

North Dakota Nonprofit Corporation
SUBMIT DUPLICATE ORIGINALS

Fee: \$20.00

ARTICLES OF INCORPORATION

We, the undersigned natural persons of the age of eighteen years or more, acting as incorporators of a corporation organized under Chapter 10-24, North Dakota Century Code, adopt the following Articles of Incorporation for such Corporation.

ARTICLE 1. The name of said Corporation shall be: CAT, Inc.

ARTICLE 2. The period of its duration is: perpetual
(Perpetual unless Limited)

ARTICLE 3. The purposes for which the Corporation is organized are:

To create, manage, and promote the use of local access television in the Bismarck-Mandan area, and to conduct all activities whatsoever in its management and promotion, including but not limited to the hiring of employees and personnel to run the station; the obtaining of the necessary equipment and studio facilities to conduct the affairs of a cable access television station; the promotion of the station in the affected communities; solicitation of support, both financial and in-kind, to aid in the operation of the station; and any other activity allowed under the laws of the United States and the State of North Dakota in the conduct of non-profit, communications corporations.

BEN MEIER
SEC. OF STATE
BEN MEIER
SEC. OF STATE
Jul 29 1 25 PM '87
Jul 9 9 27 PM '87

ARTICLE 9. The name and address of each incorporator is:
(One or more incorporators)

NAME	ADDRESS
<u>Jack McDonald</u>	<u>208 East Divide Avenue, Bismarck, ND 58501</u>
<u>Sally OremLand</u>	<u>106 Ridgeview Acres, Bismarck, ND 58501</u>
<u>Tim Moore</u>	<u>922 North 1st Street, Bismarck, ND 58501</u>

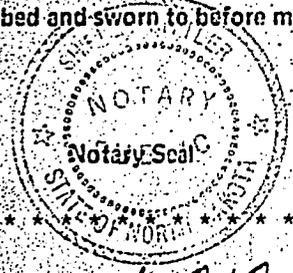
VERIFICATION

We, the above named incorporators, being first duly sworn, say that we each have read the foregoing application and know the contents thereof, and verily believe the statements made thereon to be true.

Jack McDonald
Sally OremLand
Tim Moore

Dated 6/17 19 87

Subscribed and sworn to before me this 6 day of June, 19 87



Shirley Kitterer
Notary Public

My Commission expires 6-29 19 90

Certificate No. 40909

Filing Date July 24 19 87

Ben Mader By Cy
(Secretary of State)

Receipts 09348-11779

STATEMENT OF CONSENT TO SERVE AS REGISTERED AGENT

To the Secretary of State
State of North Dakota

File No. 7738 NP

To be filed by Domestic and Foreign Corporations.
File duplicate originals - (Two copies, both bearing original signatures.)
Filing fee - \$10.00

Complete this section if the registered agent is an individual.

I, Gary Wolberg, hereby accept the appointment to serve
(Print legibly or type)
in the capacity of registered agent for the corporation known as CAI, Inc.

(Exact corporate name)

7/21/87, 19____
(Month, Day, & Year)

Gary Wolberg
(Signature of registered agent)

Complete this section if the registered agent is a corporation.

I, _____, being the _____ of _____
(Print legibly or type) (Title)
(Exact corporate name), hereby accept on behalf of

(Exact corporate name)

_____, the appointment to serve in the
capacity of registered agent for the corporation known as _____

(Exact corporate name)

_____, 19____
(Month, Day, & Year)

(Exact corporate name of corporation acting as agent)

By _____

(Title)

