

LIEUTENANT GOVERNOR/SECRETARY OF STATE'S OFFICE

I, CLYDE L. MILLER, LT. GOVERNOR/SECRETARY OF STATE OF THE STATE OF UTAH, DO HEREBY CERTIFY THAT the attached is a full, true and correct copy of the Articles of Incorporation and Amendments of LISTENERS COMMUNITY RADIO OF UTAH, INC., and said non-profit corporation which was filed in this office May 16, 1975, is in good standing,

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AS APPEARS _____ of record _____ IN MY OFFICE.

#65684

IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND

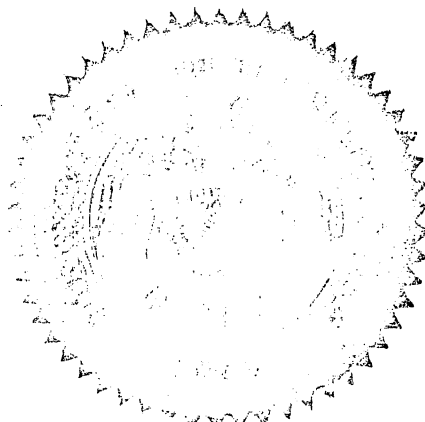
AND AFFIXED THE GREAT SEAL OF THE STATE OF

UTAH AT SALT LAKE CITY, THIS 22nd DAY

OF June 1976

Clyde L. Miller
LT. GOVERNOR/SECRETARY OF STATE

BY C. B. Stewart
AUTHORIZED PERSON



1667
1975
5-11

PROPOSED ARTICLES OF INCORPORATION
OF
LISTENERS COMMUNITY RADIO OF UTAH,
INC.

NOV 18 75 AM



WE, the undersigned natural persons of the age of twenty-one years or more, acting as incorporators of a non-profit corporation under the Utah Non-Profit Corporation and Cooperative Association Act, adopt the following Articles of Incorporation for said corporation:

ARTICLE I

The name of the corporation is Listeners Community Radio of Utah, Inc.

ARTICLE II

The period of its duration is perpetual.

ARTICLE III

The purpose or purposes for which the corporation is organized are: To construct and operate non-commercial educational and civic broadcast facilities; to operate the broadcast station in the public's interest, convenience and necessity; to train people in broadcast work, with special attention to the disadvantaged; to broadcast important city and county commission meetings, public hearings, and meetings of the state legislature; to develop cultural, educational, political and innovative programming with special emphasis upon problems of disadvantaged persons and minority groups; to purchase and own, buy, lease and contract for all types of personal property in connection with the stated purposes of the corporation; to exercise all the general powers of a non-profit corporation as provided by the Utah Non-Profit Corporation and Cooperative Association Act.

ARTICLE IV

There shall be no members of this corporation.

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ARTICLE V

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There shall be no stock or certificates evidencing membership therein and no classes of stocks.

ARTICLE VI

The provisions for regulation of the internal affairs of the corporation are: The affairs and management of this corporation shall be under the control of the board of trustees. The day to day operation shall be directed by a general manager who shall be a member of the

board of trustees and a programming director who shall also be a member of the board of trustees. Said officers shall be elected by a majority vote of the board of trustees. The number of trustees may be increased at any time by a majority vote of the trustees. In case of dissolution of the corporation, the assets after any and all liabilities are paid and all governmental restrictions complied with, shall be distributed to such charitable organizations as the board of trustees may direct. The board of trustees by resolution, may designate one or more committees, each of which shall consist of at least two or more trustees. Said committees shall have and may exercise any authority given to them by the board of trustees in the management of the corporation; provided; however, that such authority does not conflict with the Utah Non-Profit Corporation and Cooperative Association Act.

