

COMMONWEALTH OF PENNSYLVANIA
DEPARTMENT OF STATE

JUNE 7, 2012

TO ALL WHOM THESE PRESENTS SHALL COME, GREETING:

THE ANNENBERG FOUNDATION

I, Carol Aichele, Secretary of the Commonwealth of Pennsylvania

do hereby certify that the foregoing and annexed is a true and correct
copy of

- 1 NAME REGISTRATION filed on September 12, 1958
- 2 ARTICLES OF INCORPORATION-NON-PROFIT filed on November 10,
1970
- 3 CHANGE OF REGISTERED OFFICE - Domestic filed on December 21,
1970
- 4 ARTICLES OF AMENDMENT-NONPROFIT filed on December 21, 1970
- 5 STATEMENT OR CERT. OF SUMMARY OF RECORD filed on November 12,
1980

(List of documents continued on next page)

(List of documents continued)

- 6 ARTICLES OF AMENDMENT-NONPROFIT filed on October 25, 1988
- 7 CHANGE OF REGISTERED OFFICE - Domestic filed on December 15,
1988
- 8 ARTICLES OF AMENDMENT-NONPROFIT filed on May 30, 1989
- 9 ARTICLES OF AMENDMENT-NONPROFIT filed on August 22, 1989
- 10 ARTICLES OF AMENDMENT-NONPROFIT filed on December 27, 1990
- 11 ARTICLES MERGER/CONSOLIDATION-ALL TYPES filed on December 3,
1992
- 12 CHANGE OF REGISTERED OFFICE - Domestic filed on October 1,
2007
- 13 ARTICLES OF AMENDMENT-NONPROFIT filed on October 1, 2007
- 14 ARTICLES OF AMENDMENT-NONPROFIT filed on April 11, 2008

which appear of record in this department.



IN TESTIMONY WHEREOF, I have
hereunto set my hand and caused
the Seal of the Secretary's Office to
be affixed, the day and year above
written.

A handwritten signature in cursive script, appearing to read "Carol Aichele".

Secretary of the Commonwealth

Application For Registration of Name for a Nonprofit Corporation

COMMONWEALTH OF PENNSYLVANIA
DEPARTMENT OF STATE
CORPORATION BUREAU

3-1-58.22

In compliance with the requirements of Article II of the Nonprofit Corporation Law, approved May 5, 1933, P. L. 289, as amended, the undersigned incorporators desiring to make application for the registration of proposed corporate name, do hereby certify:

1. The name which the incorporators desire to use is _____

THE ANNENBERG SCHOOL OF COMMUNICATIONS

2. The address of the proposed registered office of the corporation is _____

400 North Broad Street Philadelphia
Number Street City

in the county of Philadelphia, Commonwealth of Pennsylvania.

<u>Walter H. Annenberg</u>	Seal	Seal
<u>Joseph First</u>	Seal	Seal
<u>James A. Sutton</u>	Seal	Seal
<u>Harry C. Cole, Jr.</u>	Seal	Seal
<u>Michael J. O'Neill</u>	Seal	Seal

Approved and filed in the Department of State on the 12th day of September, 19 58.

J. Rice
hsr Secretary of the Commonwealth *R*

017512

MAIL

BUCKS COUNTY, SS.
RECORDED IN THE RECORDER'S
OFFICE OF SAID COUNTY IN
BOOK #1979
AT PAGE 406 &
WITNESS MY HAND AND SEAL OF
OFFICE October 8th, 1970

George M. Montgomery
RECORDER OF DEEDS

017510

017510

BOOK 1979 PAGE 409

Change of Registered
Office - Pennsylvania
Non-Profit Corporation

COMMONWEALTH OF PENNSYLVANIA
DELAWARE COUNTY
RECORDER OF DEEDS

In compliance with the requirements of Section 316 of the Nonprofit Corpora-
tion Law, approved May 5, 1933, P.L. 289, as amended, the following named Penn-
sylvania nonprofit corporation makes the following statement under its corporate
seal:

1. The name of the corporation is:

The Annenberg School of Communications

2. The address of its present registered office is:

400	North Broad Street	Philadelphia	Philadelphia
(Number)	(Street)	(City)	(County)

3. The address to which the registered office is to be changed is:

250	King of Prussia Road	Radnor	Delaware
(Number)	(Street)	(City)	(County)

4. Such change was authorized by resolution duly adopted by at least a
majority of the members of the Board of Trustees.

IN TESTIMONY WHEREOF, the corporation has caused this statement to
be signed by its President or Vice-President and its corporate seal, duly
attested by its Secretary or Treasurer to be hereunto affixed this 9th day
of September 1970.

THE ANNENBERG SCHOOL OF COMMUNICATIONS

By:

Joseph M. First
(President or Vice-President)

Joseph M. First, Vice President

Attest:

Harold D. Rens
(Secretary or Treasurer)

Harold D. Rens, Jr. Asst. Secy.

(CORPORATE SEAL)

COMMONWEALTH OF PENNSYLVANIA :
: SS
COUNTY OF PHILADELPHIA :

On this 8th day of September 1970, before me personally came HENRY C. COLES, Jr., known by me to be the Assistant Secretary of The Annenberg School of Communications, the corporation which executed the foregoing instrument, and being duly sworn, did depose and say that he is the Assistant Secretary of The Annenberg School of Communications and knows the corporate seal thereof; that the seal affixed hereto is such corporate seal and is affixed by authority of the Bylaws of said corporation; and that he signed the same as Assistant Secretary of said corporation by like authority; that he knows Joseph M. First and knows him to be Vice President of said corporation; and that his signature was affixed hereto in deponent's presence and by authority of said Bylaws.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

Charles M. [Signature]
Notary Public

16522

55-15368-100

DECREE

091
BY THE COURT.
002

IN THE COURT OF COMMON PLEAS
OF PHILADELPHIA COUNTY

224-471

IN RE: THE ANNENBERG SCHOOL OF COMMUNICATIONS : C. P. NO.
: :
: NO.

SEPT. TERM, 1958
C. P. NO.

261

ARTICLES OF INCORPORATION

BE IT KNOWN, that the undersigned, all of whom are residents of the Commonwealth of Pennsylvania and citizens of the United States of America, and all of whom are of full age, having associated themselves together for the purpose of organizing THE ANNENBERG SCHOOL OF COMMUNICATIONS, and being desirous of becoming incorporated in accordance with the provisions and requirements of the Act of General Assembly of the Commonwealth of Pennsylvania known as the "Nonprofit Corporation Law", approved May 5, 1932, as amended, do hereby direct, set forth and certify as follows:

1. That the name of the corporation is THE ANNENBERG SCHOOL OF COMMUNICATIONS, and that said name has been registered with the Department of State of the Commonwealth of Pennsylvania within six months of the date of application of this charter to wit on September 12, 1958.

2. That the location and post office address of its initial registered office in this Commonwealth is 400 North Broad Street, Philadelphia, Pennsylvania.

3. That the purposes for which this corporation is formed are: to provide instruction at the college and post-graduate levels in the art, science and techniques of communication by radio, television and other media, and in subjects related or useful thereto, either acting alone or in cooperation with an established university; to maintain a faculty, curriculum and student body for the pursuit of such studies, either alone or jointly with an established university; to confer baccalaureate

and graduate degrees in art and science, and such other degrees as may be hereafter from time to time authorized by the State Council of Education of the Commonwealth of Pennsylvania; to engage in incidental research and development with respect to any and all aspects of such studies; to maintain and operate necessary and incidental communications, publishing and other facilities for educational purposes; to charge and receive tuition and other fees; and to receive grants, bequests, devises, contributions and other gifts for the foregoing purposes.

224-472

That this is a corporation which does not contemplate pecuniary gain or profit, incidental or otherwise, to its stockholders, and that no part of the assets or receipts of the corporation shall inure to the benefit of any private stockholder or individual.

That no substantial part of the activities of this corporation shall consist in carrying on propaganda or otherwise attempting to influence legislation.

4. That the term of its existence is perpetual.

5. That the names and addresses of the incorporators are:

Walter H. Annenberg	"Inwood", Llanfair Rd., Wynnewood, Pa.
Joseph First	230 Orchard Way, Merion, Pa.
James A. Sutton	322 Caversham Rd., Bryn Mawr, Pa.
Harry C. Colos, Jr.	400 North Broad St., Phila. (1), Pa.
Michael J. O'Neill	Failla Farm, New Hope, Pa.

6. That the following are the names and addresses of the persons who are to act as Trustees until the election of their successors:

Walter H. Annenberg	"Inwood", Llanfair Rd., Wynnewood, Pa.
Roger W. Clipp	172 Whittemore Rd., Merion Golf Manor, Pa.
Joseph First	230 Orchard Way, Merion, Pa.
Michael J. O'Neill	Failla Farm, New Hope, Pa.
Fred H. Stapleford	2112 Spruce Street, Phila., Pa.

7. That this corporation is to be organized upon a stock share basis; and the aggregate number of shares which the corporation shall have authority to issue shall be ten shares of the par value of One Hundred Dollars (\$100) each.

8. That the amount of assets which the corporation will have to start its corporate functions will be One Hundred One Thousand Dollars (\$101,000) in cash, which fund is to be devoted

to the purpose of establishing and conducting the said educational institution. The sum of One Thousand Dollars (\$1,000) has been paid to the Treasurer of the proposed corporation, Roger W. Clipp, who resides at 172 Whitmarsh Road, Merion Golf Manor, Pennsylvania.

224-473

9. That the minimum number of persons whom it is intended to employ regularly as members of the faculty of the School is five.

10. That the requirements for admission to the School shall be not less than four years of academic or high school preparation, or its equivalent, and compliance with such other and further standards as shall be promulgated by the Board of Trustees with the approval of the State Council of Education.

The course or courses of study to be pursued in the School shall consist of such subjects pertaining or related to the art, science and techniques of communication by radio, television and other media as shall be determined by the Board of Trustees of the corporation.

11. That the By-Laws shall be adopted, altered, amended or repealed by action of a majority of the members of the Board of Trustees.

Walter H. Gunning (SEAL)

Robert F. First (SEAL)

Michael J. O'Neill (SEAL)

John P. Clipp (SEAL)

James D. Smith (SEAL)

COMMONWEALTH OF PENNSYLVANIA
COUNTY OF PHILADELPHIA

SS

224-474

Before me, a Notary Public in and for the County of Philadelphia, personally appeared Walter H. Annonberg, Joseph First and Harry C. Coles, Jr., three of the above named incorporators, who, in due form of law, acknowledged the foregoing instrument to be their act and deed for the purposes therein specified.

Walter H. Annonberg
Walter H. Annonberg

Joseph First
Joseph First

Harry C. Coles, Jr.
Harry C. Coles, Jr.

Witness my hand and seal of office the 19th day
of September, 1958.

Samuel Silverman

Notary Public, Philadelphia, Philadelphia Co.
My Commission Expires February 8, 1961



COMMONWEALTH OF PENNSYLVANIA

DEPARTMENT OF STATE

L. 224-475

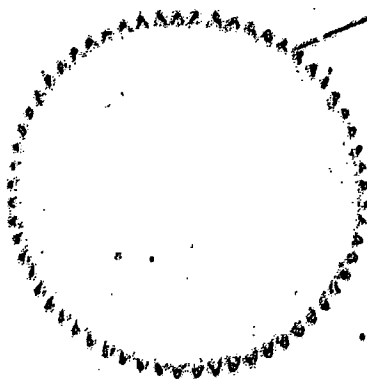
HARRISBURG, September 12, 1950

I DO HEREBY CERTIFY, That the name

THE ANNEMERIS SCHOOL OF COMMUNICATIONS

being available for use by a proposed nonprofit corporation, was
 this day duly registered in this office in accordance with the
 provisions of Article 11 of the Nonprofit Corporation Law,
 approved the fifth day of May, A. D. 1933, P. L. 289, as amended.

IN TESTIMONY WHEREOF, I have hereunto
 set my hand and caused the seal of the De-
 partment of State to be affixed, the day and
 year above written.



Given under my hand and the seal of the Department of State at Harrisburg, Pennsylvania, this

12th day of September, 1950.

Certified to be a true and correct copy of the original
 day of September 12, 1950

AMERICO V. CORTESE
 Prothonotary

By D. Votia

11-1

440333

11-

Green Bay, Wis.
Communication

Bellevue, Green, Kaiten, Lery
P. Cole, M.D.
2010 The Liberty Building
Phila., Pa. 19119
ATTN: Lawrence J. Cook Esq.

NOV 10 9 29 AM '70

NOV 10 1970

Change of Registered
Office - Pennsylvania
Non-Profit Corporation

COMMONWEALTH OF PENNSYLVANIA
DEPARTMENT OF STATE
CORPORATION BUREAU

In compliance with the requirements of Section 316 of the Nonprofit Corporation Law, approved May 5, 1933, P.L. 289, as amended, the following named Pennsylvania nonprofit corporation makes the following statement under its corporate seal:

1. The name of the corporation is:

The Annenberg School of Communications

2. The address of its present registered office is:

<u>400</u>	<u>North Broad Street</u>	<u>Philadelphia</u>	<u>Philadelphia</u>
(Number)	(Street)	(City)	(County)

3. The address to which the registered office is to be changed is:

<u>250</u>	<u>King of Prussia Road</u>	<u>Radnor</u>	<u>Delaware</u>
(Number)	(Street)	(City)	(County)

4. Such change was authorized by resolution duly adopted by at least a majority of the members of the Board of Trustees.

IN TESTIMONY WHEREOF, the corporation has caused this statement to be signed by its President or Vice-President and its corporate seal, duly attested by its Secretary or Treasurer to be hereunto affixed this 8th day of September 1970.

