The University of the State of New York

Education Department

SYRACUSE COMMUNITY RADIO

CERTIFICATE OF INCORPORATION

This Instrument Witnesseth That the Board of Regents for and on behalf of the Education Department of the State of New York at their meeting of June 24, 1994,

Voted, that

1. A certificate of incorporation is granted incorporating Frank Machnaigh, Joseph E. Rourke, Sr., Frederick Noyes, Joseph Branagan, Lauren Wing and their associates and successors as an education corporation under the corporate name of Syracuse Community Radio, located in the city of Syracuse, county of Onondaga, state of New York.

2. The purposes for which such corporation is formed are:

   a. to provide community-based noncommercial radio service to the people of Central New York;

   b. to promote music and information for the purposes of education, entertainment and cultural awareness;

   c. to promote broadcast programming designed to serve the needs of those not currently served by the existing broadcast media, provided that nothing in this charter is deemed to authorize the corporation to own, operate or maintain an F.C.C.-licensed public or private educational television and/or cable communications facility; and

   d. to provide an opportunity for a wide variety of people to learn and implement techniques of radio broadcasting.

3. The persons named as incorporators shall constitute the first board of trustees. The board shall have power to adopt bylaws, including therein provisions fixing the method of election and the term of office of trustees, and shall have power by vote of two-thirds of all the members of the board of trustees to change the number of trustees to be not more than twenty-five nor less than five.

4. The corporation hereby created shall be a nonstock corporation organized and operated exclusively for educational purposes, and no part of its earnings or net income shall inure to the benefit of any individual; and no officer, member, or employee of the corporation shall receive or be entitled to receive any pecuniary profit from the operations thereof, except reasonable compensation for services.

5. Notwithstanding any other provision of these articles the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

6. No substantial part of the activities of the corporation shall be devoted to carrying on propaganda, or otherwise attempting to influence legislation, (except to the extent authorized by Internal Revenue Code section 501(h) as amended, or the corresponding provision of any future United States Internal Revenue Law, during any fiscal year or years in which the corporation has chosen to utilize the benefits authorized by the statutory provision) and the corporation shall not participate in or intervene (including the publishing or distribution of statements) in any political campaign on behalf of any candidate for public office.

7. Upon dissolution of the corporation, the board of trustees shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of the remaining assets of the corporation exclusively for one or more exempt purposes, within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future Federal tax code), or shall distribute the same to the Federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by order of the Supreme Court of the State of New York in the judicial district where the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, organized and operated exclusively for such purposes, as said Court shall determine.

8. The principal office of the corporation shall be located in the city of Syracuse, county of Onondaga, state of New York (mailing address: P.O. Box 207, Jamesville, New York 13078).

9. The Commissioner of Education is designated as the representative of the corporation upon whom process in any action or proceeding against it may be served.

Granted, June 24, 1994, by the Board of Regents of The University of the State of New York, for and on behalf of the State Education Department, and executed under the seal of said University and recorded as Number 21,678.

Chancellor

President of The University and Commissioner of Education