

State of California

SECRETARY OF STATE

CERTIFICATE OF STATUS DOMESTIC CORPORATION

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

That on the 24th day of August, 19 46,

PACIFICA FOUNDATION

became incorporated under the laws of the State of California by filing its Articles of Incorporation in this office; and

That no record exists in this office of a certificate of dissolution of said corporation nor of a court order declaring dissolution thereof, nor of a merger or consolidation which terminated its existence; and

That said corporation's corporate powers, rights and privileges are not suspended on the records of this office; and

That according to the records of this office, the said corporation is authorized to exercise all its corporate powers, rights and privileges and is in good legal standing in the State of California; and

That no information is available in this office on the financial condition, business activity or practices of this corporation.

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

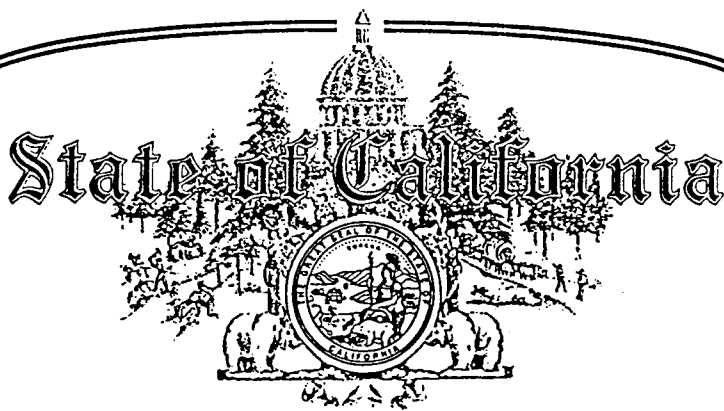
September 7, 1999



Bill Jones

Secretary of State

EXHIBIT A



SECRETARY OF STATE

01

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

That the attached transcript of 18 page(s) was prepared by and in this office from the record on file, 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 day of

SEP 07 1999



Bill Jones

Secretary of State

ORIGINAL

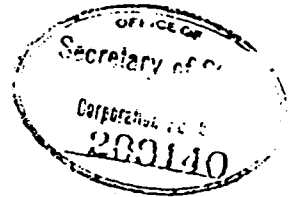
WOOD & PROFFIT
Attorneys at Law
924 Broadway Building
OAKLAND 12, CALIFORNIA

FILED

In the office of the Secretary of State
of the State of California

AUG 24 1946

HANK M. JORDAN, Secretary of State
Deputy



ARTICLES OF INCORPORATION
OF
PACIFICA FOUNDATION
(a Non-profit Corporation)

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned residents of the State of California, have voluntarily associated ourselves together for the purpose of forming a non-profit corporation under and by virtue of the laws of the State of California, and particularly under the provisions of Article I of Title XII, Part IV, Division 1, of the Civil Code of the State of California, and

Restriction of right to amend articles

No

Yes

WE DO HEREBY CERTIFY:

I

That the name of this corporation shall be -

PACIFICA FOUNDATION.

II

That the purposes of this corporation shall be:

(a) To encourage, and provide outlets for, the creative skills and energies of the community; to conduct classes, study groups and workshops in the writing and producing of drama; to establish awards and scholarships for creative writing; to offer public facilities to amateur instrumentalists, choral groups, orchestral groups and musical students; and to promote and aid other creative activities which will enrich the standards of art and entertainment in the community.

(b) To promote the full distribution of public information; to obtain access to sources of news not commonly brought together in the same medium; and to employ such varied sources in the presentation to the public of accurate, objective, comprehensive news on all matters vitally affecting the community.

(c) To engage in any activity that shall contribute to a lasting understanding between nations and between the individuals of all nations, races, creeds and colors; to gather and disseminate information on the

causes of conflict between and all of such groups, and through any and all means available to this society, to promote the study of political and economic problems, and the causes of religious, philosophical and racial antagonisms.

(d) To establish and maintain radio, school, newspaper, printing, publishing, and bookstore facilities, and any other activities that may be deemed necessary or appropriate to the carrying out of any of the purposes of this corporation.

(e) To do such things and engage in any such activity as shall serve the educational, recreational and cultural welfare of its members and the public.

III

That this corporation does not contemplate pecuniary gain or profit to the members thereof, and has no capital stock.

IV

That this corporation shall have perpetual existence and shall possess all the powers provided for in Section 597 of the Civil Code of the State of California.