THE ANNENBERG SCHOOL OF COMMUNICATIONS

By: Joseph M. First
(President or Vice-President)

Joseph M. First, Vice President

Attest:

Harry T. Cohen, Jr.
(Secretary or Treasurer)
Harry T. Cohen, Jr. Asst. Secy.

(CORPORATE SEAL)

Approved and filed in the Department of State on the 21st day of December

A.D. 1970
Certification # 10368601-1 Page 12 of 79

Robert L. Kelly

DEPARTMENT OF EDUCATION
COMMONWEALTH OF PENNSYLVANIA

DEPARTMENT OF STATE, CORPORATION BUREAU

IN RE: APPLICATION FOR AMENDMENT OF CHARTER OF
ANNENBERG SCHOOL OF COMMUNICATIONS

TO THE HONORABLE, THE SECRETARY OF THE COMMONWEALTH:

The petition of ANNENBERG SCHOOL OF COMMUNICATIONS with registered office located at Philadelphia, Pennsylvania for amendment to the Articles of Incorporation, having been duly considered, I find no objection to the petition to amend Paragraphs 3, 7, and 10 of the Articles and add a new Paragraph 12 as follows:

3. That the purposes for which this corporation is formed are: - to provide instruction at the college and post-graduate levels in the art, science and techniques of communication by radio, television and other media, and in subjects related or useful thereto, either acting alone or in cooperation with one or more established universities; to maintain a faculty, curriculum and student body for the pursuit of such studies, either alone or jointly with one or more established universities; to confer baccalaureate and graduate degrees in art and science, and such other degrees as may be hereafter from time to time authorized by appropriate State agencies; to engage in incidental research and development with respect to any and all aspects of such studies; to maintain and operate necessary and incidental communications, publishing and other facilities for educational purposes; to charge and receive tuition and other fees; and to receive grants, bequests, devises, contributions and other gifts for the foregoing purposes.

That this is a corporation which does not contemplate pecuniary gain or profit, incidental or otherwise, to its members, and that no part of the assets or receipts of the corporation shall inure to the benefit of any member or individual.

That no substantial part of the activities of this corporation shall consist in carrying on or otherwise attempting to influence legislation.

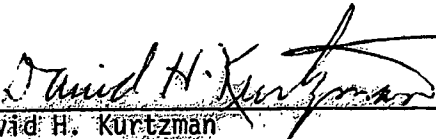
7. The corporation shall have no capital stock.

10. That the requirements for admission to the School shall be not less than four years of academic or high school preparation, or its equivalent, and compliance with such other and further standards as shall be promulgated by the Board of Trustees with the approval of appropriate State Agencies.

12. All conditions, qualifications, requirements, privileges and regulations as to membership in the corporation, including voting rights, shall be fixed and governed by the By-Laws of the corporation.

WHEREFORE, I approve this amendment to the Articles of Incorporation of ANNENBERG SCHOOL OF COMMUNICATIONS, as set forth in the Resolution of the corporation under date of 8 December, 1970, and recommend to the Department of State of the Commonwealth of Pennsylvania that the petition be granted with the stipulation that the right is reserved to file an addendum to these amendments.

Given under my hand and seal this Twenty-first day of December, Nineteen Hundred and Seventy.


David H. Kurtzman
Secretary of Education

AMENDED ARTICLES OF INCORPORATION

In compliance with the requirements of Article VII of the Act of the General Assembly of the Commonwealth of Pennsylvania known as the "Non-Profit Corporation Law" approved May 5, 1933, as amended, providing for amendment to the Articles of Incorporation of non-profit corporations, The Annenberg School of Communications hereby certifies under its corporate seal:

1. That its name is The Annenberg School of Communications. The address of its present registered office is 250 King of Prussia Road, Radnor, Pennsylvania, formerly 400 North Broad Street, Philadelphia, Pennsylvania.

2. That it is a corporation incorporated and existing under the Act of the General Assembly of the Commonwealth of Pennsylvania known as the "Non-Profit Corporation Law" approved May 5, 1933, as amended; that the decree of incorporation was entered by the Court of Common Pleas No. 5 of Philadelphia County, September Term, 1958, No. 261, on the 16th day of October, A.D. 1958, and that its original Articles of Incorporation and said decree were recorded in the Office for the Recording of Deeds for the County of Philadelphia in Charter Book Misc. No. 224, page 470, etc., on the 5th day of November 1958.

3.(a) That the stockholders of The Annenberg School of Communications adopted the proposed amendments on the 15th day of December, 1970 at the registered office of the corporation by unanimous consent in writing.

(b) That at the time of the unanimous consent in writing on the 8th day of December , 1970, there were ten shares outstanding. The holder of the ten shares was entitled to vote on the proposed amendment and the holder of ten shares voted in favor of the adoption of the resolution authorizing the application to the Department of State for the amendment to its Articles of Incorporation.

4. That the following resolution was adopted:

"RESOLVED, That Paragraphs 3, 7, and 10 of the Articles of Incorporation of this corporation be and the same are hereby amended and a new Paragraph 12 shall be added, so as to read as follows:

"3. That the purposes for which this corporation is formed are: - to provide instruction at the college and post-graduate levels in the art, science and techniques of communication by radio, television and other media, and in subjects related or useful thereto, either acting alone or in cooperation with one or more established universities; to maintain a faculty, curriculum and student body for the pursuit of such studies, either alone or jointly with one or more established universities; to confer baccalaureate and graduate degrees in art and science, and such other degrees as may be hereafter from time to time authorized by appropriate State agencies; to engage in incidental research and development with respect to any and all aspects of such studies; to maintain and operate necessary and incidental communications, publishing and other facilities for educational purposes; to charge and receive tuition and other fees; and to receive grants, bequests, devises, contributions and other gifts for the foregoing purposes.

or otherwise, to its members, and that no part of the assets or receipts of the corporation shall inure to the benefit of any member or individual.

"That no substantial part of the activities of this corporation shall consist in carrying on or otherwise attempting to influence legislation.

"7. The corporation shall have no capital stock.

"10. That the requirements for admission to the School shall be not less than four years of academic or high school preparation, or its equivalent, and compliance with such other and further standards as shall be promulgated by the Board of Trustees with the approval of appropriate State Agencies.

"12. All conditions, qualifications, requirements, privileges and regulations as to membership in the corporation, including voting rights, shall be fixed and governed by the By-Laws of the corporation."

IN TESTIMONY WHEREOF, The Annenberg School of Communications has caused these Articles of Amendment to be signed by its President and its corporate seal, duly attested by its Secretary, to be hereunto affixed this 8th day of December, 1970.

THE ANNENBERG SCHOOL OF COMMUNICATIONS

(CORPORATE SEAL)

Attest:

By

George M. Fene
President

James O. Oles
Secretary

Approved and filed in the Department of State on
this 21st day of December, A. D. 1970.



Secretary of the Commonwealth

sb

APPLICANT'S ACCOUNT NO.

DSCB 15-7321 (Rev. 11-72)

Filing Fee: None when accompanying any
other filing; otherwise \$40
SON-71

Certificate of Summary
of Record—
Domestic/Nonprofit Corporation

80-66 1845

(Line for numbering)

15710

COMMONWEALTH OF PENNSYLVANIA
DEPARTMENT OF STATE
CORPORATION BUREAU

Filed this 12th day of
November 19 80

Commonwealth of Pennsylvania
Department of State

William L. Davis

Secretary of the Commonwealth

bm

(Box for Certification)

In compliance with the requirements of 15 Pa.C.S. §7321 (relating to filing of certificate of summary of record by corporations incorporated prior to 1973), the undersigned entity, desiring to file a document in the Department of State under the Nonprofit Corporation Law of 1972 (15 Pa.C.S. §7301 *et seq.*), or to secure from the Department any certificate to the effect that the corporation is a corporation duly incorporated and existing under the laws of this Commonwealth or a certified copy of the Articles of the corporation, does hereby certify that:

1. The name of the corporation is:

The Annenberg School of Communications

2. The location of its registered office in this Commonwealth is: (the Department of State is hereby authorized to correct the following statement to conform to the records of the Department)

250 King of Prussia Road

(NUMBER)

(STREET)

Radnor

(CITY)

Pennsylvania

19088

(ZIP CODE)

3. The statute by or under which it was incorporated is:

The "Nonprofit Corporation Law", approved May 5, 1933, as amended.

4. The corporation was originally incorporated on Oct. 16, 1958 under the following name:

(DATE)

The Annenberg School of Communications

The corporation was incorporated by (check and complete one of the following):

☐ Special act as set forth in Paragraph 3 above.

Court of Common Pleas of Philadelphia County, C.P. No. 5
September Term, 1958 - No. 261

☒ Decree of (NAME OF COURT)

entered on October 16, 1958

(DATE)

☐ Letters patent duly granted on _____

(DATE)

☒ Filing of registration

(ARTICLES OF INCORPORATION, ASSOCIATION, ETC.)

in the Department of State on September 12, 1958

(NAME OF DEPARTMENT) (STATE OR OTHER PUBLIC OFFICE)

80-66 1846

DSCB 15-7321 (Rev. 11-72)-2

5. The original Articles were recorded on Oct. 16, 1958 in the following place: City of Philadelphia, Dept. of Records in Book Misc. No. 224, pages 470-475

6 (Check, and if appropriate, complete one of the following):

- ☐ This certificate is being delivered to the Department of State contemporaneously with amended and restated Articles of the corporation filed under the NPCL.
- ☒ The currently effective Articles of the corporation are filed or recorded as follows and the text of such currently effective Articles is set forth in full in Exhibit A attached hereto and made a part hereof (except any of such text which appears of record in the Department of State, which text is incorporated herein by reference to the records of the Department pursuant to 19 Pa. Code §29.51(b)):

Articles of Amendment - 70.41: 1298

7 (Check, and if appropriate, complete one of the following):

- ☒ The corporation has never adopted any name other than its original name and its current name.
- ☐ Each name by which the corporation was known, other than its original name and its current name, and the date or dates on which each change of name of the corporation became effective, are as follows:

NAME

EFFECTIVE DATE OF ADOPTION

IN TESTIMONY WHEREOF, the undersigned corporation has caused this certificate to be signed by a duly authorized officer and its corporate seal, duly attested by another such officer, to be hereunto affixed this 31st day of October, 1980.

The Annenberg School of Communications

(NAME OF CORPORATION)

By:

W. H. Annenberg

(SIGNATURE)

President

(TITLE PRESIDENT, VICE PRESIDENT, ETC.)

Attest:

H. R. O'Leary

Assistant Secretary

(TITLE SECRETARY, ASSISTANT SECRETARY, ETC.)

(CORPORATE SEAL)

220-470

IN THE COURT OF COMMON PLEAS OF PHILADELPHIA COUNTY

In the Matter of the : C.P. No. 5
 Application for a Charter for :
 THE ANNENBERG SCHOOL OF COMMUN- :
 ICATIONS : September Term, 1958
 A proposed Nonprofit :
 Corporation : No. 261

DECREE

AND NOW, this 16 day of October, 1958, the Articles of Incorporation of The Annenberg School of Communications having been presented to the Court, with due proof of advertisement of notice of the application, together with the Certificate of the Secretary of the Commonwealth pertaining to the registration of the corporate name issued within six months, and the Certificate of the State Council of Education approving said Articles of Incorporation, upon consideration thereof, and of the testimony and documentary evidence presented to the Court at a hearing held the 15th day of October, 1958, the Articles of Incorporation are found to be in proper form and within the provisions of the Act of May 5, 1933, known as the Nonprofit Corporation Law, as amended, and it appearing that the purposes are lawful and not injurious to the community, and that the name is presently available for corporate use, it is ORDERED AND DECREED that the Articles of Incorporation be and they are hereby approved, and that upon the recording of the same and of this Order, the corporation shall come into existence for the purpose and upon the terms stated therein.

BY THE COURT:



80-66 1848

IN THE COURT OF COMMON PLEAS
OF PHILADELPHIA COUNTY

224-471

IN RE: THE ANNENBERG SCHOOL : C. P. NO.
OF COMMUNICATIONS :
: NO.

SEP 11 1958
C. P. NO.

261

ARTICLES OF INCORPORATION

BE IT KNOWN, that the undersigned, all of whom are residents of the Commonwealth of Pennsylvania and citizens of the United States of America, and all of whom are of full age, having associated themselves together for the purpose of organizing THE ANNENBERG SCHOOL OF COMMUNICATIONS, and being desirous of becoming incorporated in accordance with the provisions and requirements of the Act of General Assembly of the Commonwealth of Pennsylvania known as the "Nonprofit Corporation Law", approved May 5, 1933, as amended, do hereby direct, set forth and certify as follows:

1. That the name of the corporation is THE ANNENBERG SCHOOL OF COMMUNICATIONS and that said name has been registered with the Department of State of the Commonwealth of Pennsylvania within six months of the date of application of this charter to wit on September 12, 1958.

