

LPFM Downtown Tucson was incorporated on March 19, 2013 in the state of Arizona.

LPFM Downtown Tucson plans to educate listeners about music. The basic format of the station will be non-commercial rock n' roll of the past 50 years—in other words, the modern era of music that was ushered in by The Beatles. The format will include music culled from both classic rock and alternative rock, but will avoid playing the same content that receives airplay on commercial stations.

We want to give knowledgeable DJ's the opportunity to share their knowledge with listeners and to educate them in so doing. For example, one might discuss, with musical accompaniment, the British Invasion and how that movement impacted the musical landscape in America. Another might discuss the role rock music played in cultural development.

There are countless sub-genres within rock n' roll and many stories to be told about the people and songs involved. The songs that get airplay on the commercial stations are just the tip of the iceberg. There are so many great songs and great artists that rarely, if ever, get played on the commercial stations. Our mission from a musical standpoint is to share these great songs and the stories behind them, and to expose the massive canon of unheralded rock music, with our listeners.

In addition to rock music, we plan to host specialty shows in which DJ's play their favorite types of music. If someone well-versed in, say, world music would like to do a show specializing in world music, we would be more than happy to accommodate. Ideally, we will have a number of specialty shows that feature various types of music that reflect and enrich the community we represent.

MAR 19 2013

FILE NO. 18059080

**ARTICLES OF INCORPORATION
of a tax exempt
Nonprofit Corporation**

ARTICLE I - ENTITY NAME

The name of this Corporation shall be: LPFM Downtown Tucson.

ARTICLE II - CHARACTER OF AFFAIRS

The purpose for which this Corporation is organized is the transaction of any and all lawful business for which non-profit corporations may be incorporated under Arizona Revised Statutes Section 10-3202, as it may be amended from time to time. The Corporation is organized exclusively for charitable, scientific and educational purposes within the meaning of Section 501(c) (3) of the Internal Revenue Code of 1986, or corresponding section of any future federal tax code, including for such purposes the making of distributions to organizations that qualify as exempt organizations under Section 501(c) (3) of the Internal Revenue Code of 1986, or corresponding section of any future federal tax code. To the extent that the following conforms to such charitable, scientific and educational purposes, the general nature of the business to be transacted by the Corporation is the construction and operation of a non-commercial, nonprofit community sponsored FM radio station.

ARTICLE III - CORPORATE RESTRICTIONS

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, directors, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. 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 corresponding section or provision of any future United States Internal Revenue law or federal tax code, 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 section or provision of any future United States Internal Revenue law or federal tax code.

ARTICLE IV - MEMBERS

The corporation will have members.

AZ CORPORATION COMMISSION
FILED

NOV 26 2012

ARTICLE V - ARIZONA KNOWN PLACE OF BUSINESS FILE NO. 18059080

5.1 The Arizona known place of business is not the same as the street address of the statutory agent.

5.2 The street address of the known place of business of the corporation will be LPFM Downtown Tucson, 124 E. Broadway Blvd., Tucson, AZ 85701 United States of America.

ARTICLE VI - BOARD OF DIRECTORS

The affairs of the Corporation shall be conducted by a Board of Directors whose number and term shall be provided in the Bylaws of the Corporation. The names and addresses of the persons who are to serve as the directors until the first annual meeting of the Board of Directors, or until their successors are elected and qualified are:

Jason LeValley, 124 E. Broadway, Tucson, AZ 85701 United States.
Lisa Horner, 124 E. Broadway, Tucson, AZ 85701 United States.

ARTICLE VII - STATUTORY AGENT

The Statutory Agent is Jason LeValley, whose physical address is 1036 S. 4th Avenue, Tucson, AZ 85701.

ARTICLE VIII - INCORPORATORS

The name and address of the Incorporator is: Jason LeValley, 1036 S. 4th Avenue, Tucson, AZ 85701 United States.

By checking the box marked "I accept" below, I acknowledge *under penalty of perjury* that this document together with any attachments is submitted in compliance with Arizona law.

/_X_/ I accept

Signature

/_X_/ Corporation as Incorporator—I am signing as an officer or authorized agent of a corporation and its name is
LPFM Downtown Tucson.

