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

- 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)

- ARTICLES OF AMENDMENT-NONPROFIT filed on October 25, 1988
 CHANGE OF REGISTERED OFFICE Domestic filed on December 1
- 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.

Carl United

Secretary of the Commonwealth

3-1-58.22

COMMONWEALTH OF PENNSYLVANIA DEPARTMENT OF STATE

Application For Registration of Name for a Nonprofit Corporation

CORPORATION BUREAU

In compliance with the requirements of Article II of the Nonprofit Comporation la approved May 5, 1933, P. L. 289, as amended, the undersigned incorporators desiring to m 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 GOMMUNICATIONS 2. The address of the proposed registered office of the corporation is ____ Philadelphia Street Broad North 400 City Number in the county of Philadelphia , Commonwealth of Pennsylvania. Annenberg September Approved and filed in the Department of State on the 12th day of 19 58.

Secretary of the Commonwealth

Certification#: 10368601-1 Page 1 of 79

(a) Filing fee \$10.00 NUTE:

At least 5 incorporators must sign application

Change of Registered Office - Pannsylvania Non-Profit Corporation

COMMONWEALTH OF PENNSYLVANIA DELAWARE COUNTY RECORDER OF DEEDS

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 Annemberg School of Communications

2. The address of its present registered office is:

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

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

250 King of Prussia Road Radnor Delawere (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 fit day of Saphanian 1970.

THE ANNEMBERG SCHOOL OF COMMUNICATIONS

By: (Profident or Vice-Profident)

(brown out or Arca-breagonur)

Joseph W. First, Vice President

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, A. M. C. Scies, Jr. Aus't. Seoty-

(CORPORXIZ SEAL)

COMMONWEALTH OF PENNSYLVANIA :

: 88

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 and is affixed by authority of the Bylaws of said corporation; and that he signed the same as Assistant Secretary of said corporation; and that he signed the same as Assistant Secretary of said corporation by like authority; that he knows Joseph A. First and knows him to be Vace President of said corporation; and that his signeture was affixed hereto in deponent's presence and by authority of said Hylaws.

IN WITHERS WHEREOF, I hereunto not my hand and office cial again.

Notary Public

Certification#: 10368601-1 Page 4 of 79

In the Matter of the

C.P. No. S

Application for a Charter for

THE ANNENBERG SCHOOL OF COMMING.

1

September Term, 1958

IGATIONS

A proposed Nonprofit

Corporation

No. 261

DECREE

AND NOW, this & 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 Cortificate of the Socratory 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 hold 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 horaby approved, and a that upon the recording of the same and of this Order, the corne oration shall come into existence for the purpose and upon the s terms stated therein.

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IN THE COURT OF COMMON PLICAS OF PHILADELPHIA COUNTY

224-471

IN BE:

THE ANNEMBERG SCHOOL OF COMMUNICATIONS

C. P. NO.

SEPT TERM, 1958

NO.

FY

261

ABJULES OF INCORPORATION

Bill IT KNOWN, that the undersigned, all of whom are residents of the Communicalth of Pennsylvania and citizens of the United States of America, and all of whom are of full age, having essociated themselves together for the purpose of organizing THE ANNENDERIC SCHOOL OF COMMUNICATIONS, and being desirous of becoming incorporated in accordance with the provisions and requirements of the Act of General Assembly of the Communwealth of Pannsylvania known as the "Nonprofit Corporation Law", approved May 0, 1932, as amended, do hereby direct, set forth and certify as follows:

- 1. That the name of the corporation is THE ANNEADERG SCHOOL OF COMMUNICATIONS and that said name has been registered with the Department of State of the Commonwealth of Pennsylvania within fir 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 termiques of communication by radio, television and other media, and in subjects related or useful therete, either acting alone or in cooperation with an established university; to maintain a faculty, curriculum and student body for the pursuit of such studios, either alone or jointly with an established university; to confer baccalaureate.

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Prtification#: 10368601-1 Page 6 of 79

as may be hereefter 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 ell

sepects 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

sifts for the foregoing purposes.

That this is a corporation which does not contemplate pecuniary gain or profit, incidental or otherwise, to its stock-holders, 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 logislation.

- 4. That the term of its existence is perpetual.
- 5. That the names and addresses of the incorporators are:

Welter H. Annonberg Joseph First Jomes A. Sutton Harry C. Golos, Jr. Michael J. O'Neill "Inwood", Lianfair Rd., Wynnewbod. Pa. 230 Orchard Way, Merion, Pa. 322 Cavershom 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. Annonberg Roger W. Clipp Jesuph First Michael J. O'Noill Fred H. Stepleford "Inwood", Llenfair Rd., Wynnewood, Pa. 172 Whitemorsh Rd., Morion Golf Menor, Pa. 230 Orchard Way, Merion, Pa. Failte Farm, New Hope, Pa. 2112 Spruce Street, Phile., Pa.

- 7. That this corporation is to be organized upon a stock there besis; and the aggregate number of cheres which the corporation shall have authority to issue shall be ten shares of the par years of One Hundred Dollers (\$100) each.
- 6. That the amount of ease a which the corporation will have to start its corporate funct one will be one Hundred One tuffication#: 1036Thousand Politics (\$101,000) in go in, which fund is to be devoted

Water of Francis San and to Hairow.

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.
- in. That the requirements for adminsion 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 shell consist of such subjects pertaining or related to the ort, science and techniques of communication by radic, 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 Tructeet.

Buller H. China Con (SEAL)

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Standard STALL

(STALL)

COMMONWEALTH OF PENNSYLVANIA COUNTY OF PHILADELPHIA

224-474

Before me, a Notary Public in and for the County of Philadelphia, personally appeared Walter H. Annenberg, Joseph First and Herry C. Coles, Jr., three of the above named incorpora-

tore, 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

January

Januar

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witness my hand and seal of office the

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tification#/10368601-1 Page 9 of 79

COMMONWEALTH OF PENNSYLVANIA DEPARTMENT OF STATE

L. 224-475

HARRISOURG Deptember 12, 1958

I DO BEREBY CERTIFY, That the name

THE AMERICAN SCHOOL OF COMMUNICATIONS

boing evoliable 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 Monprofit Corporation Law.

approved the fifth day of May, A. D. 1933, P. L. 289, as amended.

