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January 4, 2013

FILED/ACCEPTED

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Federal Communications Commission
Office of the Secretary

BY HAND DELIVERY

Ms. Marlene H. Dortch
Secretary
Federal Communications Commission
445 Twelfth Street, S.W.
Washington, DC 20554

Re: Notification of Change of Licensee Name from Community Television of
Southern California to KCETLink
FRN: 0001529213; 0018064154; 0006806905

Dear Ms. Dortch:

Pursuant to Section 73.3544(c) of the Commission's rules, this letter hereby notifies the Commission that Community Television of Southern California, the licensee of one noncommercial educational television station, six television translator stations, and numerous broadcast auxiliary stations, has changed its name from Community Television of Southern California to KCETLink. The stations affected by this name change include:

BROADCAST (FRN: 0001529213):

KCET, Los Angeles, CA

K16FC-D, San Luis Obispo, CA

K26FT-D, Santa Barbara, CA

K28GY-D, Santa Barbara, CA

K46II-D, Bakersfield, CA

K47CC-D, Victorville, CA

K35LA-D, Palm Springs, CA¹

¹ In addition, the following broadcast auxiliary stations are affected: KHC90; KNW92; WQJY241; WLP763; WPXH357; WQCZ950; WQDG521; KV8040; and WPLH846 (FRN: 0006806905).

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INTERNATIONAL (FRN: 0018064154):

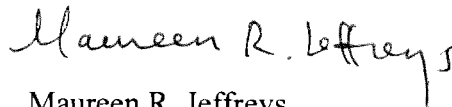
E080194 - Satellite Earth Station, Los Angeles, CA

This name change does not involve a change of the ownership or control of the stations and, accordingly, may be accomplished by written notification to the Commission. 47 C.F.R. §73.3544(c).

Pursuant to Section 73.3613 of the Commission's rules, attached is a copy of KCETLink's Amended and Restated Articles of Incorporation, and Amended and Restated Bylaws that, among other things, effectuate the name change.

We would appreciate it if you could modify your records and those of the appropriate Bureaus to reflect the change in name. If there are any questions concerning this matter, please contact me.

Sincerely yours,



Maureen R. Jeffreys
Counsel for KCETLink (formerly Community
Television of Southern California)

Enclosures

cc: Mr. Hossein Hashemzadeh, Deputy Division Chief, Video Division (by e-mail)
June M. Baldwin, Esq. (by e-mail)

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION**

OF

COMMUNITY TELEVISION OF SOUTHERN CALIFORNIA

The undersigned, Al Jerome and June M. Baldwin, certify that:

1. They are the CEO, and Assistant Secretary, respectively, of Community Television of Southern California, a California nonprofit public benefit corporation.
2. The Articles of Incorporation of this corporation are amended and restated to read in their entirety as follows:

“One: The name of the corporation is: KCETLink.

Two: This corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under Nonprofit Public Benefit Corporation Law for charitable purposes.

Such purposes for which this corporation is organized are exclusively charitable within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986.

Three: Notwithstanding any other provision of these Articles, the corporation shall not carry on any 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 of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

Four: (a) No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and this 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 candidate for public office.

(b) This corporation is not organized, nor shall it be operated, for pecuniary gain or profit, and it does not contemplate the distribution of gains, profits or dividends to the members thereof or to any private

shareholder (as defined for purposes of Section 501(c)(3) of the Internal Revenue Code of 1986) or individual.

(c) The property, assets, profits, and net income of this corporation are dedicated irrevocably to the purposes set forth in Article Two above, and no part of the profits or net income of this corporation shall ever inure to the benefit of any director, trustee, officer, shareholder, or member thereof or to the benefit of any private individual.

(d) Upon the winding up and dissolution of this corporation, after paying or adequately providing for the debts and obligations of the corporation, the remaining assets of this corporation shall be distributed to a nonprofit fund, foundation or corporation, which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986.”

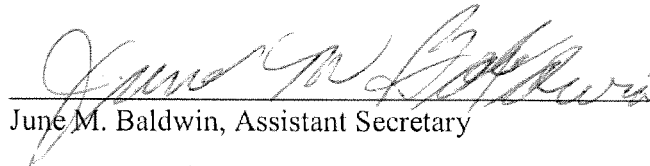
3. The foregoing amendment and restatement of Articles of Incorporation has been duly approved by the Board of Directors.
4. There are no members of the corporation.

The undersigned further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of their own knowledge.

DATED: December 4, 2012



Al Jerome, CEO



June M. Baldwin, Assistant Secretary

AMENDED AND RESTATED BYLAWS

for the regulation, except
as otherwise provided by statute or
its Articles of Incorporation ("Articles"),

of

KCETLink

a California Nonprofit Public Benefit Corporation

ARTICLE I. NAME

Section 1. Name. The name of this corporation shall be KCETLink. This corporation may operate under such fictitious names as the Board of Directors (the "Board") may designate.

ARTICLE II. OFFICE

Section 1. Principal Office. The corporation's principal office is located at: 2900 W. Alameda Avenue, Suite 600, Burbank, California 91505.

The Board is granted full power and authority to change said principal office from one location to another. Any such change shall be noted on the Bylaws opposite this Section, or this Section may be amended to state the new location.

