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FILED

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

CERTIFICATE OF AMENDMENT OF
ARTICLES OF INCORPORATION
OF

MAR - 4 1968
FRANK M. JORDAN, Secretary of State
By George Johnson
Deputy

PACIFICA FOUNDATION

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.

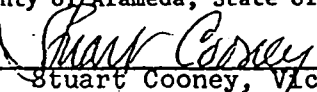
4. The total number of members of the corporation is 14 , and all of said members are entitled to vote on or consent to said amendments; and the number of members who have consented in writing to said amendments is 14.


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