ARTICLE VII

The Board of trustees shall consist of not more than 29 members of whom six shall come from the educational community, one each are to be chosen by the West Side Council, Northwest Council, Redwood Council, Central City Council, Capital Hill Council, and People's Freeway Council. The remaining members shall be selected from the community as a whole by majority vote of the then existing board of trustees. Any vacancy occurring in the board of trustees shall be filled by the institution or group which appointed the trustee originally. Should any such institution or group fail to fill the vacancy within 60 days, the board of trustees shall fill the vacancy.

ARTICLE VIII

The incorporators of this non-profit corporation are Stephen Holbrook, 235 Elizabeth Street, Salt Lake City, Utah; Glen N. Greener, 2177 Roosevelt Avenue, Salt Lake City, Utah 84108; and Dr. Helmut Hoffman, Westminster College, Salt Lake City, Utah.

ARTICLE IX

The location and street address of the initial principal office shall be Westminster College, 17th South and 13th East, Salt Lake City, Utah. The registered agent is Stephen Holbrook ⁸⁴¹⁰⁵

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and Trustees ^{PH.}
The Incorporators For Listeners Community Radio of Utah Inc. are:

Glen N. Greener

Glen N. Greener
2177 Roosevelt Avenue
Salt Lake City, Utah 84108

Dr. Helmut Hofmann

Dr. Helmut Hofmann
Westminster College
Salt Lake City, Utah 84105

Stephen Holbrook

Stephen Holbrook
235 Elizabeth Street
Salt Lake City, Utah 84102

Signed and sealed before me on this 16th day of May
19 75. Salt Lake City, Utah

Jane Erickson
Notary Public residing in
Salt Lake City

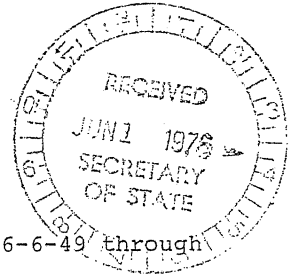
My Commission Expires:
12/12/77

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AMENDMENT

FILED in the office of the Lt. Gov./Sec. of State, of the State of Utah, on the 17th day of June, A.D. 1976. CLYDE L. MILLER, Lt. Gov./Sec. of State, Filing Clerk. \$5.00



Pursuant to the provisions of Sections 16-6-49 through 16-6-53 of the Utah Code Annotated (1969 Supp.), the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

ARTICLE I

The name of the corporation is Listeners Community Radio of Utah, Inc.

ARTICLE II

The period of its duration is perpetual.

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ARTICLE III

The purpose or purposes for which the corporation is organized are: To construct and operate non-commercial educational and civic broadcast facilities; to operate the broadcast station in the public's interest, convenience and necessity; to train people in broadcast work, with special attention to the disadvantaged; to broadcast important city and county commission meetings, public hearings, and meetings of the state legislature; to develop cultural, educational, political and innovative programming with special emphasis upon problems of disadvantaged persons and minority groups; to purchase and own, buy, lease and contract for all types of personal property in connection with the stated purposes of the corporation; to exercise all the general powers of a non-profit corporation as provided by the Utah Non-Profit Corporation and Cooperative Association Act.

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There shall be no members of this corporation.

ARTICLE V

There shall be no stock or certificates evidencing membership therein and no classes of stocks.

ARTICLE VI

The provisions for regulation of the internal affairs of the corporation are: The affairs and management of this corporation shall be under the control of the board of trustees. The day-to-day operation shall be directed by a general manager who shall be a member of the board of trustees and a programming director who shall also be a member of the board of trustees. Said officers shall be elected by a majority vote of the board of trustees. The number of trustees may be increased at any time by a majority vote of the trustees. Upon the dissolution of the corporation, the board of trustees shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the board of trustees shall determine. Any such assets not so disposed of shall be disposed of by the Third Judicial District Court for Salt Lake County in the State of Utah, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes. The board of trustees by resolution, may designate one or more committees, each of which shall consist of at least two or more trustees. Said committees shall have and may exercise any authority given to them by the board of trustees in the management of the corporation; provided; however, that such authority does not conflict with the Utah Non-Profit Corporation and Cooperative Association Act.

