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09/25/2013	201326701015	DOMESTIC ARTICLES/NON-PROFIT (ARN)	125.00	.00		.00	.00

Receipt

This is not a bill. Please do not remit payment.

DELHI PUBLIC RADIO INC
WALTER HUGHES
289 IHLE DR
CINCINNATI, OH 45238

STATE OF OHIO CERTIFICATE

Ohio Secretary of State, Jon Husted

2232802

It is hereby certified that the Secretary of State of Ohio has custody of the business records for

DELHI PUBLIC RADIO, INC.

and, that said business records show the filing and recording of:

Document(s)

DOMESTIC ARTICLES/NON-PROFIT

Document No(s):

201326701015

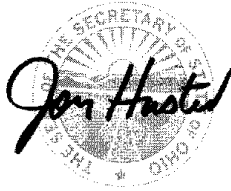
Effective Date: 09/23/2013



United States of America
State of Ohio
Office of the Secretary of State

Witness my hand and the seal of
the Secretary of State at Columbus,
Ohio this 25th day of September,
A.D. 2013.

Ohio Secretary of State



Form 532B Prescribed by:

JON HUSTED
Ohio Secretary of State

Central Ohio: (614) 466-3910

Toll Free: (877) SOS-FILE (767-3453)

www.OhioSecretaryofState.gov

BusServ@OhioSecretaryofState.gov

Mail this form to one of the following:

 Regular Filing (non expedite)
 P.O. Box 670
 Columbus, OH 43216

 Expedite Filing (Two-business day processing
 time requires an additional \$100.00).
 P.O. Box 1390
 Columbus, OH 43216

Initial Articles of Incorporation
(Nonprofit, Domestic Corporation)
Filing Fee: \$125
(114-ARN)

2013 SEP 23 10:11:03

First: Name of Corporation
Second: Location of Principal office
 in Ohio

City

County

State

Effective Date
(Optional)

 mm/dd/yyyy

**(The legal existence of the corporation begins upon
 the filing of the articles or on a later date specified
 that is not more than ninety days after filing)**
Third: Purpose for which corporation is formed

The educational purpose or purposes for which said corporation is formed is for the establishment and operation of a radio station to serve the communities in the western portion of the Greater Cincinnati area with music, community event information, local news and public service announcements. I would be a non-commercial low power FM station located near Delhi Township.

****Note for Nonprofit Corporations:** The Secretary of State does not grant tax exempt status. Filing with our office is not sufficient to obtain state or federal tax exemptions. Contact the Ohio Department of Taxation and the Internal Revenue Service to ensure that the nonprofit corporation secures the proper state and federal tax exemptions. These agencies may require that a purpose clause be provided.

****Note:** ORC Chapter 1702 allows for additional provisions to be included in the Articles of Incorporation that are filed with this office. If including any of these additional provisions, please do so by including them in an attachment to this form.

ORIGINAL APPOINTMENT OF STATUTORY AGENT

The undersigned, being at least a majority of the incorporators of Delhi Public Radio, Inc.
 hereby appoint the following to be statutory agent upon whom any process, notice or demand required or permitted by
 statute to be served upon the corporation may be served. The complete address of the agent is

Walter J Hughes
 Name
289 Ihle Dr.
 Mailing Address
Cincinnati Ohio 45238
 City State Zip Code

Must be signed by the
 incorporators or a
 majority of the
 incorporators

Robin A Hughes
 Signature

Taylor J. Sunderhaus
 Signature

Robert H. Knue
 Signature

ACCEPTANCE OF APPOINTMENT

The Undersigned, Walter J Hughes, named herein as the
 Statutory Agent Name

Statutory agent for Delhi Public Radio, Inc.
 Corporation Name

hereby acknowledges and accepts the appointment of statutory agent for said corporation.

Statutory Agent Signature Walter J Hughes
 Individual Agent's Signature / Signature on behalf of Corporate Agent

☐ If the agent is an individual and using a P.O. Box, check this box to confirm the agent is an Ohio resident.

for Robin A Hughes, Taylor J. Sunderhaus, Robert H. Knue and
Walter J. Hughes



DEBORAH A. FRANKLIN
 Notary Public, State of Ohio
 My Commission Expires
 March 19, 2017

By signing and submitting this form to the Ohio Secretary of State, the undersigned hereby certifies that he or she has the requisite authority to execute this document.

Required

Articles and original appointment of agent must be signed by the incorporator(s).

If the incorporator is an individual, then they must sign in the "signature" box and print his/her name in the "Print Name" box.

If the incorporator is a business entity, not an individual, then please print the entity name in the "signature" box, an authorized representative of the entity must sign in the "By" box and print his/her name and title/authority in the "Print Name" box.

Robin A Hughes
Signature

By

Robin A Hughes

Print Name

Taylor J. Sunderhaus
Signature

By

Taylor J Sunderhaus

Print Name

Robert H. Knue
Signature

By

ROBERT H. KNUÉ

Print Name

For Robin A. Hughes, Taylor J. Sunderhaus and Robert H. Knue.

Deborah A. Franklin



DEBORAH A. FRANKLIN
Notary Public, State of Ohio
My Commission Expires
March 19, 2017

ARTICLES OF INCORPORATION
of
Delhi Public Radio, Inc.

The undersigned, all of whom are citizens of the United States, desiring to form a corporation, not for profit, under Sections 1702.01 et seq., Revised Code of Ohio, do hereby certify:

FIRST: The name of said corporation shall be Delhi Public Radio, Inc.

