

55-C02

STATE OF INDIANA  
OFFICE OF THE SECRETARY OF STATE

To Whom These Presents Come, Greeting:

CERTIFICATE OF INCORPORATION

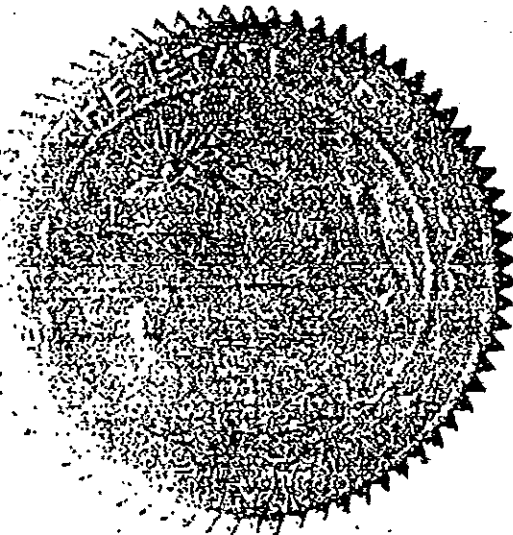
NORTHWEST INDIANA PUBLIC BROADCASTING, INC

EDWIN J SIMCOX

I, ~~XXXXXXXXXXXXXXX~~, Secretary of State of the State of Indiana, hereby certify that Articles of Incorporation of the above not-for-profit corporation, in the form prescribed by this Office, prepared and signed in duplicate by the Incorporator(s) and acknowledged and verified by the same before a Notary Public, have been presented to me at this office accompanied by the fees prescribed by law; that I have found such Articles conform to law; that I have endorsed my approval upon the duplicate copies of such Articles; that all fees have been paid as required by law; that one copy of such Articles has been filed in this office; and that the remaining copy(ies) of such Articles bearing the endorsement of my approval and filing has (have) been returned by me to the incorporator(s) or his (their) representatives; all as prescribed by the Indiana Not-For-Profit Corporation Act of 1971.

NOW, THEREFORE, I hereby issue to such Corporation this Certificate of Incorporation, and further certify that its corporate existence has begun.

In Witness Whereof, I have hereunto set my hand and affixed the seal of the State of Indiana, at the City of Indianapolis, this 2nd day of March 1979



*Edwin J. Simcox*  
~~XXXXXXXXXXXXXXX~~ Secretary of State  
By *Laura C. Smith*  
Deputy

8 1/2 x 11 Inch Paper for Inserts  
sent 2 Executed Copies to Secretary of  
e. Room 155, State House, Indianapolis,  
ana 46201

recording of a third executed copy with  
County Recorder is no longer statutorily  
aired.

ING FEE is \$26.00

ARTICLES OF INCORPORATION  
(Not for Profit)

Prescribed by Edwin J. Simecox,  
Secretary of State of Indiana

APPROVED  
AND  
FILED  
MAR 2 1979

*Edwin J. Simecox*  
SECRETARY OF STATE OF INDIANA

ARTICLES OF INCORPORATION  
OF

NORTHWEST INDIANA PUBLIC BROADCASTING, INC.

The undersigned incorporator or incorporators, desiring to form a corporation (hereinafter referred to as the "Corporation") pursuant to the provisions of the Indiana Not-For-Profit Corporation Act of 1971, (hereinafter referred to as the "Act"), execute the following Articles of Incorporation:

ARTICLE I

Name

The name of the Corporation is NORTHWEST INDIANA PUBLIC BROADCASTING, INC.  
(The name shall include the word "Corporation" or "Incorporated", or one of the abbreviations thereof.)

ARTICLE II

Purposes

The purposes for which the Corporation is formed are:

1. The primary purpose for which the corporation is formed is to operate a not-for-profit, non-commercial, educational broadcasting facility (and/or facilities), to serve the educational, cultural, and instructional needs for the public interest, convenience and necessity of Northwestern Indiana; by planning, implementing, and evaluating services and facilities.
2. To engage in all lawful activities as granted by the Not-For-Profit Corporation Act of Indiana so long as such acts are not in contravention of any other law and the corporation shall not engage in any activities which would disqualify said corporation for 501(c)(3) status under the Internal Revenue Code or which would disqualify said corporation from receipt of grants in aid from public or quasi-public agencies.

NOTE: "Not-for-Profit" as applied to corporations means, "...any corporation which does not engage in any activities for the profit of its members and which is organized and conducts its affairs for the purposes other than the pecuniary gain of its members". (Indiana Code, 23-7-1.1-2[d])

3. Said corporation is organized exclusively for any charitable, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(e)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law).