2. That the location and post office address of its initial registered office in this Commonwealth is 400 North Broad Street, Philadelphia, Pennsylvania.

3. That the purposes for which this corporation is formed are: to provide instruction at the college and post-graduate levels in the art, science and techniques of communication by radio, television and other media, and in subjects related or useful thereto either acting alone or in cooperation with an established university; to maintain a faculty, curriculum and student body for the pursuit of such studies, either alone or jointly with an established university; to confer baccalaureate

and graduate degrees in art and science, and such other degrees as may be hereafter from time to time authorized by the State Council of Education of the Commonwealth of Pennsylvania; to engage in incidental research and development with respect to any and all aspects of such studies; to maintain and operate necessary and incidental communications, publishing and other facilities for educational purposes; to charge and receive tuition and other fees; and to receive grants, bequests, devises, contributions and other gifts for the foregoing purposes.

That this is a corporation which does not contemplate pecuniary gain or profit, incidental or otherwise, to its stockholders, and that no part of the assets or receipts of the corporation shall inure to the benefit of any private stockholder or individual.

That no substantial part of the activities of this corporation shall consist in carrying on propaganda or otherwise attempting to influence legislation.

4. That the term of its existence is perpetual.

5. That the names and addresses of the incorporators are:

Walter H. Annenberg
Joseph First
James A. Sutton
Harry C. Coles, Jr.
Michael J. O'Neill

"Inwood", Llanfair Rd., Wynnewood, Pa.
230 Orchard Way, Merion, Pa.
322 Caversham Rd., Bryn Mawr, Pa.
400 North Broad St., Phila. (1), Pa.
Failte Farm, New Hope, Pa.

6. That the following are the names and addresses of the persons who are to act as Trustees until the election of their successors:

Walter H. Annenberg
Roger W. Clipp
Joseph First
Michael J. O'Neill
Fred H. Stapleford

"Inwood", Llanfair Rd., Wynnewood, Pa.
172 Whitemarsh Rd., Merion Golf Manor, Pa.
230 Orchard Way, Merion, Pa.
Failte Farm, New Hope, Pa.
2112 Spruce Street, Phila., Pa.

7. That this corporation is to be organized upon a stock share basis; and the aggregate number of shares which the corporation shall have authority to issue shall be ten shares of the par value of One Hundred Dollars (\$100) each.

8. That the amount of assets which the corporation will have to start its corporate functions will be One Hundred One Thousand Dollar (\$101,000) in cash, which fund is to be devoted

to the purpose of establishing and conducting the said educational institution. The sum of One Thousand Dollars (\$1,000) has been paid to the Treasurer of the proposed corporation, Roger W. Clipp, who resides at 172 Whitemarsh Road, Merion Golf Manor, Pennsylvania.

9. That the minimum number of persons whom it is intended to employ regularly as members of the faculty of the School is five.

10. That the requirements for admission to the School shall be not less than four years of academic or high school preparation, or its equivalent, and compliance with such other and further standards as shall be promulgated by the Board of Trustees with the approval of the State Council of Education.

The course or courses of study to be pursued in the School shall consist of such subjects pertaining or related to the art, science and techniques of communication by radio, television and other media as shall be determined by the Board of Trustees of the corporation.

11. That the By-Laws shall be adopted, altered, amended or repealed by action of a majority of the members of the Board of Trustees.

Walter H. Trumbull (SEAL)

Joseph F. First (SEAL)

Michael J. Duicill (SEAL)

John A. Collins (SEAL)

James R. Sullivan (SEAL)

80-66

1851

COMMONWEALTH OF PENNSYLVANIA

: SS

: 224-474

COUNTY OF PHILADELPHIA

:

Before me, a Notary Public in and for the County of Philadelphia, personally appeared Walter H. Annenberg, Joseph First and Harry C. Coles, Jr., three of the above named incorporators, who, in due form of law, acknowledged the foregoing instrument to be their act and deed for the purposes therein specified.

Walter H. Annenberg
Walter H. Annenberg

Joseph First
Joseph First

Harry C. Coles, Jr.
Harry C. Coles, Jr.

Witness my hand and seal of office the 19th day
of September, 1958.



Samuel Silverman

Notary Public, Philadelphia, Philadelphia Co.
My Commission Expires February 1, 1961

80-66 1852

COMMONWEALTH OF PENNSYLVANIA

DEPARTMENT OF STATE

L. 224-475

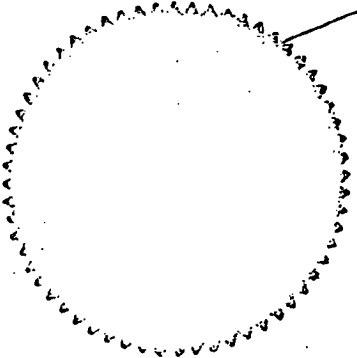

HARRISBURG, September 12, 1958

I DO HEREBY CERTIFY, That the name

THE ANNENBERG SCHOOL OF COMMUNICATIONS

being available for use by a proposed nonprofit corporation, was
this day duly registered in this office in accordance with the
provisions of Article 11 of the Nonprofit Corporation Law,
approved the fifth day of May, A. D. 1933, P. L. 289, as amended.

IN TESTIMONY WHEREOF, I have hereunto
set my hand and caused the seal of the De-
partment of State to be affixed, the day and
year above written.



Secretary of the Commonwealth

Certified from the record this 30th
day of November, 19 70

AMERICO V. CORTESE
Prothonotary

By D. J. Votta

APPLICANT'S ACCT NO.

DSCB:

Filing Fee: \$40
AB-2

Statement of
Change of Registered
Office— Domestic Nonprofit
Corporation

80-66, 1853

(Line for numbering)

COMMONWEALTH OF PENNSYLVANIA
DEPARTMENT OF STATE
CORPORATION BUREAU

Filed this 12 day of NOVEMBER 1980

Commonwealth of Pennsylvania
Department of State

William C. Davis

Secretary of the Commonwealth

(Box for Certification)

In compliance with the requirements of 15 Pa. S. §7507(b) (relating to change of registered office), the undersigned nonprofit corporation, desiring to effect a change in registered office, does hereby certify that:

1. The name of the corporation is:

The Annenberg School of Communications

2. The address of its present registered office in this Commonwealth is (the Department of State is hereby authorized to correct the following statement to conform to the records of the Department):

250 King of Prussia Road

(NUMBER)

(STREET)

Radnor,

Pennsylvania

19088

(CITY)

(ZIP CODE)

3. The address to which the registered office in this Commonwealth is to be changed is:

100 Matsonford Road

(NUMBER)

(STREET)

Radnor,

Pennsylvania

19088

(CITY)

(ZIP CODE)

4. Such change was authorized by resolution duly adopted by at least a majority of the members of the board of directors of the corporation.

IN TESTIMONY WHEREOF, the undersigned corporation has caused this statement to be signed by a duly authorized officer, and its corporate seal, duly attested by another such officer, to be hereunto affixed, this 17th day of July, 1980.

The Annenberg School of Communications

(NAME OF CORPORATION)

By

W H Annenberg

(SIGNATURE)

Walter H. Annenberg

President

(TITLE: PRESIDENT, VICE PRESIDENT, ETC.)

Attest:

Harry C. Coles, Jr.

(SIGNATURE)

Harry C. Coles, Jr.

Assistant Secretary

(TITLE: SECRETARY, ASSISTANT SECRETARY, ETC.)

(CORPORATE SEAL)

APPLICANT'S ACCT NO

DSCB 15-7321 (Rev 11-72)

Filing Fee: None when accompanying any
other filing; otherwise \$40
SOR-71

Certificate of Summary
of Record—

Domestic Nonprofit Corporation

80-66 1854

(Line for numbering)

15709

COMMONWEALTH OF PENNSYLVANIA
DEPARTMENT OF STATE
CORPORATION BUREAU

Filed this 12TH day of November, 1980

Commonwealth of Pennsylvania
Department of State

William E. Davis

Secretary of the Commonwealth

bm

(Box for Certification)

In compliance with the requirements of 15 Pa.C.S. §7321 (relating to filing of certificate of summary of record by corporations incorporated prior to 1973), the undersigned entity, desiring to file a document in the Department of State under the Nonprofit Corporation Law of 1972 (15 Pa.C.S. §7301 *et seq.*), or to secure from the Department any certificate to the effect that the corporation is a corporation duly incorporated and existing under the laws of this Commonwealth or a certified copy of the Articles of the corporation, does hereby certify that:

1. The name of the corporation is:

The M. L. Annenberg Foundation

2. The location of its registered office in this Commonwealth is: (the Department of State is hereby authorized to correct the following statement to conform to the records of the Department):

250 King of Prussia Road

(NUMBER)

(STREET)

Radnor

(CITY)

Pennsylvania

19088

(ZIP CODE)

3. The statute by or under which it was incorporated is:

The "Nonprofit Corporation Law", approved May 5, 1933, as amended.

4. The corporation was originally incorporated on Oct. 11, 1944 under the following name:

(DATE)

The M. L. Annenberg Foundation

The corporation was incorporated by (check and complete one of the following):

☐ Special act as set forth in Paragraph 3 above.

Court of Common Pleas of Philadelphia County, C.P. No. 2,

☒ Decree of September Term, 1944 - No. 1228

(NAME OF COURT)

entered on October 11, 1944

(DATE)

☐ Letters patent duly granted on _____

(DATE)

☒ Filing of registration

(ARTICLES OF INCORPORATION ASSOCIATION, ETC.)

in the Department of State on October 3, 1944

(NAME OF DEPARTMENT) (STATE OR OTHER PUBLIC OFFICE)

80-66 1855

5. The original Articles were recorded on Oct. 14, 1944 in the following place: Office for
(DATE)

Recording of Deeds of Philadelphia County in Charter Book No. 139, Page 54

6. Check, and if appropriate, complete one of the following:

- ☐ This certificate is being delivered to the Department of State contemporaneously with amended and restated Articles of the corporation filed under the NPCL.
- ☒ The currently effective Articles of the corporation are filed or recorded as follows and the text of such currently effective Articles is set forth in full in Exhibit A attached hereto and made a part hereof (except any of such text which appears of record in the Department of State, which text is incorporated herein by reference to the records of the Department pursuant to 19 Pa. Code §29.51(b)):

Articles of Amendment - 71.32: 249

7. (Check, and if appropriate, complete one of the following):

- ☒ The corporation has never adopted any name other than its original name and its current name.
- ☐ Each name by which the corporation was known, other than its original name and its current name, and the date or dates on which each change of name of the corporation became effective, are as follows:

NAME

EFFECTIVE DATE OF ADOPTION

IN TESTIMONY WHEREOF, the undersigned corporation has caused this certificate to be signed by a duly authorized officer and its corporate seal, duly attested by another such officer, to be hereunto affixed this

31st day of October, 1980.

The M. L. Annenberg Foundation

(NAME OF CORPORATION)

By:

WM Annenberg
(SIGNATURE)

President

STATE (TITLE: PRESIDENT, VICE PRESIDENT, ETC.)

ATTEST:

James O. Doherty
(SIGNATURE)

Treasurer

(TITLE: SECRETARY, ASSISTANT SECRETARY, ETC.)

(CORPORATE SEAL)

IN RE: APPLICATION FOR ARTICLES : COURT OF COMMON PLEAS NO. 2
OF INCORPORATION OF THE :
M. L. ANNENBERG FOUNDATION, : September Term, 1944
A Non-Profit Corporation. : No. 1228.

DECREE OF INCORPORATION

AND NOW, to wit, this 11th day of October, A. D. 1944, the Articles of Incorporation of THE M. L. ANNENBERG FOUNDATION having been presented to the Court, with due proof of advertisement of notice of the Application and the Certificate of the Department of State pertaining to the registration of the corporate name, and upon consideration thereof, the Articles are found to be in proper form and within the provisions of the Act of May 5, 1933, known as the "Non-Profit Corporation Law"; and the purposes appearing to be lawful and not injurious to the community, IT IS ORDERED AND DECREED that the Articles be and they are hereby approved, and that, upon the recording thereof and this Order, the corporation shall come into existence for the purposes and upon the terms stated therein.

BY THE COURT,

Vincent J. Lee
Judge.

SEPT. TERM 1944
C.P. No. 2ARTICLES OF INCORPORATION

OF

THE M. L. ANNENBERG FOUNDATION

1228

(A Non-Profit Corporation, incorporated pursuant to the provisions of the Non-profit Corporation Law)

In compliance with the requirements of the NON-PROFIT CORPORATION LAW, the undersigned incorporators, all of whom are citizens of the United States, desiring that they may be incorporated as a Non-Profit Corporation, do hereby certify:

1. The name of the corporation is The M. L. Annenberg Foundation.
2. The location and post office address of the initial registered office of the corporation in this Commonwealth is 400 North Broad Street, in the City and County of Philadelphia.
3. The corporation is to be formed for the purposes of the relief of the poor, care of the indigent and sick, welfare of children, the support and promotion of education, the arts and scientific and scholarly research and investigation, and other charitable purposes, and for the purpose of raising funds for such purposes to receive donations, bequests, contributions and other gifts.