Filing Date: July 24, 1987

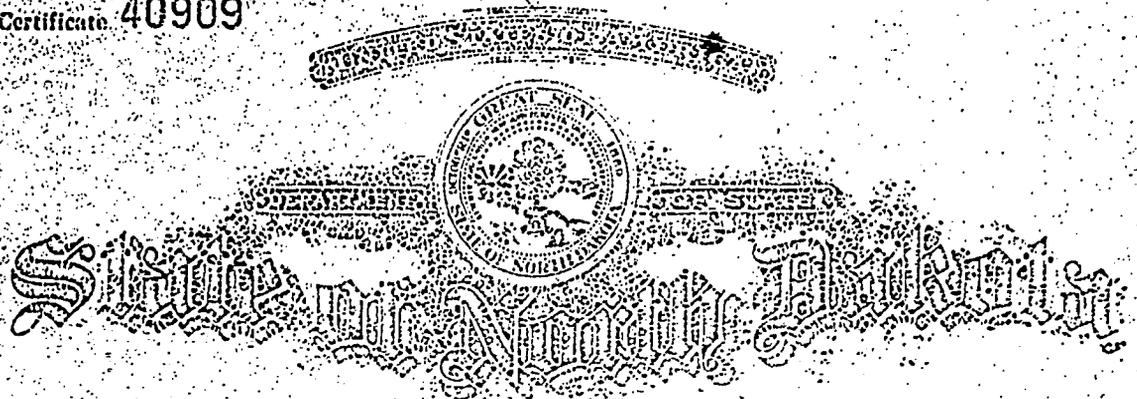
Filed By: _____

Bernie Meyer By [Signature]
Secretary of State
Receipt No. 09348

SPN 7974

BERNIE MEYER
SEC. OF STATE
Jul 23 1 25 PM '87

Certificate 40909



CERTIFICATE OF INCORPORATION
OF

.....
CAT, INC.
.....

The undersigned, as Secretary of State of the State of North Dakota, hereby certifies that duplicate originals of Articles of Incorporation for the incorporation of

.....
CAT, INC.
.....

duly signed and verified pursuant to the provisions of the North Dakota Nonprofit (10-24 N.D.C.C.) Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY the undersigned, as such Secretary of State, and by virtue of the authority vested in him by law, hereby issues this Certificate of Incorporation to

.....
CAT, INC.
.....

and attaches hereto a duplicate original of the Articles of Incorporation.

In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State at the Capitol in the City of Bismarck, this 24th day of July A. D., 19⁸⁷

.....
SEN MEIER Secretary of State.

By..... Deputy.

7738-PP

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF CAT, INC.

ARTICLE 1. The name of said Corporation shall be: CAT, Inc.

ARTICLE 2. The period of its duration is: perpetual

ARTICLE 3. The purposes for which the Corporation is organized are:

To provide literary, educational, and community interest programs to the citizens of Bismarck, North Dakota, via a cable channel; to provide citizens, interest groups, and subcommittees of the City of Bismarck the opportunity to present information and share their resources with the general public via the cable channel, at little, if any cost; to provide training courses, production equipment, limited production services, engineering support, promotion services by the use of cable to promote upcoming events and programs, and channel and schedule times, to facilitate the above two purposes; to solicit support, both financial and in kind, to fulfill the above stated purposes.

ARTICLE 4. This Corporation is not organized for profit and shall have no capital stock.

ARTICLE 5. Provisions for the regulation of the internal affairs of the Corporation, including provisions for distribution of assets on dissolution or final liquidation are:

As stated in the Bylaws, and as follows:

- a. No part of the net earnings, gains or assets of the Corporation shall inure to the benefit of or be distributable to its directors, officers, other private individuals, or organizations organized and operated for a profit (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 as hereinabove stated). 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 be empowered to make the election authorized under Section 501(h) of the Internal Revenue Code of 1986. 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 candidate for public office. Notwithstanding any other provision

herein, the Corporation shall not carry on any activities not permitted to be carried on -

- (a) By an organization exempt from federal income taxation under Section 501(a) of the Internal Revenue Code of 1986 as an organization described in Section 501(c) (3) of such Code;
- (b) By an organization described in Sections 509(a) (1), (2) or (3) of the Internal Revenue Code of 1986 (as the case may be), and/or;
- (c) By an organization, contributions to which are deductible under Sections 170(c) (2), 2055(a) (2), or 2522(a) (2) of the Internal Revenue Code of 1986.

- b. The Corporation is organized and operated exclusively for charitable and social welfare purposes within the meaning of Section 501(c) (3) of the Internal Revenue Code of 1986.

In the event of dissolution or final liquidation of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all the lawful debts and liabilities of the Corporation, distribute all the assets of the Corporation to one or more of the following categories of recipients as the Board of Directors of the Corporation shall determine:

- (a) A non-profit organization or organization which may have been created to succeed the Corporation, as long as such organization or each of such organizations shall then qualify as a governmental unit under Section 170(c) of the Internal Revenue Code of 1986 or as an organization exempt from federal income taxation under Section 501(a) of such code as an organization described in Section 501(c) (3) of such Code; and/or
- (b) A non-profit organization or organizations having similar aims and objects as the Corporation and which may be selected as an appropriate recipient of such assets, as long as such organization or each of such organizations shall then qualify as a governmental unit under Section 170(c) of the Internal Revenue Code of 1986 or as an organization exempt from federal income taxation under Section 501(a) of such code as an organization described in Section 501(c) (3) of such code.