IN PASTIMONY WHEREOF, I have beginned at my kand and coursed the real of the Dopartment of State to be officed, the day and near about wellen.

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By D. VICTA

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Acosto, Secretary Reserved

10358601-1 Page 4 Lof 79

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:

400 No	orth Broad Street	Philadelphia	Philadelphia
(Number)	(Street)	(City)	(County)

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

250 Kin	g of Prussia Re	oad 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 year of 5.01 tender 1970.

THE ANNENBERG SCHOOL OF COMMUNICATIONS

(President or Vice-President)

Joseph M. First, Vice President

Attest:

(Secretary or Treasurer)

Manage 1. loke., in. Ass't. Secty.

(CORPORATE SEAL)

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

Acerifica 1979 to 368601-1 Page 12 of 79

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 postgraduate 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 Certification#: 18368681 Pegs 12ha79 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 annroyal 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 Boad, 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 sth

 Certification#: 1036860dayaqqf5 December

 . 1970 at the registered office of the cor-

poration by unanimous consent in writing.

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- (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 oth r fees; and to receive grants, bequests, devises, contributions and other gifts for the foregoing purposes.

Certification#: 10368601-1 Page 16 of 79 "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."

IN TESTIMONY WHEREOF, The Anneaberg 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:

1

Jam Obles Secretary

Certification#: 10368601-1 Page 17 of 79

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

Secretary of the Commonwealth

sb

•		·		12th day of
APPLICANT'S ACC'T NO			E —————	ealth of Pennsylvania
DSCB 15-7321 (Rev. 11-72)	80-66	1845	Departmen	t of State
	(Line for r	numbering)		<i>^ ^</i>
Filing Lee: Reac when accompanying any other filing; otherwise \$40	15710		Dice	iam Colains
SOR-71 Certificate of Summary		OF PENNSYLVANIA		
of Record— Demostic Responsit Corporation		T OF STATE ON BUREAU	Secretary of	f the Commonwealth
In compliance with the r record by corporations incorporations incorporations incorporation of State under the Department any certification existing under the laws of this certify that:	orated prior to 1973), the Nonprofit Corporation is te to the effect that the	e undersigned entity, Law of 1972 (15 Pa.C.) he corporation is a c	filing of certifi desiring to file 5. §7301 et seq orporation dul	a document in the .), or to secure from y incorporated and
1. The name of the corporation		•		
The Annen	berg School of	Communications		and a substanting distribution of a state of the state of
250 King	of Prussia Roa	•		(STREET)
Radnor		Pennsy	lvania	19088
(ÇITY)				(ZIP CODE)
3. The statute by or under which The "Nonprof			May 5, 19	33, as amended.
4. The corporation was origina	lly incorporated on Oct	. 16, 1958 und	ler the following	g name:
The Annenb	erg School of C	ommunications		
The corporation was incorporat	ed by (check and comple	ete one of the following) :	
Cou	forth in Paragraph 3 about of Common Pla	eas of Philade	lphia Coun	ity, C.P. No. 5
Decree of Sep	tember Term, 19	58 - NO. 261		
entered on Octo	ober 16, 1958	. 400 1411 - 14100000 *		
Letters parent dul	y granted on	(DATE)		
X Filing of regis	stration (ARTICLE	S OF INCO: PORATION ASSOCIAT	ION. ETC)	
in theDep	partment of Stat	te on September	12, 1958	i

80.66 1846

in the following place: City of Philametrics were recorded on Oct. 16, 1958 in the following place: City of Philamedrical Articles were recorded in Book Misc. No. 224, pages 470-475 ICheck, 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 hexof (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 (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: IN TESTIMONY WHEREOF, the undersigned corporation has caused this certificate to be signed by a by authorized officer and its corporate seal, duly attested by another such officer, to be hereunto affixed this 3/17 day of October 1980 The Annenberg School of Communication of the plant of the	SCR. 15-7321	1 (Rev. 11-72)-2	
Relphia, Dept. of Records in Book Misc. No. 224, pages 470-475 **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 **Check, and if appropriate, complete one of the following): **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: **MAME** **EXPECTIVE DATE OF ADDITION TO ADDITION THE STIMONY WHEREOF, the undersigned corporation has caused this certificate to be signed by a lay authorized officer and its corporate seal, duly attested by another such officer, to be hereunto affixed this \$31.7 day of October 1980. The Annenberg School of Communication of the Annenberg School of Communication is a sistant Secretary Fresident 1980	The origi	inal Articles were recorded on Oct. 16, 195	in the following place: City of Phila-
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 heroof (except any of such text which text the 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 (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, and the date or dates on which each change of name of the corporation became effective, are as follows: **NAME** **INTESTIMONY WHEREOF** the undersigned corporation has caused this certificate to be signed by a yauthorized officer and its corporate scal, duly attested by another such officer, to be hereunto affixed this \$117 day of October 1980 The Annenberg School of Communication and the corporation affixed this services are as follows: **President** The Annenberg School of Communication and the secretary of the services of the part of the			•
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 text is incorporated herein by reference to the records of 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 (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. The corporation has never adopted any name of the corporation became effective, are as follows: 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: IN TESTIMONY WHEREOF, the undersigned corporation has caused this certificate to be signed by a yauthorized officer and its corporate seal, duly attested by another such officer, to be hereunto affixed this 30.7 day of October 1980 The Annenberg School of Communication			
and restated 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 829.51(b)). Articles of Amendment - 70.41: 1298 (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.	(Check, a	and if appropriate, complete one of the following):	•
of such currently effective Articles is set forth in full in Exhibit A attached hereto and made a part heroef (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 (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: Application		This certificate is being delivered to the Depa and restated Articles of the corporation filed und	rtment of State contemporaneously with amended der the NPCL.
(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.	X	of such currently effective Articles is set forth part hereof (except any of such text which ap text is incorporated herein by reference to the	in full in Exhibit A attached hereto and made a pears of record in the Department of State, which
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 part of a substitution of the corporate seal, duly attested by another such officer, to be hereunto affixed this another such officer, to be hereunto affixed this another such officer, to be hereunto affixed this another such officer. The Annenberg School of Communication of the corporation has caused this certificate to be signed by a part of the corporation of the corporation has caused this certificate to be signed by a part of the corporation of the c		Articles of Amendment - 70.41	: 1298
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name, and the date or dates on which each change of name of the corporation became effective, are as follows: NAME	X	The corporation has never adopted any name	other than its original name and its current name.
IN TESTIMONY WHEREOF, the undersigned corporation has caused this certificate to be signed by a ly authorized officer and its corporate seal, duly attested by another such officer, to be hereunto affixed this 3/J/T day of October 1980 The Annenberg School of Communication MAMME OF CORPORATION (SIGNATURE) President 31/VIS PRESIDENT, VICE PRESIDENT, ETC.) Assistant Secretary From Resident Communication (SIGNATURE) Assistant Secretary From Resident Communication (SIGNATURE)		name, and the date or dates on which each ch	own, other than its original name and its current name of the corporation became effective,
The Annenberg School of Communication (NAME OF CORPORATION) By: President 31/7 Signature: Assistant Secretary (TITLE SECRETARY, ASSISTANT SECRETARY, EYC.)		NAME	EFFECTIVE DATE OF ADOPTION
The Annenberg School of Communication (NAME OF CORPORATION) By: President 3171S Assistant Secretary (TITLE SECRETARY, ASSISTANT SECRETARY, ETC.)		·	
The Annenberg School of Communication (NAME OF CORPORATION) By: President 3171S Assistant Secretary (TITLE SECRETARY, ASSISTANT SECRETARY, EYC.)			
The Annenberg School of Communication (NAME OF CORPORATION) By: President 3171S Assistant Secretary (TITLE SECRETARY, ASSISTANT SECHETARY, EYC.)			
By: Control President	aly author	day of October 1980	ny another such officer, to be herediko amized this
By: President		Th	e Annenberg School of Communicatio
Assistant Secretary (TITLE SECRETARY, EYC.)		By:	Wit among
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(TITLE SECRETARY, ASSISTANT SECRETARY, ETC.)	V	Assistant Secretary fr	W 21 /PM or
	,	ILE SECRETARY, ASSISTANT SECRETARY, ETC.)	The state of the s

