

The

Government of the  
City of New York  
Department of  
Education

Statement of New York  
Department

Absolute Charter of

Educational Extension for the Metropolitan Area, Inc.

This instrument witnessed by the Board of Regents and on behalf of the Education Department of the City of New York, has granted this absolute charter to the Metropolitan Educational Extension for the Metropolitan Area, Inc. to be located in the City of New York.

1. Incorporating George S. Stages, President of the Metropolitan Educational Extension for the Metropolitan Area, Inc. as the sole incorporator and president of the Metropolitan Educational Extension for the Metropolitan Area, Inc. to be located in the City of New York.

2. The purposes for which such corporation shall be organized shall be to provide for the education of the Metropolitan Area, Inc. to be located in the City of New York.

3. The Metropolitan Educational Extension for the Metropolitan Area, Inc. shall be organized as a corporation under the laws of the State of New York.

4. The Metropolitan Educational Extension for the Metropolitan Area, Inc. shall be organized as a corporation under the laws of the State of New York.

5. The Metropolitan Educational Extension for the Metropolitan Area, Inc. shall be organized as a corporation under the laws of the State of New York.

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13. The Metropolitan Educational Extension for the Metropolitan Area, Inc. shall be organized as a corporation under the laws of the State of New York.

14. The Metropolitan Educational Extension for the Metropolitan Area, Inc. shall be organized as a corporation under the laws of the State of New York.

15. The Metropolitan Educational Extension for the Metropolitan Area, Inc. shall be organized as a corporation under the laws of the State of New York.

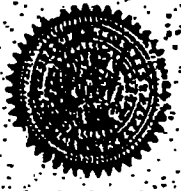
16. The Metropolitan Educational Extension for the Metropolitan Area, Inc. shall be organized as a corporation under the laws of the State of New York.

17. The Metropolitan Educational Extension for the Metropolitan Area, Inc. shall be organized as a corporation under the laws of the State of New York.

18. The Metropolitan Educational Extension for the Metropolitan Area, Inc. shall be organized as a corporation under the laws of the State of New York.

19. The Metropolitan Educational Extension for the Metropolitan Area, Inc. shall be organized as a corporation under the laws of the State of New York.

20. The Metropolitan Educational Extension for the Metropolitan Area, Inc. shall be organized as a corporation under the laws of the State of New York.



John W. Cahill  
Mayor

By the Honorable Mayor  
John W. Cahill  
Mayor of the City of New York  
and on behalf of the Board of Regents  
of the State of New York  
1957

# University of the Education



# State of New York Department

## Absolute Charter of

## Educational Television for the Metropolitan Area, Inc.

This instrument witnesseth That the Board of Regents for and on behalf of the Education

Department of the State of New York has granted this absolute charter

1. Incorporating **Lowery C. Shepard, Dennis C. Joseph, Arthur A. Broughton, Jr., George D. Spedden and John F. White** and their associates as an educational corporation, pursuant to the provisions of sections 216 and 236 of the Education Law under the corporate name Educational Television for the Metropolitan Area, Inc. to be located in the city, county and State of New York.

2. The purposes for which such corporation is formed are:

- a. To acquire, construct and operate noncommercial educational radio and television stations, to situate, and hold appropriate authorizations and licenses for the operation of said stations from State or Federal authorities, and to participate in state, regional and national educational activities;
- b. To acquire and purchase educational or cultural programs, films and recordings and to present the same on the corporations own stations and to license, sell and make them available to any other persons, corporations and stations whether commercial or noncommercial;
- c. To aid and assist and to work in conjunction with corporations, educational institutions, organizations, agencies and individuals interested or engaged in any of the fields or purposes of the corporation, and generally to encourage and foster educational television and broadcasting.

3. The persons named as incorporators shall constitute the first board of trustees. The board shall have power to adopt bylaws including those which may change the number of trustees, the term of office of trustees and shall have power also, by vote of three-fourths of all the members of the board, to change the number of trustees, if be not more than 25 nor less than 5.

4. The appointment or election of any trustees of such corporation shall be subject to approval by the Board of Regents prior to such trustees assuming office.

5. The corporation hereby created shall be a nonprofit corporation, organized and operated exclusively for educational purposes, and no part of its net income shall inure to the benefit of any individual and no officer, member or employee of the corporation shall receive or be entitled to receive any pecuniary profit from the operations thereof except reasonable compensation for services.

No corporation or other organization shall be eligible as a sponsor, trustee, manager, director, officer or other representative of the corporation unless such person or organization shall be located in the United States and shall either be qualified as exempt from income tax under section 501(c)(3) of the United States Internal Revenue Code of 1954 or be an educational organization, contribution to which are deductible under section 170(b)(1)(D) of the Code as such actions may be amended.