No substantial part of the activities of this corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation.

The corporation does not contemplate pecuniary gain or profit, incidental or otherwise, to any of its members, and no part of the net earnings of the corporation shall inure to the benefit of any member or individual.

4. The term of existence of the corporation shall be perpetual.

5. The name, place of residence, and post office address of each of the incorporators is as follows:

<u>NAME</u>	<u>ADDRESS</u>
George M. Neil	908 Bell Avenue, Yeadon, Pa.
Anita W. Ackley	904 W. Erie Avenue, Philadelphia, Pa.
Carolyn T. Katz	219 Hiawatha Lane, Drexel Hill, Pa.
Alba F. Dupont	1028 Yeadon Avenue, Yeadon, Pa.
Norma O. Williams	1731 W. Roslyn St., Philadelphia, Pa.

6. The names and addresses of the three persons who are to act as directors until the election of their successors are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Walter H. Annenberg	400 North Broad Street, Phila., Pa.
Sadie C. Annenberg	2 East 88th St., New York City, N. Y.
Joseph First	400 North Broad Street, Phila., Pa.

7. The corporation shall be organized upon a non-stock basis and no shares will be issued.

8. The assets which the corporation will have to start its corporate functions will consist of \$20.00 in cash.

9. MEMBERSHIP:

(a) The original members of this corporation shall be Walter H. Annenberg, Sadie C. Annenberg and Joseph First.

(b) Memberships shall all be of one class. No person shall be eligible to membership in this corporation except lineal descendants of M. L. Annenberg or shareholders, directors, officers or employees of Triangle Publications, Inc., a corporation of the State of Delaware, and any member of this corporation who is not a lineal descendant of M. L. Annenberg and who ceases to be either a shareholder, director, officer or employee of Triangle Publications, Inc., a corporation of the State of Delaware, shall thereupon automatically cease to be a member of this corporation, without any other or further action on his part or on the part of this corporation.

(c) Members in addition to the original members, possessing the qualifications of membership hereinabove set forth may be admitted upon the vote of the Board of Directors.

(d) When any person who is a member of this corporation ceases to be such a member, all of his rights and interests in the property or privileges of this corporation shall immediately cease with such termination of his membership.

10. Further provisions for the government of this corporation and its members shall be set forth in the By-Laws.

George M. Neil
GEORGE M. NEIL

Anita W. Ackley
ANITA W. ACKLEY

Carolyn T. Katz
CAROLYN T. KATZ

Alba F. Dupont
ALBA F. DUPONT

Norma O. Williams
NORMA O. WILLIAMS

80-66

1860

COMMONWEALTH OF PENNSYLVANIA :
: SS:
COUNTY OF PHILADELPHIA :

Before me, a Notary Public in and for the County
aforesaid, personally came the above named, George M. Neil, Anita
W. Ackley, Carolyn T. Katz, Alba F. Dupont, Norma O. Williams, who
in due form of law, acknowledged the foregoing instrument to be
their act and deed for the purposes therein specified.

Witness my hand and seal of office the - 4th - day
of October, A. D. 1944.

George T. Tanager
Notary Public

NOTARY PUBLIC
MY COMMISSION EXPIRES APRIL 1st, 1947.

80-66 1861

DSCB-96,5M-8-40

COMMONWEALTH OF PENNSYLVANIA
DEPARTMENT OF STATE

HARRISBURG, October 3, 1944

I DO HEREBY CERTIFY. That the name,

"THE M. L. ANNENBERG FOUNDATION"

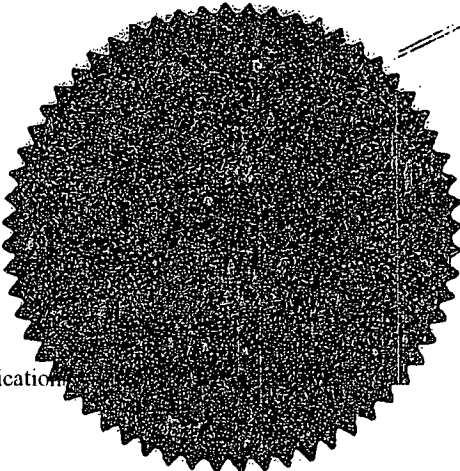
being available for use by a proposed nonprofit corporation, was
this day duly registered in this office in accordance with the
provisions of Article 11 of the Nonprofit Corporation Law,
approved the fifth day of May, A. D. 1933, P. L. 289, as amended.

IN TESTIMONY WHEREOF, I have hereunto
set my hand and caused the seal of the De-
partment of State to be affixed, the day and
year above written.

Samuel J. Taylor

Deputy Secretary of the Commonwealth

Certification



APPLICANT'S ACC'T NO.

DSCB:

Filing Fee: \$40
AB-2

Statement of
Change of Registered
Office ~~Domestic Nonprofit~~
Corporation

80-66 1862

(Line for numbering)

COMMONWEALTH OF PENNSYLVANIA
DEPARTMENT OF STATE
CORPORATION BUREAU

Filed this 12 day of
NOVEMBER 1980
Commonwealth of Pennsylvania
Department of State

William L. Davis

Secretary of the Commonwealth

(Box for Certification)

In compliance with the requirements of 15 Pa. S. §7507(b) (relating to change of registered office), the undersigned nonprofit corporation, desiring to effect a change in registered office, does hereby certify that:

1. The name of the corporation is:

The M. L. Annenberg Foundation

2. The address of its present registered office in this Commonwealth is (the Department of State is hereby authorized to correct the following statement to conform to the records of the Department):

250 King of Prussia Road

(NUMBER)

(STREET)

Radnor,

(CITY)

Pennsylvania

19088

(ZIP CODE)

3. The address to which the registered office in this Commonwealth is to be changed is:

100 Matsonford Road

(NUMBER)

(STREET)

Radnor,

(CITY)

Pennsylvania

19088

(ZIP CODE)

4. Such change was authorized by resolution duly adopted by at least a majority of the members of the board of directors of the corporation.

IN TESTIMONY WHEREOF, the undersigned corporation has caused this statement to be signed by a duly authorized officer, and its corporate seal, duly attested by another such officer, to be hereunto affixed, this

22nd day of July, 1980.

The M. L. Annenberg Foundation

(NAME OF CORPORATION)

By

Joseph M. First
Vice President

(TITLE: PRESIDENT, VICE PRESIDENT, ETC.)

Attest:

Harry C. Coles

Treasurer

(TITLE: SECRETARY, ASSISTANT SECRETARY, ETC.)

(CORPORATE SEAL)

Filed this 10 of 10
1958
Commonwealth of Pennsylvania
Department of State

88771388

(Line for numbering)

15710

COMMONWEALTH OF PENNSYLVANIA
DEPARTMENT OF STATE
CORPORATION BUREAU

Secretary of the Commonwealth

James E. Boyd

(Box for Certification)

In compliance with the requirements of 15 Pa. S. §7905 (relating to articles of amendment), the undersigned taxpayer corporation, desiring to amend its Articles, does hereby certify that:

1. The name of the corporation is:

The Annenberg School of Communications

2. The address of its registered office in this Commonwealth is (the Department of State is hereby authorized to correct the following statement to conform to the records of the Department):

100 W. Concord Road

Reading

Pennsylvania

19608

(ZIP CODE)

3. The statute or statutes under which it was incorporated is:

Non-Profit Corporation Law of May 15, 1933, as amended

4. The date of its incorporation is: October 14, 1956

5. (Check and if appropriate, complete one of the following):

☒ The amendment shall be effective upon filing these Articles of Amendment in the Department of State.

☐ The amendment shall be effective on:

(DATE) at (HOUR)



6. (Check one of the following):

☒ The amendment was adopted by the members pursuant to 15 Pa. S. §7904(a).

☐ The amendment was adopted by the board of directors pursuant to 15 Pa. S. §7904(b).

7. The amendment adopted by the corporation, set forth in full, is as follows:

See Exhibit "A".

88771389

DSCB 17-203 (Rev. 12-20-64)

IN TESTIMONY WHEREOF, the undersigned corporation has caused these Articles of Amendment to be signed by a duly authorized officer and its corporate seal, duly attested by another such officer, to be hereunto affixed this 21st day of October, 1968.

The Annenberg School of Communications
(NAME OF CORPORATION)

By:

William J. Hearich, Jr.
(SIGNATURE)

William J. Hearich, Jr., Vice President

(TITLE: PRESIDENT, VICE PRESIDENT, ETC.)

Attest:

Harry E. Coles, Jr. Secretary
(TITLE: SECRETARY, ASSISTANT SECRETARY, ETC.)

CORPORATE SEAL

INSTRUCTIONS FOR COMPLETION OF FORM:

- A. Any necessary copies of Form DSCB:17.2 (Consent to Appropriation of Name) or Form DSCB:17.3 (Consent to Use of Similar Name) shall accompany Articles of Amendment effecting a change of name.
- B. Any necessary governmental approvals shall accompany this form.
- C. If the action was authorized by a body other than the board of directors Paragraph 8 should be modified accordingly.
- D. 15 Pa. S. 87905(c) requires that the corporation shall advertise its intention to file or the filing of Articles of Amendment. Proof of publication of such advertising should not be delivered to the Department, but should be filed with the minutes of the corporation.

8 NOV 53 130 US

83771390

DEPARTMENT OF EDUCATION
COMMONWEALTH OF PENNSYLVANIA

DEPARTMENT OF STATE, CORPORATION BUREAU

IN RE: APPLICATION FOR AMENDMENT OF ARTICLES OF INCORPORATION OF
THE ANNENBERG SCHOOL OF COMMUNICATIONS.

TO THE HONORABLE, THE SECRETARY OF THE COMMONWEALTH:

The petition of THE ANNENBERG SCHOOL OF COMMUNICATIONS with registered office located at 100 Watsonford Road, Radnor, Pennsylvania 19088 for amendment to the Articles of Incorporation, having been duly considered, I find no objection to the petition to amend Article 3 as stated in Exhibit "A" attached hereto and made a part hereof.

WHEREFORE, I approve this amendment to the Articles of Incorporation of THE ANNENBERG SCHOOL OF COMMUNICATIONS, as adopted by the members of the corporation pursuant to 15 Pa. S. 17904(a), and recommend to the Department of State of the Commonwealth of Pennsylvania that the petition be granted.

Given under my hand and seal this fourteenth day of October, Nineteen Hundred and Eighty-eight.


Thomas R. Gilchrist
Secretary of Education

3. That the purposes for which this corporation is formed are: (a) to provide instruction at the college and post-graduate levels in (i) the art, science and techniques of communication by radio, television and other media, and in subjects related or useful thereto, and (ii) subject to approval by the Secretary of Education of the Commonwealth of Pennsylvania as required by law or applicable regulations of the State Board of Education, such other programs of study at the college, post-graduate, and post-doctoral levels as the Board of Trustees shall determine from time to time, either acting alone or in cooperation with one or more established universities, colleges, and other educational organizations defined in Section 170 (b) (1) (A) (ii) of the Internal Revenue Code of 1986; (b) to maintain a faculty, curriculum, and student body for the pursuit of such studies, either alone or jointly with one or more established universities, colleges, and other educational organizations defined in Section 170 (b) (1) (A) (ii) of the Internal Revenue Code of 1986; (c) to confer baccalaureate and graduate degrees in art and science, and such other degrees as may be hereafter from time to time authorized by appropriate State agencies; (d) to engage in incidental research and development with respect to any and all aspects of such studies; (e) to maintain and operate necessary and incidental communications, publishing, and other facilities for educational purposes; (f) to charge and receive tuition and other fees; and (g) to receive grants, bequests, devises, contributions, and other gifts for the foregoing purposes.

That this is a corporation which does not contemplate pecuniary gain or profit, incidental or otherwise, to its members, and that no part of the assets or receipts of the corporation shall inure to the benefit of any member or individual.

That no substantial part of the activities of this corporation shall consist in carrying on or otherwise attempting to influence legislation.

APPLICANT'S ACCOUNT NO.
OSCB: 15-7507 (REV. 11-72)

AN-11

Filing Fee: \$46

Statement of Change of Registered
Office - Nonprofit
Nonprofit Corporation

88921271

15710

Filed in the Department of
State on DEC 15 1988

Jan J. 26
Secretary of the Commonwealth

COMMONWEALTH OF PENNSYLVANIA
DEPARTMENT OF STATE
CORPORATION BUREAU

In compliance with the requirements of 15 Pa. S. § 7507(b) (relating to change of registered office), the undersigned nonprofit corporation, desiring to effect a change in registered office, does hereby certify that:

1. The name of the corporation is:

THE ANNENBERG SCHOOL OF COMMUNICATIONS

2. The address of its present registered office in this Commonwealth is (the Department of State is hereby authorized to correct the following statement to conform to the records of the Department):

100 Matsonford Road

(NUMBER)

(STREET)

Radnor

(CITY)

Pennsylvania

19087

(ZIP CODE)

3. The address to which the registered office in this Commonwealth is to be changed is:

2500 The Fidelity Building 123 South Broad Street

(NUMBER)

(STREET)

Philadelphia

(CITY)

Pennsylvania

19109

(ZIP CODE)

c/o William J. Henrich, Jr.

