

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
CINCINNATI CLASSICAL PUBLIC RADIO, INC.

These Amended and Restated Articles of Incorporation of Cincinnati Classical Public Radio, Inc. were duly adopted by the Corporation by a resolution of the Board of Directors on November 15, 2001 pursuant to Sections 1702.32 and 1702.38 of the Ohio Revised Code.

FIRST. The name of the corporation shall be CINCINNATI CLASSICAL PUBLIC RADIO, INC. (the "Corporation"). The specific purpose of the Corporation is to operate a public broadcast station known as WGUC 90.9 FM and to produce, acquire, and distribute programming of classical music, the arts, information, news, and public affairs to the Greater Cincinnati Community and to conduct any activities consistent with such purposes.

SECOND. The place in Ohio where the principal office of the Corporation is to be located is Cincinnati, Hamilton County.

THIRD. The Corporation is organized exclusively for charitable and educational purposes, as defined in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future United States Internal Revenue law (the "Code").

FOURTH. The existence of the corporation shall be perpetual so long as it continues to perform its specific purpose. If the corporation ceases to perform its specific purpose, it shall be voluntarily dissolved in the manner provided by law.

FIFTH. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, trustees, officers, or any other private individual or entity,

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 Third hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation, except as provided in Section 501(h) of the Code. 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 Code or (b) by a corporation contributions to which are deductible under Section 170(c)(2) of the Code.

SIXTH. In the event of the dissolution of the Corporation, all of the assets of the Corporation remaining after making payment or provision for payment of all known liabilities of the Corporation shall be distributed to the University of Cincinnati, or any successor thereto, for the benefit of the College Conservatory of Music; or if the University of Cincinnati or any successor thereto is not then in existence or does not then have the tax exempt status of the University or of an organization described in Section 501(c)(3) of the Code, as amended from time to time, then to or for the benefit of an organization described in Section 501(c)(3) of the Code with the same or similar purposes as the University of Cincinnati and as designated by the Corporation's Trustees. Any assets which are not so distributed shall be distributed by the Court of Common Pleas of Hamilton County, Ohio, or any successor thereto, exclusively for the aforesaid purposes of the Corporation or of the University or to such organization or organizations as the Court shall select which are at that time described in Section 501(c)(3) of the Code or any successor statute.

SEVENTH. These Amended and Restated Articles of Incorporation supersede any prior Articles of Incorporation of the Corporation.

H:\Copr\Art5Amend.rtf