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ARTICLE VII

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 and to make payments and distributions in furtherance of the purposes set forth in Article III 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 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).

ARTICLE VIII

The board of trustees shall consist of not more than 29 members of whom six shall come from the educational community, one each are to be chosen by the West Side Council, Northwest Council, Redwood Council Central City Council, Capital Hill Council, and People's Freeway Council. The remaining members shall be selected from the community as a whole by majority vote of the then existing board of trustees. Any vacancy occurring in the board of trustees shall be filled by the institution or group which appointed the trustee originally. Should any such institution or group fail to fill the vacancy within 60 days, the board of trustees shall fill the vacancy.

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ARTICLE IX

The incorporators of this non-profit corporation are Stephen Holbrook, 235 Elizabeth Street, Salt Lake City, Utah; Glen N. Greener, 2177 Roosevelt Avenue, Salt Lake City, Utah 84108; and Dr. Helmut Hoffman, Westminster College, Salt Lake City, Utah.

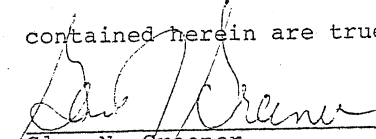
ARTICLE X

The location and street address of the initial principal office shall be Westminster College, 17th South and 13th East, Salt Lake City, Utah. The registered agent is Stephen Holbrook.


ARTICLE XI

There are no members of this Corporation. A meeting of the governing board was held December 2, 1975 at which time the amendment to the Articles of Incorporation was adopted, such amendment receiving a vote of greater than two-thirds of the trustees in office.


The Incorporators offices and trustees for Listeners Community Radio of Utah, Inc. hereby verify that the statements contained herein are true to their best belief and knowledge.



Glen N. Greener
2177 Roosevelt Avenue
Salt Lake City, Utah 84108



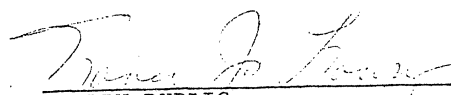
Dr. Helmut Hofmann
Westminster College
Salt Lake City, Utah 84108



Stephen Holbrook
235 Elizabeth Street
Salt Lake City, Utah 84108

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Signed and sealed before me on this 5 day of July, 1976, Salt Lake City, Utah.



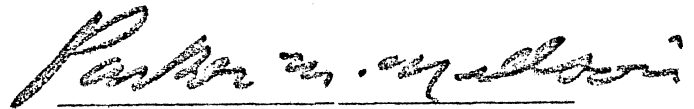
NOTARY PUBLIC
Residing in Salt Lake City, Utah

My Commission Expires:
July 7, 1977

STATEMENT OF CERTIFICATION

I hereby certify that the By-Laws of Listeners' Community Radio of Utah, Inc., attached hereto, are a true and correct copy of the by-laws duly adopted by its Board of Directors at a meeting on May 20, 1975, duly constituted and called for that purpose.

DATED this 23rd day of June, 1976.



PARKER M. NIELSON
Chairman of the Board

ARTICLE I

The principal office of the corporation in the State of Utah shall be located in the County of Salt Lake. The principal office of the corporation may be changed from time to time by act of the board of trustees.

ARTICLE II BOARD OF TRUSTEES

Section 1. General Powers. The business and affairs of the corporation shall be managed by the board of trustees. The board of trustees shall have responsibility for programming, but may delegate that power. The board of trustees shall establish an executive committee consisting of seven members of the board, including the station manager, the president of the board of trustees, and five (5) elected members. . . one from the educational profession, one from the neighborhood groups and one selected from the community at large. Said committee shall meet at least monthly to handle the affairs of the corporation and they shall notify the remainder of the board of their actions by letter monthly. The entire board shall ratify, modify, reverse or take whatever action it wishes at the quarterly meeting on the actions taken by the executive committee.