References herein to sections of the Internal Revenue Code of 1986 are to provisions of such code as those provisions are now enacted or to corresponding provisions of any future United States revenue law.

ARTICLE 6. The address of the registered office of the Corporation is: 400 E. Broadway, Suite 600, Bismarck, ND 58501

The name of the initial registered agent at such address is: Gary R. Wolberg.

ARTICLE 7. The number of directors constituting the initial board of directors is: three

The names and addresses of the persons who are to serve as initial directors are:

NAME	ADDRESS
Jack McDonald	208 East Divide Ave., Bismarck, ND 58501
Sally Oremland	106 Ridgeview Acres, Bismarck, ND 58501
Tim Moore	922 North 1st St., Bismarck, ND 58501

ARTICLE 8. The name and address of each incorporator is:

NAME	ADDRESS
Jack McDonald	208 East Divide Ave., Bismarck, ND 58501
Sally Oremland	106 Ridgeview Acres, Bismarck, ND 58501
Tim Moore	922 North 1st St., Bismarck, ND 58501

ARTICLE 9. These Amended and Restated Article of Incorporation of CAT, Inc., supersede the original Articles of Incorporation of CAT, Inc. and any and all amendments thereto.

Execution

CAT, INC.

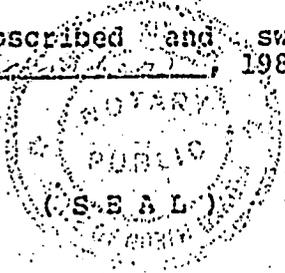
By: *Jack McDonald*
vice president, president or

CAT, INC.

By: *Tim Moore*
, secretary or
assistant secretary

Dated this 23 day of December, 1987.

Subscribed and sworn to before me this 28th day of December, 1987.



Shirley Kettler
Notary Public
County, North Dakota
My Commission Expires: 6-29-90

Certificate No. 378

Filing Date 12-31 1987

Shirley Kettler By SK

No. 378



RESTATED CERTIFICATE OF INCORPORATION

OF

CAT, INC.

The undersigned, as Secretary of State of the State of North Dakota, hereby certifies that duplicate originals of Restated Articles of Incorporation of

CAT, INC.

duly signed and verified pursuant to the provisions of the North Dakota

NON-PROFIT Act, have been received in this office and are found to conform to law.

ACCORDINGLY the undersigned, as such Secretary of State and by virtue of the authority vested in him by law, hereby issues this Restated Certificate of Incorporation to

CAT, INC.
and attaches hereto a duplicate original of the Restated Articles of Incorporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State at the Capitol in the City of Bismarek, this Thirry-first day of December A.D., 1937

Secretary of State

By _____
Deputy

File No. 3736-NP
7735-21f



**NONPROFIT CORPORATION
ARTICLES OF AMENDMENT**
SECRETARY OF STATE
SFN 13012 (4-96)

FOR OFFICE USE ONLY

ID#	3651000	NP
File#	738	
WO#	572243	
Filed By	10-3-97	NS

6

SEP 30 97 4 77 17

1. FILING FEE \$20.00

The following amendment has been adopted pursuant to the provisions of the North Dakota Nonprofit Corporation Act, North Dakota Century Code, Chapter ~~10-24~~ 10-33

2.A. The name of the corporation as reflected in the Articles of Incorporation on file with the Secretary of State. CAT, INC.	B. Federal ID# 47-0706142	C. Telephone # (701) 258-8767
C. Complete mailing address of the corporation (Street/RR, PO Box, City, State, Zip+4) 307 N. 4th Street, Bismarck, ND 58501		D. Toll-Free Telephone # N/A

3. The following amendment(s) adopted by the corporation:

Article 1. The name of said corporation has changed from CAT, INC. to CATV, INC.

Article 6. The address of the registered office of the corporation is:
Wheeler Wolf Attorneys
220 N. 4th Street
Bismarck, ND 58501

The name of the initial registered agent at such address is:
Jack McDonald

4. The amendment was adopted by one of the following methods (check the appropriate method and complete the statement as necessary)

Voting members adopted the amendment
At a meeting held on _____, 19__ at which a quorum was present, the amendment received at least two-thirds of the votes cast by members present at the meeting and entitled to vote, or by proxy; OR
By a consent in writing signed by all members entitled to vote.