Section 2. Other Offices. Branch or subordinate offices may be established at any time by the Board at any place or places.

ARTICLE III. MEMBERSHIP

Section 1. Members. The corporation shall have no members. Any action which would otherwise require approval by a majority of all members or approval by the members shall require only approval of the Board. All rights which would otherwise vest in the members shall vest in the directors.

Section 2. Associates. Nothing in this Article III shall limit the right of the corporation to refer to persons associated with it as "members" even though such persons are not members, and no such reference shall constitute anyone a member, within the meaning of Section 5056 of the California Nonprofit Corporation Law.

ARTICLE IV. DIRECTORS

Section 1. Powers. Subject to limitations of the Articles and these Bylaws, the activities and affairs of the corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board. The Board may delegate the management of the activities of the corporation to any person or persons, a management company or committees however composed, provided that the activities and affairs of the corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board. Without prejudice to such general powers, but subject to the same limitations, it is

hereby expressly declared that the Board shall have the following powers in addition to the other powers enumerated in these Bylaws:

(a) To select and remove all officers, agents and employees of the corporation, prescribe qualifications, powers, and duties for them that are not inconsistent with law, the Articles or these Bylaws, fix their compensation, and require from them security for faithful service.

(b) To conduct, manage and control the affairs and activities of the corporation and to make such rules and regulations therefor not inconsistent with law, the Articles or these Bylaws, as they may deem best.

(c) To adopt and use a corporate seal.

(d) To borrow money and incur indebtedness for the purposes of the corporation, and to cause to be executed and delivered therefor, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations or other evidences of debt and securities therefor.

(e) To carry on a business at a profit and apply any profit that results from the business activity to any activity in which it may lawfully engage.

Section 2. Number of Directors. The authorized number of directors shall be no fewer than twenty (20) and no more than forty (40) until changed by amendment of the Articles or by a Bylaw. The exact number of authorized directors shall be as fixed by a majority of the directors present at a meeting duly held at which a quorum is present or by all of the directors acting by unanimous written consent in accordance with Section 14 below. All directors shall have equal right to vote on any matter coming before the Board for consideration and action and shall be equal in all other respects.

Section 3. Selection. Except for the three ex officio board members designated below, the directors shall be elected by the Board. The following three individuals shall be designated members of the Board: (a) the Chief Executive Officer/President of this corporation, and (b) those persons who are from time to time presidents of (i) KCETLink Women's Council, and (ii) KCETLink Community Advisory Board. In the event that more than one person occupies any position referred to in the foregoing sentence, those persons who do so shall select between them the person who shall represent such office at a meeting of the Board, and such decision shall be reported to the Board and reflected in the Board minutes.

Section 4. Term of Office. The term of office of each of the directors referred to in Section 3 above shall be approximately three (3) years, commencing on the date specified at the time of election and continuing thereafter as follows (i) if the term commences at the beginning of a corporate fiscal year (July 1) then the term shall be three years; (ii) if the new director is a mid-term replacement, then his or her term shall be either the balance of the term of the replaced director, or the balance of the then-current corporate fiscal year plus three years (whichever is specified at the time of the election). The Board shall be classified so that the term of office of approximately one-third (1/3) of its number shall expire each corporate fiscal year. A director who has served for three consecutive full terms of office shall be ineligible to serve again until a period of one (1) year has elapsed. A director who is serving as Chairperson or one of the Vice Chairpersons of the Board shall serve as director without term limitations for so long as they hold those positions, and the Chairperson shall continue to serve as a director extended for one year after the expiration of his/her term as Chairperson. Notwithstanding the

foregoing, in unusual circumstances, subject to good cause and the recommendation of an Executive Committee of the Board, the three-year term of a director may be extended for one (1) additional year.

Section 5. Vacancies. Any director may resign effective upon giving written notice to the Chairperson of the Board, the Chief Executive Officer/President, the Secretary, or the Board, unless the notice specifies a later time for the effectiveness of such resignation; provided that, except upon notice to the Attorney General, no director may resign if the corporation would then be left without a duly elected director or directors in charge of its affairs. If the resignation is effective at a future time, a successor may be selected before that time, to take office when the resignation becomes effective.

Vacancies in the Board may be filled by a majority of the remaining directors, though less than a quorum, or by a sole remaining director.

A vacancy or vacancies in the Board shall be deemed to exist in case of the death, resignation, or removal of any director or if the authorized number of directors has been increased.

The Board may declare vacant the office of a director who has been declared of unsound mind by a final order of court, or convicted of a felony, or been found by a final order or judgment of any court to have breached any duty arising under Article 3 of Chapter 2 of the California Nonprofit Public Benefit Corporation Law.

No reduction of the authorized number of directors shall have the effect of removing any director prior to the expiration of the director's term of office. Vacancies in the Board shall be filled as set forth in this Section 5 of this Article IV.

Section 6. Place of Meeting. Meetings of the Board shall be held at any place within or without the State of California which has been recommended by the Chief Executive Officer/President and approved by the Chairperson of the Board. In the absence of such designation, meetings shall be held at the principal office of the corporation.

