

State
of
California
OFFICE OF THE SECRETARY OF STATE

CORPORATION DIVISION

I, *MARCH FONG EU*, Secretary of State of the State of California, hereby certify:

That the annexed transcript has been compared with the corporate record on file in this office, of which it purports to be a copy, and that same is full, true and correct.

IN WITNESS WHEREOF, I execute
this certificate and affix the Great
Seal of the State of California this

NOV 29 1990



March Fong Eu

Secretary of State

CERTIFICATE OF AMENDMENT

OF

ARTICLES OF INCORPORATION OF

SACRAMENTO VALLEY PUBLIC RADIO, INC.

ENDORSED
FILED
In the Office of the Secretary of State
of the State of California

NOV 28 1990

MARCH FONG EU, Secretary of State

Phil Corriveau and Elizabeth H. Shattuck certify that:

1. They are the president and the secretary, respectively, of SACRAMENTO VALLEY PUBLIC RADIO, INC., a California nonprofit public benefit corporation.

2. Article I of the articles of incorporation of this corporation is amended to read as follows:

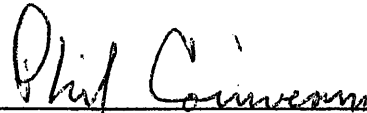
"The name of the Corporation is KXPR/KXJZ, INC."

3. The foregoing amendment of articles of incorporation has been duly approved by the board of directors.

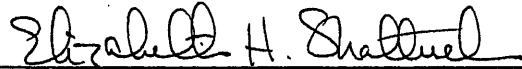
4. The corporation has no members.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

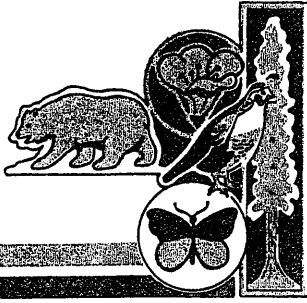
Date: November 28, 1990.



Phil Corriveau, President



Elizabeth H. Shattuck, Secretary



State
of
California
OFFICE OF THE SECRETARY OF STATE

CORPORATION DIVISION

I, *MARCH FONG EU*, Secretary of State of the State of California, hereby certify:

That the annexed transcript has been compared with the corporate record on file in this office, of which it purports to be a copy, and that same is full, true and correct.

IN WITNESS WHEREOF, I execute
this certificate and affix the Great
Seal of the State of California this

SEP 25 1991



March Fong Eu

Secretary of State

RESTATED
ARTICLES OF INCORPORATION OF
KXPR/KXJZ, INC.

SEP 18 1991

MARC FONG EU, Secretary of State

Phil Corriveau and Elizabeth H. Shattuck certify that:

1. They are the president and secretary, respectively, of KXPR/KXJZ, INC., a California corporation.
2. The articles of incorporation of this corporation are amended and restated to read as follows:

I.

The name of the Corporation is KXPR/KXJZ, Inc.

II.

1. This Corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for charitable and public purposes.

2. The specific purpose for which this Corporation is exclusively organized is to function as an auxiliary organization of California State University Sacramento (the "University") pursuant to the University Auxiliary Organization Law (California Education Code §§89900, et seq.). The Corporation has been organized to operate one or more FM radio stations offering news, classical and jazz music and other programming of the highest quality for the benefit of individuals within the Corporation's service area. The stations currently operated by the corporation are KXPR-FM and KXJZ-FM, public radio stations operated under an FCC license issued to California State University Sacramento.

3. As an auxiliary organization of the University, this Corporation shall conduct its operations in conformity with regulations (5 CCR 42400, et seq.) and policies of the Board of Trustees of the California State University applicable generally to University auxiliary organizations and shall be operated as an integral part of the University.

III.

The name and address in the State of California of this Corporation's initial agent for service of process are: Philip Corriveau, 3416 American River Drive, Suite B, Sacramento, California 95864.

IV.

1. This Corporation is organized and operated exclusively for charitable purposes within the meaning of section 501(c) of the Internal Revenue Code.

2. No substantial part of the activities of this Corporation shall consist of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office.

3. Notwithstanding any other provision of these articles, the Corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c) of the Internal Revenue Code of 1988 (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 1988 (or the corresponding provision of any future United States Internal Revenue Law).

V.

The property of the Corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of this Corporation shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private person. Upon the dissolution or winding up of the Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this Corporation shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable purposes and which has been approved by the president of California State University, Sacramento and by the Board of Trustees of the California State University, and which has established its tax exempt status under section 501(c)(3) of the Internal Revenue Code and section 23701(d) of the California Revenue and Taxation Code.

VI.

