

**BOARD OF DIRECTOR RESOLUTION PROPOSING
AMENDMENT AND RESTATEMENT OF ARTICLES OF CORPORATION**

It was RESOLVED by the Board of Directors of The Friends of South Dakota Public Broadcasting that the Articles of Incorporation of the Corporation, as amended, should be amended and restated to read as follows:

**ARTICLE 1
Name**

The name of this corporation is Friends of South Dakota Public Broadcasting (“Corporation”).

**ARTICLE 2
Duration**

The period of duration of this Corporation is perpetual.

**ARTICLE 3
Purpose**

- A. This Corporation is organized and operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"). The specific purpose of this Corporation is to support the mission of South Dakota Public Broadcasting through effective advocacy and fundraising, and to carry on other charitable activities associated with this purpose as allowed by law.
- B. Except as otherwise provided in these articles, this Corporation shall have and may exercise all powers and rights conferred upon corporations organized and existing under the South Dakota Nonprofit Corporation Act.

**ARTICLE 4
Members**

This Corporation shall have no members.

**ARTICLE 5
Directors**

The affairs of this Corporation shall be managed by a board of directors. Directors shall be elected or appointed in the manner and for the terms provided in the bylaws.

ARTICLE 6
Prohibited Activities

- A. No substantial part of the activities of this Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and this Corporation shall not participate in or intervene in any political campaign (including the publishing or distribution of statements) on behalf of, or in opposition to, any candidate for public office.
- B. Notwithstanding any other provision of these articles, this Corporation shall not carry on any activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

ARTICLE 7
Dedication of Assets

- A. The property of this Corporation is irrevocably dedicated to charitable purposes. No part of the net income or assets of this Corporation shall ever inure to the benefit of any of its directors or officers, or to the benefit of any private person, except that this Corporation is 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 of these articles.
- B. Upon the dissolution or winding up of this 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 established its tax exempt status under Section 501(c)(3) of the Code.

It was FURTHER RESOLVED by the Board of Directors that the proposed amendment and restatement of the Articles of Incorporation be submitted to a vote of the members at the annual meeting, which will be held on May ____, 2013, pursuant to written notice as provided by law.

Certificate of Secretary

I certify that I am the duly elected and acting Secretary of The Friends of South Dakota Public Broadcasting and that the foregoing resolution was adopted by the unanimous written consent of the Board of Directors.

Dated: March ____, 2013

Nancy McCahren
Secretary