Section 7. Annual Meetings. The Board shall hold an annual meeting for the purpose of organization, selection of directors and officers, and the transaction of other business. Notice of such meetings shall be given not less than five (5) nor more than thirty (30) days prior to the date of the meeting.

Section 8. Regular Meetings. Regular meetings of the Board shall be held without call or notice on such dates as have been recommended by the Chief Executive Officer/President and approved by the Chairperson of the Board. At the final regular meeting of the Board in each fiscal year of the corporation, the Board shall review the budget of the corporation for the next fiscal year, and elect directors and officers in accordance with these Bylaws.

Section 9. Special Meetings. Special meetings of the Board for any purpose or purposes may be called at any time by the Chairperson of the Board, any Vice-Chairperson, the Chief Executive Officer/President, any Vice President, the Secretary, or any two directors.

Special meetings of the Board shall be held upon four (4) days' notice by first-class mail or forty-eight (48) hours' notice given personally by telephone (including a voice messaging system or other system or technology designed to record and communicate

messages), or by electronic transmission by the corporation as provided by Corporations Code Section 20 or other system or technology designed to record and communicate messages, telegraph, facsimile, electronic mail, or other electronic means of communication. Any such notice shall be addressed or delivered to each director at such director's address as it is shown upon the records of the corporation or as may have been given to the corporation by the director for purposes of notice or, if such address is not shown on such records or is not readily ascertainable, at the place in which the meetings of the directors are regularly held.

Notice by mail shall be deemed to have been given at the time a written notice is deposited in the United States mails, postage prepaid. Any other written notice shall be deemed to have been given at the time it is personally delivered to the recipient or is delivered to a common carrier for transmission or actually transmitted by the person giving the notice by electronic means, to the recipient. Oral notice shall be deemed to have been given at the time it is communicated, in person or by telephone or wireless, to the recipient or to a person at the office of the recipient who the person giving the notice has reason to believe will promptly communicate it to the receiver. The notice need not specify the purpose of the meeting.

Section 10. Quorum. If the number of authorized directors is greater than two, one-third of the number of directors authorized in or pursuant to these bylaws constitutes a quorum of the Board for the transaction of business, except to adjourn as provided in Section 13 of this Article IV. If the number of authorized directors is two, all directors shall constitute a quorum for the transaction of business, except to adjourn as provided in Section 13 of this Article IV. Every act or decision done or made by a majority of the directors, if there are more than two authorized, and by all directors if there are two authorized, present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board, unless a greater number be required by law, by the Articles, or by Section 13 of this Article IV, except as provided in the next sentence. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of directors, if any action taken is unanimously approved, if there are two authorized directors remaining in the meeting, or approved by at least a majority of the required quorum for such meeting if there are more than two authorized directors remaining in the meeting.

Section 11. Participation in Meetings by Conference Telephone. Members of the Board may participate in a directors' meeting through use of conference telephone, video screen, communication or electronic transmission by and to the corporation in accordance with Corporations Code Sections 20 and 21. Participation in a directors' meeting through use of conference telephone or video screen communication constitutes presence in person at that meeting as long as all members participating in the meeting are able to hear one another. Participation in a meeting through the use of electronic transmission by and to the corporation (other than conference telephone and electronic screen communication) constitutes presence in person at that meeting if all of the following apply:

(a) Each member participating in the meeting can communicate with all of the other members concurrently.

(b) Each member is provided with the means of participating in all matters before the Board, including, without limitation, the capacity to propose or to interpose an objection to a specific action to be taken by the Board.

(c) The corporation adopts and implements some means of verifying both of the following:

(i) A person participating in the meeting is a director or other person entitled to participate in the Board meeting.

(ii) All actions of, or votes by, the Board are taken or cast only by the directors and not by persons who are not directors.

Section 12. Waiver of Notice. Notice of a meeting need not be given to any director who signs a waiver of notice or a written consent to holding the meeting or an approval of the minutes thereof, whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to such director. All such waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meetings.

Section 13. Adjournment. A majority of the directors present, whether or not a quorum is present, may adjourn any directors' meeting to another time and place. Notice of the time and place of holding an adjourned meeting need not be given to absent directors if the time and place be fixed at the meeting adjourned, except as provided in the next sentence. If the meeting is adjourned for more than 24 hours, notice of any adjournment to another time or place shall be given prior to the time of the adjourned meeting to the directors who were not present at the time of the adjournment.

Section 14. Action Without Meeting. Any action required or permitted to be taken by the Board may be taken without a meeting if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall have the same effect as a unanimous vote of the Board and shall be filed with the minutes of the proceedings of the Board.

Section 15. Rights of Inspection. Every director shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents of every kind and to inspect the physical properties of the corporation.

Section 16. Fees and Compensation. Directors shall receive no fees or other emoluments except for actual expenses incurred in connection with corporate affairs as approved by the Executive Committee. Directors may receive compensation from the corporation for services rendered to it; provided, however, that not more than 49 percent of the persons serving on the Board shall be interested persons within the meaning of Section 5227 of the California Nonprofit Public Benefit Corporation Law.

ARTICLE V. COMMITTEES

Section 1. Committees. The Board may appoint one or more committees, each consisting of two or more directors.