Certification#: 10368601-1 Page 20 of 79

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-

September Term, 1958

ICATIONS

A proposed Nonprofit

Corporation : No

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 a that upon the recording of the same and of this Order, the corporation shall come into existence for the purpose and upon the ϵ terms stated therein.

(.....

EXHIBIT "A"

Manager and Alexander and Conference of the Conf

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Certification#: 10368601-1 Page 21 of 79

IN THE COURT OF COMMON PLEAS

224-471

OF PHILADELPHIA COUNTY

THE ANNENBERG SCHOOL : OF COMMUNICATIONS

IN RE:

C. P. NO.

SEV TERM, 1958 C. F. 110.

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, televisi n and other media, and in subjects related or useful thereto either acting alone or in cooperation with an established un ensity; to maintain a faculty, curriculum and student bedy in the pursuit of such studies, either alone or jointly with a cotablished university; to confor baccalaureate

Certification#: 10368601-1 Page 22 of 79

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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 stock-holders, 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", Ilanfair 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 Hungred Dollars (\$100) each.
- 8. That the amount of assets which the corporation will have to start is corporate functions will be One Hundred One Thousand Dollar (\$101,000) in cash, which fund is to be divoted

Certification#: 10368601-1 Page 23 of 79

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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.

(SEAL) (SEAL) (SEAL)

Certification#: 10368601-1 Page 24 of 79

LI SERBERGIAN COMPANIAN DE LA COMPANIANTE DE LA COMPANIANTE DE LA COMPANIANTE DE LA COMPANIANTE DE LA COMPANIA

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

Joseph First

Harry, C. Coles, Jr.

Witness my hand and seal of office the

day

of

. 1958.

Notary Politic, Chilled Holata, Phillied Spain Co My Commission England College (1, 1001

Certification#: 10368601-1 Page 25 of 79

COMMONWEALTH OF PENNSYLVANIA DEPARTMENT OF STATE

L 224-475

HARRISBURG. September 12, 1958

I DO HEREBY CERTIFY, That the name

THE ANNEHERRY 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 WHIREOF, I have kereunto set my hand and caused the seal of the Department of State to be affixed, the day and year above written.

hsrxDefilly Secretary of the Commonwealth

Certified from the record this 30 to day of November 0, 19 70

AMERICO V. CORTESE

Prothonotary

By DyAtta

Certification#: 10368601-1 Page 26 of 79

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APPLICANT'S ACC'T NO.	00.00			wealth of Per	
DSC8:	<u>80,66</u> , 18	353	Departm	ent of State	
Filing: Fee: \$40 AB-2	(Line for num	nbering)	Dlie	Ciam. X	Daiis
Statement of Change of Registered Office—Domestic Nonprofit Corporation	COMMONWEALTH OF DEPARTMENT CORPORATION	OF STATE		of the Comm	_
In compliance with the requirement of fice, the undersigned of fice; does hereby certain. The name of the corporation is	nonprofit corporating that:		ing to d		egistered
	erg School of Co	mmunications			
2. The address of its present a authorized to correct the following	egistered office in this Co ag statement to conform to	ommonwealth is (the the records of the De	Department):	ent of State is	hereby
250 King of Pru	ssia Road	and a second desired of the second of the se	· 	(STREET)	
Radnor,		Danamila	mia	19088	
(CITY)		Pennsylv	vama	(ZIP CODE)	
3. The address to which the region		onwealth is to be cha	nged is:		
100 Matsonford	Road			(STREET)	·
Radnor,		Pennsyl	vania	19088 ZIP CODE)	
4. Such change was authorized of directors of the corporation.	by resolution duly adopte	d by at least a major	ity of the i	members of th	e board
IN TESTIMONY WHERECO	orporate seal, duly atteste	d by another such on	ncer, to be	hereumo amx	eu, uns
		The Annenber	g Schoo		<u>unications</u>
	By	WHO	arab	erge	-
		Walter H. An	nenberg	/ 7	
ASSISTANT SECRETARY ASSISTANTS		President (TITLE: PRESIDE	NT, VICE PRESI	DENT, ETC.)	
CORPORATE SEAL)					

