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CERTIFICATE OF INCORPORATION  
OF  
MEDIA ALLIANCE, INC.

STATE OF NEW YORK  
DEPARTMENT OF STATE  
JUL 23 1980  
AMT OF CHECK \$ 56.50  
FILING FEE \$ 50.00  
TAX \$  
COPY \$ 6.50  
CERT \$  
REFUND \$  
BY: PV  
P - Nassau  
Type B

Leonard Duane Easter, Esq.  
Volunteer Lawyers for the Arts  
36 West 44th Street, Suite 1110  
New York, New York 10036

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State of New York }  
Department of State }

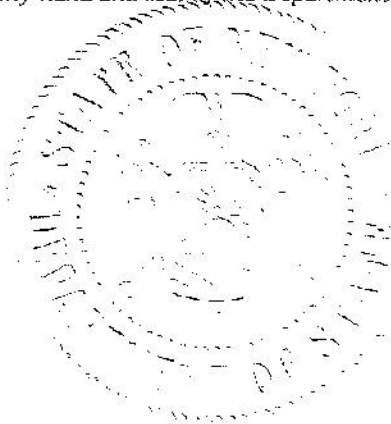
SS.:

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*I hereby certify that I have compared the annexed copy with the original document filed by the Department of State and that  
the same is a correct transcript of said original.*

*Witness my hand and seal of the Department of State on*

JUL 23 1980



*Basil G. Paterson*

*Secretary of State*

G020-504 (12/78)

THE UNIVERSITY OF THE STATE OF NEW YORK  
THE STATE EDUCATION DEPARTMENT  
ALBANY, NEW YORK 12234

COUNSEL  
AND  
DEPUTY COMMISSIONER FOR LEGAL AFFAIRS

3/4/80

TO: Department of State  
Division of Corporations

FROM: Office of Counsel and  
Deputy Commissioner for Legal Affairs

By: Mary Dingman *Mary Dingman*  
Legal Assistant

SUBJECT: MEDIA ALLIANCE, INC.

REFERENCE: Proposed Certificate of Incorporation

The attached document was submitted to this Office for review to determine whether the provisions of section 216 of the Education Law require the consent of the Commissioner of Education to its filing with the Department of State, or whether the Education Department would have any objections to its filing.

After review it is the opinion of this Office that there is no necessity for the Commissioner to consent to filing, and that we have no objection to such filing.

This waiver of consent to filing is granted with the understanding and upon the conditions set forth on the reverse side of this memorandum.

Att.

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1995099

This waiver of consent to filing is granted with the understanding that nothing contained in the annexed document shall be construed as authorizing the corporation to engage in the practice of law, except as provided by subdivision 5 of section 495 of the Judiciary Law, or of any of the professions designated in Title VIII of the Education Law, or to use any title restricted by such law, or to conduct a school for any such profession, or to hold itself out to the public as offering professional services.

This waiver of consent to filing is granted with the further understanding that nothing contained in the annexed document shall be construed as authorizing the corporation to operate a nursery school, kindergarten, elementary school, secondary school, institution of higher education, cable television facility, educational television station pursuant to section 236 of the Education Law, library, museum, or historical society, or to maintain an historic site.

This waiver of consent to filing shall not be deemed to be or to take the place of registration for the operation of a private business school in accordance with the provisions of section 5002 of the Education Law, nor shall it be deemed to be, or to take the place of, a license granted by the Board of Regents pursuant to the provisions of section 5001 of the Education Law, a license granted by the Commissioner of Motor Vehicles pursuant to the provisions of section 394 of the Vehicle and Traffic Law, a license as an employment agency granted pursuant to section 172 of the General Business Law, or any other license, certificate, registration, or approval required by law.

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CERTIFICATE OF INCORPORATION OF

MEDIA ALLIANCE, INC.

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

The undersigned, a natural person of the age of eighteen or over, desiring to form a corporation pursuant to the provisions of the Not-for-Profit Corporation Law, does hereby certify:

1. The name of the Corporation is MEDIA ALLIANCE, INC.

2. The Corporation is a corporation as defined in sub-paragraph (a)(5) of Section 102 of the Not-for-Profit Corporation Law and shall be a Type B Corporation under Section 201 of the Not-for-Profit Corporation Law.

3. The purposes for which the Corporation is formed are as follows:

To address common needs of nonprofit organizations providing electronic media programs and services to artists, organizations and the general public in areas including, but not limited to, production, distribution, exhibition, research, preservation, appreciation, and to further the development of this field,

To sponsor and encourage cultural and educational activities among media organizations, artists, and the general public, by conducting research, by gathering information, by organizing and disseminating information among the membership, by effectively communicating and cooperating with film organizations and other groups, independent producers, funding sources, and the general public, by responding to issues of concern to the field, by public information programs, by administering property, and by undertaking such other services and programs as are deemed desirable or appropriate to serve the needs of the Corporation.