Section 2. Executive Committee. There shall be an Executive Committee of the Board consisting of the Chairperson, any and all Vice-Chairpersons, the Chief Executive Officer/President, the Treasurer (if there be one), the Secretary, and up to four other members of the Board as are appointed by the Chairperson of the Board.

(a) Powers. When the Board is not in session the Executive Committee, subject to such limitations as may be required by law and Section 3 of this Article V below, shall have and exercise all of the authority of the Board in the management of the business and affairs of the corporation.

(b) Meetings. Meetings of the Executive Committee may be called by or at the direction of the Chairperson or one of the Vice-Chairpersons of the Board, the Chief Executive Officer/President, or a majority of the members of the Executive Committee, to be held at such time and place as shall be designated in the notice of the meeting. The Chairperson of the Board shall be the Chairperson of the Executive Committee and preside over its meetings.

(c) Procedures. Except as otherwise provided in this Article V, meetings of the Executive Committee shall be noticed and conducted in the same manner as meetings of the Board as provided in Article IV hereof.

(d) Quorum. One-third of the members of the Executive Committee shall constitute a quorum for the transaction of business at any meeting of the Executive Committee.

(e) Action by Majority of Quorum. The act of a majority of the Executive Committee present at a meeting at which a quorum is present shall be the act of the Executive Committee.

Section 3. Other Committees. In addition to the Executive Committee, there shall be five standing committees (the members of which are all members of the Board), consisting of the Governance Committee, the Finance Committee, the Audit Committee, the Development Committee, and the Compensation Committee. In addition, the Board may appoint any and all other committees which it deems necessary or desirable for the better or more efficient management or conduct of the corporation's business, or may establish any task forces that the Board may deem appropriate and efficient, which task force may be disbanded and eliminated at such time as its stated purpose has been accomplished. Each such committee or task force shall have such number of members and shall have such powers and authorities as shall be delegated or assigned to it and deemed necessary or desirable in order to permit such committee or task force to function and carry out its duties in a manner not inconsistent with the corporation's articles of incorporation, its bylaws or applicable law. All committee chairs shall be appointed by the Chairperson of the Board and elected by the Board at the final regular meeting of the Board in each fiscal year of the corporation. The other members of each committee shall be appointed by the chairperson of each such committee, in consultation with the Chairperson of the Board, and elected by the Board at the first regular meeting of the Board in each fiscal year of the corporation. One-third of the members of a committee will constitute a quorum of such committee for the transaction of business at any meeting of such committee. The Board may appoint one or more directors as alternate members of any such committee, who may replace any absent member at any meeting of the committee. The Board may delegate to such committees (the members of which are all members of the Board) any of the authority of the Board except with respect to:

(a) The approval of any action for which the California Nonprofit Public Benefit Corporation Law also requires approval of the members or approval of a majority of all members;

(b) The filling of vacancies on the Board or in any committee;

(c) The fixing of compensation of the directors for serving on the Board or on any committee;

(d) The amendment or repeal of Bylaws or the adoption of new Bylaws;

(e) The amendment or repeal of any resolution of the Board which by its express terms is not so amendable or repealable;

(f) The appointment of other committees of the Board or the members thereof;

(g) The expenditure of corporate funds to support a nominee for director after there are more people nominated for director than can be elected; or

(h) The approval of any self-dealing transaction, as those transactions are defined in Section 5233(a) of the California Nonprofit Public Benefit Corporation Law (Corporations Code Section 5233(a)).

The Board shall have the power to prescribe the manner in which proceedings of any such committee shall be conducted. In the absence of any such prescription, such committee shall have the power to prescribe the manner in which its proceedings shall be conducted. Unless the Board or such committee shall otherwise provide, the regular and special meetings and other actions of any such committee shall be governed by the provisions of this Article V applicable to meetings and actions of the Board. Minutes shall be kept of each meeting of each committee.

Section 4. Fees and Compensation. Committee members shall receive no fees or other emoluments except for actual expenses incurred in connection with corporate affairs as approved by the Executive Committee.

ARTICLE VI. HONORARY DIRECTORS AND DIRECTORS EMERITUS

The Board, or any committee thereof so authorized by the Board, may from time to time select one or more individuals to be Honorary Directors or Directors Emeritus in recognition of their service to the corporation and to the community. Persons so selected shall not by virtue of such selection be members of the Board but may, upon request by the Board, render advice to the Board regarding the affairs of the corporation

ARTICLE VII. OFFICERS

Section 1. Officers. The officers of the corporation shall be a Chief Executive Officer/President, a Chief Operating Officer, a Chief Strategy Officer, a Chief Financial Officer, a Treasurer, a Secretary, a Chairperson of the Board, and one or more Vice Chairpersons of the Board. The corporation may also have, at the discretion of the Board and the Chief Executive Officer/President, one or more Executive Vice-Presidents, one or more Senior Vice-Presidents, one or more Vice-Presidents, one or more Assistant Treasurers, one or more Assistant Secretaries, and such other officers as may be elected or appointed in accordance with the provisions of Section 3 of this Article VII. Any number of offices may be held by the same person except as provided in the Articles or in these Bylaws and except that none of the Secretary, the Treasurer or the Chief Financial Officer may serve concurrently as the Chief Executive Officer/President or the Chairperson of the Board.