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ARTICLE III  
Period of Existence

The period during which the Corporation shall continue is perpetual  
(either "Perpetual", or, if limited, some definite period of time.)

ARTICLE IV  
Resident Agent and Principal Office

Section 1. Resident Agent. The name and address of the Corporation's Resident Agent for service of process is J. E. Smith  
(Name)

1900 Hohman Avenue, P. O. Box 1250 Hammond INDIANA 46325  
(Number and Street or Building) (City) (State) (Zip Code)

Section 2. Principal Office. The post office address of the principal office of the Corporation is

1900 Hohman Avenue, P. O. Box 1250 Hammond INDIANA 46325  
(Number and Street or Building) (City) (State) (Zip Code)

ARTICLE V  
Membership

A minimum of three (3) persons shall have signed the membership list. (Directors or Trustees or Incorporators may be included in the Membership.)

Section 1. Classes (if any):

No classes - general membership

Section 2. Rights, Preferences, Limitations, and Restrictions of Classes:

N/A

Section 3. Voting Rights of Classes:

N/A

**ARTICLE VIII****Statement of Property (If any)**

A statement of the property, and an estimate of the value thereof, to be taken over by the Corporation at or upon its incorporation are as follows:

It is estimated that there will be no property of value at incorporation.

**ARTICLE IX****Provisions for Regulation and Conduct  
Of the Affairs of Corporation  
(Can be the "By Laws")**

Other provisions, consistent with the laws of this state, for the regulation and conduct of the affairs of the Corporation, and creating, defining, limiting or regulating the powers of the Corporation, the directors or the members of any class or classes of members are as follows:

1. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, 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 II 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 VI Directors

Section 1. Number of Directors: The initial Board of Directors is composed of eight members. If the exact number of Directors is not stated, the minimum number shall be three, and the maximum number shall be fifty. Provided, however, that the exact number of directors shall be prescribed from time to time in the By-Laws of the Corporation; AND PROVIDED FURTHER THAT UNDER NO CIRCUMSTANCES SHALL THE MINIMUM NUMBER BE LESS THAN THREE (3).

Section 2. Names and Post Office Addresses of the initial Board of Directors are:

Name	Number and Street or Building	City	State	Zip Code
A. Tonk	1115 Randolph	Gary	Indiana	46403
Taseff	6701 Delaware	Merrillville	Indiana	46410
Ed L. Fitzgerald	8424 Parrish Place	Highland	Indiana	46322
Edward J. Combs	3015 Garfield	Highland	Indiana	46322
William T. Hensey, Jr.	8144 Schreiber Drive	Munster	Indiana	46321
Wyn L. Moore	9604 Cypress Avenue	Munster	Indiana	46321
William Mackenzie	P. O. Box 324, Ogden Dunes	Portage	Indiana	46368
William Tufford	9315 Elmwood Drive	Munster	Indiana	46321

## ARTICLE VII Incorporator(s)

Section 1. Names and Post Office Address(es) of the incorporator(s) of the Corporation is (are) as follows:

Name	Number and Street or Building	City	State	Zip Code
Wyn L. Moore	9604 Cypress Avenue	Munster	Indiana	46321
Edward J. Combs	3015 Garfield	Highland	Indiana	46322
William T. Hensey, Jr.	8144 Schreiber Drive	Munster	Indiana	46321

2. Upon the dissolution of the corporation, the Board of Directors 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, 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 Directors shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

3. The corporation will not discriminate against any employee or applicant for employment because of race, color, religion, handicap, age, sex, or national origin. Recipient will take affirmative action to ensure that applicants are considered for employment, and that employees are treated during employment without regard to their race, color, religion, handicap, age, sex, or national origin. Furthermore, the corporation shall fully comply with all applicable laws and regulations, including laws and regulations prohibiting discrimination against any person on the basis of race, color, religion, handicap, age, sex, or national origin; and will require that each recipient of assistance from the corporation, whether in cash or in kind, comply with all such laws and regulations.