ARTICLE IX - EXEMPTION OF PRIVATE PROPERTY

The incorporators, directors, officers, employees and agents of the Corporation and their property shall be forever exempt from liability or assessment for its debts, obligations or engagements.

ARTICLE X - ELIMINATION OF DIRECTORS' LIABILITY

The personal liability of the directors to the Corporation or its members for monetary damages for any action taken or failure to take any action as a director is eliminated to the fullest extent permitted by applicable law. Neither this provision nor any other provisions in these Articles shall eliminate or limit the liability of a director for any of the following:

- A. The amount of a financial benefit received by a director to which the director is not entitled.
- B. An intentional infliction of harm on the corporation.
- C. A violation of A.R.S. § 10-3833 (liability for unlawful distributions).
- D. An intentional violation of criminal law.

For purposes of this provision, "director" shall include trustees or persons who serve on a board or council of the Corporation in an advisory capacity.

ARTICLE XI - INDEMNIFICATION

The Corporation shall indemnify any person against expenses, including without limitation, attorneys' fees, judgments, fines and amounts paid in settlement, actually and reasonably incurred by reason of the fact that he/she is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or, other enterprise, in all circumstances in which, and to the extent that, such indemnification is specifically permitted and provided for by the laws of the State of Arizona as then in effect.

ARTICLE XII - LIQUIDATION

Upon the winding up and dissolution of this Corporation, the Board of Directors shall, after paying or adequately providing for the payment of all of the liabilities of the Corporation, the remaining assets exclusively for the purposes of the Corporation shall be distributed to a non-profit fund, foundation, or corporation, which is organized and operated exclusively for charitable, educational, religious or scientific purpose as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding section of any future United States Internal Revenue law or federal tax code, as the Board of Directors shall determine. Any assets not disposed of shall be disposed of by the Superior Court of the County in which the principle office of the Corporation is then located, exclusively for such purposes or to such organization or organizations as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XIII - AMENDMENTS

These Articles of Incorporation may be amended from time to time only by a majority vote of the Board of Directors of the Corporation present, in accordance with procedures set forth in the Bylaws of the Corporation, at a duly convened meeting called for that purpose, if a quorum is present and a notice is given as specified in the Bylaws of the Corporation.

ARTICLE XIV - DISCRIMINATION

The Corporation will not practice or permit discrimination on the basis of sex, age, race, national origin, religion, sexual orientation or physical handicap or disability.

ARTICLE XIV - TERM OF CORPORATION

The term of this corporation shall be perpetual.

These articles of incorporation have been executed this 16th day of March, 2013.

Signed: _____

Jason LeValley, Incorporator

Acceptance of Appointment as Statutory Agent

The undersigned hereby acknowledges and accepts the appointment as statutory agent of the above-named corporation effective this 16th day of March, 2013.

Signed: _____

Jason LeValley

KRUPTCY QUESTION:

5.1 Has any person (a) who is currently an officer, director, trustee, incorporator, or (b) who controls or holds over twenty per cent of the issued and outstanding common shares or twenty per cent of any other proprietary, beneficial or membership interest in the corporation, served in any such capacity or held a twenty per cent interest in **any other corporation** (not the one filing this Certificate) on the bankruptcy or receivership of the **other corporation**?

☐ Yes☒ No

5.2 If the answer to number 5.1 is **YES**, you **MUST** complete and attach a Certificate of Disclosure Bankruptcy Attachment form C005.

IMPORTANT: If within 60 days of the delivery of this Certificate to the A.C.C. any person not included in this Certificate becomes an officer, director, trustee or person controlling or holding over ten per cent of the issued and outstanding shares or ten per cent of any other proprietary, beneficial or membership interest in the corporation, the corporation must submit a SUPPLEMENTAL Certificate providing information about that person, signed by all incorporators or by a duly elected and authorized officer.

SIGNATURE REQUIREMENTS:

Initial Certificate of Disclosure:	This Certificate must be signed by all incorporators. If more space is needed, complete and attach an <u>Incorporator Attachment</u> form C084.
Foreign corporations:	This Certificate may be signed by a duly authorized officer or by the Chairman of the Board of Directors.
Credit Unions and Loan Companies:	This Certificate must be signed by any 2 officers or directors.