The number of directors, the method of their selection and the terms of their office shall be as specified by the bylaws of the corporation. The president of the University shall be a member of the Board of Directors of the Corporation to ensure that this Corporation operates in


conformity with campus policies and the policies of the California State University.

3. The foregoing amendment and restatement of articles of incorporation has been duly approved by the Board of Directors.

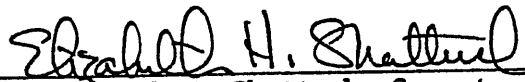
4. The Corporation has no members.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

DATED: 9/10, 1991



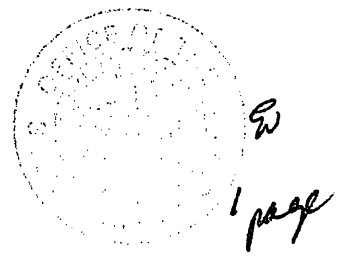
Phil Corriveau, President



Elizabeth H. Shattuck, Secretary

State of California

SECRETARY OF STATE



I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That the attached transcript has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this

JAN 28 1998



Bill Jones

Secretary of State

CERTIFICATE OF AMENDMENT OF
ARTICLES OF INCORPORATION OF
KXPR/KXJZ, INC.

ENDORSED - FILED
In the office of the Secretary of State
of the State of California

JAN 22 1998

BILL JONES, Secretary of State

Michael Lazar and Richard Osen certify that:

1. They are the president and secretary, respectively, of KXPR/KXJZ, INC., a California nonprofit public benefit corporation.

2. Article I of the Articles of Incorporation of this Corporation is hereby amended to read as follows:

“The name of the Corporation is CAPITAL PUBLIC
RADIO, INC.”

3. The foregoing amendment of the Articles of Incorporation has been duly approved by the Board of Directors of the Corporation.

4. The Corporation has no members.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

DATED: December 17, 1997

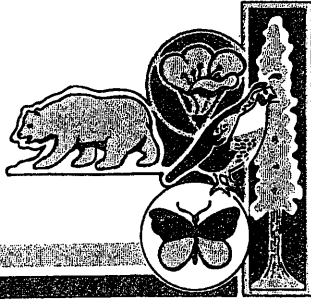


Michael Lazar, President



Richard Osen, Secretary





State of California

OFFICE OF THE SECRETARY OF STATE

1663987

CORPORATION DIVISION

I, *MARCH FONG EU*, Secretary of State of the State of California, hereby certify:

That the annexed transcript has been compared with the corporate record on file in this office, of which it purports to be a copy, and that same is full, true and correct.

IN WITNESS WHEREOF, I execute
this certificate and affix the Great
Seal of the State of California this

MAY 07 1990



March Fong Eu

Secretary of State

1003307
ARTICLES OF INCORPORATION
OF
SACRAMENTO VALLEY PUBLIC RADIO, INC.

of the State of California

MAY 4 1990

MARCH FONG EU, Secretary of State

I

The name of the Corporation is SACRAMENTO VALLEY PUBLIC RADIO, INC.

II

A. This Corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for public purposes.

B. The specific purpose for which this Corporation is exclusively organized is to operate one or more FM radio stations offering news, classical and jazz music and other programming of the highest quality for the benefit of individuals within the Corporation's service area. One of the stations which will be operated by the corporation is KXPR-FM, a public radio station currently operated under an FCC license issued to California State University Sacramento.

III

The name and address in the State of California of this Corporation's initial agent for service of process are: Philip Corriveau, 3416 American River Drive, Suite B, Sacramento, California 95864.

IV

A. This Corporation is organized and operated exclusively for charitable purposes within the meaning of section 501(c) of the Internal Revenue Code.

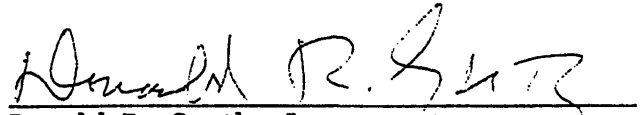
B. No substantial part of the activities of this Corporation shall consist of carrying on propoganda, or otherwise attempting to influence legislation, and the Corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office.

C. Notwithstanding any other provision of these articles, the Corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c) of the Internal Revenue Code of 1986 (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 1986 (or the corresponding provision of any future United States Internal Revenue Law).

V

The property of the Corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of this Corporation shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private person. Upon the dissolution or winding up of the Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this Corporation shall be distributed to the Trustees of California State University Sacramento, or in the event said Trustees are unable or unwilling to accept such distribution, to a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under

section 501(c)(3) of the Internal Revenue Code and Section 23701(d) of the California Revenue and Taxation Code.


Donald R. Gerth, Incorporator