4. Such change was authorized by resolution duly adopted by at least a majority of the members in office of the Board of Directors of the corporation.

TRUSTEES

IN TESTIMONY WHEREOF, the undersigned corporation has caused this statement to be signed by a duly authorized officer, and its corporate seal, duly attested by another such officer, to be hereunto affixed, on as of the 14th of December, 1988.

THE ANNENBERG SCHOOL OF COMMUNICATIONS

(NAME OF CORPORATION)

By:

William J. Henrich, Jr.

(SIGNATURE)

William J. Henrich, Jr.

Vice President

(TITLE: PRESIDENT, VICE PRESIDENT, ETC.)

Attest:

Henry C. Golee, Jr.

(SIGNATURE)

Henry C. Golee, Jr.

(TITLE: SECRETARY, ASSISTANT SECRETARY, ETC.)

(CORPORATE SEAL)

INSTRUCTIONS FOR COMPLETION OF FORM 1:

A. If the change in registered office was authorized by a body other than the board of directors, Paragraph 4 should be modified accordingly.

1.



COMMONWEALTH OF PENNSYLVANIA
DEPARTMENT OF EDUCATION
333 MARKET STREET
HARRISBURG, PENNSYLVANIA 17126-0333

RECEIVED

MAY 26 1989

Post. by Education
P D E

SECRETARY OF EDUCATION

717-787-5820

December 22, 1988

8944 53

Mr. Dominic S. Liberi
Attorney-at-Law
Dilworth, Paxson, Kalish and Kauffman
2600 The Fidelity Building
Philadelphia, PA 19109-1094

Dear Mr. Liberi:

As Secretary of Education, Commonwealth of Pennsylvania, I am prepared to approve the Articles of Amendment proposed for the Annenberg School of Communication, upon the entry of a decree of the Court of Common Pleas of Philadelphia County, Pennsylvania Orphans' Court Division approving the petition in substantially the form submitted to the Pennsylvania Department of Education on December 12, 1988.

Very truly yours,

T. K. Gilhool
Thomas K. Gilhool

APPLICANT'S ACCT NO.

DSCB: 15-7905 (Rev. 11-72)

Filing Fee: \$40
AN-11

Articles of
Amendment—
Domestic Nonprofit Corporation

8944 51

(Line for stamping)

15710-009
COMMONWEALTH OF PENNSYLVANIA
DEPARTMENT OF STATE
CORPORATION BUREAU

Filed this MAY 30 day of 1989, 19__

Commonwealth of Pennsylvania
Department of State

EFF 12:01 A.M. 7-1-89

James J. Blaylock
Secretary of the Commonwealth

(Box for Certification)

In compliance with the requirements of 15 Pa. S. §7905 (relating to articles of amendment), the undersigned nonprofit corporation, desiring to amend its Articles, does hereby certify that:

1. The name of the corporation is:

The Annenberg School of Communications

2. The address of its registered office in this Commonwealth is (the Department of State is hereby authorized to correct the following statement to conform to the records of the Department):

2600 The Fidelity Building, 123 S. Broad Street, c/o William J. Henrich, Jr.

(NUMBER)

(STREET)

Philadelphia

Pennsylvania

19109

(CITY)

(ZIP CODE)

3. The statute by or under which it was incorporated is:

Non Profit Corporation Law of May 05, 1933, as amended

4. The date of its incorporation is: October 16, 1958

5. (Check, and if appropriate, complete one of the following):

☐ The amendment shall be effective upon filing these Articles of Amendment in the Department of State.

☒ The amendment shall be effective on:

July 1, 1989 at 12.01 a.m.

(DATE)

(HOUR)

6. (Check one of the following):

☒ The amendment was adopted by the members pursuant to 15 Pa. S. §7904(a).

☐ The amendment was adopted by the board of directors pursuant to 15 Pa. S. §7904(b).

7. The amendment adopted by the corporation, set forth in full, is as follows:

See Exhibit "A" attached hereto and made a part hereof.

8944 55

IN TESTIMONY WHEREOF, the undersigned corporation has caused these Articles of Amendment to be signed by a duly authorized officer and its corporate seal, duly attested by another such officer, to be hereunto affixed this 12th day of May, 19 89.

The Annenberg School of Communications

By:

(NAME OF CORPORATION)

(SIGNATURE)

William J. Henrich, Jr., Vice President

(TITLE: PRESIDENT, VICE PRESIDENT, ETC.)

Attest:

(SIGNATURE)

Harry C. Coles, Jr., Secretary

(TITLE: SECRETARY, ASSISTANT SECRETARY, ETC.)

(CORPORATE SEAL)

INSTRUCTIONS FOR COMPLETION OF FORM:

- Any necessary copies of Form DSCB:17.2 (Consent to Appropriation of Name) or Form DSCB:17.3 (Consent to Use of Similar Name) shall accompany Articles of Amendment effecting a change of name.
- Any necessary governmental approvals shall accompany this form.
- If the action was authorized by a body other than the board of directors Paragraph 6 should be modified accordingly.
- 15 Pa. S. §7906(c) requires that the corporation shall advertise its intention to file or the filing of Articles of Amendment. Proofs of publication of such advertising should not be delivered to the Department, but should be filed with the minutes of the corporation.

8944 56

EXHIBIT A

RECEIVED

MAY 26 1989

Postsecondary Education

P D E

ARTICLES OF AMENDMENT
OF
THE ANNENBERG SCHOOL OF COMMUNICATIONS

7. The Amendment adopted by the corporation set forth in full, is as follows:

Paragraph 1 of the Articles of Incorporation shall be amended effective July 1, 1989, to read as follows:

"1. The perpetual name of the corporation shall be The Annenberg Foundation, which shall not be subject to any amendment."

Paragraph 3 of the Articles of Incorporation shall be amended effective July 1, 1989, to read as follows:

"3. That the purposes for which this corporation is formed are: (a) to provide instruction at the college and post-graduate levels in (i) the art, science and techniques of communication by radio, television and other media, and in subjects related or useful thereto, and (ii) subject to approval by the Secretary of Education of the Commonwealth of Pennsylvania as required by law or applicable regulations of the State Board of Education, such other programs of study at the college, post-graduate, and post-doctoral levels as the Board of Trustees shall determine from time to time, either acting alone or in cooperation with one or more established universities, colleges, and other educational organizations defined in Section 170(b)(1)(A)(ii) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future federal internal revenue law ("the Code"); (b) to maintain a faculty, curriculum, and student body for the pursuit of such studies, either alone or jointly with one or more established universities, colleges, and other educational organizations defined in Section 170(b)(1)(A)(ii) of the Code; (c) to confer baccalaureate and graduate degrees in art and science, and such other degrees as may be hereafter from time to time authorized by appropriate State agencies; (d) to engage in incidental research and development with respect to any and all aspects of such studies (e) to maintain and operate necessary and incidental communications, publishing, and other facilities for educational purposes; (f) to

charge and receive tuition and other fees; (g) to distribute or apply income and assets of the corporation for educational, scientific, literary, and other secular charitable purposes, directly or by contributions to other organizations which are organized and operated exclusively for those purposes and which are exempt from tax under Section 501(c)(3) of the Code; and (h) to receive grants, bequests, devises, contributions, and other gifts for the foregoing purposes. In all cases, however, each expenditure or grant must be made for a purpose of use described in Section 501(c)(3) of the Code.

"No part of the net earnings of the corporation shall enure to the benefit of, or be distributable to, its trustees, officers, members, 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 of the corporation. 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 activities not permitted to be carried on by (a) a corporation exempt from federal income tax under section 501(c)(3) of the Code or (b) a corporation, contributions to which are deductible under section 170(c)(2) of the Code."

The following new paragraphs 13 and 14 shall be added effective July 1, 1989, to the Articles of Incorporation:

"13. Notwithstanding any other provision of these Articles or any provision of the Nonprofit Corporation Law of the Commonwealth of Pennsylvania, the corporation and the trustees and officers of the corporation:

"(a) Shall distribute for each taxable year such amounts, at such times in such manner, so as not to subject the corporation to tax under section 4942 of the Internal Revenue Code of 1986, or the corresponding provision of any future internal revenue law of the United States, (the "Code");

"(b) Shall not engage in any act of self-dealing (as defined in section 4941(d) of the Code);

"(c) Shall not retain any excess business holdings (as defined in section 4943(c) of the Code);

"(d) Shall not make any investment in such

manner as to subject the corporation to tax under section 4944 of the Code; and

"(e) Shall not make any taxable expenditure (as defined in section 4945(d) of the Code).

"14. Upon the dissolution of the corporation, the trustees 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 1986, or the corresponding provision of any future internal revenue law of the United States, as the trustees shall determine. Any assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the registered office of the corporation is then located, exclusively for such purposes or to such organization or organizations which are organized and operated exclusively for such purposes, as the Court shall determine."

APPLICANT'S ACCT NO.

DSCB: 15-7905 (Rev. 11-72)

Filing Fee: \$40
AN-11

Articles of
Amendment—
Domestic Nonprofit Corporation

8962 130

(Line for numbering)

15710-010

COMM. VANIA
DEPARTMENT OF STATE
CORPORATION BUREAU

Filed this _____ day of _____
AUG 22 1989 19____
Commonwealth of Pennsylvania
Department of State

Jan J. Zajt

Secretary of the Commonwealth

(Box for Certification)

In compliance with the requirements of 15 Pa. S. §7905 (relating to articles of amendment), the undersigned nonprofit corporation, desiring to amend its Articles, does hereby certify that:

1. The name of the corporation is:

The Annenberg Foundation

2. The address of its registered office in this Commonwealth is (the Department of State is hereby authorized to correct the following statement to conform to the records of the Department):

2600 The Fidelity Building, 123 S. Broad Street, c/o William J. Henrich, Jr.

(NUMBER)

(STREET)

Philadelphia

Pennsylvania

19109

(CITY)

(ZIP CODE)

3. The statute by or under which it was incorporated is:

Non Profit Corporation Law of May 5, 1933, as amended

4. The date of its incorporation is: October 16, 1958

5. (Check, and if appropriate, complete one of the following):

☒ The amendment shall be effective upon filing these Articles of Amendment in the Department of State.

☐ The amendment shall be effective on:

(DATE)

at

(HOUR)

6. (Check one of the following):

☒ The amendment was adopted by the members pursuant to 15 Pa. S. §7904(a).

☐ The amendment was adopted by the board of directors pursuant to 15 Pa. S. §7904(b).

7. The amendment adopted by the corporation, set forth in full, is as follows:

(0. R)

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DEPT. OF STATE

8962 1.31

Paragraph 3 of the Articles of Incorporation of the Foundation is amended by deleting the word "secular" where it appears in that Paragraph.

IN TESTIMONY WHEREOF, the undersigned corporation has caused these Articles of Amendment to be signed by a duly authorized officer and its corporate seal, duly attested by another such officer, to be hereunto affixed this 21st day of July, 19 89.

The Annenberg Foundation

(NAME OF CORPORATION)

By:

William J. Henrich, Jr.

(SIGNATURE)

William J. Henrich, Jr., Vice President

(TITLE: PRESIDENT, VICE PRESIDENT, ETC.)

Attest:

Harry C. Coles

(SIGNATURE)

Harry C. Coles, Secretary

(TITLE: SECRETARY, ASSISTANT SECRETARY, ETC.)

(CORPORATE SEAL)

INSTRUCTIONS FOR COMPLETION OF FORM:

- A. Any necessary copies of Form DSCB:17.2 (Consent to Appropriation of Name) or Form DSCB:17.3 (Consent to Use of Similar Name) shall accompany Articles of Amendment effecting a change of name.
- B. Any necessary governmental approvals shall accompany this form.
- C. If the action was authorized by a body other than the board of directors Paragraph 6 should be modified accordingly.
- D. 15 Pa. S. §7906(c) requires that the corporation shall advertise its intention to file or the filing of Articles of Amendment. Proofs of publication of such advertising should not be delivered to the Department, but should be filed with the minutes of the corporation.

90661403

DEPARTMENT OF EDUCATION
COMMONWEALTH OF PENNSYLVANIA

DEPARTMENT OF STATE, CORPORATION BUREAU

IN RE: APPLICATION FOR AMENDMENT OF Articles of Incorporation of
the Annenberg Foundation

TO THE HONORABLE, THE SECRETARY OF THE COMMONWEALTH:

The petition of the Annenberg Foundation with registered office located at 2600 The Fidelity Building, 123 South Broad Street, Philadelphia, Pennsylvania 19109 for amendment to the Articles of Incorporation, having been duly considered, I find no objection to the petition to amend and restate the articles in their entirety as stated in Exhibit A attached hereto and made a part hereof.

WHEREFORE, I approve this amendment to the Articles of Incorporation of The Annenberg Foundation, as adopted by the members pursuant to 15 A.C.S. §5914(a), and recommend to the Department of State of the Commonwealth of Pennsylvania that the petition be granted.