Jason LeValley

Name

1036 S. 4th Ave.

Address 1

Address 2

Tucson

AZ

85701

City

State

Zip

Country

UNITED STATES

SIGNATURE - see Instructions C003i:

By checking the box marked "I accept" below, I acknowledge under penalty of perjury that this document together with any attachments is submitted in compliance with Arizona law.

☒ I ACCEPT

Signature

Printed Name

Jason K. LeValley

Date

3/16/13

REQUIRED - check only one:

- ☒ **Incorporator** - I am an incorporator of the corporation submitting this Certificate.
- ☒ **Officer** - I am an officer of the corporation submitting this Certificate.
- ☐ **Chairman of the Board of Directors** - I am the Chairman of the Board of Directors of the corporation submitting this Certificate.
- ☐ **Director** - I am a Director of the credit union or loan company submitting this Certificate.

Name

Address 1

Address 2

City

State

Zip

Country

SIGNATURE - see Instructions C003i:

By checking the box marked "I accept" below, I acknowledge under penalty of perjury that this document together with any attachments is submitted in compliance with Arizona law.

☐ I ACCEPT

Signature

Printed Name

Date

REQUIRED - check only one:

- ☐ **Incorporator** - I am an incorporator of the corporation submitting this Certificate.
- ☐ **Officer** - I am an officer of the corporation submitting this Certificate.
- ☐ **Chairman of the Board of Directors** - I am the Chairman of the Board of Directors of the corporation submitting this Certificate.
- ☐ **Director** - I am a Director of the credit union or loan company submitting this Certificate.

Filing Fee: None (regular processing)
Expedited processing - add \$35.00 to filing fee.
All fees are nonrefundable - see Instructions.

Mail: Arizona Corporation Commission - Corporate Filings Section
1300 W. Washington St., Phoenix, Arizona 85007
Fax: 602-542-4100

Please be advised that A.C.C. forms reflect only the minimum provisions required by statute. You should seek private legal counsel for those matters that may pertain to the individual needs of your business.

All documents filed with the Arizona Corporation Commission are public record and are open for public inspection. If you have questions after reading the Instructions, please call 602-542-3026 or (within Arizona only) 800-345-5819.

CERTIFICATE OF DISCLOSURE*Read the Instructions C003i***1. ENTITY NAME** – give the exact name of the corporation in Arizona:

LPFM Downtown Tucson

2. A.C.C. FILE NUMBER(If already incorporated or registered in AZ):Find the A.C.C. file number on the upper corner of filed documents OR on our website at: <http://www.azcc.gov/Divisions/Corporations>**3. Check only one of the following to indicate the type of Certificate:**

- ☒ Initial (accompanies formation or registration documents)
- ☐ Annual (credit unions and loan companies only)
- ☐ Supplemental to COD filed _____ (supplements a previously-filed Certificate of Disclosure)

4. FELONY/JUDGMENT QUESTIONS:

Has any person (a) who is currently an officer, director, trustee, or incorporator, or (b) who controls or holds over ten per cent of the issued and outstanding common shares or ten per cent of any other proprietary, beneficial or membership interest in the corporation been:

4.1	Convicted of a felony involving a transaction in securities, consumer fraud or antitrust in any state or federal jurisdiction within the seven year period immediately preceding the signing of this certificate?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
4.2	Convicted of a felony, the essential elements of which consisted of fraud, misrepresentation, theft by false pretenses or restraint of trade or monopoly in any state or federal jurisdiction within the seven-year period immediately preceding the signing of this certificate?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
4.3	Subject to an injunction, judgment, decree or permanent order of any state or federal court entered within the seven-year period immediately preceding the signing of this certificate, involving any of the following: a. The violation of fraud or registration provisions of the securities laws of that jurisdiction; b. The violation of the consumer fraud laws of that jurisdiction; c. The violation of the antitrust or restraint of trade laws of that jurisdiction?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
4.4	If any of the answers to numbers 4.1, 4.2, or 4.3 are YES , you MUST complete and attach a <u>Certificate of Disclosure Felony/Judgment Attachment</u> form C004.		