Section 2. Election. The officers of the corporation, except such officers as may be elected or appointed in accordance with the provisions of Section 3 of this Article VII, shall be chosen annually by, and shall serve at the pleasure of, the Board, and shall hold their respective offices until their resignation, removal, or other disqualification from service, or until their respective successors shall be elected.

Section 3. Subordinate Officers. The Board may empower the Chief Executive Officer/President to appoint, other subordinate officers, such as one or more Executive Vice-Presidents, one or more Senior Vice-Presidents, one or more Vice-Presidents, one or more Assistant Treasurers, and one or more Assistant Secretaries, as the affairs of the corporation may require, each of whom shall hold office, for such period, have such authority and perform such duties as are provided in the Bylaws or as the Chief Executive Officer/President may from time to time determine.

Section 4. Removal and Resignation. Any officer may be removed, either with or without cause, by the Board at any time or, in the case of a subordinate officer chosen by the Chief Executive Officer/President, by the Chief Executive Officer/President at any time, or except in the case of an officer chosen by the Board, by any officer upon whom such power of removal may be conferred by the Board. Any such removal shall be without prejudice to the rights, if any, of the officer under any contract of employment of the officer.

Any officer may resign at any time by giving written notice to the corporation addressed and sent to the Board, the Chief Executive Officer/President, or the Secretary, but without prejudice to the rights, if any, of the corporation under any contract to which the officer is a party. An officer's resignation shall take effect at the date notice of resignation is received by the addressee or at any later time specified in the resignation and, unless otherwise specified in the resignation, the acceptance of the resignation shall not be necessary to make it effective.

Section 5. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in these Bylaws for regular election or appointment to such office, provided that such vacancies shall be filled as they occur and not on an annual basis.

Section 6. Chairperson and Vice Chairperson of the Board. The Chairperson of the Board, if there is such an officer, shall, if present, preside at all meetings of the Board and exercise and perform such other powers and duties as may be from time to time assigned by the Board.

When the Chairperson of the Board is not present at a meeting of the Board, one of the Vice Chairpersons of the Board, if present, shall preside. Any Vice Chairperson of the Board shall exercise and perform such other powers and duties as may be assigned to the Vice Chairperson of the Board, from time to time, by the Board or prescribed by the bylaws.

Notwithstanding Section 2 and subject to Sections 4 and 5 of this Article VII, the terms of office of the Chairperson of the Board and of any Vice Chairpersons of the Board shall be two (2) years. Upon expiration or other termination of the term of office of the outgoing Chairperson, the Board shall elect the incoming Chairperson of the Board from among the members of the Board. Candidates for the position of Chairperson of the Board may include, but shall not be limited to, the Vice Chairpersons of the Board. Notwithstanding the foregoing, in unusual circumstances, subject to good cause and the recommendation of the Governance Committee of the Board, the two-year term of a Chairperson or of any of the Vice Chairpersons may be extended by the vote of the Board for one (1) additional year at such time as it otherwise would expire.

Section 7. Chief Executive Officer/President. Subject to such powers, if any, as may be given by the Board to the Chairperson of the Board, if there is such an officer, the Chief Executive Officer/President shall be the general manager and chief executive officer of the corporation and has, subject to the control of the Board, general supervision, direction, and

control of the business and officers of the corporation. In the absence of the Chairperson of the Board, or if there is none, the Chief Executive Officer/President shall preside at all meetings of the Board. The Chief Executive Officer/President has the general powers and duties of management usually vested in the office of Chief Executive Officer/President and general manager of a corporation and such other powers and duties as may be prescribed by the Board.

Section 8. Chief Operating Officer/Chief Strategy Officer. In the absence or disability of the Chief Executive Officer/President, the Chief Operating Officer and the Chief Strategy Officer, each of whom reports directly to the Chief Executive Officer/President, shall perform all the duties of the Chief Executive Officer/President, and when so acting shall have all the powers of, and be subject to all the restrictions upon, the Chief Executive Officer/President. The Chief Operating Officer and Chief Strategy Officer shall have such other powers and perform such other duties as from time to time may be prescribed for them respectively by the Board, the Chief Executive Officer/President, or the Bylaws.

Section 9. Senior Vice Presidents. In the absence or disability of the Chief Executive Officer/President, the Chief Operating Officer and the Chief Strategy Officer, the Senior Vice President, and if more than one Senior Vice President is appointed, the Senior Vice Presidents in order of their rank as fixed by the Board or, if not ranked, the Senior Vice President designated by the Board, shall perform all the duties of the Chief Executive Officer/President and, when so acting, shall have all the powers of, and be subject to all the restrictions upon, the Chief Executive Officer/President. The Senior Vice Presidents shall have such other powers and perform such other duties as from time to time may be prescribed for them respectively by the Chief Executive Officer/President.

Section 10. Secretary. The Secretary shall keep or cause to be kept, at the principal office or such other place as the Board may order, a book of minutes of all meetings of the Board and its committees, with the time and place of holding, whether regular or special, and if special, how authorized, the notice thereof given, the names of those present at Board and committee meetings, and the proceedings thereof. The Secretary shall keep, or cause to be kept, at the principal office in the State of California the original or a copy of the corporation's Articles and Bylaws, as amended to date.

