

**SECOND AMENDED AND RESTATED**

**ARTICLES OF INCORPORATION**

**OF**

**COMMUNITY TELEVISION FOUNDATION OF SOUTH FLORIDA, INC.**

Pursuant to Sections 617.1002, 617.1006 and 617.1007 of the Florida Not-For-Profit Corporation Act (the "Act"), Community Television Foundation of South Florida, Inc., a Florida not-for-profit corporation originally incorporated on June 1, 1954, does hereby certify that:

A. These Second Amended and Restated Articles of Incorporation were duly adopted by the requisite vote of its Board of Directors on September 17, 2015;

B. No Members were entitled to vote on such Second Amended and Restated Articles of Incorporation.

**ARTICLE I – NAME RESTATEMENT**

The name of this corporation shall hereinafter be **SOUTH FLORIDA PBS, INC.** (the "Corporation"). The Corporation's Document Number is 717001. The intention of the second restatement of these Articles of Incorporation is that they shall supersede in their entirety the Amended and Restated Articles of Incorporation.

**ARTICLE II - CORPORATE PURPOSES**

The Corporation shall be a nonprofit, nonsectarian organization formed and operated exclusively for exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code (the "Code"), which purposes shall include the acceptance from any party, from time to time, of contributions and the deriving of income therefrom to be used or applied exclusively for charitable, educational, literary and scientific purposes. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax pursuant to Section 501(c)(3) of the Internal Revenue Code and to which deductible contributions may be made under Sections 170, 2055, or 2522 of the Internal Revenue Code, as applicable. No part of the assets or the net earnings of the Corporation shall be distributed to any Officer, Director, Trustee, Member or any other private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes). No substantial part of the activities of the Corporation shall be dedicated to the carrying on of propaganda, or otherwise attempting to influence legislation. The Corporation shall not participate in or intervene in any political campaign for or on behalf of or in opposition to any candidate for public office (except to the extent authorized by Section 501(h) of the Code, during any fiscal year or years in which the Corporation has chosen to utilize the benefits authorized by that statutory provision).

In order to further carry out its exempt purpose, the Corporation has entered into a merger agreement with WXEL Public Broadcasting Corporation, licensee of WXEL-TV, whereby the Corporation shall be the surviving entity and shall, upon the approval of applicable state and federal agencies, own, manage and operate the non-commercial educational broadcast licenses of the Corporation and WXEL.

Subject to the foregoing, the purpose of the Corporation shall be to furnish non-profit and non-commercial educational and public telecommunication services to South Florida, in particular, and to furnish such services, as well as programming developed by the Corporation, to other geographical areas, in general; to use such services to inform, illuminate and inspire, through the development of telecommunication facilities whose management and programs are responsive to the public's varied interests and needs in public affairs, education, the arts and sports; for such purposes, to construct, own, lease and operate such telecommunication facilities, including but not limited to a broadcast station in South Florida; to obtain and hold appropriate authorizations from the Federal Communications Commission and/or other agencies for the operation of such telecommunication facilities; to obtain by gift, contribution, deed or lease, real and personal property and funds to be used in connection with the foregoing purposes; and to solicit and accept in trust or otherwise, money and property to be used for such purposes.

Unless otherwise indicated, as used in this Article II and hereinafter in these Articles of Incorporation, all section references are to the Internal Revenue Code, as amended, including any corresponding provisions of any subsequently enacted federal tax laws.

### **ARTICLE III - MEMBERS**

Only persons who are Directors of the Board of the Corporation shall be Members of this Corporation, subject to the terms and conditions set forth in the Bylaws. Members of the Corporation shall have no voting rights as Members.

### **ARTICLE IV - CORPORATE EXISTENCE**

The existence of this Corporation shall be perpetual.