Certification#: 10368601-1 Page 27 of 79

•		Filed this 12TH day of
APPLICANT'S ACC'T NO	f 80-66 * 1854	Commonwealth of Pennsylvania Department of State
DSCB 15-7321 (Rev 11-72) Filing Fee: None when accompanying any other filing: otherwise \$40 SDR-71 Certificate of Summary of Record— Dömestic Wonprolit Corporation	(Line for numbering) 15709 COMMONWEALTH OF PENNSYLVANIA DEPARTMENT OF STATE CORPORATION BUREAU	Secretary of the Commonwealth
In compliance with the	e requirements of 15 Pa.C.S. §7321 (relating to fi	(Box for Certification) iling of certificate of summary of
Department of State under t the Department any certifi	rporated prior to 1973), the undersigned entity, dhe Nonprofit Corporation Law of 1972 (15 Pa.C.S. cate to the effect that the corporation is a conis Commonwealth or a certified copy of the Articl	§7301 et seq.), or to secure from rporation duly incorporated and
•	Annenberg Foundation	
250 King (NUMBER) Radnor	of Prussia Road Pennsyl	vania 19088
3. The statute by or under w	hich it was incorporated is: Corporation Law", approved May	
	nally incorporated or Oct. 11, 1944 under Annenberg Foundation	r the following name:
The corporation was incorpo	rated by (check and complete one of the following):	
	et forth in Paragraph 3 above. urt of Common Pleas of Philadely	phia County, C.P. No. 2.
X Decree of Se	ctober 11, 1944 (DATE)	- '
Letters parent d	uly granted on	
X Filing of reg	(ARTICLES OF INCOF 'ORATION ASSOCIATIO	
in the De	epartment of State on October 3,	1944

5. The original Articles were recorded on Oct. 14, 1944

in the following place:

Office for

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

6 (heck.	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.
	X	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
		·
; (0	heck, a	and if appropriate, complete one of the following):
	X	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
		·
duly	author	STIMONY WHEREOF, the undersigned corporation has caused this certificate to be signed by a sized officer and its corporate seal, duly attested by another such officer, to be hereunto affixed this day of October 1980. The M. L. Annenberg Foundation
		(NAME OF CORPORATION)
		114 Chamber Co
	•	By: (SIGNATURE)
		President /
		TITLE PRESIDENT, VICE PRESIDENT, ETC.)
Aucs	· 4	$\mathcal{L} = \mathcal{L}(Q) \otimes \mathcal{L}(Q) \otimes \mathcal{L}(Q)$
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	/ l	1 Pasignatures VI for .
		Treasurer () () () () () () () () () (
date f	RATE SEA	• 7

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IN RE: APPLICATION FOR ARTICLES

COURT OF COMMON PLEAS NO. 2

OF INCORPORATION OF THE

September Term, 1944

M. L. ANNENBERG FOUNDATION,

A Non-Profit Corporation.

No. 1228

DECREE OF INCORPORATION

AND NOW, to wit, this 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,

THE STATE OF THE PROPERTY OF T

SEPT.TEM 1044 O.P.No.

ARTICLES OF INCORPORATION

OF

THE M. L. ANNENBERG FOUNDATION

1222

(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 shill consist of carrying on propaganda or otherwise attempting to influence legislation.

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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:

NAME

ADDRESS

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:

J NAME

ADDRESS

Valter H. Annenberg

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 tasis and no shares will be issued.
- 8. The assets which the corporation will have to start its proposet functions will consist of 0 00.00 in cash.

Certification#: 10368601-1 Page \$2 of 79

A THE RESERVE OF THE PERSON OF

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 Tell

Charles M. Ocholay

ANITA W. ACKLEY

CAROLYN T. KATZ

Alba J. Dupont

ALBA F. DUPONT

Certification#: 10368601-1 Page 33 of 79

美国人名英格兰 网络西班牙斯

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 $-\mathcal{H}^{\frac{K}{n-}}$ day of October, A. D. 1944.

Notary Public

NOTARY PUBLIC BY COMMISSION EXPRES APRIL 1st, 1919 47.

DSCB-96,5M-8-40

COMMONWEALTH OF PENNSYLVANIA DEPARTMENT OF STATE

	October	3.	1944	
HARRISBURG		≥ /.		

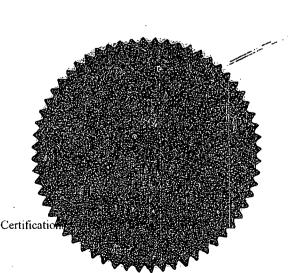
I DO HEREBY CERTIFY. That the name,

"THE M. L. ANNELBERG 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 WIIEREOF, I have hereunto set my hand and caused the seal of the Department of State to be affixed, the day and year above written.

Deputy Secretary of the Commonwealth



•		· 1	110 1111	19.80
APPLICANT'S ACC'T NO.	9 80-66 4 1	862	Commonwe: Department	alth of Pennsylvania
DSCB:			•	
Filing Fee:\$40 AB-2	(Line for num	bering)	Blice	iom L. Daii
Statement of Change of Registered Office—Domestic Nonprofit	COMMONWEALTH OF DEPARTMENT (
Corporation	CORPORATION	8	Secretary of	the Commonwealth
		 		Control Control
In compliance with the req office), the undersigne office, does hereby cer	d nonprofit corporati	§7507(b) (relation, desiring to	ing to cha	x for Certification) nge of registered change in register
1. The name of the corporation i	s:			
The M. L.	Annenberg Founda	tion		
to a complete place to the control of the control o				
The address of its present r authorized to correct the following	egistered office in this Con ig statement to conform to	mmonwealth is (the the records of the Dep	Department oartment):	of State is hereby
250 King of Pru	ssia Road			
(NUMBER)				(STREET)
		Pennsylv	ania	19088
Radnor		I Cillisyiv	<u> </u>	(ZIP CODE)
100 Matsonford	Road			(STREET)
		Pennsylv	ania	19088
Radnor,		Femisylv	ailla	ZIP CODE)
(CITY)	•			
4. Such change was authorized of directors of the corporation. IN TESTIMONY WHEREO duly authorized officer, and its control day of	OF the undersigned corne	ration has caused th by another such offi	is statement icer, to be her	to be signed by a ceunto affixed, this
•			Innenderg	Foundation
•	Ву _	! CAME O	M 21 7	Frese
	Бу _		NATURE)	
		Joseph M. F Vice Presid		
4			NT. VICE PRESIDENT	ETC.)
Hany Ololis) A			
Harry C. Coles	,		•	•
Treasurer	SECRETARY, ETC)			
(CORPORATE SEAL)		· .		

