



State of New Hampshire

Department of State

Corporation Division
107 North Main Street
Concord, N.H. 03301-4989
603-271-3246



Enclosed is the acknowledgment copy of your Affidavit of Amendment. It acknowledges this office's receipt and filing of your documents.

Should you have any questions, you may contact the Corporation Division at the above number or email us at corporate@sos.state.nh.us. Please reference your Business ID # located in the filed section of the enclosed acknowledgement copy of Affidavit of Amendment.

Please visit our website for helpful information regarding all your business needs.

Regards,

New Hampshire Department of State
Corporation Division

Business ID#: 357614

STATE OF NEW HAMPSHIRE

Filed
Date Filed: 10/16/2007
Business ID: 357614
William M. Gardner
Secretary of State

Recording fee: \$25.00 (Note 1)
Use black print or type.
Leave 1" margins both sides.
Form must be single-sided, on 8 1/2 x 11" paper, and have a one inch
margin on both sides. Double sided copies will not be accepted.

Form No. NP 3
RSA 292:5 & 7

AFFIDAVIT OF AMENDMENT
OF

Highland Community Broadcasting
A NEW HAMPSHIRE NONPROFIT CORPORATION

I, Harold KOZLOWSKI, the undersigned, being the
President (Note 2) of the above named New Hampshire nonprofit
corporation, do hereby certify that a meeting was held on October 15, 2007,
in Concord, New Hampshire (Note 3), for the purpose of amending the articles
of agreement and the following amendment(s) were approved by a majority vote
of the corporation's Board of Directors (Note 4)

To amend the Articles of Agreement of the Corporation as set forth in the
proposed Amended and Restated Articles of Agreement of the Corporation dated
October 15, 2007, a copy of which is attached to these minutes, and to
authorize Harold Kozlowski to execute and file an appropriate Affidavit of
Amendment with the Town clerk of the Town of Hooksett, and the New Hampshire
Secretary of State.

The Articles affected by this filing are as follows: Article 2(a), Article 5,
added Article 8, *Restating* Article 9 and added Article 10.

[If more space is needed, attach additional sheet(s).]

A true record, attest:

[Signature]
(Signature)

Dated October 15, 2007

- Notes:
1. Make check payable to N.H. Secretary of State.
 2. Clerk, secretary or other officer.
 3. Town/city and state.
 4. Enter either "Board of E

Mail fee with DATED AND SIGNED ORIGINAL
of State, 107 North Main Street, Concord

State of New Hampshire
Form NP 3 - Affidavit of Amendment 6 Page(s)



T0728931050

File a copy with Clerk of the town/city of the principal place of business.

3/05
CD Misc. NP-3 V-1.1

STATE OF NEW HAMPSHIRE

Recording fee: \$25.00 (Note 1)
Use black print or type
Leave 1" margins both sides.

Form No. NP 1
RSA 292:2

AMENDED AND RESTATED

ARTICLES OF AGREEMENT
OF
HIGHLAND COMMUNITY BROADCASTING

A NEW HAMPSHIRE NONPROFIT CORPORATION

THE UNDERSIGNED, BEING PERSONS OF LAWFUL AGE, ASSOCIATE UNDER
THE PROVISIONS OF THE NEW HAMPSHIRE REVISED STATUTES ANNOTATED,
CHAPTER 292 BY THE FOLLOWING:

Article 1. The name of the corporation shall be:

Highland Community Broadcasting

Article 2. The objects for which this corporation is established are:

The Corporation is organized exclusively for charitable and educational
purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code,
as amended. In furtherance of these purposes, the Corporation shall:

- (a) own and operate radio stations to provide classical music programming to
New Hampshire and neighboring states;
- (b) promote education and appreciation of classical music through music and
commentary; and
- (c) encourage local classical artists, including student groups, in the pursuit of
classical music excellence by playing their music over the airwaves.

Article 3. The provisions for establishing membership and participation in the
corporation are:

The corporation will have no members.

