

*Amended and Restated Articles of Incorporation of
Educational Media Company at Virginia Tech, Inc.*

1. *Name.* The name of the Corporation is Educational Media Company at Virginia Tech, Inc. (the “Corporation”).
2. *Duration.* The duration of the Corporation is perpetual.
3. *Purposes.* The Corporation is organized to promote educational skill by providing educational opportunities to students in a wide range of areas related to the production of mass media. The Corporation shall provide opportunities for students to prepare for professional competence in print and broadcast journalism, and to gain experience in management, production, distribution and promotion of mass media. The media products of the Corporation shall be produced and distributed independent of, but in harmony with, Virginia Polytechnic Institute and State University (“the University”). The Corporation guarantees the student division head of each medium appointed by the Corporation’s Board of Directors full responsibility in determining the content of each publication or broadcast.
4. *Membership Corporation.* The corporation is a nonmembership corporation.
5. *Address.* The address of the registered office of the Corporation is: 110 Piedmont Avenue, Bristol (City), Virginia 24201, and the name of the registered agent of the Corporation at the above address is R. Lucas Hobbs, who is a resident of Virginia and a member of the Virginia State Bar.
6. *Directors.* There shall be a maximum of thirteen voting directors on the Board of Directors. In addition, there shall be a maximum of three non-voting directors on the Board of Directors. Directors shall be elected as provided in the Corporation’s bylaws, and for such terms as specified therein, except as provided herein. For as long as the June 10, 1997 Relationship Agreement between the University remains in effect, and is not breached by the University, one non-voting member shall be a representative of the University’s Communication Network Services (“CNS”), and one voting member shall be a representative of the University’s Division of Student Affairs (“DSA”). Such members representing the Board shall be elected for two-year terms, and persons filling such positions may succeed themselves. The CNS representative shall be nominated by the University’s Director of CNS. The DSA representative shall be nominated by the University’s Assistant Vice President for Student Affairs, and shall be subject to ratification by the remaining Board members.
7. *Powers.* The Corporation has all the powers granted corporations under the laws of Virginia. However, notwithstanding anything herein to the contrary, the Corporation shall exercise only such powers as are in furtherance of the exempt purposes of organizations set forth in the subsection of Section 501(c) of the Internal Revenue Code of 1986, as amended, (the “Code”), under which the Corporation chooses to qualify for exemption.
8. *Limitations.* The property of the Corporation is dedicated to educational purposes, and the Corporation is organized and operated exclusively for such purposes within the meaning

of Section 501(c)(3) of the Code. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to, its members of the Board of Directors, officers, 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 objects and purposes set forth in Article 3 hereof. 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 concerning) any political campaign on behalf of any candidate for public office.

Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt under Section 501(c)(3) of the Code, contributions to which are deductible under Section 170 of the Code.

On the dissolution or winding up of this Corporation, its assets remaining after payment or provision for payment of all debts and liabilities of this Corporation shall be distributed to a nonprofit fund, foundation, or corporation that is organized and operated exclusively for charitable, educational, or scientific purposes and that has established its tax exempt status under Section 501(c)(3) of the Code, or to the federal, state or a local government for a public purpose.

9. *Amendment.* These articles may be amended by a three-fourths majority vote of the Board of Directors at any regular meeting, providing notice of the proposed amendment and the substance thereof be sent to all members of the Board of Directors at least ten (10) days prior to the date for such meeting.