V

That the principal office for the transaction of the business of this corporation shall be located in the County of Contra Costa, State of California.

VI

That the number of directors of this corporation, to be known as the Committee of Directors, shall be five (5), and that the names and addresses of the persons who are to act in the capacity of such directors until the selection of their successors, are as follows:

Lewis Hill, 748 Shrader Street, San Francisco 17, California.
H. Don ~~Don~~ Kirschner, 2823 Waste Street, Berkeley, California.
Homer Sisson, 2617 Pine Street, San Francisco, California.
William Triest, 1250 Vallejo Street, San Francisco, California.
John Waldron, Pedro Valley, Shelter Cove, Box 2, San Mateo County, California.

That special authority is hereby delegated to the members of this corporation to change the number of directors thereof at any time

by the adoption of a By-law to that effect.

VII.

That the authorized number and qualifications of its members, the different classes of membership, if any, and the property, voting and other rights and privileges of each class of membership shall be set forth in the By-laws of the corporation, and no member of this corporation shall ever be liable to said corporation for any dues or assessment beyond the membership fee provided for at the time of his admission to membership in said corporation.

VIII.

Upon the dissolution or winding up of this corporation, after paying or adequately providing for the debts and obligations of the corporation, the Committee of Directors or persons in charge of the liquidation shall distribute all the remaining assets to any recognized educational institution or institutions to be used for the creation of scholarships for international exchange of students, and no part of said assets shall ever be distributed to any of the members of this corporation upon the liquidation thereof.

IX.

None of the terms or provisions of article VIII hereof may be eliminated, amended or altered without approval of all of the directors and all of the members of this corporation.

IN WITNESS WHEREOF we have hereunto set our hands this 19th day of August, 1946.

Levis Hill
Levis Hill

H. Don Kirschner
H. Don Kirschner

Homer Sisson
Homer Sisson

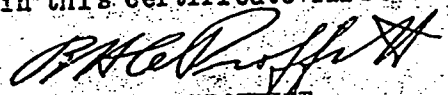
William Triest
William Triest

John Waldron
John Waldron

STATE OF CALIFORNIA)
) SS.
COUNTY OF ALAMEDA)

On this 19th day of August, A. D. 1946, before me
R. E. C. PROFFITT, a Notary Public in and for the said County
of Alameda, State of California, personally appeared LEWIS
HILL, H. DON KIRSCHNER, HOMER SISSON, WILLIAM TRIEST and JOHN
WALDRON, known to me to be the persons named as directors and
incorporators in the within instrument, and whose names are
subscribed thereto, and severally acknowledged to me that they
executed the same.

IN WITNESS WHEREOF I have hereunto set my hand and
official seal the day and year in this certificate first above
written.


R. E. C. PROFFITT
Notary Public in and for the
said County and State.

(SEAL)

20914

Place of business
changed to County
of Alameda

Certificate of Amendment
of the
ARTICLES OF INCORPORATION
of
PACIFICA FOUNDATION

FILED
In the office of the Secretary of State
of the State of California
AUG 20 1948
FRANK M. JORDAN, Secretary of State
Frank M. Jordan
Secretary

THIS IS TO CERTIFY:

I

That at a meeting of the Committee of Directors of Pacifica Foundation, duly called and held on the 18th day of August, 1948, at 748 Serrador Street, San Francisco 17, California, a quorum and majority of the directors being present and voting, a Resolution pertaining to the amendment of the Articles of Incorporation of the Foundation was duly and unanimously adopted as follows:

"WHEREAS, the Committee of Directors has proposed amendments to Articles II, III and V of the Articles of Incorporation of the Foundation, and has consulted with the Executive Membership as to their adoption, and deems their adoption desirable and beneficial to the practical conduct of the business of the Foundation;

"NOW, THEREFORE, BE IT RESOLVED, that subject to the approving vote of a majority of the Executive Members of the Foundation the proposed amendments to Article II, III and V of the Articles of Incorporation be, and they hereby are, adopted by the Committee of Directors to the following effect, to wit:

1. Article II is amended by striking the whole thereof and substituting in its place the following words which shall constitute the amended Article in full:

That the purposes of this corporation shall be:

(a) To establish a Foundation organized and operated exclusively for educational purposes no part of the net earnings of which inures to the benefit of any member of the Foundation, and no substantial part of the activities of which is designed to carry on propaganda or otherwise attempt to influence legislation.

