

TROUTMAN SANDERS LLP

A T T O R N E Y S A T L A W
A LIMITED LIABILITY PARTNERSHIP

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March 14, 2008

Georgia Secretary of State
Corporations Division
2 MLK, Jr. Dr.
Suite 315, West Tower
Atlanta, GA 30334-1530

**RE: Amended Articles of Incorporation for the Foundation for Public Broadcasting
in Georgia, Incorporated**

Dear Sir or Madam:

On March 12, 2008, the Foundation for Public Broadcasting in Georgia, Incorporated (the "Corporation"), a Georgia non-profit corporation, amended its Articles of Incorporation. The written consent, amending the Articles of Incorporation, executed by the Board of Directors of the Corporation is attached to this letter as Exhibit A. Also, an amended version of the Corporation's Articles of Incorporation is attached to this letter as Exhibit B. A vote of the Corporation's members was not required, and the amendment was approved by a sufficient vote of the Corporation's Board of Directors.

Also enclosed is a check in the amount of \$20.00 to cover the cost of filing the enclosed. Should there be any questions about this filing, please contact me at the above number.

Sincerely,



Benjamin A. Gastel

Enclosures

Exhibit A

**WRITTEN CONSENT OF THE DIRECTORS OF
THE FOUNDATION FOR PUBLIC BROADCASTING IN GEORGIA INCORPORATED
IN LIEU OF MEETING**

THE UNDERSIGNED, being all of the Directors of **The Foundation for Public Broadcasting In Georgia, Incorporated**, a Georgia not for profit corporation (the "Corporation"), pursuant to Section 14-3-821, do hereby adopt as of March 12, 2008, and consent to the following actions:

RESOLVED, that Articles of Incorporation of the Corporation is hereby amended to add **Section XI** which shall include the following:

The Corporation shall have the power to own and operate a noncommercial educational broadcast station.

This Consent may be executed in two or more counterparts, each of which when fully executed shall be an original, and all of said counterparts taken together shall be deemed to constitute one and the same Consent.

[Signatures will follow on the attached pages]

IN WITNESS WHEREOF, the undersigned, being all of the directors of the Corporation, have set their hands as of this 12 day of March, 2008.



CHAIRMAN

Director

Director

Director

Director

Director

IN WITNESS WHEREOF, the undersigned, being all of the directors of the Corporation, have set their hands as of this 17 day of March, 2008.

Nancy G. Hall, President
Director

Director

Director

Director

Director

Director

Director

IN WITNESS WHEREOF, the undersigned, being all of the directors of the Corporation, have set their hands as of this 12 day of March, 2008.



Director

Director

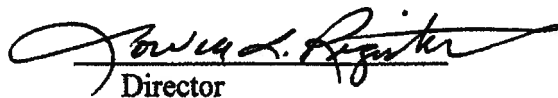
Director

Director

Director

Director

IN WITNESS WHEREOF, the undersigned, being all of the directors of the Corporation, have set their hands as of this 17 day of March, 2008.


Director

Director

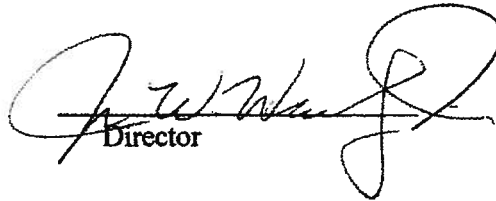
Director

Director

Director

Director

IN WITNESS WHEREOF, the undersigned, being all of the directors of the Corporation, have set their hands as of this 12th day of March, 2008.


Director

Director

Director

Director

Director

Director

Exhibit B

AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
THE FOUNDATION FOR PUBLIC BROADCASTING IN GEORGIA, INCORPORATED

I.

The name of the corporation is:

“THE FOUNDATION FOR PUBLIC
BROADCASTING IN GEORGIA,
INCORPORATED”

II.

The Corporation shall have perpetual duration.

III.

The Corporation is organized for the following purposes:

The objects and purposes of this Corporation are to acquire and administer funds and property, which after payment of necessary expenses shall be devoted exclusively to educational and charitable, purposes which promote, aid and advance educational and public broadcasting, public telecommunications in general and the aims and objectives of the Georgia Public Telecommunications Commission in providing educational and public broadcasting to the citizens of the State of Georgia.

