

The Commonwealth of Massachusetts

OFFICE OF THE MASSACHUSETTS SECRETARY OF STATE
MICHAEL JOSEPH CONNOLLY, Secretary
ONE ASHBURTON PLACE, BOSTON, MASSACHUSETTS 02108

ARTICLES OF ORGANIZATION

(Under G.L. Ch. 180)

ARTICLE I

The name of the corporation is:

North Berkshire Community Television Corporation, Inc.

ARTICLE II

The purpose of the corporation is to engage in the following activities:

The purposes of the Corporation shall be exclusively charitable, scientific and educational within the meaning of Section 501(c) (3) of the Internal Revenue Code, as amended from time to time, including as the primary purpose the operation of a public, educational and governmental community television studio which studio will provide the residents and students of the City of North Adams and of the Towns of Adams, Cheshire and Clarksburg with training in the use of community television facilities and channels and with opportunities to enhance community information and communication through use of said facilities in connection with the cable television system serving the aforesaid municipalities. The purposes of the Corporation shall include those activities customary for a community television access organization and lawful activities incidental thereto and which are consistent with the limitations of Section 501(c) (3) of the Internal Revenue Code.

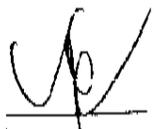
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Note: If the space provided under any article or item on this form is insufficient, additions shall be set forth on separate 8 1/2 x 11 sheets of paper leaving a left hand margin of at least 1 inch. Additions to more than one article may be continued on a single sheet so long as each article requiring each such addition is clearly indicated.



Secretary



Approved



S.C.

Attachment: Page 1 of Annexed Article IV

1. The following are adopted as required for tax exempt status under Section 501(c) of the Internal Revenue Code:

(a) No part of the assets of the Corporation shall inure to the benefit of any officer, member, director or trustee of the Corporation or any private individual (except that reasonable compensation may be paid for services rendered to the organization) and no officer, member, director or trustee shall be entitled to share in the distribution of any of the organization's assets on dissolution of the organization. It is intended that the Corporation shall be entitled to exemption from federal income tax under Section 501 (c) (3), and related laws and regulations, of the Internal Revenue Code.

(b) Except to the extent permitted by Sections 501 and applicable subsections of the Internal Revenue Code, no substantial part of the activities of the Corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation or participating or intervening in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

(c) The Corporation may authorize for its dissolution to be filed in accordance with Section 11 of Chapter 180 of the General Laws by the affirmative vote, at any meeting of its general members when a quorum is present, of two-thirds of the total number of the members of the Corporation present and legally qualified to vote in meetings of the Corporation; provided; however, that in the event of any liquidation, dissolution, termination or winding up of the corporation (whether voluntary, involuntary, or by operation of law), the property or assets of the Corporation remaining after providing for the payment of its debts and obligations shall, unless otherwise required by law, be conveyed, transferred, distributed, and set over outright to one or more charitable or educational institutions or organizations selected by said Corporation and created and organized for one or more nonprofit purposes similar to those of the corporation, which qualify as exempt from income tax under Section 501 (c) (3) of said Code as said Section may be applied to charitable, scientific or educational purposes.

(d) Except as may be otherwise required by law, the Corporation may merge or consolidate only with or into any corporation that is exempt from federal income taxes under Section 501(c) (3) of the Internal Revenue Code which is organized for one or more of the purposes of the Corporation

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as set forth in its Articles of Organization as from time to time amended or for purposes substantially similar thereto.

(e) Notwithstanding any other provisions of these articles, the organization is organized exclusively for one or more purposes as specified in Section 501(c)(3) of the Internal Revenue Code, and shall not carry on any activities not permitted to be carried by an organization exempt from Federal income tax under said Code or corresponding provisions of any subsequent federal tax laws. No amendment to these Articles of Organization shall in any way authorize or permit the Corporation to be operated otherwise than exclusively for charitable, scientific or educational purposes or for the promotion of the general welfare, or for any purpose or in any manner that would deprive it of exemption from federal and state taxes.