Given under my hand and seal this seventh day of December, Nineteen Hundred and Ninety.



Donald M. Carroll, Jr.
Secretary of Education

Microfilm Number 90661404

Filed with the Department of State on DEC 27 1990

Entity Number 15710

Christopher A. Lewis

Secretary of the Commonwealth

CL

ARTICLES OF AMENDMENT - DOMESTIC NONPROFIT CORPORATION

DSCB:15-5915 (Rev 89)

In compliance with the requirements of 15 Pa. C.S. § 5915 (relating to articles of amendment), the undersigned nonprofit corporation, desiring to amend its articles, hereby states that:

1. The name of the corporation is: The Annenberg Foundation

2. The (a) address of this corporation's current registered office in this Commonwealth or (b) commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following address to conform to the records of the Department):

c/o William J. Henrich Jr.

<u>(a) 2600 The Fidelity Building, 123 South Broad Street</u>	<u>Philadelphia</u>	<u>PA</u>	<u>19109</u>	<u>Philadelphia</u>
Number and Street	City	State	Zip	County

<u>(b)</u>	_____	_____
Name of Commercial Registered Office Provider		County

For a corporation represented by a commercial registered office provider, the county in (b) shall be deemed the county in which the corporation is located for venue and official publication purposes.

3. The statute by or under which it was incorporated is: Nonprofit Corporation Law of May 5, 1933, as amended

4. The date of its incorporation is: October 16, 1958

5. (Check, and if appropriate complete, one of the following):

☒ The amendment shall be effective upon filing these Articles of Amendment in the Department of State.

☐ The amendment shall be effective on: _____

6. (Check one of the following):

☒ The amendment was adopted by the members pursuant to 15 Pa. C.S. § 5914(a).

☐ The amendment was adopted by the board of directors pursuant to 15 Pa. C.S. § 5914(b).

7. (Check, and if appropriate complete, one of the following):

☐ The amendment adopted by the corporation, set forth in full, is as follows:

☒ The amendment adopted by the corporation as set forth in full in Exhibit A, attached hereto and made a part hereof.

8. (Check if the amendment restates the articles):

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☒ The restated articles of incorporation supersede the original articles and all amendments thereto.

IN TESTIMONY WHEREOF, the undersigned corporation has caused these articles of amendment to be signed by a duly authorized officer thereof this 16th day of November, 1995.

The Annenberg Foundation

(Name of Corporation)

BY:

William J. Heinrich Jr.

(Signature)

TITLE:

Vice Pres.

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EXHIBIT A

Amended and Restated Articles of Incorporation

The Annenberg Foundation

1. The perpetual name of the corporation shall be The Annenberg Foundation, which shall not be subject to any amendment.

2. The location and post office address of its current registered office in this Commonwealth is c/o William J. Henrich, Jr., 2600 The Fidelity Building, 123 South Broad Street, Philadelphia, Pennsylvania 19109.

3. The purposes for which this corporation is formed are:
(a) to provide instruction at the college and post-graduate levels in (i) the art, science and techniques of communication by radio, television and other media, and in subjects related or useful thereto, and (ii) subject to approval by the Secretary of Education of the Commonwealth of Pennsylvania as required by law or applicable regulations of the State Board of Education, such other programs of study at the college, post-graduate, and post-doctoral levels as the Board of Trustees shall determine from time to time, either acting alone or in cooperation with one or more established universities, colleges, and other educational organizations defined in Section 170(b)(1)(A)(ii) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future federal internal revenue law ("the Code"); (b) to maintain a faculty, curriculum, and student body for the pursuit of such studies, either alone or jointly with one or more

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established universities, colleges, and other educational organizations defined in Section 170(b)(1)(A)(ii) of the Code; (c) to confer baccalaureate and graduate degrees in art and science, and such other degrees as may be hereafter from time to time authorized by appropriate State agencies; (d) to engage in incidental research and development with respect to any and all aspects of such studies; (e) to maintain and operate necessary and incidental communications, publishing, and other facilities for educational purposes; (f) to charge and receive tuition and other fees; (g) to distribute or apply income and assets of the corporation for educational, scientific, literary, and other charitable purposes, directly or by contributions to other organizations which are organized and operated exclusively for those purposes and which are exempt from tax under Section 501(c)(3) of the Code; and (h) to receive grants, bequests, devises, contributions, and other gifts for the foregoing purposes. In all cases, however, each expenditure or grant must be made for a purpose or use described in Section 501(c)(3) of the Code.

No part of the net earnings of the corporation shall enure to the benefit of, or be distributable to, its trustees, officers, members, 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 of the corporation. 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 activities not permitted to be carried on by (a) a corporation exempt from federal income tax under Section 501(c)(3) of the Code or (b) a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

4. The term of its existence is perpetual.

5. The corporation shall have no capital stock.

6. All conditions, qualifications, requirements, privileges and regulations as to membership in the corporation, including voting rights, shall be fixed and governed by the By-Laws of the corporation.

7. Notwithstanding any other provision of these Articles or any provision of the Nonprofit Corporation Law of the Commonwealth of Pennsylvania, the corporation and the trustees and officers of the corporation:

(a) Shall distribute for each taxable year such amounts, at such times and in such manner, so as not to subject the corporation to tax under section 4942 of the Internal Revenue Code of 1986, or the corresponding provision of any future internal revenue law of the United States, (the "Code");

(b) Shall not engage in any act of self-dealing (as defined in section 4941(d) of the Code)

(c) Shall not retain any excess business holdings (as

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defined in section 4943(c) of the Code);

(d) Shall not make any investment in such manner as to subject the corporation to tax under section 4944 of the Code; and

(e) Shall not make any taxable expenditure (as defined in section 4945(d) of the Code).

8. Upon the dissolution of the corporation, the trustees 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 1986, or the corresponding provision of any future internal revenue law of the United States, as the trustees shall determine. Any assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the registered office of the corporation is then located, exclusively for such purposes or to such organization or organizations which are organized and operated exclusively for such purposes, as the Court shall determine.

Microfilm Number _____

Filed with the Department of State on **DEC 03 1992**

Entity Number 15710


Secretary of the Commonwealth

ARTICLES OF MERGER-DOMESTIC NONPROFIT CORPORATION

DSCB:15-5028 (Rev 89)

In compliance with the requirements of 15 Pa.C.S. § 5926 (relating to articles of merger or consolidation), the undersigned nonprofit corporations, desiring to effect a merger, hereby state that:

1. The name of the corporation surviving the merger is: The Annenberg Foundation

2. (Check and complete one of the following):

☒ The surviving corporation is a domestic nonprofit corporation and the (a) address of its current registered office in this Commonwealth or (b) commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following address to conform to the records of the Department):

c/o William J. Henrich, Jr., Dilworth, Paxson, Kalish & Kauffman
(a) 3200 The Mellon Bank Center, Philadelphia, PA 19103 Philadelphia
Number and Street City State Zip County

(b) N/A
Name of Commercial Registered Office Provider County

For a corporation represented by a commercial registered office provider, the county in (b) shall be deemed the county in which the corporation is located for venue and official publication purposes.

The surviving corporation is a qualified foreign nonprofit corporation incorporated under the laws of _____ and the (a) address of its current registered office in this Commonwealth or (b) commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following statement to conform to the records of the Department):

(a) _____
Number and Street City State Zip County

(b) _____
Name of Commercial Registered Office Provider County

For a corporation represented by a commercial registered office provider, the county in (b) shall be deemed the county in which the corporation is located for venue and official publication purposes.

The surviving corporation is a nonqualified foreign nonprofit corporation incorporated under the laws of _____ and the address of its principal office under the laws of such domiciliary jurisdiction is:

Number and Street City State Zip

3. The name and the address of the registered office of each other domestic nonprofit corporation and qualified foreign nonprofit corporation which is a party to the plan of merger are as follows:

The Annenberg Fund, Inc.
c/o William J. Henrich, Jr., Esquire
Dilworth, Paxson, Kalish & Kauffman
3200 The Mellon Bank Center
Philadelphia, PA 19103

Certification: ☒ Not a qualified not-for-profit corporation of the State of Delaware.

4. (Check, and if appropriate complete, one of the following):

☒ The plan of merger shall be effective upon filing these Articles of Merger in the Department of State.

☐ The plan of merger shall be effective on _____

5. The manner in which the plan of merger was adopted by each domestic corporation is as follows:

Name of corporation

Manner of adoption

The Annenberg Foundation

Proposed by Board of Directors and adopted by the sole member.

6. (Strike out this paragraph if no foreign corporation is a party to the merger). The plan was authorized, adopted or approved, as the case may be, by the foreign nonprofit corporation (or each of the foreign nonprofit corporations) party to the plan in accordance with the laws of the jurisdiction in which it is incorporated.

7. (Check, and if appropriate complete, one of the following):

☒ The plan of merger is set forth in full in Exhibit A attached hereto and made a part hereof.

☐ Pursuant to 15 Pa.C.S. § 1901 (relating to omission of certain provisions from filed plans) the provisions of the plan of merger that amend or constitute the operative Articles of Incorporation of the surviving corporation as in effect subsequent to the effective date of the plan are set forth in full in Exhibit A, attached hereto and made a part hereof. The full text of the plan of merger is on file at the principal place of business of the surviving corporation, the address of which is:

Number and Street

City

State

Zip

IN TESTIMONY WHEREOF, each undersigned corporation has caused these Articles of Merger to be signed by a duly authorized officer thereof this 1st day of December, 19 92.

The Annenberg Foundation

(Name of Corporation)

BY:

W H Annenberg
(Signature)

TITLE: Chairman of the Board

The Annenberg Fund, Inc.

(Name of Corporation)

BY:

W H Annenberg
(Signature)

PLAN OF MERGER

PLAN OF MERGER, approved on December 1, 1992, by The Annenberg Fund, Inc., a not-for-profit corporation organized under the laws of the State of Delaware and subject to the General Corporation Law of the State of Delaware, by resolution adopted by its Board of Directors on said date, and approved on December 1, 1992, by The Annenberg Foundation, a not-for-profit corporation organized under the laws of the Commonwealth of Pennsylvania and subject to the provisions of the Nonprofit Corporation Law of 1988 of the Commonwealth of Pennsylvania, by resolution adopted by its sole member and its Board on said date.

1. The Annenberg Fund, Inc., pursuant to the provisions of the General Corporation Law of the State of Delaware and the provisions of the Nonprofit Corporation Law of 1988 of the Commonwealth of Pennsylvania, shall be merged with and into The Annenberg Foundation, as a single corporation, which shall be the surviving corporation upon the effective date of the merger, which is sometimes hereinafter referred to as the "surviving corporation," and which shall continue to exist as said surviving corporation under its present name pursuant to the provisions of the Nonprofit Corporation Law of 1988 of the Commonwealth of Pennsylvania. The separate existence of The Annenberg Fund, Inc., which is sometimes hereinafter referred to as the "terminating corporation," shall cease upon the effective date of the merger in accordance with the provisions of the General Corporation Law of the State of Delaware.

2. The Restated Articles of Incorporation of the surviving corporation, attached hereto and made a part hereof, shall be the Articles of Incorporation of the said surviving corporation, and the said Articles of Incorporation, as herein restated, shall continue in full force and effect until further restated or amended in the manner prescribed by law.

3. The Restated By-Laws of the surviving corporation, as restated and in force and effect upon the effective date of the merger, shall continue to be the By-Laws of said surviving corporation and shall continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by law.

4. The directors and officers in office of the surviving corporation, elected upon the effective date of the merger in the Commonwealth of Pennsylvania, shall be the members of the Board of Directors and the officers of the surviving corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their

tenure is otherwise terminated in accordance with the By-Laws of the surviving corporation.

5. Each issued share of the terminating corporation shall, upon the effective date of the merger, be converted into one share of the surviving corporation. The existing membership interest of the surviving corporation shall terminate upon the effective date of the merger.

6. In the event that the merger of the terminating corporation with and into the surviving corporation shall have been fully authorized in accordance with the provisions of the General Corporation Law of the State of Delaware and in accordance with the provisions of the Nonprofit Corporation Law of 1988 of the Commonwealth of Pennsylvania, the terminating corporation and the surviving corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Delaware and of the Commonwealth of Pennsylvania, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

7. Any officer of the terminating corporation and any officer of the surviving corporation are hereby authorized to execute and file Articles of Merger, on behalf of either or both said corporations, in conformity with the provisions of the Nonprofit Corporation Law of 1988 of the Commonwealth of Pennsylvania and to execute and file a Certificate of Ownership and Merger, on behalf of either or both said corporations, in conformity with the provisions of the General Corporation Law of the State of Delaware; and the Board of Directors and the proper officers of the terminating corporation and the Board of Directors and the proper officers of the surviving corporation, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or the merger herein provided for.