The Secretary shall give, or cause to be given, notice of all meetings of the Board and any committees thereof required by these Bylaws or by law to be given, shall keep the seal of the corporation in safe custody, and shall have such other powers and perform such other duties as may be prescribed by the Board.

Section 11. Chief Financial Officer. The Chief Financial Officer of the corporation, who may or may not be the Treasurer, shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the corporation. The books of account shall at all times be open to inspection by any director.

The Chief Financial Officer shall deposit all moneys and other valuables in the name and to the credit of the corporation with such depositories as may be designated by the Board. The Chief Financial Officer shall disburse the funds of the corporation as may be ordered by the Board, shall render to the Chief Executive Officer/President and the directors, whenever they request it, an account of all transactions as the Chief Financial Officer and of the financial condition of the corporation, and shall have such other powers and perform such other duties as may be prescribed by the Board.

Section 12. Treasurer. The Treasurer of the corporation shall also keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the corporation.

ARTICLE VIII. INDEMNIFICATION

Section 1. Definitions. For the purposes of this Article VIII, "agent" means any person who is or was a director, officer, employee or other agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise, or was a director, officer, employee, or agent of a foreign or domestic corporation which was a predecessor corporation of the corporation or of another enterprise at the request of such predecessor corporation; "officer" or "director" means only an agent who is or was an officer or director of the corporation or a predecessor corporation at the corporation's (or such predecessor's) request; "proceeding" means any threatened, pending, or completed action or proceeding, whether civil, criminal, administrative or investigative; and "expenses" includes without limitation attorneys' fees and any expenses of establishing a right to indemnification under Sections 4 or 5(b) of this Article VIII.

Section 2. Indemnification in Actions by Third Parties. The corporation shall have power to indemnify any person who was or is a party or is threatened to be made a party to any proceeding, (other than an action by or in the right of the corporation to procure a judgment in its favor, an action brought under Section 5233 of the California Nonprofit Public Benefit Corporation Law, or an action brought by the Attorney General or a person granted relator status by the Attorney General for any breach of duty relating to assets held in charitable trust) by reason of the fact that such person is or was an agent of the corporation, against expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with such proceeding if such person acted in good faith and in a manner such person reasonably believed to be in the best interests of the corporation and, in the case of a criminal proceeding, had no reasonable cause to believe the conduct of such person was unlawful. The termination of any proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which the person reasonably believed to be in the best interests of the corporation or that the person had reasonable cause to believe that the person's conduct was unlawful. The corporation shall, to the maximum extent permitted by law, and in the manner provided by law, indemnify any such persons who serve as directors or officers of the corporation.

Section 3. Indemnification in Actions by or in the Right of the Corporation. The corporation shall have the power to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action by or in the right of the corporation, or brought under Section 5233 of the California Nonprofit Public Benefit Corporation Law, or brought by the Attorney General or a person granted relator status by the Attorney General for breach of duty relating to assets held in charitable trust, to procure a judgment in its favor by reason of the fact that such person is or was an agent of the corporation, against expenses actually and reasonably incurred by such person in connection with the defense or settlement of such action if such person acted in good faith, in a manner such person believed to be in the best interests of the corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances. No indemnification shall be made under this Section 3:

(a) In respect of any claim, issue or matter as to which such person shall have been adjudged to be liable to the corporation in the performance of such person's duty to the corporation, unless and only to the extent that the court in which such proceeding is or was pending shall determine upon application that, in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for the expenses which such court shall determine;

(b) Of amounts paid in settling or otherwise disposing of a threatened or pending action, with or without court approval; or

(c) Of expense incurred in defending a threatened or pending action which is settled or otherwise disposed of without court approval, unless it is settled with the approval of the Attorney General.

(d) Of amounts that would qualify as an excess benefit as that term is defined in Internal Revenue Code Section 4958.

Section 4. Indemnification Against Expenses. To the extent that an agent of the corporation has been successful on the merits in defense of any proceeding referred to in Sections 2 or 3 of this Article VIII or in defense of any claim, issue or matter therein, the agent shall be indemnified against expenses actually and reasonably incurred by the agent in connection therewith.

Section 5. Required Determinations. Except as provided in Section 4 of this Article VIII, any indemnification under this Article VIII shall be made by the corporation only if authorized in the specific case, upon a determination that indemnification of the agent is proper in the circumstances because the agent has met the applicable standard of conduct set forth in Sections 2 or 3 of this Article VIII, by:

(a) A majority vote of a quorum consisting of directors who are not parties to such proceedings; or

(b) The court in which such proceeding is or was pending upon application made by the corporation or the agent or the attorney or other person rendering services in connection with the defense, whether or not such application by the agent, attorney, or other person is opposed by the corporation.

Section 6. Advance of Expenses. Expenses incurred in defending any proceeding may be advanced by the corporation before final disposition of the proceeding upon receipt of an undertaking by or on behalf of the agent to repay that amount unless it shall be determined ultimately that the agent is entitled to be indemnified as authorized in this Article VIII; provided, however, that such advance shall not be permitted if the corporation is a private foundation within the meaning of Internal Revenue Code Section 509 and the agent is a disqualified person within the meaning of Internal Revenue Code Section 4946.