Certification#: 10368601-1 Page 36 of 79

day of

Commonwealth of Perinevivants: 88771388 Department of State 36CB:35-7923 (86V) 1-72) (Line for numbering) DEPARTMENT OF STATE CORPORATION BUREAU Secretary of the Commonwealth (Box for Carolication) lighter with the requirements of 15 ks. S. 47005 (relating to anticles of amendment, 196 anticression residence to amendment and activities does not the certify that. 1. The number of the component or is: The Apple been School of Communications ditte regiments affice in chie Commonwealth to the Experiment of State it hereby anchoused lowing scale nem to conform to the records of the Department): onford Road 1001 Recipio The states by or under which it was incorporated is: e Trestate de liganica posación las la ligación de la la la 1956 monitoring in the complete one of the following): amendment shall be effective upon filing these Articles of Amendment in Pie ameridment shall be effective on: eof the following): Check The simendment was adopted by the members pursuant to 15 Pa. S. §7804(a). the amendment was adopted by the board of directors pursuant to 15 Pa. S. §7804(b). ment adopted by the corporation, set forth in Aili, is as follows: es Exhibit

IN TESTIMONY WHEREOF, the undersigned corporation has caused these Articles of Amandment to be signed by a duly authorized under and its corporate seal, duly attested by another such officer, to be hereumto affine this ______ day of _____ october ______ 1988 ______

The Annenberg School of Americations

By:

William J. Hearith, Jo., Vice Ventdent

CITLE PRESIDENT, NICE PRESIDENT BYD.

Atlest

State of Asia Personal Control of the Control of th

Harry B. Soles, It . Scoretary

ucorporate deal

DISTRUCTIONS FOR COMPLETION OF FORM.

- A design fiecessary 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 authoridingly.
- D. In Paris. \$7906(c) requires that the corporation shall advertise its intention to file or the filing of Articles of Amendment, Proofs of publication of such ad critising should not be delivered to the Department, that should be filed with the minutes of the corporation.

":8 41 33 T30 F3

DEPARTMENT OF EDUCATION COMMONWEALTH OF PERMINIANTA

DIPACTORATEOF STATE SCIENCESTON BUREAU

TO BE IPPERCATION FOR AMENDMENT OF APTICLES OF INCORPORATION OF LINE AND ADDITION OF COMMUNICATIONS.

COLOUR MONOMENT, THE SECRICIARY OF THE COMMONWEALTH,

The partition of the annengers school of Commications with registered of the Torston of the Annengers and Radner, Fernandralis 1988 for second of the the Article of Insurvision, Leving been duly considered, I find no objection to the partition to mand article 3 as stated in Exhibit for secretical nations.

VALUE ONE. Lapphdys this amendment to the Articles of Incorporations.

THE ANDERDERG SCHOOL OF COMMUNICATIONS, as adopted by the members of the corporation pursuant to 15 Pa. S. 87904(4), and recommend to the Department of State of the Communication by granted.

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

> Thomas K. Gilfiool-Bacratary of Education

Certification#: 10368601-1 Page 39 of 79

That the purposes for which this corperation is formed easy (a) to provide instruction at the college and post-graduate levels in (i) the art, schools and tensaigues of communication by radio, television and other media, and in subjects related angularium therefor and (ii) subject to approval by the Secretary of Education of the Commonwealth of Ponneyivania as required by law or applicable regulations of the State Energ of Education, such other programs of study at the college, post-gracusts, and postdoctoral levels as the Board of Trustees shall determine from time to time, either acting mens or in ecoporation with one or more established universities, colleges, and other admirational organizations defined in Section 170 (b) (i) (A) (ii) of the Internal Hevenue deligiof 1986; (b) to maintain a faculty, curriculum, and student body for the pursuit of such studies, either clone or jointly with one or more established universities, calleges, will other educational organizations defined in Section 170 (b) (i) (A) (ii) of the internal Mercule Code of 1986; ") to confer beccalaureate and graduete degrees in art and Elegies, and such other degrees as may be hereafter from time to time authorized by Anapoliste State agencies; (d) to engage in incidental research and development with ressect to any and all aspects of such studies; (e) to maintain and operate necessary and insignatal communications, publishing, and other facilities for educational purposes; (f) te sharge and receive tuition and other fees; and (g) to receive grants, bequents, devises, conflicutions, 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 recaipts of the corporation shall inure to the benefit of any member or individual.

That no substantial part of he activities of this corporation shall consist in

- 5 a		Printed and Said by Jone's, Clarusco, 1973, Wolfie St., Palls.
AGELICANTIS ACCOUNT NO. DS08: 15-7567 (AW.14-72)	88021	Flied for the Danishment of 271 State on DEI 15 1938
AND) Filling F.co: \$46		
Statement of Cliency of Register (2:17 se=Vojvestie) Nonprofic Corporation	COMMENWEAUTH OF DEFAR IMENT - CORPURATION	
In companies with a undersigned honorout o	ne regulernems of 25. \$ 5. \$ brocention residence to effect a	7507(b) / slating to change of registered office), the hange in registered office, does hereby cortify that:
1. The name of the com		
2. The address of its process to authorized to correct the	esent registered office in this C office in statement to comor	eminonwealth is (the Lieparlment of State is hereby in to the records of the Department):
100 Matsonfo (Nomesky		
Radnor (GSV)		remierivania 19087
	i the registered of lice that his Cor do Luty (Bualdang) — 1823	nmonvealth is to be changed is: South Broad, Street:
(Royala) Philiphialphi		19109 (51)
Tallery a	o William Ja Henrich	Pennsylvania (212 code)
of the board of Maxeta	Motate corporations	peted by at least a majority of the members in office
IN TECTIMONY W	HEREOF, the undersigned corp r, and its corporate seal aduly at	soration has caused this statement to be signed by a ested by another such officer, to be hereunto affixed,
		THE ANNENBERG SCHOOL OF COMMUNICATIONS
	by :	Milliam J Henrick J., Milliam J Henrick, Jr.
Attest M.	Danie	VICE PROBLESIONY, VICE PRESIDENT, DTC.)
EMAIN C. CO	CHATURE Legy July 1	
(CORPORATE SEAL)		en e
MSTRUCTIONS FO	R COMPLETION OF FOR 1:	
A: If the change Paragraph 4 sl Certification#: 10368601-1 Page 41	hould be modified accordin /.	norized by a body other than the pard of directors