6. The principal office of the corporation is to be located in the city, county and State of New York.

7. The bylaws of the corporation and each amendment thereof shall be subject to approval by the Board of Regents.

8. The Commissioners of Education is designated as the representative of the corporation upon whom process in any action or proceeding against it may be served.

**GRANTED** May 2, 1964 by the Board of Regents

for and on behalf of the State Education Department.

executed under the seal of said Department



EDUCATIONAL TELEVISION FOR THE METROPOLITAN AREA, INC.

Voted, That

1. An absolute charter is granted incorporating Howard C. Shephard, Dewaroux C. Josephs, Arthur A. Houghton, Jr., George D. Stoddard and John F. White and their associates and successors as an educational corporation, pursuant to the provisions of sections 216 and 236 of the Education Law, under the corporate name of Educational Television for the Metropolitan Area, Inc., to be located in the city, county and State of New York.

2. The purposes for which such corporation is formed are:

a. To acquire, construct and operate noncommercial educational radio and televisions stations, to obtain and hold appropriate authorizations and licenses for the operation of said stations from State or Federal authorities, and to participate in state, regional and national educational networks;

b. To prepare and purchase educational or cultural programs, films and recordings and to present the same on the corporation's own stations and to license, sell and make them available to any other persons, corporations and stations, whether commercial or noncommercial; and

c. To aid and assist and to work in conjunction with corporations, educational institutions, organizations, agencies and individuals interested or engaged in any of the fields or purposes of the corporation, and generally to encourage and foster educational television and broadcasting.

3. The persons named as incorporators shall constitute the first board of trustees. The board shall have power to adopt bylaws, including therein provisions fixing the method of election and the term of office of trustees, and shall have power also, by vote of

three-fourths of all the members of the board of trustees, to change the number of trustees, to be not more than 25 nor less than 5.

4. The appointment or election of any trustee of such corporation shall be subject to approval by the Board of Regents prior to such trustee assuming office.

5. The corporation hereby created shall be a nonstock corporation organized and operated exclusively for educational purposes, and no part of its earnings or net income shall inure to the benefit of any individual and no officer, member or employee of the corporation shall receive or be entitled to receive any pecuniary profit from the operations thereof, except reasonable compensation for services.

No corporation or other organization shall be eligible as a donee, grantee, assignee, distributee or other transferee of the corporation unless such corporation or other organization shall be located in the United States and shall either be qualified as exempt from income tax under section 501(c)(3) of the United States Internal Revenue Code of 1954 or be an educational organization, contributions to which are deductible under section 170(c)(1) of such Code, as such sections may be amended.

6. The principal office of the corporation is to be located in the city, county and State of New York.

7. The bylaws of the corporation and each amendment thereof shall be subject to approval by the Board of Regents.

8. The Commissioner of Education is designated as the representative of the corporation upon whom process in any action or proceeding against it may be served.

The

State of New York  
Department

Commissioner of the  
Education

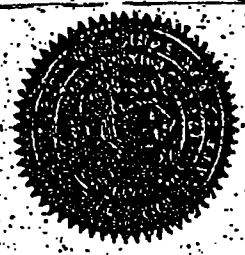
Amendment to Charter of

Educational Television for the Metropolitan Area, Inc.

This instrument witnesses that the Board of Regents of the State of New York has amended the

Charter of Educational Television for the Metropolitan Area, Inc., New York - which was granted by the Board of Regents on May 3, 1961 - by changing the name of the corporation from Educational Television for the Metropolitan Area, Inc. to

Educational Broadcasting Corporation



Edgar W. Corpe  
Commissioner

Witness my hand and the seal of the Department of Education at Albany, New York, this 1st day of July, 1962.

and reported therein. July 1, 1962

Wm. F. ...  
Secretary of the Department of Education

Adopted April 27, 1962

EDUCATIONAL TELEVISION FOR THE METROPOLITAN AREA, INC.

An application having been made by and on behalf of the trustees of Educational Television for the Metropolitan Area, Inc., New York, for an amendment of its charter with respect to its corporate name, it was

Voted, That the charter of Educational Television for the Metropolitan Area, Inc., New York, which was granted by the Board of Regents on May 3, 1961, be and the same hereby is amended by changing the name of the corporation from Educational Television for the Metropolitan Area, Inc., to Educational Broadcasting Corporation.