4. Indemnification. Each Director, officer, incorporator, or former Director or officer of the corporation and/or his legal representatives shall be indemnified by the corporation against liabilities, expenses, counsel fees and costs reasonably incurred by them or his estate in connection with, or arising out of any action, suit, proceeding or claim in which he has made a party by reason of his being, or having been, such Director or officer; provided that in no case shall the corporation indemnify such Director or officer with respect to any matters as to which he shall be finally adjudged in any such action, suit or proceeding to have been liable for malfeasance in the performance of his duties as such Director or officer (including the expenses, counsel fees and costs reasonably incurred in connection therewith), provided the Board of Directors shall have first approved such proposed compromise settlement and determine that the Director or officer involved was not guilty of malfeasance; but in taking such action any Director involved shall not be qualified to vote thereon. In determining whether or not such a Director or officer was guilty of malfeasance in relation to any such matters, the Board of Directors may rely conclusively upon an opinion of independent legal counsel selected by the Board. The right to indemnification herein provided shall not be exclusive of any other rights to which

such Director or officer may be lawfully entitled.

5. There shall be Advisory Boards established in Lake, Porter, LaPorte, Newton, Jasper, Pulaski and Starke Counties in Indiana and all general members of corporation shall become members of the Advisory Board in their respective counties of residence. Upon the establishment of each such county Advisory Board, the chairman of such Advisory Board and one other member of such Advisory Board as selected from the membership of such Advisory Board by the members thereof shall be members of the Board of Directors of corporation. The balance of the Board of Directors shall be elected by the Board of Directors of corporation in accordance with rules and procedures set forth in the By-Laws of corporation. Said balance of positions on the Board of Directors shall be filled from the general membership and each of the above-named seven counties shall be entitled to representation from said balance in proportion that said county's population has to the entire population of the seven counties above named in accordance with the most recent available decennial census data.

~~6. When the number of directors serving on the Board of Directors of the corporation consists of nine or more members, the Directors may be divided into three equal groups (or as equal as practical) with terms of three, two and one years. Thereafter, the Director~~



such Director or officer may be lawfully entitled.

5. There shall be Advisory Boards established in Lake, Porter, LaPorte, Newton, Jasper, Pulaski and Starke Counties in Indiana and all general members of corporation shall become members of the Advisory Board in their respective counties of residence. Upon the establishment of each such county Advisory Board, the chairman of such Advisory Board and one other member of such Advisory Board as selected from the membership of such Advisory Board by the members thereof shall be members of the Board of Directors of corporation. The balance of the Board of Directors shall be elected by the Board of Directors of corporation in accordance with rules and procedures set forth in the By-Laws of corporation. Said balance of positions on the Board of Directors shall be filled from the general membership and each of the above-named seven counties shall be entitled to representation from said balance in proportion that said county's population has to the entire population of the seven counties above named in accordance with the most recent available decennial census data.

6. When the number of Directors serving on the Board of Directors of the corporation consists of nine or more members, the Directors may be divided into three equal groups (or as equal as practical) with terms of three, two and one years. Thereafter, the Director filling the expired term of any position in one of the foregoing groups shall be for a term of three years.

7. Meetings of the members may be held within or without the State of Indiana and may be held at the principal office of the corporation or such other place as is selected by the Board of Directors.

8. The Board of Directors shall, by resolution from time to time, establish annual membership fees.

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The undersigned, being one or more persons, do hereby adopt these Articles of Incorporation, representing beforehand to the Secretary of State of the State of Indiana and all persons whom it may concern that a membership list or lists of the above named corporation for which a Certificate of Incorporation is hereby applied for, have heretofore been opened in accordance with the law and that at least three (3) persons have signed such membership list.

IN WITNESS WHEREOF, I (we) the undersigned do hereby execute these Articles of Incorporation and certify the truth of the facts herein stated, this 19th day of February, 1979

*[Handwritten Signature]*  
(Written Signature)

Carolyn L. Moore  
(Printed Signature)

*[Handwritten Signature]*  
(Written Signature)

Richard J. Combs  
(Printed Signature)

*[Handwritten Signature]*  
(Written Signature)

William T. Hensey, Jr.  
(Printed Signature)

NOTARY ACKNOWLEDGEMENT  
(required)

State of Indiana )  
) SS:  
County of Lake )

Before me, J. B. Smith, a Notary Public in and for said county and State, personally appeared the above incorporator(s) and (severally) acknowledged the execution of the foregoing Articles of Incorporation.

Notary Seal  
Required

*[Handwritten Signature]*  
(Written Signature)

J. B. Smith, Notary Public  
(Printed Signature)

My commission expires: 12/17/82

WITNESS my hand and Notarial Seal this 19th day of February 1979.

This instrument was prepared by J. B. Smith  
5900 Hohman Avenue, P. O. Box 1250 Hammond Indiana 46325  
(Number and Street or Building) (City) (State) (Zip Code)