Commonwealth of Pennsylvania Depàrtment of Education 333 marret street Harrisburg, Pennsylvania 17126-0333

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MAY 2 6 1989

Poste . Ty Education

717-787-5820

SECRETARY OF EDUCATION

December 22, 1988

8944 53

Mr. Dominic S. Liberi Attorney-at-Law Dilworth, Paxaon, 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 Afficles 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,

Thomas R. Gilhoo

applicant's acc't no.		8944 5		Commonwe Department	ealth of Pennsylvania	
DSC8: 15-7905 (Rev	, 11-72)	The same of the sa		EFF.	12:01Am 7-1-8	7
Filing Fee: \$40 AN-11 Articles of Amenament— Comestic Nonprofit Co	rporation	(Line for fromba). /57/0-00 COMMONWEALTH OF PEN DEPARTMENT OF S' CORPORATION BUR	© E NSYLVANIA TATE	· San	on Jan Blogist The Commonwealth	
signed nonprol	it corporation, de	equirements of 15 Pa. S. \$7905 estring to amend its Articles, does		icles of amen	ox for Certification) idinent), the under-	
1. The name o	f the corporation	is:				
The An	nenberg Scl	1001 of Communication	s	and the second of the second o	-	
to correct the f	ollowing stateme	d office in this Commonwealth in to conform to the records of the	e Department):	:	•	
2600 T	he Fidelity	y Building, 123 S. Br	oad Stree	t, c/o Wi	illiam J. Henri	ich,Jr
Philad	elphia	.:-	Pennsyl	lvania	19109	
(CITY)		,			(ZIP CÓDĒ)	
	·	chit was incorporated is: Eation Law of May Q5	193 3, as	amended		
4. The date of	f its incorporatio	n is: <u>October 16. 195</u> 8	3	······································		
5. (Check, and	d if appropriate.	complete one of the following):				
	The amendment of State.	shall be effective upon filing t	nese Articles of	f Amendment	in the Department	
X	The amendment	shall be effective on:				
	July 1, 17	89 at 12.01 a.m.				**************************************
6. (Check one	of the following):			***	· •. 1
X	The amendment	was adopted by the members pu	rsuant to 15 Pa	. S. §7904(a).		
	The amendment	was adopted by the board of dire	ctors pursuant	to 15 Pa. S. §	7904(b).	
	•	y the corporation, set forth in full				
See Ex	hibit "A"	attached hereto and a	nade a par	t hereof		

Filed this

DSGB: 15-7905 (Rev. 11-72)-2

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

The Annenberg School of Communications

By:

William J Henrich, Jr., Vice President

(TITLE: PRESIDENT, VICE PRESIDENT, ETC.)

Attest:

Harry C. Coles, Jr., Secretary

(FITUE: SEGRETARY, 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 ad entising should not be delivered to the Department, but should be filed with the principle of the corporation.

OE VAHER OE YAM

Certification#: 10368601-1 Page 44 of 79

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8944 56

EXHIBIT A

MAY 2 6 1989

Postsecondary Education

ARTICLES OF AMENDMENT OF

PDE

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:

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 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 agencie; (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 incidents communications, publishing, and other facilities fo educational purposes; (f) to

Certification#: 10368601-1 Page 45 of 79

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 authorized and empowered to pay reasonable compensation 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 r t retain any excess business holdings (as defined in ection 4943(c) of the Coce);

"(d) Shall n = make any investment in such

8944 58

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).

Upon the dissolution of the corporation, the trustees shall, after paying or making provision for the payment of all of the liabilities of 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 purposes, as the Court shall determine."

PPLICANT'S ACC'T NO.	' 8962 136	Commony	vealth of Pennsylvania nt of State
DSCB: 15-7905 (Rev. 11-72)	7 ine for numbering		,
Iling Fae: \$40 N-11	/57/0-0		in I Want
Articles of	COMMC	.VANIA	O BI
latenément— Domestic Kanprofit Corporation	DEPARTMENT OF STA CORPORATION BURE	a a	of the Commonwealth
			Box for Certification)
	equirements of 15 Pa. S. §7905 (nesiring to amend its Articles, does h	elating to articles of amo	
1. The name of the corporation	is:		
The Annenberg F	oundation		
to correct the following stateme	d office in this Commonwealth is (Department):	·
2600 The Fideli	ty Building, 123 S. Br	road Street, c/o	WIIIam J. Henrich,
,			· · · · · · · · · · · · · · · · · · ·
Philadelphia		Pennsylvania '	19109
(CITY)			(ZIP CODE)
3. The statute by or under which	•	٠,	
Non Profit Corp	ooration Law of May 5,	1933, as amende	:d
4. The date of its incorporation	on is: October 16, 1958		
5. (Check, and if appropriate,	complete one of the following):		
The amendment of State.	shall be effective upon filing the	se Articles of Amendme	nt in the Department
The amendment	shall be effective on:		
	at	 ,	
(DATE) 6. (Check one of the following	(HOUR)		•
· · · · · · · · · · · · · · · · · · ·	was adopted by the members purs	uant to 15 Pa. S. §7904(a	.).
· · ·	was adopted by the board of direct		
			Co
7. The amendment adopted b	y the corporation, set forth in full, i	s as follows:	A
			AUG 22
	•		
			2 60
	(a, R)		Ć٦

Certification#: 10368601-1 Page 48 of 79

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

IN TISTIMONY 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 $\frac{2151}{4}$ day of $\frac{301}{4}$ $\frac{89}{4}$.