Section 7. Meetings of the Board. On written request to the Board by any director or officer seeking indemnification under these Bylaws or the California Nonprofit Corporation Law, the Board shall promptly convene a meeting and in good faith decide whether the applicable standard(s) have been met and, subject to any required findings and other constraints, if any, upon its power to provide such indemnification, if they have been met shall promptly authorize such indemnification.

Section 8. Other Indemnification. No provision made by the corporation to indemnify its or its subsidiary's directors or officers for the defense of any proceeding, whether contained in the Articles, Bylaws, a resolution of members or directors, an agreement or otherwise, shall be valid unless consistent with this Article VIII. Nothing contained in this Article VIII shall affect any right to indemnification to which persons other than such directors and officers may be entitled by contract or otherwise.

Section 9. Forms of Indemnification not Permitted. No indemnification or advance shall be made under this Article VIII, except as provided in Sections 4 or 5(b), in any circumstances where it appears:

(a) That it would be inconsistent with a provision of the Articles, these Bylaws, or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the proceeding in which the expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnification; or

(b) That it would be inconsistent with any condition expressly imposed by a court in approving a settlement.

Section 10. Insurance. The corporation shall have the power to purchase and maintain insurance on behalf of any agent of the corporation against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such whether or not the corporation would have the power to indemnify the agent against such liability under the provisions of this Article VIII, provided, however, that a corporation shall have no power to purchase and maintain such insurance to indemnify any agent of the corporation for a violation of Section 5233 of the California Nonprofit Public Benefit Corporation Law. For purposes of allocating insurance premiums as compensation of said agent, the corporation shall apply Treasury Regulation Section 53.4941(d)-2(f)(5) as follows:

(a) If the insurance is provided for the purpose of covering the liabilities of the agent in his or her capacity as an agent of the corporation while the person is acting with reasonable cause and without willfulness, such insurance payments shall not be added to the agent's compensation for the purpose of determining reasonable compensation.

(b) If the insurance provides coverage for the agent for any penalty, tax, or expense of correction that is owed by the agent, for instances in which he or she acted willfully or without reasonable cause, or for expenses not reasonably incurred in connection with civil proceedings regarding the agent's performance of services on behalf of the corporation, such insurance payments shall be added to the agent's total compensation solely for purposes of determining whether that compensation is an excess benefit as defined by Internal Revenue Code Section 4958.

Section 11. Nonapplicability to Fiduciaries of Employee Benefit Plans. This Article VIII shall not apply to any proceeding against any trustee, investment manager, or other fiduciary of any employee benefit plan in such person's capacity as such, even though such person may also be an agent of the corporation as defined in Section 1 of this Article VIII. The corporation shall have power to indemnify such trustee, investment manager or other fiduciary to the extent permitted by subdivision (f) of Section 207 of the California General Corporation Law.

Section 12. Federal and State Exculpatory Provisions. Nothing in this Article VIII shall limit or otherwise adversely affect the rights of qualifying agents of this corporation

under the Federal Volunteer Protection Act of 1997, as amended [42 USCA Section 14501 et seq.], Section 5047.5 of the California Corporations Code or similar provisions of other laws or public policies limiting such liability, as now in effect or as any thereof may be amended.

Section 13. Separability. Each and every paragraph, sentence, term, and provision of this Article is separate and distinct so that if any paragraph, sentence, term, or provision shall be held to be invalid or unenforceable for any reason, its invalidity or unenforceability shall not affect the validity or enforceability of any other paragraph, sentence, term, or provision of this Article. To the extent required, any paragraph, sentence, term, or provision of this Article may be modified by a court of competent jurisdiction to preserve its validity and to provide the claimant with, subject to the limitations set forth in this Article and any agreement between the corporation and the claimant, the broadest possible indemnification permitted under applicable law.

ARTICLE IX. OTHER PROVISIONS

Section 1. Endorsement of Documents; Contracts. Subject to the provisions of applicable law, any note, mortgage, evidence of indebtedness, contract, conveyance or other instrument in writing and any assignment or endorsement thereof executed or entered into between the corporation and any other person, when signed by the Chief Executive Officer/President (acting alone) or the Secretary and the Chief Financial Officer (acting together), shall be valid and binding on the corporation in the absence of actual knowledge on the part of the other person that the signing officers had no authority to execute the same. Any such instrument may be signed by any other person or persons and in such manner as from time to time shall be determined by the Board, and, unless so authorized by the Board, no officer, agent, or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose or amount.

Section 2. Representation of Shares of Other Corporations. The Chief Executive Officer/President or any other officer or officers authorized by the Board or the Chief Executive Officer/President are each authorized to vote, represent, and exercise on behalf of the corporation all rights incident to any and all shares of any other corporation or corporations standing in the name of the corporation. The authority herein granted may be exercised either by any such officer in person or by any other person authorized so to do by proxy or power of attorney duly executed by said officer.

Section 3. Construction and Definitions. Unless the context otherwise requires, the general provisions, rules of construction and definitions contained in the General Provisions of the California Nonprofit Corporation Law and in the California Nonprofit Public Benefit Corporation Law shall govern the construction of these Bylaws.

Section 4. Amendments. These Bylaws may be amended or repealed by the approval of the Board.

