurred by the assignor or transferor in obtaining and constructing the station (e.g. expenses in preparing an application, in obtaining and installing broadcast equipment to be assigned or transferred, etc.). Costs incurred in operating the station are not recoverable (e.g. rent, salaries, utilities, music licensing fees, etc.). Any successive applicants proposing to assign or transfer the construction permit/license prior to the end of the aforementioned holding period will be required to make the same demonstrations.

(b) Technical. In accordance with the provisions of §73.7002, an NCE applicant receiving a decisive preference for fair distribution of service is required to construct and operate technical facilities substantially as proposed, and can not downgrade service to the area on which the preference is based for a period of four years of on-air operations.

(c) The holding period in this section does not apply to construction permits that are awarded on a non-comparative basis, such as those awarded to non-mutually exclusive applicants or through settlement.