OR

There being no voting members, a majority of the directors in office adopted the amendment at a meeting held on _____, 19__.

5. The undersigned, an officer of the corporation, has read the foregoing Articles of Amendment, knows the contents thereof, and believe the statements made thereon to be true. (One signature is sufficient. Additional signature line is provided if the corporation prefers a counter signature.)

	9/25/97		
Signature	Date	Signature	Date
President of the CATV, INC. Board			
Officer's Title		Officer's Title	

6. Name of person to contact about this amendment

Daytime Telephone #

Guy F. Rittel

(701) 258-8767

REGISTERED AGENT
CONSENT TO SERVE
SECRETARY OF STATE
SFN 7974 (3-95)

ID# 3,651,000

RECEIVED
JUL 17 1997
SEC. OF STATE

WO# 572248

Approved By

Filed 10-3-97 By NS

1. FILING FEE: \$10.00

FILING AND MAILING INSTRUCTIONS ENCLOSED

2. Name of the Corporation, Limited Liability Company, or Limited Liability Partnership for Which the Registered Agent is to Serve
CAT, INC.

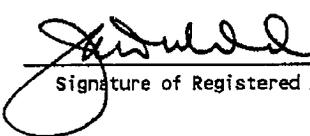
3.A. Name of the Registered Agent

Jack McDonald

B. Registered Agent is (Check One)
 An Individual North Dakota Resident
 A Corporation
 A Limited Liability Company
 A Limited Liability Partnership

C. Social Security/Federal ID # of Registered Agent
502-36-6156

4. The designated registered agent hereby consents to act in that capacity for the above named corporation, limited liability company, or limited liability partnership until removed or resignation is submitted in accordance with North Dakota statutes.


Signature of Registered Agent

7/16/97
Date



NONPROFIT CORPORATION
ARTICLES OF AMENDMENT
SECRETARY OF STATE
SFN 13012 (07-2008)

RECEIVED

OCT 20 2008

REC

OCT 20 2008

SEC. OF STATE

File #7738

FOR OFFICE USE ONLY	
ID#	3,651,000 NP
WOW#	526271
Filed	10-29-08
By	UF

1. FILING FEE \$20.00

TYPE OR PRINT LEGIBLY

SEE INSTRUCTIONS REGARDING FEES, FILING AND MAILING.

2. The name of the corporation as reflected in the Articles of Incorporation on file with the Secretary of State

CATV, Inc.

3. Federal ID Number 47-0706142	4. Telephone Number (701) 258-8787	5. Toll-free Telephone Number
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6. Complete mailing address of the corporation's executive office: (Street/RR, PO Box, City, State, Zip+4)
307 N. 4th Street, Bismarck, ND 58501-4020

7. The following amendment has been adopted pursuant to the North Dakota Nonprofit Corporation Act, N.D.C.C., Chapter 10-33

ARTICLE 1. The name of said Corporation shall be: Dakota Media Access, Inc.

ARTICLE 3. The purpose for which the Corporation is organized are:

To provide literary, educational, and community interest programs to the citizens of Bismarck and Mandan, North Dakota, via electronic media to provide citizens, schools, non-profit organizations and government agencies the opportunity to present information and share their resources with the general public via electronic media at little, if any cost; to provide training courses, production equipment, limited production services, engineering support, promotion services by the use of electronic media to promote upcoming events and programs, and channel and schedule times, to facilitate the above two purposes; to solicit support, both financial and in kind, to fulfill the above stated purposes.

8. The amendment shall be effective (check one)

When filed with the Secretary of State Later on _____ (month, day, year)

9. The amendment was adopted on by one of the following methods: (check the appropriate method and complete the statement as necessary)

Voting members adopted the amendment:
 At a meeting held on _____ at which a quorum was present and the amendment received at least two thirds of the votes cast by members present at the meeting and entitled to vote, or by proxy; OR
 By a consent in writing signed by all members entitled to vote

OR

There being no voting members, a majority of the directors in office adopted the amendment at a meeting held on October 14, 2008 (month, day, year)

10. "The undersigned, a person authorized by the corporation to sign this amendment, has read the foregoing Articles of Amendment, knows the contents thereof, and believes the statements made thereon to be true. I further authorize the Secretary of State to correct numbers 2 and 7 if not correctly reflected."

Signature Mary Van Sicke Date 10/29/08

11. Name of person to contact about this document Mary Van Sicke	E-Mail Address van@freatv.org	Daytime Telephone Number (701) 258-8787
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