

NOV 30 2012

**RESTATED ARTICLES OF INCORPORATION OF  
CAPITAL PUBLIC RADIO, INC.**

Rick Eytcheson and Barbara O'Connor certify that:

1. They are the President and Secretary, respectively, of Capital Public Radio, 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 Capital Public Radio, 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") and shall be operated as an integral part of the University. As an auxiliary organization of the University, this corporation shall conduct its operations in conformity with California statutes governing such organizations (California Education Code §89900, et seq.), the regulations established by the Board of Trustees (CCR 42400, et seq.) and policies of the Board of Trustees of the California State University applicable to University auxiliary organizations.
3. 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 operated under an FCC license issued to the Board of Trustees of the California State University.

**III.**

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 provisions of these articles, the corporation shall not carry on any activities nor 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 State Internal Revenue Law).

#### IV.

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 Chancellor 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.

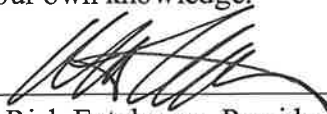
#### V.


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.

1. The foregoing amendment and restatement of articles of incorporation has been duly approved by the Board of Directors.
2. 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 certification are true and correct of our own knowledge.

Dated: 11/29, 2012

  
Rick Eytcheson, President

  
Barbara O'Connor, Secretary



I hereby certify that the foregoing transcript of 2 page(s) is a full, true and correct copy of the original record in the custody of the California Secretary of State's office.

DEC 12 2012

Date: PS

*Debra Bowen*

DEBRA BOWEN, Secretary of State