The



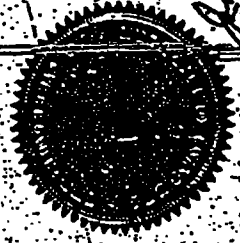
State of New York  
Department

Division  
of Education

Amendment to Charter of  
Educational Broadcasting Corporation

This instrument witnesses that the Board of Regents for the Education of the State of New York, in and for the City of New York, by the Board of Regents on May 9, 1961, by deleting paragraph 3 thereof, and substituting therefor the following new paragraph:

3. The persons named as incorporators shall consist of five out of ten trustees of the State of New York, to be designated by the Board of Regents, and the terms of office of such trustees shall have power, at 10, by vote of a majority of the trustees, to change the number of trustees to be not more than 15 nor less than 5.



Witness my hand and the seal of the State of New York, at Albany, this 10th day of July, 1961.

Agost L. M. [Signature]

[Signature]

The University of the State of New York  
Education Department

Amendment to Charter

EDUCATIONAL BROADCASTING CORPORATION


THIS INSTRUMENT WITNESSETH That the Regents of The University of the State of New York, have amended the charter of Educational Broadcasting Corporation, located in the city, county and state of New York, which was granted under the name Educational Television for the Metropolitan Area, Inc., by the issuance of an absolute charter granted by the Board of Regents on May 3, 1961, such charter having been amended by action of the Regents on April 27, 1962, changing the name of the corporation to Educational Broadcasting Corporation, to increase the authorized maximum number of trustees from twenty-five to thirty-six.

Granted November 21, 1986, by the Board of Regents of The University of the State of New York, for and on behalf of the State Education Department, and executed under the seal of said University, and recorded as Number 20,000.



*Martin S. Lipp*  
Chancellor

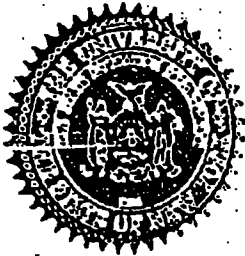
*L. Hall*  
President of The University  
and Commissioner of Education

The University of the State of New York  
Education  Department

Amendment to Charter  
EDUCATIONAL BROADCASTING CORPORATION

THIS INSTRUMENT WITNESSETH That the Regents of The University of the State of New York have amended the charter of Educational Broadcasting Corporation, located in the city, county and state of New York, which was incorporated under the name Educational Television for the Metropolitan Area, Inc. by the issuance of an absolute charter granted by the Board of Regents on May 3, 1961, such charter having been amended by action of the Regents on April 27, 1962, changing the name of the corporation to Educational Broadcasting Corporation, and amended by action of the Regents on November 21, 1986, increasing the authorized maximum number of trustees from twenty-five to thirty-six, is amended to increase the authorized maximum number of trustees from thirty-six to forty-five.

Granted April 27, 1990, by the Board of Regents of The University of the State of New York, for and on behalf of the State Education Department, and executed under the seal of said University, and recorded as Number 20,625.



*Martin Casell*  
Chancellor

*Thomas S. Sila*  
President of The University  
and Commissioner of Education

The University of the State of New York  
Education Department



EDUCATIONAL BROADCASTING CORPORATION

Amendment of Absolute Charter

This Instrument Witnesseth That an application having been made by and on behalf of the trustees of Educational Broadcasting Corporation, for an amendment of its charter, it was

Voted, that the absolute charter of Educational Broadcasting Corporation, located in the city, county and state of New York, which was granted by action of the Board of Regents on May 3, 1961, under the corporate name Educational Television for the Metropolitan Area, Inc.; which charter was amended by Regents action on April 27, 1962, changing the corporate name to Educational Broadcasting Corporation and amended by Regents action on November 21, 1986 and April 27, 1990, be and the same hereby is further amended to increased the authorized maximum number of trustees from forty-five to fifty-five.



Granted, July 26, 1991, by the Board of Regents  
of The University of the State of New York  
and on behalf of the State Education  
Department, and executed under the seal  
of said University and recorded as Number  
20,962.

*Martin Baell*  
Chancellor

*Thomas S. M.*  
President of The University and  
Commissioner of Education

The University of the State of New York  
Education  Department

EDUCATIONAL BROADCASTING CORPORATION

AMENDMENT OF CHARTER

This Instrument Witnesseth That the Board of Regents for and on behalf of the Education Department of the State of New York at their meeting of April 15, 2008,

An application having been made by and on behalf of the trustees of Educational Broadcasting Corporation, for an amendment of its charter, it was