The Corporation to this end shall have the power to contract, invest funds, rent facilities and act in any business manner as a legal entity and enterprise not prohibited by law or the

Georgia Non-profit Corporation Code to carrying out the furtherance of the above stated purposes.

The Corporation shall have the power to enter into any contract of guaranty, suretyship or endorsement whether or not the Corporation has a direct interest in the subject matter of the contract guaranteed, and shall have the power to make purely accommodation guaranty, endorsement or contract of suretyship.

The Corporation is not organized and shall not be operated for pecuniary gain or profit. No part of the property of the benefit of any director or other private individual. The Corporation shall never be authorized to engage in a regular business of a kind ordinarily carried on for profit or in any other activity except in furtherance of the purposes stated above for which the Corporation is organized. The Corporation shall never engage in propaganda, attempt to influence legislation, or participate in any political campaign on behalf of any candidate for public office, nor shall any part of its property or any part of the income be devoted to such purposes.

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 1954 (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 1954 (or the corresponding provision of any future United States Internal Revenue Law).

IV.

The affairs of the Corporation shall be managed by a board of directors. The method of election, number and removal of directors shall be determined by the by-laws of the Corporation.

V.

This Corporation is organized pursuant to the provisions of the Georgia Non-profit Corporation Code. Its general powers shall include those contemplated by this code where not in conflict with the purposes of the Corporation stated above.

VI.

The initial registered office of the Corporation shall be at:

1540 Stewart Avenue, S.W., Atlanta, Georgia 30310.

The initial registered agent of the Corporation at such address shall be:

Frank D. Bugg, Junior, Attorney-at-Law.

VII.

The initial board of directors shall consist of:

Dr. Vernon Crawford
2875 Habersham Road, N.W.
Atlanta, Georgia 30305

Mrs. Marie Dodd
100 Cedar Knoll Court
Roswell, Georgia 30076

Mr. Robert S. James
4761 Sylvan Drive
Savannah, Georgia 31405

Dr. S. Walter Martin
700 West Alden Avenue
Valdosta, Georgia 31601

Dr. Charles McDaniel
2042 Eldorado Drive, N.E.
Atlanta, Georgia 30345

Mrs. Saralyn B. Oberdorfer
6150 Mountain Brook Way
Atlanta, Georgia 30328

Mr. William Asbury Stembridge
4731 Oxford Road
Macon, Georgia 31210

Mr. A. D. Frazier
868 Springdale Road, N.E.
Atlanta, Georgia 30306

VIII.

The name and address of the incorporator of the Corporation is:

Mr. A. D. Frazier
868 Springdale Road, N.E.
Atlanta, Georgia 30306

IX.

The Corporation shall not discriminate in any manner, or in any way favor anyone in appointment, promotion, or dismissal with respect to employment because of his/her political or religious opinions or affiliations; nor shall there be any discrimination favor of or against any applicant or employee because of race, color, sex, age, physical handicap, or national origin. The Corporation shall be an Equal Opportunity Employer, and shall not discriminate or engage in any business practice with any entity which discriminates in the above stated manner or for the above stated reasons.

X.

In the event of the dissolution of this Corporation, to the extent allowed under applicable law, all of the assets of the Corporation shall be distributed to, or its assets shall be sold and the proceeds distributed to, another organization organized and operating for the same purposes for which this Corporation is organized and operating, or to one or more corporations, funds or foundations organized and operating exclusively for charitable, or educational purposes which are exempt from income tax under the provisions of section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provisions of any subsequent United States Revenue Law and which shall be selected by the board of directors of the Corporation. In the event that for any reason upon the dissolution of the Corporation the board of directors of the Corporation shall fail to act in the manner herein provided within a reasonable time, the senior judge of the Superior Court of Fulton County shall make such distribution as herein provided upon the application of one or more persons having a real interest in the Corporation or its assets. All distribution shall be in accordance with the Georgia Non-profit Corporation Act.

XI.

The Corporation shall have the power to own and operate a noncommercial educational broadcast station.