

STATE OF MARYLAND



27677

STATE DEPARTMENT OF
ASSESSMENTS AND TAXATION

301 West Preston Street, Baltimore, Maryland 21201

THIS IS TO CERTIFY THAT the within instrument is a true copy of the

ARTICLES OF INCORPORATION

OF

MONTGOMERY COMMUNITY TELEVISION, INC.

*as approved and received for record by the State Department of Assessments and Taxation of Maryland, September 5th, 1984
at 11:05 o'clock AM*

*AS WITNESS my hand and official seal of the said
Department at Baltimore this fifth day
of September, 19 84*

Dean W. Kitchen
Corporate Administrator

ARTICLES OF INCORPORATION

OF

MONTGOMERY COMMUNITY TELEVISION, INC.

A Nonstock Corporation

I, David P. Towey, whose post office address is 4970 Rockwood Parkway, N.W., Washington, D.C., 20016 being at least 18 years of age, hereby form a corporation pursuant to the general laws of the State of Maryland.

FIRST: The name of the corporation (which is hereafter referred to as the "Corporation") is Montgomery Community Television, Inc.

SECOND: The purposes for which the Corporation is formed shall be to conduct activities exclusively for charitable, literary and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954, as the same has been or may be amended from time to time (said Code as so amended being herein referred to as the "Internal Revenue Code," and any section thereof referred to shall include any corresponding section of any future tax laws). Such activities may include:

1. Developing and establishing policies with respect to locally produced cable television programming to be presented by means of any cable television system in Montgomery County, Maryland.
2. Acting as a vehicle for coordinating the public, educational and governmental access programming to be presented over any cable television system in Montgomery County, Maryland.
3. Promoting and supporting the participation of organizations and individuals in Montgomery County in creating programming concerning people, events and issues of interest to the County.

SIXTH: The number of directors of the Corporation shall initially be three (3). The names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are:

David P. Towey
4970 Rockwood Parkway, N.W.
Washington, D.C. 20016

Nicholas Miller
1735 New York Avenue, N.W.
Washington, D.C. 20006

Roger S. Nelson
7912 Robison Road
Bethesda, MD 20817

Thereafter, the Corporation shall have not less than fifteen (15) directors chosen as provided in the Bylaws of the Corporation.

SEVENTH: No part of the activities of the Corporation shall be devoted to carrying on propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate or intervene (including the publishing or distributing of statements) in any political campaign on behalf of any candidate for public office.

EIGHTH: The Corporation is not formed for pecuniary profit or for financial gain and no part of its assets, income or profit shall be distributed to or inure to the benefit of any private individual. Reasonable compensation, however, may be paid for services rendered to or for the Corporation in furtherance of one or more of its purposes, and no director or officer shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

ELEVENTH: No gift or other contribution shall be accepted by the Corporation if the use or expenditure of such gift or other contribution is subject to any condition which is inconsistent with the purposes of the Corporation as stated herein.

TWELFTH: The Corporation shall not discriminate in any manner against any person because of race, color, creed, sex, national origin or religion, or in any other way in violation of any local, state or federal law.

THIRTEENTH: Upon dissolution of the Corporation, the board of directors shall, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation or to Montgomery County, Maryland.

FOURTEENTH: The corporate representatives of the Corporation shall be indemnified as follows:

1. As used in this Article Fourteenth, any word or words that are defined in Section 2-418 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time, (the "Indemnification Section") shall have the same meaning as provided in the Indemnification Section.

2. The Corporation shall indemnify a present or former director or officer of the Corporation in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section.

3. With respect to any corporate representative other than a present or former director or officer, the Corporation may indemnify such corporate representative in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section; provided, however, that to the extent a corporate representative other

deductible under Section 170(c)(2) of the Internal Revenue Code, or (c) by an organization that is not a private foundation as defined by Section 509 of the Internal Revenue Code, and

3. The proposed amendment shall not become effective until (a) two-thirds of the directors in office, either in person or by proxy, approve the same; and (b) such amendment shall have been approved by [i] the County Council of Montgomery County, Maryland, by motion or resolution and [ii] the County Executive of Montgomery County, Maryland.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 4th day of September, 1984, and I acknowledge the same to be my act.