Voted, that the absolute charter of Educational Broadcasting Corporation, located in the city, county, and state of New York, which was granted by action of the Board of Regents under the corporate name "Educational Television for the Metropolitan Area, Inc." on May 3, 1961; which absolute charter was amended by Regents action on April 27, 1962 to change the corporate name to "Educational Broadcasting Corporation," November 21, 1986, April 27, 1990, and July 26, 1991; that the approval of the election of trustees to the corporation and of the corporation's amended bylaws has been granted by the Board of Regents on various occasions be, and the same hereby is, amended to restate the corporate purposes as follows:

The corporation is organized for exclusively educational purposes under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"). The corporation will conduct or support activities for the benefit of or to carry out the purposes of WNET.org, a Regents chartered corporation. In carrying out its purpose of supporting WNET.org, the corporation will:

- a. To foster the ideals of excellence, engagement, and education in all manner and media throughout the local communities served by WNET.org and the corporation beyond;
- b. To acquire, construct and operate noncommercial educational radio and television stations, obtain and hold appropriate authorizations and licensures for the operation of said stations from State or Federal authorities, and participate in state, regional, and national educational networks;
- c. To acquire, build, and operate other media platforms, including, but not limited to various forms of new and traditional media;
- d. To create, acquire, and preserve content in all manner and media that inspires, celebrates imagination, facilitates informed discussion, supports the healthy development and education of children, explores history, science, humanities, and culture and arts, including but not limited to educational, entertaining and cultural programs, films, and recordings;
- e. To distribute WNET.org's and the corporation's content in all manner and media worldwide, whether on WNET.org or the corporation's platforms or through sale or license to any other persons, corporations, or organizations, whether commercial or noncommercial; and
- f. To aid, assist, and work in conjunction with corporations, educational institutions, organizations, agencies, foundations, and individuals

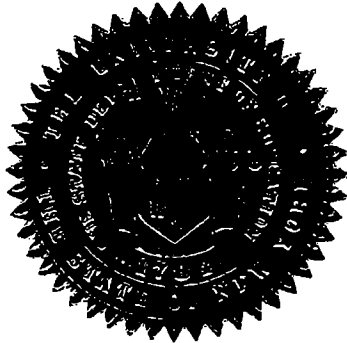
**Educational Broadcasting Corporation**  
**Page two**

interested or engaged in any of the fields or purposes of WNET.org and the corporation, and generally to encourage and foster educational and cultural television, broadcasting and media.

To add language indicating that the sole member of the corporation will be WNET.org., the board of trustees of the corporation will now be referred to as the board of directors, to amend the dissolution language to state:

Upon dissolution of the corporation, the board of trustees shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of the remaining assets of the corporation exclusively for one or more exempt purposes, within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future Federal tax code), or shall distribute the same to the Federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by order of the Supreme Court of the State of New York in the judicial district where the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, organized and operated exclusively for such purposes, as said Court shall determine.

And to delete the following language from the corporation's charter: "The bylaws of the corporations and each amendment thereof shall be subject to approval of the Board of Regents".



Granted, April 15, 2008, by the Board of Regents of The University of the State of New York, for and on behalf of the State Education Department, and executed under the seal of said University and recorded as Number 24,533.

*Ron Bennett*  
Chancellor

*Richard D. Hall*  
President of the University and  
Commissioner of Education

The University of the State of New York  
Education Department

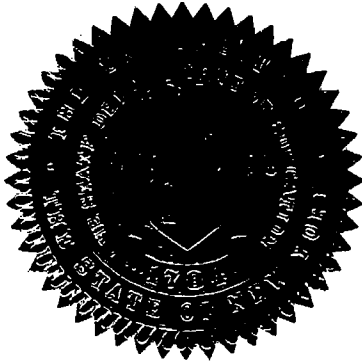
THIRTEEN

AMENDMENT OF CHARTER

This Instrument Witnesseth That the Board of Regents for and on behalf of the Education Department of the State of New York at their meeting of June 22, 2010,

An application having been made by and on behalf of the trustees of Educational Broadcasting Corporation, for an amendment of its charter, it was

Voted, that the absolute charter of Educational Broadcasting Corporation, located in the city, county, and state of New York, which was granted by action of the Board of Regents under the corporate name "Educational Television for the Metropolitan Area, Inc." on May 3, 1961; which absolute charter was amended by Regents action on April 27, 1962 to change the corporate name to "Educational Broadcasting Corporation," and amended on November 21, 1986, April 27, 1990, July 26, 1991 and April 15, 2008 be, and the same hereby is, amended to change the corporate name to "THIRTEEN."



*Meryl A. Locke*

Chancellor

Granted, June 22, 2010, by the Board of Regents of The University of the State of New York, for and on behalf of the State Education Department, and executed under the seal of said University and recorded as Number 25,089.

*J. H. ...*

President of the University and  
Commissioner of Education