(f) In any taxable year in which the corporation is a private foundation as described in IRC 509(a), the organization shall distribute its income for said period at such time and manner as not to subject it to tax under IRC 4942, and the organization shall not (a) engage in any act of self-dealing as defined in IRC 4941(d), retain any excess business holdings as defined in IRC 4943(c), (b) make any investments in such a manner as to subject the organization to tax under IRC 4944, or (c) make any taxable expenditures as defined in IRC 4945(d) or corresponding provisions of any subsequent federal tax laws.

(g) The Corporation shall at all times maintain non-discriminatory membership rules and access to its facilities.

2. In furtherance of the purposes of the Corporation, and subject to any limitations set forth in Parts II-V hereof, the Corporation shall have and may exercise, in addition to the powers specified in Chapter 180 of the General Laws, the following powers, provided that none shall be exercised in a manner inconsistent with Section 501(c)(3) of the Internal Revenue Code or any other federal tax law or general law:

(a) To solicit, accept, hold, administer, dispose of and otherwise deal in money, securities or real, personal or mixed property of any kind whatsoever;

(b) To take and receive by bequest, devise, gift or benefit of trust any property or interest therein;

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- (c) To invest, reinvest, and administer the funds of the Corporation;
- (d) To acquire by purchase, lease, license, concession, permit or by any other manner, and to construct, own, hold, maintain, improve, operate, manage, control, sell, convey, mortgage, lease, rent, or otherwise dispose of real property, both improved and unimproved, to carry out the purposes herein;
- (e) To borrow money, and from time to time, to make and execute promissory notes, bills of exchange and other obligations of the Corporation, for monies borrowed or in payment for property acquired for any of the purposes of the Corporation, and to secure the payment of such obligations by mortgage, pledge, deed, indenture or agreement;
- (f) To sue;
- (g) To cooperate with, support, assist, deal with and avail itself of the facilities and programs of cultural, civic, community, business and professional institutions as well as federal, state, and local agencies, to carry out the purposes herein;
- (h) To incorporate affiliated or subsidiary corporations;
- (i) To carry on any activity which the Board of Directors, in its discretion deems calculated directly or indirectly to further the aforesaid charitable, scientific and educational purposes the Corporation is empowered to do, or any part thereof, as principal, agent, contractor or otherwise;
- (j) To elect or appoint employees, fix their compensation and define their duties and obligations;
- (k) To plan, manage and operate channels or programming space assigned or otherwise made available to it by any cable television system within the geographic area of the City of North Adams and the Towns of Adams, Cheshire and Clarksburg or other areas as authorized by the Directors;
- (l) To plan, develop, produce and sponsor, and encourage and assist others to plan, develop produce and sponsor programming for cablecasting on the channels of any cable television system licensed to operate within the aforesaid municipalities, including without limitation;
- (i) Educational, civic, cultural, scientific, social or community programming;

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- (ii) Programming designed to increase neighborhood interaction and to foster communication among diverse groups living or working within the aforesaid municipalities and to explore and illustrate the North Berkshire region's rich heritage;
 - (iii) Programming or projects designed to develop new cable services for the aforesaid municipalities and educational institutions, business and other organizations, other entities and persons;
 - (m) To distribute programming, by cablecasting, broadcasting, or by any other means, within and without said North Berkshire municipalities;
 - (n) To consult, cooperate and confer with, and to seek advice and assistance from state and federal governments, governmental and private agencies and other organizations, firms, businesses and institutions in furtherance of any of the purposes of the Corporation;
 - (o) To encourage the development, production, and distribution of quality programming by any other person, including any other corporation established or owned, in whole or in part, by the Corporation for the purpose of such development, production, or distribution.
 - (p) The foregoing clauses shall be construed as both purposes and powers and the enumeration of specific powers therein shall not be held to limit or restrict in any manner the general powers of the Corporation, subject to the limitations set forth in these Articles, the Internal Revenue Code and other general laws. Consistent with the foregoing, the Corporation may have and exercise all powers necessary or convenient to effect any or all of the purposes for which the Corporation is formed.
3. The Directors may make, amend or repeal the by-laws in whole or in part, except with respect to any provisions thereof which by law, the Articles of Organization, or the by-laws require action by the members.