Neal A. Jackson
WITNESS

David P. Towey
DAVID P. TOWEY

APPROVED FOR RECORD

9-5-90

at 8:53 AM

MONTGOMERY COMMUNITY TELEVISION, INC.



ARTICLES OF AMENDMENT

Montgomery Community Television, Inc., a Maryland Corporation having its principal office in Montgomery County, Maryland (hereinafter "the Corporation"), hereby certifies to the State Department of Assessments and Taxation of Maryland that:

FIRST: The Charter of the Corporation is hereby amended by striking out the Article SECOND in its entirety and inserting in lieu thereof the following:

SECOND: The purposes for which the Corporation is formed shall be to conduct activities exclusively for charitable, cultural and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954, as the same has been or may be amended from time to time, or any corresponding section of any future tax laws. Such activities may include but are not limited to:

A. Developing and establishing policies with respect to locally produced cable programming to be presented by means of any cable television system in Montgomery County, Maryland.

B. Coordinating the public, educational and governmental access programming to be presented over any cable television system in Montgomery County, Maryland.

C. Promoting and supporting the participation of organizations and individuals in Montgomery County in creating and presenting programming concerning people, events and issues of interest to County residents.

D. Encouraging public access programming that serves viewers as well as program producers by promoting high production quality, responsible and diverse points of view, balance in subject matter and regular scheduling.

E. Supporting governmental access programming as provided for in the annual budget of Montgomery County Government.

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F. Managing and scheduling a "flagship channel" as a means for presenting the best of community-oriented programming from all sources, including that carried on public, educational and governmental access channels; news of Montgomery County; and programming to address unmet needs of such groups as language and cultural minorities; children and youth; and the hearing and visually impaired.

G. Receiving and disbursing such monies as may be paid to the Corporation.

The Corporation shall have all the general powers permitted by Section 2-103 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time not inconsistent with the provisions of these articles.

SECOND: The Charter of the Corporation is hereby amended by striking out the Article FOURTH in its entirety and inserting in lieu thereof the following:

FOURTH: The post office address of the principal office of the Corporation in the state shall be 7548 Standish Place, Rockville, Maryland 20855. The name and post office address of the resident agent of the Corporation in this state is The Corporation Trust, Incorporated, 32 South Street, Baltimore, Maryland 21202, which is a corporation actually residing in this state.

THIRD: The Charter of the Corporation is hereby amended by striking out the Article SEVENTH in its entirety and inserting in lieu thereof the following:

SEVENTH: No substantial part of the activities of the Corporation shall be devoted to carrying on propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate or intervene (including the publishing or distributing of statements) in any political campaign on behalf of any candidate for public office.

FOURTH: The amendment of the Charter of the Corporation as hereinabove set forth has been duly advised by the Board of Directors and there are no members entitled to vote on the matter at the time of approval.

IN WITNESS WHEREOF, Montgomery Community Television, Inc. has caused these presents to be signed in its name and on its behalf by its President and attested by its Secretary on August 24, 1990.

ATTEST:

MONTGOMERY COMMUNITY TELEVISION, INC.

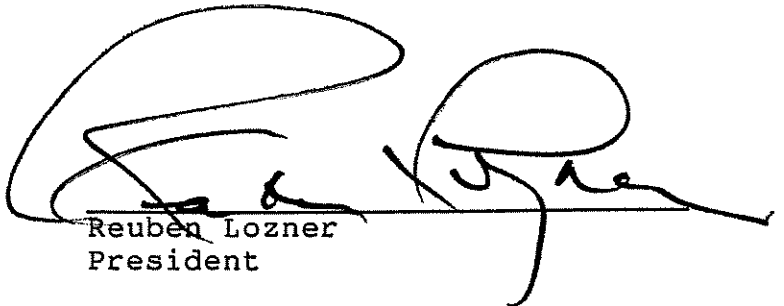


Oscar Reed
Secretary



Reuben Lozner
President

THE UNDERSIGNED, President of Montgomery Community Television, Inc., who executed on behalf of said Corporation, the foregoing Articles of Amendment, of which this certificate is made a part, hereby acknowledges, in the name and on behalf of said Corporation, the foregoing Articles of Amendment to be the corporate act of said Corporation and further certifies that, to the best of his knowledge, information and belief, the matters and facts set forth therein with respect to the approval thereof are true in all material respects, under penalty of law.



Reuben Lozner
President