### **ARTICLE V - BOARD OF DIRECTORS**

The affairs of this Corporation shall be managed by a Board of Directors of not less than seven, nor more than thirty-six, and by a Chairperson of the Board, not more than four Vice Chairpersons, a Chief Executive Officer, one or more Vice Presidents, a Secretary and a Treasurer and by such other Officers as set forth in the Bylaws.

The Bylaws may provide for qualifications for Members, Officers and Directors, and election, appointment and tenure of Officers and Directors.

## **ARTICLE VI - BYLAWS**

The power to alter, amend or repeal the Bylaws or adopt new bylaws shall be vested in the Board of Directors. The Bylaws may contain any provision for the regulation and management of the affairs of the Corporation not inconsistent with law or these Articles of Incorporation.

## **ARTICLE VII - CORPORATE POWERS**

The Corporation shall have and exercise any and all powers, rights and privileges afforded corporations not-for-profit under the laws of the State of Florida which are not in conflict with the Corporation's exempt purposes as provided in Article II.

## **ARTICLE VIII - INDEMNIFICATION**

The Corporation shall have the power, to the fullest extent provided by law and as further set forth in the Bylaws, to indemnify any person made a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, and whether or not brought by or in the right of the Corporation, brought to impose any liability or penalty on such person for an act or acts alleged to have been committed (including alleged omissions or failures to act) by such person, except as constitute gross negligence or willful misconduct, in his or her capacity as a Director, Officer, employee or agent of the Corporation, or of any other corporation, partnership, joint venture, trust or other enterprise in which he or she served as such at the request of the Corporation, against judgments, fines, reasonable amounts paid in settlement and reasonable expenses, including attorneys' fees, actually and necessarily incurred as a result of such action, suit or proceeding, including any appeal thereof.

## **ARTICLE IX - AMENDMENTS**

The provisions of the Articles of Incorporation or Bylaws may be altered, amended or repealed, or new provisions adopted pursuant to the Bylaws of the Corporation and the Act. No persons other than Directors of the Board of the Corporation shall have any right to amend, alter, or repeal, or adopt new provisions to, the Articles of Incorporation or Bylaws of the Corporation.

## **ARTICLE X - CAPITAL STOCK**

The Corporation shall not have capital stock.

## **ARTICLE XI - DISSOLUTION**

Upon dissolution, all of the Corporation's assets remaining after payment of all costs and expenses of such dissolution shall be distributed for an exempt purpose to any organization which shall then be qualified for exemption under Section 501(c)(3) of the Internal Revenue Code, and to which a contribution shall be permitted as a deduction under Sections 170,

2055, or 2522 of the Internal Revenue Code as applicable, or to the federal government, or to a state or local government for a public purpose. None of the assets shall be distributed to any Officer, Director or Trustee of the Corporation, or any other person or organization not described in the preceding sentence. Any plan of distribution of the assets of the Corporation must comply with these Articles and shall be approved by a majority vote of the Directors present at a meeting in which a quorum is present.

**ARTICLE XII - REGISTERED OFFICE AND REGISTERED AGENT**

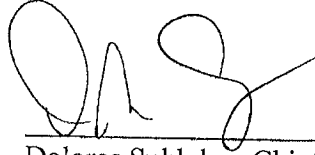
The registered office of the Corporation is located at 14901 N.E. 20th Avenue, Miami, Florida 33181 and its registered agent is its Chief Executive Officer.

**ARTICLE XIII - PRINCIPAL OFFICE**

The street address of the principal office and the mailing address of the Corporation shall be 14901 N.E. 20th Avenue, Miami, Florida 33181.

*[Signature page to follow]*

IN WITNESS WHEREOF, the undersigned subscriber has executed these Second Amended and Restated Articles of Incorporation this 28<sup>th</sup> day of September, 2015.

A handwritten signature in black ink, appearing to be 'Dolores Sukhdeo', written over a horizontal line.

Dolores Sukhdeo, Chief Executive Officer

[Signature page to Second Amended and Restated Articles of Incorporation]