ARTICLE V

By-laws of the corporation have been duly adopted and the initial directors, president, treasurer and clerk or other presiding, financial or recording officers, whose names are set out below, have been duly elected.

ARTICLE VI

The effective date of organization of the corporation shall be the date of filing with the Secretary of the Commonwealth or if a later date is desired, specify date, (not more than 30 days after date of filing).

The information contained in ARTICLE VII is NOT a PERMANENT part of the Articles of Organization and may be changed ONLY by filing the appropriate form provided therefor.

ARTICLE VII

a. The post office address of the initial principal office of the corporation IN MASSACHUSETTS is: c/o Honorable John Barrett III, Mayor, City Hall, 10 Main St., North Adams, MA 01247

b. The name, residence and post office address of each of the initial directors and following officers of the corporation are as follows:

| NAME | RESIDENCE | POST OFFICE ADDRESS |
|--------------------------------|----------------------|----------------------|
| President: GAILANNE M. CARIDDI | 100 GALVIN RD | NORTH ADAMS MA 01247 |
| Treasurer: WILLIAM J. CHARON | 31 GROVE ST. | ADAMS MA 01220 |
| Clerk: Joseph F. Puzzo | 188 E. Main St apt 5 | North Adams MA same. |

Directors: (or officers having the powers of directors).

| NAME | RESIDENCE | POST OFFICE ADDRESS |
|-------------------|---|---------------------|
| Michael Putnam | 33 North Church St., North Adams, MA 01247 | (same as residence) |
| Paul Marino | 70 Veazie St., North Adams, MA 01247 | (same) |
| Joseph Piazza | 188 East Main Street, North Adams, MA 01247 | (same) |
| Gailanne Cariddi | 100 Galvin Road, North Adams, MA 01247 | (same) |
| Alma Riello | 27 Summer Street, Adams, MA 01220 | (same) |
| William Charon | 31 Grove Street, Adams, MA 01220 | (same) |
| Michael Powers | 7 East Street, Adams, MA 01220 | (same) |
| Frank Polastri | 90 South Street, Cheshire, MA 01225 | (same) |
| Carol Francesconi | 73 Dean Street, Cheshire, MA 01225 | (same) |
| William Beattie | East Road, Clarksburg, MA 01247 | (same) |

c. The fiscal year of the corporation shall end on the last day of the month of: December

d. The name and BUSINESS address of the RESIDENT AGENT of the corporation, if any, is:

I/We the below-signed INCORPORATORS do hereby certify under the pains and penalties of perjury that I/We have not been convicted of any crimes relating to alcohol or gaming within the past ten years. I/We do hereby further certify that to the best of my/our knowledge the above-named principal officers have not been similarly convicted. If so convicted, explain.

IN WITNESS WHEREOF and under the pains and penalties of perjury, I/WE, whose signature(s) appear below as incorporator(s) and whose names and business or residential address(es) ARE CLEARLY TYPED OR PRINTED beneath each signature do hereby associate with the intention of forming this corporation under the provisions of General Laws Chapter 180 and do hereby sign these Articles of Organization as incorporator(s) this 27th day of JUNE 19 84.

Gailanne M. Cariddi Gailanne Cariddi
 William J. Charon William J. Charon
 Joseph F. Puzzo Joseph F. Puzzo

NOTE: If an already-existing corporation is acting as incorporator, type in the exact name of the corporation, the state or other jurisdiction where it was incorporated, the name of the person signing on behalf of said corporation and the title he/she holds or other authority by which such action is taken.