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CERTIFICATE OF INCORPORATION

OF

ROCHESTER COMMUNITY TV, INC.

Under Section 402 of the Not-For-Profit Corporation Law

The undersigned, for the purpose of forming a corporation pursuant to the provisions of the Not-For-Profit Corporation Law of the State of New York, hereby certifies:

1. The name of the corporation is Rochester Community TV, Inc., hereinafter referred to as the Corporation.

2. The Corporation is a corporation as defined in Subparagraph (a)(5) of section 102 of the Not-For-Profit Corporation Law in that it is not formed for pecuniary profit or financial gain, and no part of the assets, income or profit of the Corporation is distributable to, or inures to the benefit of its members, directors or officers except to the extent permissible under the Not-For-Profit Corporation Law.

3. The Corporation is a type B Corporation under Section 201 of the Not-For-Profit Law and formed for the charitable, educational and cultural purposes of enabling individuals or organizations within the Rochester Community to communicate via the cable television medium non-commercial information, ideas and opinions regarding subjects that would be of interest to viewers in the community. To that end it will:

- A. administer and manage all the public access channels of the cable television system in the City of Rochester, and the use of facilities, equipment, supplies, services and other support made available for programming purposes;
- B. develop and promote the community use of public access telecommunications media in a non-discriminatory manner that promotes a free exchange of ideas and information;
- C. provide individuals residing in the City of Rochester and organizations with an office in the City of Rochester the resources and support to produce programming for public access channels, including training, equipment, production facilities and channel time;
- D. serve public access viewers and listeners by facilitating a diversity of images and sounds as well as programming of general community interest on the public access channels;

- E. embrace equality of opportunity in all aspects of public access management;
- F. develop funding resources and administer such funds in order to promote public access programming;
- G. ensure that programming content on the public access channels is not censored, except as necessary to comply with applicable law;
- H. seek ways to develop audiences and increase the visibility of public access programming; and
- I. do any other acts, matters and things necessary or convenient in order to accomplish the foregoing objectives and purposes.

4. The Corporation shall have all of the powers set forth in Section 202 of the Not-For-Profit Corporation Law and shall have such other powers, not prohibited by law, as may be necessary or desirable for the accomplishment of its corporate purposes and objectives. Notwithstanding any other provision of these Articles, the organization shall not exercise any power nor engage in any activities not within the scope of 501(c)(3) of the Internal Revenue Code.

5. Nothing herein shall authorize the corporation to own, operate or maintain, a FCC licensed, State-funded public educational television and/or noncommercial educational radio station or cable communications facility.

6. The office of the Corporation will be located in the City of Rochester, Monroe County, New York.

7. The names and addresses of the initial Directors of the Corporation are:

<u>Director</u>	<u>Address</u>
Mitchell T. Williams, Esq.	900 First Federal Plaza Rochester, NY 14614
Mr. Tom Fitzpatrick	96 Magee Avenue Rochester, NY 14613
Mr. Glenn King	1036 Avenue D Rochester, NY 14621
Ms. Mary Brayer	196 Vassar Street Rochester, NY 14607
Rev. Jeffrey Melvin	203 Kenwood Avenue Rochester, NY 14611

8. The Directors of the Corporation shall be appointed by the Mayor of the City of Rochester.

9. The Corporation shall be perpetual in existence and shall not be dissolved, liquidated or otherwise terminated so long as there shall be outstanding any notes, bonds, or other obligations of the Corporation, unless adequate provision has been made for the payment thereof. In the event of the dissolution, liquidation, or winding up the Corporation, whether voluntary or involuntary, all of its assets subject to the rights of its creditors, if any, will be donated to an organization which qualifies for exemption under Section 501(c)(3) of the Internal Revenue Code or to the City of Rochester, at the option of the City of Rochester.

10. The Secretary of State of the State of New York is hereby designated as agent of the Corporation upon whom process against it may be served, and the post office address to which the Secretary of state shall mail a copy of any process is 21 Gorham Street, Rochester, New York, 14605.

11. The Corporation is not organized for pecuniary profit, it shall not have stock or stockholders, and no part of the net income of the Corporation shall be distributed to or inure to the benefit of any member, director, officer or employee of the Corporation, contributor or private individual except for reasonable expenses incurred on behalf of the Corporation, and no member, director, officer or employee of the Corporation shall be entitled to receive any pecuniary profit therefrom except to the extent permissible under the Not-For-Profit Corporation Law. All such net income shall be used or reserved for the corporate purpose and objective of the Corporation.

12. Nothing contained in this Certificate of Incorporation shall authorize the Corporation to carry on propaganda or otherwise attempt to influence legislation, or to participate in, or intervene in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office.

13. Prior to the delivery of this Certificate of Incorporation to the Department of State for filing, all approvals or consents required by the Not-For-Profit Corporation Law or by any other statute of the State of New York will be endorsed upon or annexed hereto.

IN WITNESS WHEREOF, the undersigned incorporator, being at least eighteen years of age, has made, subscribed, and acknowledged this Certificate this 30th day of March, 1992.



Ellen A. Anderson

STATE OF NEW YORK)
COUNTY OF MONROE)

SS:

On this 20th day of March, 1992, before me personally came Ellen A. Anderson, to me known and known to me to be the same person described in and who executed the foregoing Certificate of Incorporation, and she duly acknowledged to me that she executed the same.

Barbara L. Giannavola

Notary Public

BARBARA L. GIANNAVOLA
NOTARY PUBLIC, State of N. Y., Monroe Co
My Commission Expires DEC. 31, 1993

FILING RECEIPT

INCORPORATION NAME: ROCHESTER COMMUNITY TV, INC.

DOCUMENT TYPE : INCORPORATION (DOM. NFP)

TYPE: B COUNTY: MONR

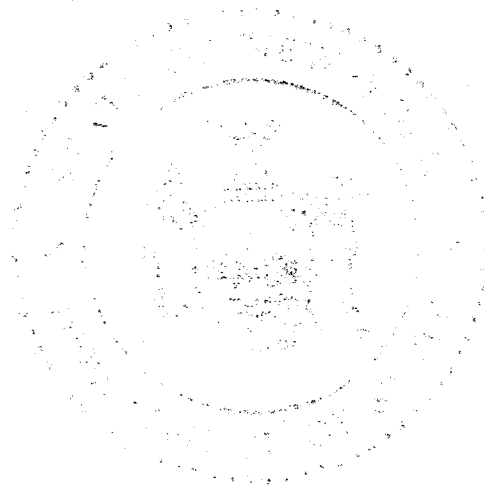
SERVICE COMPANY : COLBY ATTORNEYS SERVICE COMPANY

FILED: 04/15/1992 DURATION: PERPETUAL CASH #: 920415000210 FILM #: 92041500019

ADDRESS FOR PROCESS

INCORPORATION
CORHAM STREET
ROCHESTER, NY 14605

REGISTERED AGENT



FILER	FEES		PAYMENTS	
ELLEN A. ANDERSON	FILING :	75.00	CASH :	0.0
30 CHURCH STREET	TAX :	0.00	CHECK :	0.0
CITY HALL, ROOM 400A	CERT :	0.00	BILLED:	110.0
ROCHESTER, NY 14614	COPIES :	10.00		
	HANDLING:	25.00		
			REFUND:	0.0

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