Section 2. The number of trustees and qualifications. The number of trustees of the corporation shall be no more than 29 and shall consist of six members who are selected by Westminster College and one member each selected by the West Side Council, Northwest Community Council, Redwood Council, Central City Council, Capitol Hill Council, People's Free Way Council, and at least five (5) members chosen from the community as a whole. The general manager and the program director shall also be members of the board of trustees.

Section 3. Regular meetings. Regular meetings of the board of trustees shall be held quarterly. The annual meeting shall be held on the 3rd Tuesday of May of each year. The board of trustees may provide by resolution, the time and place for the holding of additional regular meetings and a copy of said resolution shall be mailed to each trustee within ten (10) days thereafter. Absence without excuse acceptable to the Board from three (3) consecutive meetings will constitute

resignation from the Board.

Section 4. Special meetings. Special meetings of the board of trustees may be called by or at the request of any two trustees and notice shall be given to all trustees of the special meeting not less than ten days prior to the meeting. Any trustee may waive notice of the meeting by written waiver. The attendance of a trustee at a meeting shall constitute waiver of notice of such meeting except where such trustee attends the meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 5. Quorum. A quorum for the transaction of business by the board of trustees shall be at least fifteen (15), but if less than such a majority is present at a meeting, the majority of the trustees then present may either adjourn the meeting from time to time without further notice or act on the business and obtain written ratification of their acts by the majority of all trustees within 30 days of the action. All actions must be decided by majority vote of the quorum present. A tie vote defeats the proposal.

Section 6. Vacancies. Any vacancy occurring in the board of trustees shall be filled by the institution or group which appointed the trustee originally. The term of the trustee shall be for two years.

Section 7. Presumption of assent. A trustee who is present at a meeting of the board of trustees at which action on any corporate matter is taken, shall be presumed to have assented to the action taken unless his dissent shall be entered in the minutes of the meeting or unless he shall file his written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the secretary of the meeting immediately after the adjournment of the meeting. Said right of dissent shall apply to a trustee who voted in favor of such action.

ARTICLE III
OFFICERS

The officers of the corporation shall be a manager and programming director and such other officers as the board of trustees may determine. The officers of the corporation shall be elected

annually by the board of trustees, which officer shall hold office until his successor shall have been duly elected and shall have qualified or until his death or until he shall resign or shall have been removed in the manner hereinafter provided.

Removal. Any officer or agent elected or appointed by the board of trustees may be removed by the board of trustees whenever in its judgment the best interests of the corporation would be served thereby. Such removal shall be without prejudice to the contract rights, if any, of the person removed.

Vacancies. A vacancy of any office because of death, resignation, removal, disqualification or otherwise, may be filled by the board of trustees for the unexpired portion of the term.

Committees. In addition to the executive committee, the board of trustees may select committees consisting of at least two members of the board of trustees to carry out the purposes of the corporation and to conduct any business designated by the board of trustees.

The board of trustees shall select one member of the board to be president and he shall be responsible for signing along with the general manager of the corporation any deeds, mortgages, bonds, contracts and other instruments which the board of directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the board of trustees to some other officer or agent of the corporation.

ARTICLE IV

The board of directors may authorize any officer or agent to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation and such authority may be general or confined to special instances.

Checks, drafts, etc. All checks, drafts, or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the corporation shall be signed by such officer or officer's agent or agents of the corporation and in such a manner shall from time to time be determined by resolution of the board of trustees. Westminster College shall act as the fiscal agent for LCRU, Inc.

ARTICLE V

The board of trustees shall provide a corporate seal which shall be circular in form and have inscribed thereon the name of the corporation, the state of the incorporation and the words "corporate seal."

ARTICLE VI
AMENDMENTS

These by-laws may be altered, amended or repealed and new by-laws may be adopted by the board of trustees at any regular meeting or special meeting of the board of directors.

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