SECOND: The place in Ohio where the principal office of the corporation is to be located at 289 Ihle Drive, Cincinnati, Ohio 45238.

THIRD: The educational purpose or purposes for which said corporation is formed is for the establishment and operation of a radio station to serve the communities on the west side of Cincinnati area with music, community event information, and public service announcements.

FORTH: The following persons, not less than three, shall serve said corporation as trustees until the first annual meeting or other meeting called to elect trustees.

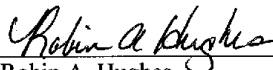
Robin A. Hughes
289 Ihle Drive
Cincinnati, Ohio 45238

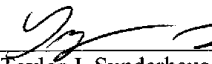
Taylor J. Sunderhaus
4137 Copperfield Lane
Cincinnati, Ohio 45238

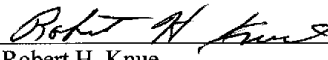
Robert H. Knue
495 Anderson Ferry Rd.
Cincinnati, Ohio 45238

IN WITNESS WHEREOF, we have hereunto subscribed our names

this 19 day of September, 2013


Robin A. Hughes


Taylor J. Sunderhaus


Robert H. Knue

for Robin A. Hughes, Taylor J. Sunderhaus
and Robert H. Knue.



DEBORAH A. FRANKLIN
Notary Public, State of Ohio
My Commission Expires
March 19, 2017

Bylaws of Delhi Public Radio, Inc.

ARTICLE I – NAME, PURPOSE

Section 1: *Name.* The name of the organization shall be Delhi Public Radio.

Section 2: *Purpose.* Delhi Public Radio is organized exclusively for charitable and educational purposes, more specifically, to operate a community radio station.

ARTICLE II – MEMBERSHIP

Section 1: Membership in Delhi Public Radio shall consist of volunteers and the Board of Directors. Only individuals elected to the Board of Directors shall serve as trustees of the organization.

ARTICLE III – MEETINGS

Section 1: *Annual Meetings.* The date of the annual meeting shall be set by the Board of Directors. The Board shall meet for an “annual” meeting every 10 to 14 months, at an agreed upon time and place.

Section 2: *Special Meetings.* Special meetings may be called by the President or by more than 50% of the members.

Section3: *Notice.* An official Board meeting requires that each Board member have notice at least 7 days in advance. Notice shall be by any of the following means – letter, telephone or email.

ARTICLE IV – BOARD OF DIRECTORS

Section 1: *Board Role, Size, Compensation.* The Board is responsible for overall policy and direction of the organization and delegates responsibility for day-to-day operations to the President and committees. Any major expenditure or major decision affecting the course of the organization shall require a majority concurrence of the Board. The Board shall have up to seven and not fewer than two members. Each member of the Board has an equal vote in the affairs of the organization.

Section 2: Board Elections. Election of new directors or election of current directors to a subsequent term will occur as the first item of business at the annual meeting of the corporation. When a vacancy on the Board exists, nominations for new members may be received, by any officer of the Board, from present Board members in advance of a Board meeting. These nominations shall be voted upon at the next Board meeting. Board members shall be elected by a majority vote of the current directors constituting a quorum at a Board meeting.

Section 3: Terms. All Board members elected at an annual meeting shall serve a term to the next annual meeting, and are eligible for re-election. A Board member elected at a meeting other than an annual meeting to fill a vacancy shall have a term only to the next Board meeting.

Section 4: Quorum. To constitute a quorum, a meeting must be attended in person or by proxy, by more than fifty percent of the Board members before business can be transacted or motions made and passed. An absent Board member may assign a proxy, in writing, to attend a meeting and vote on the absent Board member's behalf. The proxy letter must clearly designate the specific meeting and the authority assigned.

Section 5: Officers and Duties. There shall at least two officers of the Board. Each officer shall perform one or more of the following duties.

The President shall convene regularly scheduled Board meetings, shall preside or arrange for other officers to preside at each meeting in the following order: Vice-President, Business Manager, Station Manager and Chief Engineer.

The Vice-President will chair committees on special subjects as designated by the Board. With majority Board concurrence, the Vice-President shall take on all responsibilities of the President in the event of the President's unavailability.

The Business Manager shall be responsible for keeping records of Board actions, including overseeing the taking of minutes at all Board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each Board member, assuring that corporate records are maintained, assisting in the preparation of the budget, help develop fund-raising plans and make financial information available to other Board members and the public.

The Station Manager will assist the Business Manager as needed and will be responsible for radio station programming and the day-to-day radio station operations.

Section 5 (cont.)

The Chief Engineer shall have the primary responsibility for the operation and maintenance of equipment, as well as compliance with the Federal Communications Commission rules and policies. The Chief Engineer may be assisted by other members of the Board.

Section 6: Resignation and Termination. Resignation from the Board must be in writing and received by an Officer of the Board. A Board member may be removed, for just cause, by a majority vote of the Board.

Robin A Hughes
BOARD MEMBER

9/19/13
DATE

[Signature]
BOARD MEMBER

9/19/13
DATE

Robert H Knue
BOARD MEMBER

9/19/13
DATE

for Robin A Hughes, Taylor J. Sunderhaus and Robert H Knue.

[Signature]



DEBORAH A. FRANKLIN
Notary Public, State of Ohio
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