(b) To establish and operate for educational purposes, in such manner that the facilities involved shall be as nearly self-sustaining as possible, one or more radio broadcasting stations licensed by the Federal Communications Commission and subject in their operation to the regulatory actions of

the Commission under the Communications Act of 1934, As Amended.

(c) In radio broadcasting operations to encourage and provide outlets for the creative skills and energies of the community; to conduct classes and workshops in the writing and producing of drama; to establish awards and scholarships for creative writing; to offer performance facilities to amateur instrumentalists, choral groups, orchestral groups and music students; and to promote and aid other creative activities which will serve the cultural welfare of the community.

(d) In radio broadcasting operations to engage in any activity that shall contribute to a lasting understanding between nations and between the individuals of all nations, races, creeds and colors; to gather and disseminate information on the causes of conflict between any and all of such groups; and through any and all means compatible with the purposes of this corporation, to promote the study of political and economic problems and of the causes of religious, philosophical and racial antagonisms.

(e) In radio broadcasting operations to promote the full distribution of public information; to obtain access to sources of news not commonly brought together in the same medium; and to employ such varied sources in the public presentation of accurate, objective, comprehensive news on all matters vitally affecting the community.

2. Article III is amended by striking the whole thereof and substituting in its place the following words which shall constitute the amended Article in full:

That this corporation, contemplating no pecuniary gain or profit to the members thereof, has no capital stock.

3. Article V is amended by striking the whole thereof and substituting in its place the following words which shall constitute the amended Article in full:

That the principal office for the transaction of the business of this corporation shall be located in the County of Alameda, State of California.

II

That at a Special Meeting of the Executive Membership of Pacifica Foundation, duly called and held at 748 Shrader Street, San Francisco 17, California, on the 19th day of August, 1948, a quorum and majority of the Executive Members of the Foundation being present and voting, a resolution identical with the Resolution of Amendment of the Committee of Directors hereinbefore set forth in full was duly and unanimously adopted, by which action the amendments set forth in said Resolution were adopted.

III

That there are five members of the Committee of Directors and that three members were present and voted in favor of the Resolution of Amendment at the meeting of the Committee of Directors hereinbefore described.

IV

That there are eleven Executive Members and that six Executive Members were present and voted in favor of a resolution identical with the Resolution of the Committee of Directors at the Special Meeting of the Executive Membership hereinbefore described.

V

That the undersigned Chairman and Acting Secretary are authorized to certify the adoption of the said amendments.

IN WITNESS WHEREOF we have hereunto set our hands this 19th day of August, 1948.

Lewis Hill
Lewis Hill Chairman

Joy C. Hill
Joy C. Hill Acting Secretary

STATE OF CALIFORNIA)
) ss.
COUNTY OF SAN FRANCISCO)

LEWIS HILL and JOY C. HILL, being first duly sworn, depose and say that they are the Chairman and the Acting Secretary, respectively, of Pacifica Foundation; that they have read and signed the foregoing Certificate of Amendment of the Articles of Incorporation of Pacifica Foundation and know the contents thereof; and that the same is true of their own knowledge.

Lewis Hill
Joy C. Hill

Subscribed and sworn to before me this 19th day of August, 1948.

Peter H. Williams
Notary Public in and for the
County of San Francisco, State
of California

(SEAL)

124953 207140

FILED

In the office of the Secretary of State
of the State of California

CERTIFICATE OF AMENDMENT OF
ARTICLES OF INCORPORATION
OF
PACIFICA FOUNDATION

MAR - 4 1968
FRANK M. JORDAN, Secretary of State

By George Johnson
Deputy

The undersigned hereby certify that:

1. They are the vice president and the secretary, respectively, of PACIFICA FOUNDATION, a California non-profit corporation.

2. That at a meeting of the board of directors of said corporation held at El Segundo, California, on December 9, 1967, the following resolution was adopted:

"RESOLVED: That Article IX of the Articles of Incorporation of PACIFICA FOUNDATION be completely deleted from said Articles of Incorporation, and that Article VIII of said Articles of Incorporation be amended to read in full as follows:


"VIII

"All the property of this non-profit corporation, whether presently owned or held or hereafter acquired, is irrevocably dedicated only to charitable purposes and to the purposes of operating one or more non-commercial educational FM broadcast stations or one or more educational television stations as defined in Section 225.5 of the California Revenue and Taxation Code, and upon the liquidation, dissolution or abandonment of this corporation none of its property shall inure to the benefit of any individual or private person but all such property shall be distributed to a fund, foundation or corporation organized and operated for charitable purposes or for operating one

or more non-commercial educational FM broadcast stations or one or more educational television stations, as aforesaid, and whose property is irrevocably dedicated only to exempt purposes as specified in Section 214 of the California Revenue and Taxation Code."