EXHIBIT AAmended and Restated Articles of IncorporationThe Annenberg Foundation

In compliance with the requirements of the Act of the General Assembly of the Commonwealth of Pennsylvania known as the "Pennsylvania Business Corporation Law of 1988", Subpart C, Non-profit Corporations, as amended, providing for the amendment to the articles of incorporation of nonprofit corporations, The Annenberg Foundation (the "Corporation") hereby certifies:

1. The perpetual name of the Corporation shall be THE ANNENBERG FOUNDATION, which shall not be subject to any amendment. This Article 1, including this sentence, may not be amended, changed or rescinded in any manner at any time except by the shareholder prior to the death of Walter H. Annenberg.

2. The Corporation is a corporation incorporated under the Act of the General Assembly of the Commonwealth of Pennsylvania known as the "Non-Profit Corporation Law" approved May 5, 1933, as amended; its decree of incorporation was entered by the Court of Common Pleas No. 5 of Philadelphia County, September Term, 1958, No. 261, on the 16th day of October, A.D. 1958; and its original Articles of Incorporation and said decree were recorded in the Office for the Recording of Deeds for the County of Philadelphia in Charter Book Misc. No. 224, page 470, etc., on the 5th day of November 1958 (the "Original Articles"). On November 11, 1980, the Corporation filed a Statement of Summary of Record with the

Corporation Bureau of the Department of State of the Commonwealth of Pennsylvania.

3. The location and post office address of its current registered office in this Commonwealth is c/o William J. Henrich, Jr., Dilworth, Paxson, Kalish & Kauffman, 3200 The Mellon Bank Center, 1735 Market Street, Philadelphia, PA 19103.

4. The Corporation does not contemplate pecuniary gain or profit, incidental or otherwise.

5. The purposes for which the Corporation is formed are: (a) to provide instruction at the college and post-graduate levels in (i) the art, science and techniques of communication by radio, television and other media, and in subjects related or useful thereto, and (ii) subject to approval by the Secretary of Education of the Commonwealth of Pennsylvania as required by law or applicable regulations of the State Board of Education, such other programs of study at the college, post-graduate, and post-doctoral levels as the Board of Directors shall determine from time to time, either acting alone or in cooperation with one or more established universities, colleges, and other educational organizations defined in Section 170(b)(1)(A)(ii) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future federal internal revenue law (the "Code"); (b) to maintain a faculty, curriculum, and student body for the pursuit of such studies, either alone or jointly with one or more established universities, colleges, and other educational organizations defined in Section 170(b)(1)(A)(ii) of the Code. (c) to confer baccalaureate and graduate degrees in art and science, and such other degrees as may

be hereafter from time to time authorized by appropriate Commonwealth agencies; (d) to engage in incidental research and development with respect to any and all aspects of such studies; (e) to maintain and operate necessary and incidental communications, publishing, and other facilities for educational purposes; (f) to charge and receive tuition and other fees; (g) to receive grants, bequests, devises, contributions, and other gifts for the foregoing purposes; (h) to distribute or apply income and assets of the Corporation for educational, scientific, literary, and other charitable purposes, directly or by contributions to other organizations which are organized and operated exclusively for those purposes and which are exempt from tax under Section 501(c)(3) of the Code; and (i) at any time prior to the death of Walter H. Annenberg, to acquire all types of works of art (including without limitation paintings, sketches, watercolors, books, sculpture and other similar objects) as the Board of Directors shall determine from time to time, and make grants or loans thereof for educational, civic or museum purposes on terms determined by the Board of Directors from time to time to other organizations which are organized and operated exclusively for those purposes and which are exempt from tax under Section 501(c)(3) of the Code. In all cases, however, each expenditure or grant must be made for a purpose or use described in Section 501(c)(3) of the Code.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors, officers, shareholders, 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 of the Corporation. 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 activities not permitted to be carried on by (a) a corporation exempt from federal income tax under Section 501(c)(3) of the Code or (b) a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

6. The term of the Corporation's existence is perpetual.

7. The Corporation shall have no members but shall be organized on a capital stock share basis; and the aggregate number of shares which the Corporation shall have the authority to issue shall be one thousand (1,000) shares of capital stock with a par value of One Dollar (\$1.00) each. This Article 7, including this sentence, may not be amended, changed or rescinded in any manner at any time except by the shareholder prior to the death of Walter H. Annenberg.

8. The shares of stock of the Corporation shall be transferable only by the individual who is the sole shareholder of the stock of the Corporation immediately after the merger of the Annenberg Fund, Inc. into the Corporation. Any such transfer by

such individual may be made by his inter vivos transfer or by his will, and the shares of stock of the Corporation shall not be transferable in any manner whatsoever by any other holder of shares of stock of the Corporation at any time. This Article 8, including this sentence, may not be amended, changed or rescinded in any manner at any time except by the shareholder prior to the death of Walter H. Annenberg.

9. The Corporation shall not merge with, consolidate with or transfer all or substantially all of its assets to any other entity or person. This Article 9, including this sentence, may not be amended, changed or rescinded in any manner at any time except by the shareholder prior to the death of Walter H. Annenberg.

10. Except of otherwise provided herein, all conditions, qualifications, requirements, privileges and regulations as to stock ownership in the Corporation, including voting rights, shall be fixed and governed by the by-laws of the Corporation.

11. The provisions of the Declaration of Trust of Walter H. Annenberg as Settlor and Trustee dated December 1, 1992 (the "Declaration of Trust"), as it may be amended from time to time in accordance with the provisions thereof (but only with the approval of the Corporation), the provisions of which are incorporated herein by reference and made a part hereof, relating to voting of the shares of stock of the Corporation, distribution of income of the Corporation, designation of directors of the Corporation, direction of charitable grants, resolution of disagreements between or among directors and all other matters shall be fully applicable to the Corporation. Otherwise the following provisions of this

paragraph shall apply: (a) The activities and affairs of the Corporation shall be managed by a board of directors; (b) the directors need not be stockholders of the Corporation; and (c) the directors shall be elected by the stockholder at the annual meeting of the Corporation to be held on such date as the by-laws may provide, and shall hold office until their successors are respectively elected and qualified.

12. Notwithstanding any other provision of these Articles or any provision of the Nonprofit Corporation Law of the Commonwealth of Pennsylvania, the Corporation and the directors and officers of the Corporation:

(a) Shall distribute for each taxable year such amounts, at such times and in such manner, so as not to subject the Corporation to tax under Section 4942 of the Code;

(b) Shall not engage in any act of self-dealing (as defined in Section 4941(d) of the Code);

(c) Shall not retain any excess business holdings (as defined in Section 4943(c) of the Code);

(d) Shall not make any investment in such manner as to subject the Corporation to tax under Section 4944 of the Code; and

(e) Shall not make any taxable expenditure (as defined in Section 4945(d) of the Code).

13. Upon the dissolution of the Corporation, the directors shall, after paying or making provision for 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, literary or scientific purposes, as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code, as the Directors may determine. Any assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the registered office of the Corporation is then located, exclusively for such purposes or to such organization or organizations which are organized and operated exclusively for such purposes, as the Court shall determine.

14. These Amended and Restated Articles of Incorporation for The Annenberg Foundation supersede the Original Articles and all amendments and restatements thereto.

PENNSYLVANIA DEPARTMENT OF STATE
CORPORATION BUREAU

Statement of Change of Registered Office (15 Pa.C.S.)

- ☐ Domestic Business Corporation (§ 1507)
☐ Foreign Business Corporation (§ 4144)
☒ Domestic Nonprofit Corporation (§ 5507)
☐ Foreign Nonprofit Corporation (§ 6144)
☐ Domestic Limited Partnership (§ 8506)

Name			
Address			
City	State	Zip Code	

CT - COUNTER

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Commonwealth of Pennsylvania
DOMESTIC - CHANGE OF REGISTERED OFFICE 2 Page(s)



T0727567005

Fee: \$70

In compliance with the requirements of the applicable provisions of 15 Pa.C.S. (relating to corporations and unincorporated associations), the undersigned corporation or limited partnership, desiring to effect a change of registered office, hereby states that:

1. The name is:
THE ANNENBERG FOUNDATION

2. The (a) address of its initial registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is:

(a) Number and street: City State Zip County
C/O WILLIAM J. HENRICH, JR., ESQ., 3200 THE MELLON BANK BLDG., 1735 MARKET ST., PHILA, PA 19103 PHILADELPHIA

(b) Name of Commercial Registered Office Provider County
c/o:

3. Complete part (a) or (b):

(a) The address to which the registered office of the corporation or limited partnership in this Commonwealth is to be changed is:

RADNOR FINANCIAL CENTER, C/O TREASURER, SUITE A-200, 150 N. RADNOR-CHESTER RD., RADNOR, PA 19087

Number and street City State Zip County

(b) The registered office of the corporation or limited partnership shall be provided by:

c/o:
Name of Commercial Registered Office Provider County

4. *Strike out if a limited partnership:*

Sole Director and Sole Shareholder

Such change was authorized by the ~~Board of Directors~~ of the corporation.

IN TESTIMONY WHEREOF, the undersigned has caused this Application for Registration to be signed by a duly authorized officer thereof this

1 day of Sept, 2007 2007

THE ANNENBERG FOUNDATION

Name of Corporation/Limited Partnership

Leonor Annenberg

Signature

LEONORE ANNENBERG, CEO AND PRESIDENT

Title

PENNSYLVANIA DEPARTMENT OF STATE
CORPORATION BUREAU

Articles of Amendment-Domestic Corporation
(15 Pa.C.S.)

☐ Business Corporation (§ 1915)
☒ Nonprofit Corporation (§ 5915)

Name	CT - COUNTER		
Address			
City	State	Zip Code	

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←

Commonwealth of Pennsylvania
ARTICLES OF AMENDMENT-NONPROFIT 9 Page(s)



T0727567006

Fee: \$70

In compliance with the requirements of the applicable provisions (relating to articles of amendment), the undersigned,
desiring to amend its articles, hereby states that:

1. The name of the corporation is:
THE ANNENBERG FOUNDATION

2. The (a) address of this corporation's current registered office in this Commonwealth or (b) name of its
commercial registered office provider and the county of venue is (the Department is hereby authorized to
correct the following information to conform to the records of the Department):

(a) Number and Street	City	State	Zip	County
RADNOR FINANCIAL CENTER, C/O TREASURER, SUITE A-200, 150 N. RADNOR-CHESTER RD., RADNOR, PA 19087				
(b) Name of Commercial Registered Office Provider				County
c/o				

3. The statute by or under which it was incorporated: PA BUSINESS CORPORATION LAW OF 1988, SUBPART C, NONPROFIT CORPORATIONS

4. The date of its incorporation: 09/12/1958

5. Check, and if appropriate complete, one of the following:

☒ The amendment shall be effective upon filing these Articles of Amendment in the Department of State.

☐ The amendment shall be effective on: _____ at _____
Date Hour

6. Check one of the following:

- ☒ The amendment was adopted by the shareholders or members pursuant to 15 Pa.C.S. § 1914(a) and (b) or § 5914(a).
- ☒ The amendment was adopted by the board of directors pursuant to 15 Pa. C.S. § 1914(c) or § 5914(b).

7. Check, and if appropriate, complete one of the following:

- ☐ The amendment adopted by the corporation, set forth in full, is as follows

- ☒ The amendment adopted by the corporation is set forth in full in Exhibit A attached hereto and made a part hereof.

8. Check if the amendment restates the Articles:

- ☒ The restated Articles of Incorporation supersede the original articles and all amendments thereto.

IN TESTIMONY WHEREOF, the undersigned corporation has caused these Articles of Amendment to be signed by a duly authorized officer thereof this

1st day of SEPTEMBER

2007

THE ANNENBERG FOUNDATION

Name of Corporation

Leonor Annenberg

Signature

LEONORE ANNENBERG, CEO AND PRESIDENT

Title

EXHIBIT A

Amended and Restated Articles of Incorporation

The Annenberg Foundation

In compliance with the requirements of the Act of the General Assembly of the Commonwealth of Pennsylvania known as the "Pennsylvania Business Corporation Law of 1988," Subpart C, Nonprofit Corporations, as amended, providing for the amendment to the articles of incorporation of nonprofit corporations, The Annenberg Foundation (the "Corporation") hereby certifies:

1. The perpetual name of the Corporation shall be THE ANNENBERG FOUNDATION, which shall not be subject to any amendment. This Article 1, including this sentence, may not be amended, changed or rescinded in any manner at any time.
2. The address of its current registered office in this Commonwealth is: Radnor Financial Center, Suite A-200, 150 N. Radnor-Chester Road, Radnor, PA 19087, c/o Treasurer.
3. The Corporation does not contemplate pecuniary gain or profit, incidental or otherwise.
4. The Corporation is incorporated and shall be operated exclusively for scientific, literary, charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provisions of any future United States Internal Revenue Law (the "Code").
5. The assets and property of the Corporation are irrevocably dedicated to scientific, literary, and charitable and educational purposes meeting the requirements for exemption provided by Section 214 of the California Revenue and Taxation Code.
6. No part of the net earnings or the assets of the Corporation shall inure to the benefit of, or be distributable to, its directors, officers, shareholders, 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 of the Corporation. 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 activities not permitted to be carried on by (a) a corporation exempt from federal income tax under Section 501(c)(3) of the Code or (b) a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

7. The term of the Corporation's existence is perpetual.

8. The Corporation shall have no members but shall be organized on a capital stock share basis. The aggregate number of shares which the Corporation shall have the authority to issue shall be 1,000 shares of capital stock with a par value of One Dollar (\$1.00) each. This Article 8, including this sentence, may not be amended, changed or rescinded in any manner at any time.

