

ARTICLES OF INCORPORATION
OF
TOWSON UNIVERSITY PUBLIC MEDIA, INC.

A NONSTOCK CORPORATION

THIS IS TO CERTIFY:

That the undersigned, Stephen F. Reeves, whose post office address is 104 Woodbrook Lane, Baltimore, MD 21212, being at least eighteen years of age and a citizen of the State of Maryland and of the United States of America, acting as incorporator, does hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

FIRST: The name of the Corporation (which is hereafter called the "Corporation") is: **Towson University Public Media, Inc.**

SECOND: The post office address of the place at which the principal office of the Corporation in this State will be located is One Towson City Center, Towson, MD 21204.

THIRD: The Corporation is organized and shall be operated exclusively for charitable, educational and literary purposes permitted within the meaning of Section 501(c)(3) of the United States Internal Revenue Code of 1986, as amended from time to time, ("the Code") or the corresponding section of any future federal tax code, to promote, sponsor, and implement educational, charitable and cultural activities for the benefit of the University System of Maryland or one of its components and to engage in activities to enhance further the educational and service missions of the System through the operation of one or more noncommercial nonprofit public radio stations offering news, music and other programming of the highest quality for the benefit of individuals within the Corporation's service area, as an educational, informational and literary service to the community. Except as otherwise provided in these Articles, in connection with the carrying out of any or all of its purposes, the Corporation shall be possessed of, and may from time to time exercise, any and all powers conferred upon nonstock corporations by the Maryland General Corporation Law, as amended.

FOURTH: The name and post office address of the Resident Agent of the Corporation in this State is Stephen Yasko, 1338 Lowman St., Baltimore, MD 21230. Said Resident Agent is an adult citizen of the State of Maryland, and actually resides therein.

FIFTH: The Corporation has no authority to issue capital stock.

SIXTH: The Corporation shall have no members.

SEVENTH: Except as otherwise provided in the Bylaws of the Corporation, the management of the affairs of the Corporation shall be vested in a Board of Directors which shall initially be comprised of fifteen (15) Directors, which number may be increased or decreased in accordance with the Bylaws of the Corporation, but may never be less than the minimum permitted by the Maryland General Corporation Law, as the same may be amended from time to time. The names of the Directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are: Joseph Oster, Jennifer Gajewski, Josianne Pennington, Stephen Reeves, James P. Bond, Brad C. Selko, James Strott, Benjamin Greenwald, Charles Skinner, Barry F. Williams, Edward Callahan, Tara Sky Woodward, Daniel C. Reck, Eric Wenck, and Sherri Weinman.

EIGHTH: The Corporation does not contemplate pecuniary gain or profit, incidental or otherwise. No part of the net earnings of the Corporation shall inure to the benefit of or be distributed to its directors, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services actually rendered to or for the Corporation. No director, or officer of the Corporation, or any private person, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

NINTH: No substantial part of the activities of the Corporation shall be to carry on propaganda, or otherwise to attempt 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 or in opposition to any candidate for public office.

TENTH: Notwithstanding any other provision of these Articles, the Corporation shall not conduct or carry on any activity not permitted to be conducted or carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code and its Regulations, as they now exist or as they may hereafter be amended, or (b) by a corporation or organization, contributions to which are deductible under Section 170(c)(2) of the Code, and its Regulations, as they now exist or as they may hereafter be amended.


ELEVENTH: No director or officer of the Corporation shall be liable to the Corporation or to its members for money damages except (1) to the extent that it is proved that such director or officer actually received an improper benefit or profit in money, property or services, for the amount of the benefit or profit in money, property or services actually received, or (2) to the extent that a judgment or other final adjudication adverse to such director or officer is entered in a proceeding based on a finding in the proceeding that such director's or officer's action, or failure to act, was (a) the result of active and deliberate dishonesty, or (b) intentionally wrongful, willful or malicious and, in each such case, was material to the cause of action adjudicated in the proceeding.

TWELFTH: The duration of the Corporation shall be perpetual.

THIRTEENTH: The Corporation may by its Bylaws make any other provisions or requirements for the arrangement or conduct of the business of the Corporation, provided the same are not inconsistent with these Articles of Incorporation nor contrary to the laws of the State of Maryland or the United States.

FOURTEENTH: Upon the dissolution of the Corporation or the winding up of its affairs, the Board of Directors shall, after paying or making provision for the payment of the obligations and liabilities of the Corporation, dispose of all of the assets of the Corporation in accordance with law by distribution for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, exclusively for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of competent jurisdiction 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.

In witness whereof, I have signed these Articles of Incorporation, acknowledging the same to be my act, on this 20th day of February, 2014.



Stephen F. Reeves, Incorporator