3. All the directors and all the members of said corporation have approved and consented in writing to the adoption of said amendments, and the wording of the amendments, as set forth in the members' written consent, is the same as that set forth in the directors' resolution in paragraph 2 above.

4. The total number of members of the corporation is 14, and all of said members are entitled to vote on or consent to said amendments; and the number of members who have consented in writing to said amendments is 14.



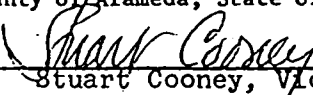
Stuart Cooney, Vice President



Henry M. Elson, Secretary

Each of the undersigned declares under penalty of perjury that the matters set forth in the foregoing certificate are true and correct. Executed by us on this 29th day of February, 1968 in the City of Berkeley, County of Alameda, State of California.

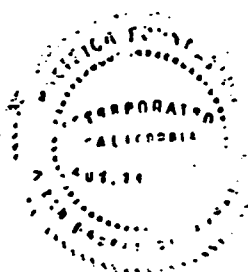
SEAL OF PACIFICA FOUNDATION



Stuart Cooney, Vice President



Henry M. Elson, Secretary



CERTIFICATE OF AMENDMENT
OF THE
ARTICLES OF INCORPORATION
OF
PACIFICA FOUNDATION

A105661

209140
X FILED
In the office of the Secretary of State
of the State of California

APR 9 1971

EDMUND B. BROWN, Jr., Secretary of State
By *[Signature]* Deputy

RUDY HURWICH and RONALD M. LOEB certify:

1. That they are the President and the Secretary,
respectively, of PACIFICA FOUNDATION, a California
nonprofit corporation.

2. That at a meeting of the Board of Directors of
said corporation, duly held at Houston, Texas, on the 6th
day of March, 1971, at 9:30 o'clock A.M., the following
resolution was adopted:

"WHEREAS, it is deemed to be in the best
interests of the corporation that the Articles
of Incorporation be amended as hereinafter
provided:

NOW, THEREFORE, BE IT RESOLVED, that
Article II Subsection (a) of the Articles of
Incorporation be stricken and the following
words substituted, such that Article II Sub-
section (a) shall be amended to read as follows:

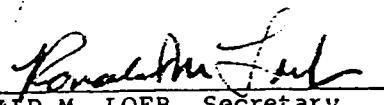
(a) To establish a Foundation organized
and operated exclusively for educational purposes
no part of the net earnings of which inures to
the benefit of any member of the Foundation, and
no part of the activities of which is designed
to carry on propaganda or otherwise attempt to
influence legislation."

3. That the number of directors who voted affir-
matively for the adoption of said resolution is nine (9)
and that the number of directors constituting a quorum
is four (4).

4. That at the meeting referred to in paragraph 2 above, the directors, acting as members pursuant to Section 9603 of the California Corporations Code, adopted said amendment by resolution. And that the wording of the amended Article, as set forth in the members' resolution, is the same as that set forth in the directors' resolution in paragraph 2 above.

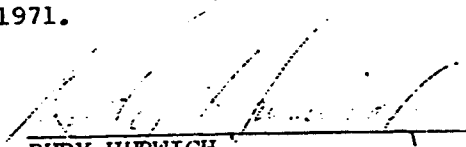
5. That the number of members who voted affirmatively for the adoption of said resolution is nine (9), and that the number of members constituting a quorum is four (4).


RUDY HURWICH, President


RONALD M. LOEB, Secretary

Each of the undersigned declares under penalty of perjury that the matter set forth in the foregoing certificate are true and correct.

Executed at Los Angeles, California, on the 6th day of April, 1971.


