

Lansing, Michigan

This is to Certify That Articles of Incorporation of

MONROE PUBLIC ACCESS CABLE TELEVISION, INC.

were duly filed in this office on the 23RD day of JANUARY, 19 86,
in conformity with Act 162, Public Acts of 1982.

In testimony whereof, I have hereunto set my
hand and affixed the Seal of the Department,
in the City of Lansing, this 23RD day
of JANUARY, 19 86

Director

1985

MONROE PUBLIC ACCESS CABLE TELEVISION, INC.

ARTICLES OF INCORPORATION

Pursuant to the provisions of Act 162, the undersigned corporation executes the following Articles:

ARTICLE I

NAME

The name of the corporation is MONROE PUBLIC ACCESS CABLE TELEVISION, INC.

ARTICLE II

PURPOSES

The purpose or purposes for which the corporation is organized are as follows:

The Corporation is organized exclusively for educational, charitable, and scientific purposes, as described in Section 501 (c) (3) of Internal Revenue Code of 1954, or the corresponding provision of any future United States Internal Revenue Law, and in this connection,

- A. To perform such duties and functions relative to cable communication systems as may be appropriate to maximize the benefit to individuals, institutions, and other organizations within the service area;
- B. To develop appropriate policies and to administer local public access channels;
- C. To promote and assist in the uses of local educational and local governmental television channels, and the funding thereof;
- D. To promote and foster the development of a cable/video community outreach program, the training of users, the utilization of production facilities, the granting of assistance in policy formation for access to channels and communications facilities and equipment, in the City and/or County of Monroe in the State of Michigan and to do any and all things necessary or suitable to those ends including, but not limited to, handling aspects of community(ies) public access programs;
- E. To promote and develop programs for the optimal utilization of cable communication systems and other communication technologies;

- F. To develop funding proposals and administer any grant funds obtained for the ongoing development of cable communications;
- G. To provide liaison with governmental units franchising cable systems.

ARTICLE III

FINANCIAL STRUCTURE

Said corporation is organized upon non-stock and membership bases.

Section 1 - Said Corporation possesses no real property.

Section 2 - Said Corporation possesses no personal property.

Section 3 - Said corporation is to be financed under the following general plan: solely by contributions from franchise fees, the general public, donations, fund raising projects, sustaining memberships, endowments, bequests, through grants and all other such sources and activities which are legal under the laws of Michigan.

Section 4 - Each year the Board of Directors shall adopt a budget for the next fiscal year.

Section 5 - The fiscal year shall be the first day of July through the thirtieth day of June. The corporation shall prepare financial statements each month. The Board of Directors shall review those financial statements and take whatever steps necessary to insure the financial well-being of the corporation.

Section 6 - No part of the income of the Corporation shall inure to the benefit of any member, trustee, director, officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes), and no member, trustee, director, officer of the Corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

ARTICLE IV

REGISTERED OFFICE

The address of the initial registered office is:
1555 S. Raisinville Road, Monroe, MI, 48161.

The name of the initial registered agent at the registered office is: M. Joan Woodruff

ARTICLE V

INCORPORATORS

The names and addresses of the incorporators are as follows:

June Hopkins, 1101 S. Raisinville Road, Monroe, MI, 48161
Bernard A. Margolis, 1565 Arbor, Monroe, MI, 48161
Terry Semones, 957 Winston, Monroe, MI, 48161
M. Joan Woodruff, 327 Donnalee Drive, Monroe, MI, 48161

ARTICLE VI

BOARD OF DIRECTORS

The names and addresses of the first board of directors (or trustees) are as follows:

June Hopkins, 1101 S. Raisinville Road, Monroe, MI 48161
Bernard A. Margolis, 1565 Arbor, Monroe, MI, 48161
Terry Semones, 957 Winston, Monroe, MI, 48161
M. Joan Woodruff, 327 Donnalee Drive, Monroe,, MI, 48161

ARTICLE VII

PROVISIONS FOR REGULATION AND CONDUCT OF THE AFFAIRS OF THE CORPORATION

Other provisions, consistent with the laws of this state, for the regulation and conduct of the affairs of this corporation, and creating, defining, limiting or regulating the powers of this corporation, of the directors or of the members or any class or classes of members are as follows:

Section 1 - To fulfill the purposes set forth in Article II this Corporation shall take and hold by bequest, devise, gift, grant, purchase, lease or otherwise any property, real, personal, tangible or intangible or any undivided interest therein without limitation as to amount or value; to sell, convey, or otherwise dispose of any such property and to invest, reinvest, or deal with the principal or the income thereof in such manner as, in the judgement of the directors,

will best promote the purpose of the Corporation without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received, these Articles of Incorporation, or any laws applicable thereto.

Section 2 - To enter into any and all contracts which the directors may deem necessary or desirable to carry out the purposes of this Corporation.

Section 3 - To employ such individuals as are deemed necessary, and each individual so employed may be paid such compensation for his/her services actually rendered in the course of such employment as may be reasonably fixed in the manner provided by the Board of Directors.

Section 4 - To do any other act or thing incidental to or connected with the foregoing purpose or in advancement thereof, but not for the pecuniary profit or financial gain of its directors or officers except as permitted under the non-profit corporation law of the State of Michigan.

ARTICLE VIII

DISSOLUTION

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine.

ARTICLE IX

INDEMNIFICATION

No officer or director of this corporation shall be liable to the corporation or to any person, firm, corporation, business or the other entity for any act of said officer or director and the corporation shall save harmless every officer and director from any liability whatsoever imposed upon said officer or director by virtue of his/her actions as a director or officer.

ARTICLE X

ANNUAL MEETING

The annual membership meeting of the Monroe Public Access Cable Television, Inc. shall be held at such time and place as may be designated by the Board of Directors.

ARTICLE XI

EXEMPTION OF PRIVATE PROPERTY

The private property of the incorporators, directors, officers, employees and agents of this corporation shall be forever exempt from liability of its debts or obligations.

ARTICLE XII

AMENDMENT OF ARTICLES

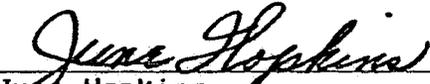
These Articles of Incorporation may be amended at any meeting of the members called for that purpose, by the affirmative vote of a majority of the members of the Corporation present at the meeting.

ARTICLE XIII

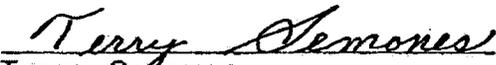
BYLAWS

The Board of Directors shall adopt bylaws governing the conduct of their affairs, establishing the officers of the corporation and their respective duties and setting forth such other matters as they shall deem appropriate. The Board of Directors may amend such bylaws from time to time at any meeting, the notice of which shall specify that an amendment to the bylaws is to be considered by a majority vote of the Board of Directors.

We, the incorporators sign our names this 17th day of December, 1985.



June Hopkins



Terry Semones



Bernard A. Margolis



M. Joan Woodruff