The Annenberg Foundation

Rυ.

William J. Henrich, Jr., Vice President

(TITLE PRESIDENT, VICE PRESIDENT, ETC.)

Attest:

larry 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 Fennsylvania 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

Certification#: 10368601-1 Page 50 of 79

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Microfilm	Number	90661	<u>. 40</u> 4

Entity Number 15 710

Filed with the Department of State on DEC 2 7 1990

Christopher a. Luic
Secretary of the Commonwealth

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:

	The name of the corporation is: The Annenberg l				· · · · · · · · · · · · · · · · · · ·	
2.	The (a) address of this corporation's current region provider and the county of venue is (the Department): c/oWilliam J. Henrich Jr.	istered office nent is hereby	in this Common authorized to co	wealth or (b) orrect the foll	commercial regowing address t	gistered office to conform to
	(a) 2600 The Fidelity Building, 123 South Broad	Street	<u>Philadelphia</u>	p	A 19109	Phila <u>del</u> phia
	Number and Street	City		State	Zip	County
	(b)					,
	Name of Commercial Registered Office Provider					County
in	For a corporation represented by a commercial which the corporation is located for venue a	l registered and official	office provide publication pu	r, the count	y in (b) shall	be deemed the count
3.	The statute by or under which it was incorporate	d is: <u>Nonpro</u>	fit Corporation I	saw of May 5.	1933, as amen	ded
4.	The date of its incorporation is: October 16, 195 (Check, and if appropriate complete, one of the	8				
٦.				•		
	X The amendment shall be effective upon filing	these Article	es of Amendmen	t in the Depa	rtment of State	
6.	The amendment shall be effective on: (Check one of the following):					
	X The amendment was adopted by the member	rs pursuant to	o 15 Pa. C.S. § 59	114(a).		•
	The amendment was adopted by the board of	directors pur	rsuant to 15 Pa. C	C.S. § 5914(b)	•	
7.	(Check, and if appropriate complete, one of the	following):				
	The amendment adopted by the corporation,	set forth in fu	all, is as follows:	·		
	X The amendment adopted by the corporation	as set forth i	n fell in Exhibit .	A, attached h	ereto and made	a part hereof.

Certification#: 10368601-1 Page 51 of 79

DSCB:15-5915 (Rev 89)-2

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

90661405

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

The Annenberg Foundation

(Name of Corporation)

(Simatura)

TITLE Vive Pris

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 postdoctoral 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 alor or jointly with one or more

Certification#: 10368601-1 Page 53 of 79

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 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 propagarla, 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 retair 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).
- Upon the dissolution of the corporation, the trustees 8. shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets the corporation exclusively for the purposes of 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 exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code of 1986, 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.

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			Sec	retary of the Co	mmonwealth p
	ARTICLES	OF MERGER-DOMES	TIC NONPROFIT (125 (Few 89)	CORPORATI	ON
In com	pliance with the requirerporations, desiring to	rements of 15 Pa.C.S. § 5926 of effect a merger, hereby state	(relating to articles of m te that:	erger or consoli	dation), the undersigned
1. The nam	ne of the corporation	surviving the merger is:	The Annenberg Foun	dation	
Com auth c/e W	monwealth or (b) cor onzed to correct the lilliam J. Henrich The Mellon Bank (is a domestic nonprofit corpo nonercial registered office pro following address to conform 1, Jr., Dilworth, Paxson Center, Philadelphia, P. City	vider and the county o to the records of the [n, Kalish & Kauffm	f venue is (the liberal): Department): an	t registered office in this Department is hereby
(b) N/A		,	Guado	Zip	County
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For a con corporation	poration represented by on is located for venue (a commercial registered office parameters official publication purposes.	rovider, the county in (b)	shall be deemed t	he county in which the
and and	the (a) address of it	n is a qualified foreign nonpro s current registered office in t is (the Department is hereby nt):	his Commonwealth or	(b) commercial i	registered office provide
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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

Certificqualifitedonot Procedit corporation (the State of Delaware.

who the the work was now a country with the training and a second was

DS	CB:15-5926 (Rev 89)-2			
4.	(Check, and if appropriate complete, or	ne of the following):		
	_XThe plan of merger shall be effective	e upon filing these Articles of	Merger in the Departme	ent of State.
	The plan of merger shall be effective	e on		•
5.	The manner in which the plan of merg	er was adopted by each dome	estic corporation is as fo	oliows:
	Name of corporation	Manner of adoption		
	The Annenberg Foundation	Proposed by Board of D sole member.	Directors and adopt	ed by the
6.	(Strike-cutothis-paragraph if no foreign	composition is a party to the i	menora). The olan was	authorized, adopted or
٠.	approved as the case may be, by the to the plantin accordance with the law	foreign nonprofit corporation	(or each of the foreign	
7.	(Check, and if appropriate complete, o	ne of the following):		
	_xThe plan of merger is set forth in f	ull in Exhibit A attached hereto	and made a part here	ot.
	Pursuant to 15 Pa.C.S. § 1901 (relative that amend or constitute the subsequent to the effective date of The full text of the plan of merger is of which is:	e operative Articles of Incorpo the plan are set forth in full in	ration of the surviving (Exhibit A, attached he	corporation as in effect reto and made a part hereof.
	Number and Street	City	State	Zip
81	IN TESTIMONY WHEREOF, each uncahorized officer thereof this <u>lst</u> day	of <u>December</u> , 19 <u>92</u>		erger to be signed by a duly
	•	The Annen	berg Foundation (Name of Co	rporation)
		BY: VW	7t arman	nc c
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		The Annen	berg Fund, Inc. (Name of Co	unoration)
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	PA DEPT. OF STATE	PA DEPT. OF	STATE	

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.

- 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 "surviving hereinafter referred to as the sometimes 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 directo ships and offices until the election and qualification of their espective 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.
- Any officer of the terminating corporation and any 7. cfficer 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, 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.