RUDY HURWICH


RONALD M. LOEB

130556

CERTIFICATE OF CORRECTION
OF THE
CERTIFICATE OF AMENDMENT
OF THE
ARTICLES OF INCORPORATION
OF
PACIFICA FOUNDATION

209140
FILED
In the office of the Secretary of State
of the State of California

MAY 5 1971
EDMUND G. BROWN, Secretary of State
By: *[Signature]* Deputy

RUDY HURWICH and RONALD M. LOEB certify:

1. That they are the President and the Secretary, respectively, of PACIFICA FOUNDATION.

2. That the name of the corporation is PACIFICA FOUNDATION, and that it is a California corporation.

3. That the instrument being corrected is entitled "CERTIFICATE OF AMENDMENT OF THE ARTICLES OF INCORPORATION OF PACIFICA FOUNDATION", and that said instrument was filed with the Secretary of State of the State of California on April 9, 1971.

4. That paragraph "2" of said Certificate of Amendment, as corrected, should read as follows:

"That at a meeting of the Board of Directors of said corporation, duly held at Houston, Texas, on the 6th day of March, 1971, at 9:30 o'clock A.M., the following resolution was adopted:

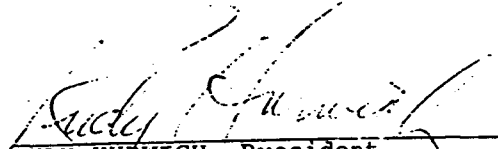
'WHEREAS, it is deemed to be in the best interests of the corporation that the Articles of Incorporation be amended as hereinafter provided:

NOW, THEREFORE, BE IT RESOLVED, that Article II, Subsection (a) of the Articles of Incorporation be stricken and the following words substituted, such that Article II, Subsection (a) shall be amended to read as follows:

"(a) To establish a Foundation organized and operated exclusively for educational purposes no part of the net earnings of which inures to the benefit of any member of the Foundation."'"

5. That said paragraph "2", as corrected, conforms the wording of the resolution set forth therein to the wording of the resolution as adopted by the Board of Directors at a meeting held in Houston, Texas, on the 6th day of March, 1971, at 9:30 o'clock A.M.

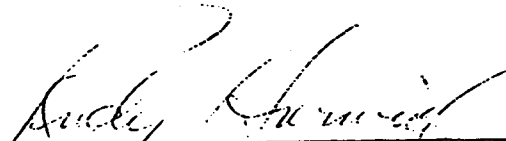
6. That said paragraph "2", as corrected, conforms the wording set forth therein to the wording of the resolution adopted at the meeting referred to in paragraph 5, above, by the Directors acting in their capacity as members pursuant to Section 9603 of the California Corporations Code.


RUDY HURWICH, President


RONALD M. LOEB, Secretary

Each of the undersigned declares under penalty of perjury that the matters set forth in the foregoing certificate are true and correct.

Executed at Los Angeles, California, on the 22nd day of April, 1971.


RUDY HURWICH


RONALD M. LOEB

209140 SURV
CERTIFICATE OF OWNERSHIP

FILED
in the Office of the Secretary of State
of the State of California

Best copy available

OF

MAR 12 1973

WBAI-FM, INC.

IN WITNESS WHEREOF, I have hereunto set my hand and the seal of the Secretary of State of the State of California

BY

Richard A. ...
Deputy

PACIFICA FOUNDATION

PACIFICA FOUNDATION, a corporation formed under the laws of the State of California, desiring to merge WBAI-FM, INC. pursuant to the provisions of Section 4124 of the Corporations Code of the State of California, DOES HEREBY CERTIFY as follows:

FIRST: That PACIFICA FOUNDATION is a corporation formed under the laws of California and that said corporation is a ~~California corporation~~ ~~corporation~~ owns all the shares of WBAI-FM, INC., a New York corporation.

SECOND: That at a special meeting of the Board of Directors of PACIFICA FOUNDATION duly held in accordance with its By-Laws at Rice University, Houston, Texas ~~2217 Shattuck Avenue, Berkeley, California 94704~~

at 10:00 o'clock P.M. on the 6th day of March, 1971, at which meeting all of the members of said Board were present and acting throughout, the following resolutions were unanimously adopted:

4

"WHEREAS, this corporation has acquired and now lawfully owns all of the stock of WBAI-FM, INC. and desires to merge said corporation and to have all of its estate, property, rights, privileges and franchises vested in and held and enjoyed by this corporation;

NOW, THEREFORE, BE IT RESOLVED, that this corporation merge and it does hereby merge said WBAI-FM, INC. and does hereby assume all of its obligations; and

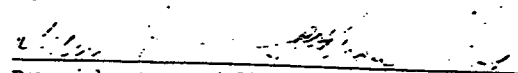
FURTHER RESOLVED, that the proper officers of this corporation be, and they hereby are, authorized and directed to make and execute, in its name and under its corporate seal, and to file in the proper public offices, a certificate of such ownership, setting forth a copy of this resolution; and



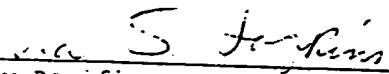
FURTHER RESOLVED, that the officers of this corporation be, and they hereby are, authorized and directed to take such further action as in their judgment may be necessary or proper to consummate the merger provided for by this resolution."