Article 4. The provisions for disposition of the corporate assets in the event of dissolution of the corporation including the prioritization of rights of shareholders and members to corporate assets are:

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its directors, trustees, officers, members (if any), 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 2. 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, intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to 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, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Upon dissolution of the Corporation, unless otherwise provided in the instrument from which the funds to be distributed derive, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, distribute all of the assets of the Corporation for the purposes of the Corporation in such manner as the Board of Directors shall determine, or to such organization or organizations organized and operated exclusively under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future federal tax code), as the Board of Directors shall determine. Any assets not disposed of in the manner described in the preceding sentence shall be disposed of by the superior Court or Probate 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, which the Court determines are organized and operated exclusively for such purposes.

Notwithstanding any other provision of this Article, no Director of the Corporation shall be personally liable to pay the liabilities of the Corporation.

Article 5. The address at which the business of this corporation is to be carried on is:

C/o Harold Kozlowski, President
22 Julia Drive
Hooksett, New Hampshire 03106-2223

The Corporation may have other offices in such other places as may be fixed by its Board of Directors and may act in any place within or without the State of New Hampshire in the realization and promotion of the objects for which it is established.

Article 6. The Corporation shall not have capital stock.

Article 7. Provision eliminating or limiting the personal liability of a director, an officer or both, to the corporation or its shareholders for monetary damages for breach of fiduciary duty as a director, an officer or both is:

No Director or officer of the Corporation shall be personally liable to the Corporation for monetary damages for any breach of fiduciary duty as a Director, an officer, or both, as the case may be, except with respect to:

- (a) Any breach of the director's or officer's duty of loyalty to the Corporation;
- (b) Any acts or omissions that are not in good faith or that involve intentional misconduct or a knowing violation of law; and
- (c) Any transaction from with the director, officer, or both, derived an improper personal benefit.

Article 8. Established Local Applicant: At all times the corporation's headquarters shall be located, or a minimum of 75% of the corporation's Board members shall reside within twenty-five (25) miles of the Federal Communications Commission ("FCC") defined reference coordinates of the following New Hampshire communities: Hillsboro, Kingston, and Bow.

Article 9. Diversity: At no time shall the corporation, or any of its officers or Board members, have an attributable interest (as defined by the FCC) in any radio station, or application for a radio station, that has any overlap of its principal community contour (as defined by the FCC) with the principal community contour of the corporation's proposed noncommercial education FM radio stations, or if any of its applications are granted, the stations the corporation is authorized to build and operate, on the following frequencies at the specified communities of license:

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OF HIGHLAND COMMUNITY BROADCASTING

Form No. NP1
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Eliot, Maine (90.5 MHz);
Gilford, New Hampshire (88.3 MHz);
Hillsboro, New Hampshire (89.9 MHz);
Kingston, New Hampshire (88.5 MHz); and
Bow, New Hampshire (91.5 MHz).

Article 10. Signatures and post office addresses of each of the persons
associating together to form the corporation:

	<u>Signature and Name</u>	<u>Post Office Address</u>
1.	<u>/s/ Patrick Hebert</u> Name	<u>16 Highland Street</u> <u>Hooksett, NH 03106</u>
2.	<u>/s/ Harold Kozlowski</u> Name	<u>22 Julia Drive</u> <u>Hooksett, NH 03106</u>
3.	<u>/s/ Caroline Hebert</u> Name	<u>16 Highland Street</u> <u>Hooksett, NH 03106</u>
4.	<u>/s/ Virginia Kozlowski</u> Name	<u>22 Julia Drive</u> <u>Hooksett, NH 03106</u>
5.	<u>/s/ Chris Lonsberry</u> Name	<u>24 Country Club Drive</u> <u>Manchester, NH 03101</u>

ARTICLES OF AGREEMENT
OF HIGHLAND COMMUNITY BROADCASTING

Form No. NP1
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Filed with the Town Clerk's Office for the Town of Hooksett on October____, 2007, at
_____ a.m./p.m.

Town Clerk's Signature

(SEAL)

Town Clerk's Name (Please Print)