



STATE OF TENNESSEE  
Tre Hargett, Secretary of State  
Division of Business Services  
William R. Snodgrass Tower  
312 Rosa L. Parks AVE, 6th FL  
Nashville, TN 37243-1102

**WRVU Friends & Family**  
1045 W. Greenwood Avenue  
Nashville, TN 37206

April 11, 2011

### Filing Acknowledgment

Please review the filing information below and notify our office immediately of any discrepancies.

<b>Control # :</b>	<b>655510</b>	Formation Locale:	Davidson County
Filing Type:	Corporation Non-Profit - Domestic	Date Formed:	04/11/2011
Filing Date:	04/11/2011 12:37 PM	Fiscal Year Close	12
Status:	Active	Annual Rpt Due:	04/01/2012
Duration Term:	Perpetual	Image # :	6876-2095
Public/Mutual Benefit:	Public		

#### Document Receipt

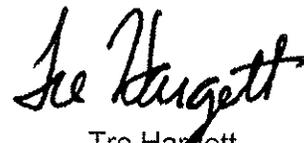
Receipt # : 442788	Filing Fee:	\$100.00
Payment-Check/MO - ARTS & BUSINESS COUNCIL OF GREATER NASHVILLE, NASHVILLE, T		\$100.00

#### Registered Agent Address

Steve Greer  
1045 W. Greenwood Avenue  
Nashville, TN 37206

Congratulations on the successful filing of your **Charter** for **WRVU Friends & Family** in the State of Tennessee which is effective on the date shown above. You must also file this document in the office of the Register of Deeds in the county where the entity has its principal office if such principal office is in Tennessee.

You must file an Annual Report with this office on or before the Annual Report Due Date noted above and maintain a Registered Office and Registered Agent. Failure to do so will subject the business to Administrative Dissolution/Revocation.

  
Tre Hargett  
Secretary of State

Processed By: Tammy Morris

**FILED**

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TRE HARGETT  
SECRETARY OF STATE

CHARTER  
OF  
WRVU FRIENDS & FAMILY

The undersigned persons, having capacity to contract and acting as the incorporator of a corporation organized under the Tennessee Nonprofit Corporation Act, as amended, adopt the following Charter for such corporation:

1. The name of the corporation shall be "WRVU Friends & Family."
2. The duration of the corporation is perpetual.
3. The street address of the registered office, the zip code of such office and the county in which the office is located is: 1045 W. Greenwood Avenue, Nashville, Tennessee 37206, Davidson County. The name of the registered agent at that office is Steve Greer.
4. The street address of the principal office of the corporation in the State of Tennessee is: 1045 W. Greenwood Avenue, Nashville, Tennessee 37206, Davidson County.
5. The name of the incorporator is Sharon M. Scott, whose address is 2220 Kaelin Avenue, Louisville, Kentucky 40205, Jefferson County.
6. The incorporator shall elect the initial Board of Directors and shall take such other appropriate action incident to the organization of the Corporation.
7. The corporation is a nonprofit corporation.
8. The corporation is a public benefit corporation.
9. The corporation shall have no members.
10. The corporation is organized exclusively for the following religious, charitable, scientific, literary and/or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or any corresponding section of any future federal tax code (the "Code"):
  - a. to sustain and enhance opportunities for educational experiences in on-air radio broadcasting for Vanderbilt University students and the Vanderbilt University community; and
  - b. to engage in other activities in furtherance of such purposes, and exercise any and all powers, rights, and privileges as may be authorized by the Charter of this Corporation and that are permitted to be carried on by an entity either (i) exempt from Federal income taxation under Section 501(c)(3) of the Code, or (ii) to which contributions are deductible under Section 170(c)(2) of the Code.
11. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered, to make reimbursement of reasonable expenses incurred, and to make payments and distributions in furtherance of the purposes set forth in the purpose clause above. No substantial part of the

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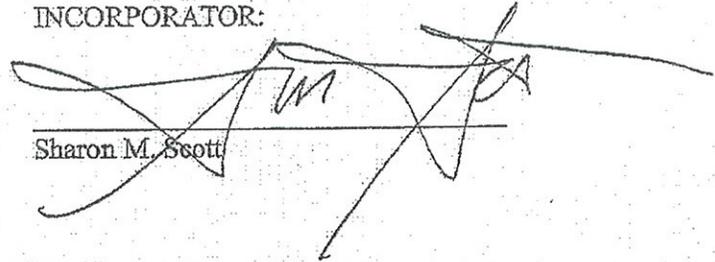
6876-2895

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 or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on 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.

12. Upon the dissolution of the corporation, after paying or making provision for the payment of all of the liabilities and obligations of the corporation, the assets of the corporation shall be distributed pursuant to a plan of distribution adopted by the board of directors, to such organization(s) organized and operated exclusively for religious, charitable, educational and scientific purposes as shall at the time qualify as an organization(s) exempt from federal income taxation under Section 501(c)(3) of the Code, or to the federal government, or to a state or local government for a public purpose, as determined by the board of directors. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal 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.
13. Subject to paragraphs 10 and 11, full control and management over the activities and affairs of the Corporation shall be vested in the Board of Directors. The number and terms of directors of the Corporation shall be fixed by, or in the manner provided in, the Bylaws of the Corporation.
14. A director of the Corporation shall not be personally liable to the Corporation for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation, (ii) for acts or omissions not in good faith, or that involve intentional misconduct or a knowing violation of law, or (iii) for unlawful distributions under T.C.A. § 48-58-304. If the Tennessee Nonprofit Corporation Act is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of directors of the Corporation shall be eliminated or limited to the fullest extent permitted by the Tennessee Nonprofit Corporation Act, as so amended.

Dated this 8<sup>th</sup> day of April, 2011.

INCORPORATOR:

  
Sharon M. Scott