IN WITNESS WHEREOF, the undersigned have executed this Certificate of Ownership this 10 day of November, 1973.

Best copy available



President-Pacific Foundation



Secretary-Pacific Foundation

November 10, 1973

STATE OF NEW YORK)

) SS.:)

COUNTY OF NEW YORK)

EDWIN GOODMAN, being duly sworn, deposes and says that he
 is the President of PACIFICA FOUNDATION the corporation mentioned
 in the foregoing Certificate of Ownership; that he has read and
 signed the same and that the statements contained therein are
 true.

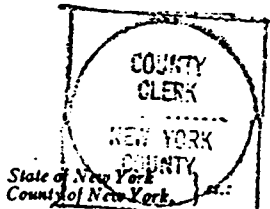
Edwin Goodman

 EDWIN GOODMAN

Sworn to before me this

_____ day of November, 1973.

[Faded Notary Seal]
 Notary Public
 State of New York
 Commission Expires _____



No. 32232

Form 1

I, NORMAN GOODMAN, County Clerk and Clerk of the Supreme Court of the State of
 New York, in and for the County of New York, a Court of Record, having by law a seal,
 DO HEREBY CERTIFY pursuant to the Executive Law of the State of New York, that

Fredrick Knuder

whose name is subscribed to the annexed affidavit, deposition, certificate of acknowledgment or proof, was at the
 time of taking the same a NOTARY PUBLIC in and for the State of New York duly commissioned, sworn and
 qualified to act as such; that pursuant to law, a commission or a certificate of his official character, with his
 autograph signature has been filed in my office; that at the time of taking such proof, acknowledgment or oath, he
 was duly authorized to take the same; that I am well acquainted with the handwriting of such NOTARY PUBLIC
 or have compared the signature on the annexed instrument with his autograph signature deposited in my office, and
 I believe that such signature is genuine.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal this

FEE PAID \$3.00

Best copy available

STATE OF CALIFORNIA)
) S.S.:
COUNTY OF ALABAMA)

VERA HOPKINS, being duly sworn, deposes and says that she is the Secretary of PACIFICA FOUNDATION the corporation mentioned in the foregoing Certificate of Ownership; that she has read and signed the same and that the statements contained therein are true.

Vera Hopkins

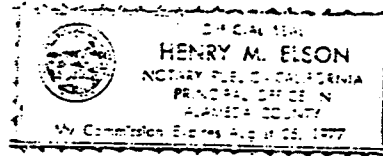
VERA HOPKINS

Sworn to before me this
10 day of January, 1973.

Henry M. Elson

Notary Public

HENRY M. ELSON



PRIN. OFF. CHGD. TO: LOS ANGELES

209140

A163021

PACIFICA FOUNDATION
P.O. Box 8455
Universal City, Ca. 91608

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

FEB 2 1976

MARCH FONG EU, Secretary of State

CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION

James E. Davis
Deputy

DAVID B. FINKEL and NINA BAUMAN certify:

1. That they are the president and secretary, respectively, of PACIFICA FOUNDATION, a California corporation.
2. That at a joint meeting of the board of directors and members of said corporation, duly held at Houston, Texas, on November 22-23, 1975, the following resolution was adopted:

RESOLVED, that Article V of the Articles of Incorporation of this corporation be amended to read as follows:

"The principal office for the transaction of the business of this Corporation shall be located in the County of Los Angeles, State of California."

3. That the number of members who voted affirmatively for the adoption of said resolution is 16, and that the number of members constituting a quorum is 13.

David B. Finkel
David B. Finkel, President

Nina Bauman
Nina Bauman, Secretary

Each of the undersigned declares under penalty of perjury that the matters set forth in the foregoing certificate are true and correct. Executed at Los Angeles, California, on January 26, 1976.

David B. Finkel
David B. Finkel, President

Nina Bauman
Nina Bauman, Secretary

