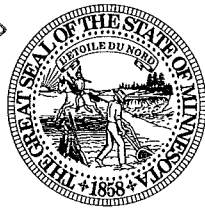


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# STATE OF MINNESOTA SECRETARY OF STATE AMENDMENT OF ARTICLES OF INCORPORATION

### READ THE INSTRUCTIONS BEFORE COMPLETING THIS FORM

1. Retain the original signed copy of this document for your records and submit a legible photocopy for filing with the Secretary of State.
2. **There is a \$35.00 fee** payable to the MN Secretary of State,
3. Return Completed Amendment Form and Fee to the address listed on the bottom of the form.

**CORPORATE NAME:** (List the name of the company prior to any desired name change)

Minnesota Interactive TV Networks (MITN)

This amendment is effective on the day it is filed with the Secretary of State, unless you indicate another date, no later than 30 days **after** filing with the Secretary of State.

\_\_\_\_\_ Format (mm/dd/yyyy)

The following amendment(s) to articles regulating the above corporation were adopted: (Insert full text of newly amended article(s) indicating which article(s) is (are) being amended or added.) If the full text of the amendment will not fit in the space provided, attach additional pages.

### ARTICLE

This amendment has been approved pursuant to Minnesota Statutes, Chapter 302A or 317A.

I, the undersigned, certify that I am signing this document as the person whose signature is required, or as agent of the person(s) whose signature would be required who has authorized me to sign this document on his/her behalf, or in both capacities. I further certify that I have completed all required fields, and that the information in this document is true and correct and in compliance with the applicable chapter of Minnesota Statutes. I understand that by signing this document I am subject to the penalties of perjury as set forth in Section 609.48 as if I had signed this document under oath.

Signature of Authorized Person or Authorized Agent

Name and telephone number of contact person: Dennis Fazio 651-999-6201  
Please Print Legibly Phone Number

**FILE IN-PERSON OR MAIL TO:**  
Minnesota Secretary of State - Business Services  
Retirement Systems of Minnesota Building  
60 Empire Drive, Suite 100  
St Paul, MN 55103  
(Staffed 8:00 - 4:00, Monday - Friday, excluding holidays)

To obtain a copy of a form you can go to our web site at [www.sos.state.mn.us](http://www.sos.state.mn.us), or contact us between 9:00am to 4:00pm, Monday through Friday at (651) 296-2803 or toll free 1-877-551-6767.

All of the information on this form is public. Minnesota law requires certain information to be provided for this type of filing. If that information is not included, your document may be returned unfiled. This document can be made available in alternative formats, such as large print, Braille or audio tape, by calling (651) 296-2803/voice. For a TTY/TTD (deaf and hard of hearing) communication, contact the Minnesota Relay Service at 1-800-627-3529 and ask them to place a call to (651)296-2803. The Secretary of State's Office does not discriminate on the basis of race, creed, color, sex, sexual orientation, national origin, age, marital status, disability, religion, reliance on public assistance or political opinions or affiliations in employment or the provision of service.

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**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
MINNESOTA EDUCATIONAL TECHNOLOGY NETWORKS**

**ARTICLE I**

The name of this corporation is Minnesota Educational Technology Networks (METN). ✓

**ARTICLE II**

The corporation is organized under Chapter 317A of Minnesota Statutes as amended and is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

**ARTICLE III**

The registered office and address of the corporation is: 1667 Snelling Ave N, St Paul MN 55108. ✓

**ARTICLE IV**

- 4.1. The management of this corporation shall be vested in a Board of Directors.
- 4.2. The Board of Directors shall consist of the number of directors fixed in the Bylaws of the corporation
- 4.3. The terms of office of the directors shall be fixed by the Bylaws of the corporation.
- 4.4. Action without a meeting: An action required or permitted to be taken at a Board meeting may be taken by written action signed, or consented to by authenticated electronic communication, by the number of directors that would be required to take the same action at a meeting of the board at which all directors were present.

**ARTICLE V**

This corporation shall not have authority to issue any shares of capital stock.

**ARTICLE VI**

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 purposes set forth in Article II 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) any political campaign on behalf of or in opposition to any

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DEPARTMENT OF STATE  
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*Mark Ritchie*  
Secretary of State

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candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

#### **ARTICLE VII**

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

#### **ARTICLE VIII**

Amendments to these Articles must be approved by two-thirds vote of the directors then in office.