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Amended and Restated Articles of Incorporation The Anneabers 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.
- 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 reticles"). 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.
- 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 therato, 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 baccaleureate and graduate degrees in art and sc ence, and such other degrees as may

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 operate and 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 sarnings of the Corporation shall shure to the benefit of, or b distributable to, its directors, officers, shareholders, or other private persons, except that the

Compensation 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 exampt 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 smended, 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 i mediately 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.
- Anneaberg as Settlor and Trustee dated December 1, 1992 (the "Declaration of Trust"), as it may be smended 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).
- 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 accentific 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.

Entity #: 15710 Date Filed: 10/01/2007 Pedro A. Cortés Secretary of the Commonwealth

PENNSYLVANIA DEPARTMENT OF STATE CORPORATION BUREAU

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4. Strike out if a limited partnership:				
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Such change was addictized by the Board of Sh	CCLO	s of the corporat		

Entity #: 15710 Date Filed: 10/01/2007 Pedro A. Cortés Secretary of the Commonwealth

Articles	of Amendment-Domes (15 Pa.C.S.)	tic Corporation		
	Business Corporation (§ 19) Nonprofit Corporation (§ 5)	915) 915)		
Name Address	OUNTER	Document will be returned name and address you ento the left.		
City State	Zip Code		onwealth of Pennsylvania MENDMENT-NONPROFIT 9	Page(s
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1. The name of the corporation is: THE ANNENBERG FOUNDATION				
2. The (a) address of this corporat commercial registered office procorrect the following informatic (a) Number and Street	ovider and the county of venue is on to conform to the records of th City St	(the Department is hereby aut e Department): ate Zip	horized to County	
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Hour

Date

Certification#: 10368601-1 Page 70 of 79

The amendment shall be effective on:

DSCB:15-1915/5915-2

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).				
<u> </u>				
7. Check, and if appropriate, complete one of the foli	lowing:			
The amendment adopted by the corporation, set forth in full, is as follows				
The amendment adopted by the corporation is so hereof.	et forth in full in Exhibit A attached hereto and made a part			
8. Check if the amendment restates the Articles:				
The restated Articles of Incorporation supersede the original articles and all amendments thereto.				
	<i>,</i>			
	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 ANNENDEDG FOUNDATION			
	THE ANNENBERG FOUNDATION Name of Corporation			
Name of Comporation				
deman annesting				
Signature				
LEONORE ANNENBERG, CEO AND PRESIDENT				
	Title			
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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.

	Articles of Amendment-Domest	ic Corporation	
	Business Corporation (§ 19)	រភ	
	Nonprofit Corporation (§ 59	15)	
Name Agaress City	-COUNTER	Document will be returned to the name and address you enter to the loft.	alth of Pennsylvania
		ARTICLES OF AMEND	MENT-NONPROFIT 6 Page
ee: \$70			
I. The name of the co The Annenberg F	poration is: oundation		
1. The name of the co	poration is:		
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F-27	he following:		
5914(a).		shareholders	or members pursuant to 15 Pa.C.S. § 1914(a) and (b) or §
The amenda	nent was adopted by the	board of dire	ctors pursuant to 15 Pa. C.S. § 1914(c) or § 5914(b).
7 (1-1-115-			
	appropriate, complete or nent adopted by the corp		•
T The amendi	iem adopted by the corp	orațion, set ic	na in iui, is as tonows
The amendm	ent adopted by the corp	oration is set	forth in full in Exhibit A attached hereto and made a part
hereof.		:	
0 Chackifth as	nendment restates the Ai		
			ne original articles and all amendments thereto.
	1 4		IN TESTIMONY WHEREOF, the undersigned corporation has caused these Articles of Amendment to be signed by a duly authorized officer thereof this
	1 4		IN TESTIMONY WHEREOP, the undersigned corporation has caused these Articles of Amendment to be signed by a duly authorized officer thereof this 3 day of Garail.
			corporation has caused these Articles of Amendment to be signed by a duly authorized officer thereof this
			corporation has caused these Articles of Amendment to be signed by a duly authorized officer thereof this
	• ' '		corporation has caused these Articles of Amendment to be signed by a duly authorized officer thereof this
	• ' '		corporation has caused these Articles of Amendment to be signed by a duly authorized officer thereof this
	• ' '		corporation has caused these Articles of Amendment to be signed by a duly authorized officer thereof this 3 day of 4 family 2008 Fag. The Annenberg Foundation
	• ' '		corporation has caused these Articles of Amendment to be signed by a duly authorized officer thereof this 3 day of Grand The Annenberg Foundation Name of Corporation

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,

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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)

X Nonprofit Corporation (§ 5915)

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Address	U	(37)	し		JIN		
City	862	Stat	95	01	Lip Code		

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Commonwealth of Pennsylvania
ARTICLES OF AMENDMENT-NONPROFIT 7 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 County 150 N. Radnor-Chester Rd. Radnor Financial Ctr. c/o Treasurer, Ste A-200, 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: X The amendment shall be effective upon filing these Articles of Amendment in the Department of State. The amendment shall be effective on: Hour Date

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PA DEPT OF STATE

6. Check one of the following:	
The amendment was adopted by the shareholders of 5914(a).	or members pursuant to 15 Pa.C.S. § 1914(a) and (b) or §
The amendment was adopted by the board of direct	tors pursuant to 15 Pa. C.S. § 1914(c) or § 5914(b).
7. Check, and if appropriate, complete one of the follow	ving:
The amendment adopted by the corporation, set for	rth in full, is as follows
The amendment adopted by the corporation is set f hereof.	orth in full in Exhibit A attached hereto and made a part
8. Check if the amendment restates the Articles: The restated Articles of Incorporation supersede the	e original articles and all amendments thereto.
	IN TESTIMONY WHEREOP, the undersigned corporation has caused these Articles of Amendment to be signed by a duly authorized officer thereof this day of,
	The Annenberg Foundation Name of Corporation Name of Corporation Signature Wallis Armenberg, Chairperson, CEO Title and President

EXHIBIT A

Amended and Restated Articles of Incorporation

The Annenberg Foundation

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- 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").
- 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.
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- 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.