Proposed Programming Schedule--LPFM Downtown Tucson

Sunday	Monday	Tuesday
7:00 AM Gospel	Morning Drive-live DJ	Morning Drive-live DJ
8:00 AM Gospel	Morning Drive-live DJ	Morning Drive-live DJ
9:00 AM Folk	Morning Drive-live DJ	Morning Drive-live DJ
10:00 AM Folk	Local Talk Show	Local Talk Show
11:00 AM Bluegrass	Non-Comm Rock Mix	Non-Comm Rock Mix
12:00: PM Bluegrass	Non-Comm Rock Mix	Non-Comm Rock Mix
1:00 PM Keltic	Non-Comm Rock Mix	Non-Comm Rock Mix
2:00 PM Keltic	Non-Comm Rock Mix	Non-Comm Rock Mix
3:00 PM 50's Rock	Non-Comm Rock Mix	Non-Comm Rock Mix
4:00 PM 50's Rock	The Happy Home Drive	The Happy Home Drive
5:00 PM Rock en Espanol	The Happy Home Drive	The Happy Home Drive
6:00 PM Rock en Espanol	Latin Music Show-DJ 1	Jazz Show-DJ 1
7:00 PM Funk	Latin Music Show-DJ 1	Jazz Show-DJ 1
8:00 PM Funk	Latin Music Show-DJ 2	Jazz Show-DJ 2
9:00 PM Soul	Latin Music Show-DJ 2	Jazz Show-DJ 2
10:00 PM Soul	Indie-Rock	Rap
11:00 PM Soul	Indie-Rock	Rap
12:00 AM Overnight-DJ's Choice	Overnight-DJ's Choice	Overnight-DJ's Choice
1:00 AM Overnight-DJ's Choice	Overnight-DJ's Choice	Overnight-DJ's Choice
2:00 AM Overnight-DJ's Choice	Overnight-DJ's Choice	Overnight-DJ's Choice
3:00 AM Overnight-DJ's Choice	Overnight-DJ's Choice	Overnight-DJ's Choice
4:00 AM Overnight-DJ's Choice	Overnight-DJ's Choice	Overnight-DJ's Choice
5:00 AM Overnight-DJ's Choice	Overnight-DJ's Choice	Overnight-DJ's Choice
6:00 AM Overnight-DJ's Choice	Overnight-DJ's Choice	Overnight-DJ's Choice

Morning Drive-live DJ
Morning Drive-live DJ
Morning Drive-live DJ
Local Talk Show
Non-Comm Rock Mix
Non-Comm Rock Mix
Non-Comm Rock Mix
Non-Comm Rock Mix
Non-Comm Rock Mix
The Happy Home Drive
The Happy Home Drive
Old School Country-DJ 1
Old School Country-DJ 1
Old School Country-DJ 2
Old School Country-DJ 2
Metal Mayhem
Metal Mayhem
Overnight-DJ's Choice
Overnight-DJ's Choice
Overnight-DJ's Choice
Overnight-DJ's Choice
Overnight-DJ's Choice
Overnight-DJ's Choice

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Morning Drive-live DJ
Morning Drive-live DJ
Morning Drive-live DJ
Local Talk Show
Non-Comm Rock Mix
Non-Comm Rock Mix
Non-Comm Rock Mix
Non-Comm Rock Mix
Non-Comm Rock Mix
The Happy Home Drive
The Happy Home Drive
World Music-DJ 1
World Music-DJ 1
World Music-DJ 2
World Music-DJ 2
Electronic Dance
Electronic Dance
Overnight-DJ's Choice
Overnight-DJ's Choice
Overnight-DJ's Choice
Overnight-DJ's Choice
Overnight-DJ's Choice
Overnight-DJ's Choice

Ambient Sounds
Ambient Sounds
Ambient Sounds
Dream Pop
Dream Pop
Deep Cuts Classic Rock
Deep Cuts Classic Rock
Experimental
Experimental
Psychedelic Sounds
Psychedelic Sounds
Brit Pop
Brit Pop
80s College Rock
80s College Rock
The Power Pop Show
The Power Pop Show
Overnight-DJ's Choice
Overnight-DJ's Choice
Overnight-DJ's Choice
Overnight-DJ's Choice
Overnight-DJ's Choice
Overnight-DJ's Choice