Section 5. Books and Records, Fiscal Year. The corporation's books and records, together with all of the documents and papers pertaining to the business of the corporation, shall be kept and maintained at the principal office of the corporation. The fiscal year of the corporation shall end on June 30, unless otherwise provided for by the Board, and the books and records of the corporation shall be kept on a fiscal year basis and shall reflect all the transactions of the corporation and be appropriate and adequate for the corporation's business.

ARTICLE X. FINANCIAL OVERSIGHT

Section 1. Appointment of an Audit Committee. As described in Article V above, the corporation shall have an audit committee (the "Audit Committee") in accordance with the provisions of this Section. In addition, in any fiscal year in which the corporation's gross revenue is \$2,000,000 or more, the corporation shall hire an independent auditor and shall have such auditor prepare an audited financial statement. Such \$2,000,000 threshold excludes grants received from and contracts and services with government entities for which the governmental entity requires an accounting of funds received.

(a) Members. The Audit Committee may include non-Board members, but it may not include any members of the staff, the Chief Executive Officer, the Chief Financial Officer, or the Treasurer (but may include officers of the Board having those titles). If the corporation has a Finance Committee, it shall be separate from the Audit Committee. The Audit Committee may include members of the Finance Committee, but such overlapping members shall constitute less than half of the Audit Committee, and the Chairperson of the Audit Committee may not be a member of the Finance Committee. Any person who has any material financial interest in any entity doing business with the corporation may not serve on the Audit Committee. Each member of the Audit Committee shall serve as such until such member's successor shall be appointed by the Board. In the event that any member of the Audit Committee shall resign or cease to be a director of the corporation, the vacancy thus caused shall be filled by the Board.

(b) Duties of the Audit Committee. Subject to the supervision of the Board, the Audit Committee shall exercise the following powers, responsibilities, and duties:

(i) To make recommendations to the Board regarding the appointment, retention, and termination of the independent auditor for the corporation;

(ii) To negotiate the auditor's compensation on behalf of the Board;

(iii) To pre-approve all audit services and non-audit services to be performed by the auditors and, in the case of non-audit services, assure that the services performed by the auditors conform to the applicable independence standards;

(iv) To confer with the auditor to confirm that the financial affairs of the corporation are in order;

(v) To meet with the auditors at least annually to review (a) the scope of the annual audit (inclusions and exclusions); (b) implementation of the audit procedure; (c) questions as to the choice of acceptable accounting principles to be applied and their impact on corporate financial statements; and (d) all other matters relating to the auditor's relationship with the corporation;

(vi) To review the audit and decide whether to accept it;

(vii) To advise and assist the Board in evaluating the auditor's performance, including the scope and adequacy of the auditor's review;

(viii) To review the corporation's financial reporting policies and practices;

(ix) To review internal audit and control procedures, adequacy of staff, and other matters, and, based upon such review and comments and suggestions of the independent auditor and management, to make such recommendations to the Board as shall be necessary and appropriate;

(x) To direct, when such committee deems it necessary or appropriate, the independent auditor in investigation of special areas of concern; and

(xi) To review the corporation's compliance with legal and regulatory requirements.

(c) Compensation. No member of the Audit Committee shall receive compensation for serving on the Audit Committee. An Audit Committee member may be reimbursed for reasonable expenses incurred in attending such meetings.

(d) Quorum, Meetings of the Audit Committee, Records of the Audit Committee. Determinations of quorum, procedures for meetings, and records of the Audit Committee shall be in accordance with the provisions of Section 2(d) of Article V above.

(e) Control by the Board. The Audit Committee shall be subject at all times to the control of the Board, which shall have the power to revise or alter any action taken by the Audit Committee; provided, however, that no rights of third parties shall be affected thereby.

Section 2. Financial Statements Must Be Made Available. If the corporation prepares an audited financial statement (either in accordance with Section 1 above or otherwise), such audited financial statement shall be made available for inspection by the California Attorney General and by all members of the public no later than nine months after the close of the relevant fiscal year in the same manner as the corporation's Internal Revenue Service Form 990. Each audited financial statement shall be made available to the public for three years.

Section 3. Executive Compensation Review and Approval. The Board, or any authorized committee of the Board, shall review and approve the compensation (if any), including benefits, of the Chief Executive Officer/President, Chief Operating Officer, Chief Strategy Officer, the Chief Financial Officer and Treasurer to ensure that each such officer's compensation is just and reasonable. Such review and approval shall occur when the officer is initially hired, whenever the officer's term of employment is renewed or extended, and when the officer's compensation is modified, unless such modification applies to substantially all employees.

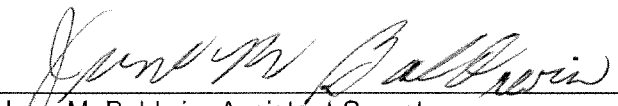
CERTIFICATE OF SECRETARY

OF

KCETLink

a California Nonprofit Public Benefit Corporation

I hereby certify that I am the duly elected and acting Secretary of said corporation and that the foregoing Bylaws, comprising 15 pages, constitute the Amended and Restated Bylaws of said corporation as duly adopted by Unanimous Written Consent of the Board of Directors on December 4, 2012.



June M. Baldwin, Assistant Secretary