9. All 1,000 shares of stock that the Corporation is authorized to issue shall be held by the Declaration of Trust of Walter H. Annenberg ("Trust"), a Pennsylvania charitable trust established on December 1, 1992, and such shares shall not be transferable by the Trust in any manner whatsoever at any time. This Article 9, including this sentence, may not be amended, changed or rescinded in any manner at any time.

10. The Corporation shall not merge with, consolidate with or transfer all or substantially all of its assets to any other entity or person. This Article 10, including this sentence, may not be amended, changed or rescinded in any manner at any time.

11. At all times when the Corporation is a private foundation within the meaning of Section 509 of the Code, the Corporation and the directors and officers of the Corporation:

(a) Shall distribute for each taxable year such amounts, at such times and in such manner, so as not to subject the Corporation to tax under Section 4942 of the Code;

(b) Shall not engage in any act of self-dealing, as defined in Section 4941(d) of the Code;

(c) Shall not retain any excess business holdings, as defined in Section 4943(c) of the Code;

(d) Shall not make any investment in such manner as to subject the Corporation to tax under Section 4944 of the Code; and

(e) Shall not make any taxable expenditure, as defined in Section 4945(d) of the Code.

12. Upon the dissolution or winding up of the Corporation, all if its assets remaining after payment, or provision for payment, of all of the debts and liabilities of the Corporation, shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for scientific, literary, charitable and educational purposes meeting the requirements for exemption provided by Section 214 of the California Revenue and Taxation Code and which has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code.

13. These Amended and Restated Articles of Incorporation supersede the Original Articles and all amendments thereto.

PENNSYLVANIA DEPARTMENT OF STATE
CORPORATION BUREAU

Articles of Amendment-Domestic Corporation
(15 Pa.C.S.)

☐ Business Corporation (§ 1915)
☒ Nonprofit Corporation (§ 5915)

Name _____
Address _____
City _____ State _____ Zip Code _____
CT - COUNTER

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Commonwealth of Pennsylvania
ARTICLES OF AMENDMENT-NONPROFIT 6 Page(s)



Fee: \$70

In compliance with the requirements of the applicable provisions (relating to articles of amendment), the undersigned,
desiring to amend its articles, hereby states that:

1. The name of the corporation is:
The Annenberg Foundation

2. The (a) address of this corporation's current registered office in this Commonwealth or (b) name of its
commercial registered office provider and the county of venue is (the Department is hereby authorized to
correct the following information to conform to the records of the Department):
(a) Number and Street City State Zip County
Radnor Financial Ctr, c/o Treasurer, Ste A-200, 150 N. Radnor-Chester Rd., Radnor, PA 19087
(b) Name of Commercial Registered Office Provider County
c/o

3. The statute by or under which it was incorporated: PA Business Corporation Law of 1933

4. The date of its incorporation: 09/12/1958

5. Check, and if appropriate complete, one of the following:

☒ The amendment shall be effective upon filing these Articles of Amendment in the Department of State.

☐ The amendment shall be effective on: _____ at _____
Date Hour

6. Check one of the following:

- ☒ The amendment was adopted by the shareholders or members pursuant to 15 Pa.C.S. § 1914(a) and (b) or § 5914(a).
- ☒ The amendment was adopted by the board of directors pursuant to 15 Pa. C.S. § 1914(c) or § 5914(b).

7. Check, and if appropriate, complete one of the following:

- ☐ The amendment adopted by the corporation, set forth in full, is as follows

- ☒ The amendment adopted by the corporation is set forth in full in Exhibit A attached hereto and made a part hereof.

8. Check if the amendment restates the Articles:

- ☒ The restated Articles of Incorporation supersede the original articles and all amendments thereto.

IN TESTIMONY WHEREOF, the undersigned corporation has caused these Articles of Amendment to be signed by a duly authorized officer thereof this

3 day of April
2008

The Annenberg Foundation

Name of Corporation

X Leonore Annenberg

Signature

Leonore Annenberg, CEO and President

Title

EXHIBIT A

Amended and Restated Articles of Incorporation

The Annenberg Foundation

In compliance with the requirements of the Act of the General Assembly of the Commonwealth of Pennsylvania known as the "Pennsylvania Business Corporation Law of 1988," Subpart C, Nonprofit Corporations, as amended, providing for the amendment to the articles of incorporation of nonprofit corporations, The Annenberg Foundation (the "Corporation") hereby certifies:

1. The perpetual name of the Corporation shall be THE ANNENBERG FOUNDATION, which shall not be subject to any amendment. This Article 1, including this sentence, may not be amended, changed or rescinded in any manner at any time.

2. The address of its current registered office in this Commonwealth is: Radnor Financial Center, Suite A-200, 150 N. Radnor-Chester Road, Radnor, PA 19087, c/o Treasurer.

3. The Corporation does not contemplate pecuniary gain or profit, incidental or otherwise.

4. The Corporation is incorporated and shall be operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provisions of any future United States Internal Revenue Law (the "Code").

5. The assets and property of the Corporation are irrevocably dedicated to charitable and educational purposes meeting the requirements for exemption provided by Section 214 of the California Revenue and Taxation Code.

6. No part of the net earnings or the assets of the Corporation shall inure to the benefit of, or be distributable to, its directors, officers, shareholders, 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 of the Corporation. 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 activities not permitted to be carried on by (a) a corporation exempt from federal income tax under Section 501(c)(3) of the Code or (b) a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

7. The term of the Corporation's existence is perpetual.

8. The Corporation shall have no members but shall be organized on a capital stock share basis. The aggregate number of shares which the Corporation shall have the authority to issue shall be 1,000 shares of capital stock with a par value of One Dollar (\$1.00) each. This Article 8, including this sentence, may not be amended, changed or rescinded in any manner at any time.

9. All 1,000 shares of stock that the Corporation is authorized to issue shall be held by the Declaration of Trust of Walter H. Annenberg ("Trust"), a Pennsylvania charitable trust established on December 1, 1992, and such shares shall not be transferable by the Trust in any manner whatsoever at any time. This Article 9, including this sentence, may not be amended, changed or rescinded in any manner at any time.

10. The Corporation shall not merge with, consolidate with or transfer all or substantially all of its assets to any other entity or person. This Article 10, including this sentence, may not be amended, changed or rescinded in any manner at any time.

11. At all times when the Corporation is a private foundation within the meaning of Section 509 of the Code, the Corporation and the directors and officers of the Corporation:

(a) Shall distribute for each taxable year such amounts, at such times and in such manner, so as not to subject the Corporation to tax under Section 4942 of the Code;

(b) Shall not engage in any act of self-dealing, as defined in Section 4941(d) of the Code;

(c) Shall not retain any excess business holdings, as defined in Section 4943(c) of the Code;

(d) Shall not make any investment in such manner as to subject the Corporation to tax under Section 4944 of the Code; and

(e) Shall not make any taxable expenditure, as defined in Section 4945(d) of the Code.

12. Upon the dissolution or winding up of the Corporation, all if its assets remaining after payment, or provision for payment, of all of the debts and liabilities of the Corporation, shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable and educational purposes meeting the requirements for exemption provided by Section 214 of the California Revenue and Taxation Code and which has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code.

13. These Amended and Restated Articles of Incorporation supersede the Original Articles and all amendments thereto.

PENNSYLVANIA DEPARTMENT OF STATE
CORPORATION BUREAU

Articles of Amendment-Domestic Corporation
(15 Pa.C.S.)

☐ Business Corporation (§ 1915)
☒ Nonprofit Corporation (§ 5915)

Name	CT COUNTER		
Address			
City	State	Zip Code	
8625129	SO	PA1	

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Commonwealth of Pennsylvania
ARTICLES OF AMENDMENT-NONPROFIT 7 Page(s)



T1234560108

Fee: \$70

In compliance with the requirements of the applicable provisions (relating to articles of amendment), the undersigned,
desiring to amend its articles, hereby states that:

1. The name of the corporation is:
The Annenberg Foundation

2. The (a) address of this corporation's current registered office in this Commonwealth or (b) name of its
commercial registered office provider and the county of venue is (the Department is hereby authorized to
correct the following information to conform to the records of the Department):
(a) Number and Street City State Zip County
Radnor Financial Ctr, c/o Treasurer, Ste A-200, 150 N, Radnor-Chester Rd.,
Radnor, PA 19087
(b) Name of Commercial Registered Office Provider County
c/o

3. The statute by or under which it was incorporated: PA Business Corporation Law of 1933

4. The date of its incorporation: 09/12/1958

5. Check, and if appropriate complete, one of the following:

☒ The amendment shall be effective upon filing these Articles of Amendment in the Department of State.

☐ The amendment shall be effective on: _____ at _____
Date Hour

2012 DEC 10 PM 12: 37

PA DEPT OF STATE

6. Check one of the following:

- ☒ The amendment was adopted by the shareholders or members pursuant to 15 Pa.C.S. § 1914(a) and (b) or § 5914(a).
- ☐ The amendment was adopted by the board of directors pursuant to 15 Pa. C.S. § 1914(c) or § 5914(b).

7. Check, and if appropriate, complete one of the following:

☐ The amendment adopted by the corporation, set forth in full, is as follows

☒ The amendment adopted by the corporation is set forth in full in Exhibit A attached hereto and made a part hereof.

8. Check if the amendment restates the Articles:

☒ The restated Articles of Incorporation supersede the original articles and all amendments thereto.

IN TESTIMONY WHEREOF, the undersigned corporation has caused these Articles of Amendment to be signed by a duly authorized officer thereof this

_____ day of _____,

2012

The Annenberg Foundation

Name of Corporation

Wallis Annenberg

Signature

Wallis Annenberg, Chairperson, CEO

Title and President

EXHIBIT A

Amended and Restated Articles of Incorporation

The Annenberg Foundation

In compliance with the requirements of the Act of the General Assembly of the Commonwealth of Pennsylvania known as the "Pennsylvania Business Corporation Law of 1988," Subpart C, Nonprofit Corporation, as amended, providing for the amendment to the articles of incorporation of nonprofit corporations, The Annenberg Foundation (the "Corporation") hereby certifies:

1. The perpetual name of the Corporation shall be THE ANNENBERG FOUNDATION, which shall not be subject to any amendment. This Article 1, including this sentence, may not be amended, changed or rescinded in any manner at any time.
2. The address of its current registered office in this Commonwealth is: 101 West Elm Street, Ste. 640, Conshohocken, PA 19428, c/o Treasurer.
3. The Corporation does not contemplate pecuniary gain or profit, incidental or otherwise.
4. The Corporation is incorporated and shall be operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provisions of any future United States Internal Revenue Law (the "Code").
5. The assets and property of the Corporation are irrevocably dedicated to charitable and educational purposes meeting the requirements for exemption provided by Section 214 of the California Revenue and Taxation Code.

6. No part of the net earnings or the assets of the Corporation shall inure to the benefit of, or be distributable to, its directors, officers, shareholders, 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 of the Corporation. 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 activities not permitted to be carried on by (a) a corporation exempt from federal income tax under Section 501(c)(3) of the Code or (b) a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

7. The term of the Corporation's existence is perpetual.

8. The Corporation shall have no members but shall be organized on a capital stock share basis. The aggregate number of shares which the Corporation shall have the authority to issue shall be 1,000 shares of capital stock with a par value of One Dollar (\$1.00) each. This Article 8, including this sentence, may not be amended, changed or rescinded in any manner at any time.

9. All 1,000 shares of stock that the Corporation is authorized to issue shall be held by the Declaration of Trust of Walter H. Annenberg ("Trust"), a Pennsylvania charitable trust established on December 1, 1992, and such shares shall not be transferable by the Trust in any manner whatsoever at any time. This Article 9, including this sentence, may not be amended, changed or rescinded in any manner at any time.

10. The Corporation shall not merge with, consolidate with or transfer all or substantially all of its assets to any other entity or person. This Article 10, including this sentence, may not be amended, changed or rescinded in any manner at any time.

11. At all times when the Corporation is a private foundation within the meaning of Section 509 of the Code, the Corporation and the directors and officers of the Corporation:

(a) Shall distribute for each taxable year such amounts, at such times and in such manner, so as not to subject the Corporation to tax under Section 4942 of the Code;

(b) Shall not engage in any act of self-dealing, as defined in Section 4941(d) of the Code;

(c) Shall not retain any excess business holdings, as defined in Section 4943(c) of the Code;

(d) Shall not make any investment in such manner as to subject the Corporation to tax under Section 4944 of the Code; and

(e) Shall not make any taxable expenditure, as defined in Section 4945(d) of the Code.

12. Upon the dissolution or winding up of the Corporation, all of its assets remaining after payment, or provision for payment, of all of the debts and liabilities of the Corporation, shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable and educational purposes meeting the requirements for exemption provided by Section 214 of the California Revenue and Taxation Code and which has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code.

13. These Amended and Restated Articles of Incorporation supersede the Original Articles and all amendments thereto.