To conduct activities which are exclusively charitable, literary and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954, as the same may be amended from time to time.

To conduct of any and all other activities as shall from time to time be found appropriate in connection with the foregoing and as are lawful for not-for-profit corporations.

4. In furtherance of the foregoing purposes, the Corporation shall have all of the general powers enumerated in Section 202 of the Not-for-Profit Corporation Law together with the power to solicit grants and contributions for any corporate purpose and the power to maintain a fund or funds of real or personal property for



any corporate purposes. The Corporation shall have the right to exercise such other powers as now are, or hereafter may be, conferred by law upon a corporation organized for the purposes hereinabove set forth or necessary or incidental to the powers so conferred, or conducive to the furtherance thereof.

5. Notwithstanding any other provision of these articles, the Corporation is organized exclusively for one or more of the following purposes: religious, charitable, scientific, testing for public safety, literary or educational purposes, or to foster national or international amateur sports competition (but only if no part of its activities involve the provision of athletic facilities or equipment) or for the prevention of cruelty to children or animals, as specified in section 501(c)(3) of the Internal Revenue Code of 1954, and shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal income tax under 501(c)(3) of the Internal Revenue Code of 1954.

6. The Corporation shall be empowered to solicit funds from the public.

7. 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.

8. Nothing herein shall authorize the Corporation, directly or indirectly, to engage in or include among its purposes any of the activities mentioned in Section 404 (b), (c), and (e) through (t) of the Not-for-Profit Corporation Law.

9. No substantial part of the activities of the corporation shall be devoted to carrying on propaganda, or otherwise attempting to influence legislation, (except to the extent authorized by Internal Revenue Code 501(1) as amended, or the corresponding provision of any future United States internal revenue law, during any fiscal year or years in which the corporation has chosen to utilize the benefits authorized by that statutory provision) and the corporation shall not participate in or intervene (including the publishing or distributing of statements) in any political campaign on behalf of any candidate for public office.

10. The office of the Corporation shall be located in the Incorporated Village of Bayville, County of Nassau, State of New York.

11. The Corporation's activities will be conducted principally within the Village of Bayville, County of Nassau, and State of New York, but the activities of the Corporation shall not be limited to such territory and may be conducted throughout the United States, its territories and possessions, and the rest of the world.

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12. The names and addresses of the initial directors of the Corporation are as follows:


<u>Names</u>	<u>Addresses</u>
Henry Baker	722 Clarendon Street, Apt. #1, Syracuse, New York 1321
Michael Rothbard	19 LeBritton Street, Locust Valley, New York 11560
Mary MacArthur	185 West End Avenue, New York, New York 10023

13. The post office address within this State to which the Secretary of State shall mail a copy of any notice required by law is Media Alliance, Inc., 253 Bayville Avenue, Bayville, New York 11709.

14. In the event of dissolution, the assets and property of the corporation remaining after payment of expenses and the satisfaction of all liabilities shall be distributed as determined by the Board of Directors or as may be determined by a court of competent jurisdiction upon application of the Board of Directors, for the nonprofit purposes of the corporation and/or to such charitable, literary and educational organizations as shall qualify under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended. Any of such assets not so distributed shall be disposed of for such purposes as approved by a Justice of the Supreme Court of the State of New York or such other court having jurisdiction over the corporation.

15. Prior to delivery to the Department of State for filing, all approvals or consents required by law will be endorsed upon or annexed to this Certificate.

IN WITNESS WHEREOF this Certificate has been signed and the statements made herein are affirmed as true under the penalties of perjury this 14th day of February, 1979.

  
Michael Rothbard  
19 LeBritton Street  
Locust Valley, NY 11560

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THE UNDERSIGNED HAS NO  
OBJECTION TO THE GRANTING  
OF JUDICIAL APPROVAL  
HEREIN AND WAIVES  
STATUTORY NOTICE

Dated: 3/26/80  
Robert Abrams  
Attorney General  
State of New York

By: Thomas Fernandez  
Assistant Attorney General

I, ALFRED S. ROBBINS, a Justice of the Supreme Court of  
the State of New York, <sup>TENTH JUDICIAL DISTRICT</sup> County of New York, do hereby approve of the  
foregoing Certificate of Incorporation of Media Alliance, Inc., and  
consent that the same be filed.

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Dated: APR 11 1980  
SUPREME COURT, NASSAU COUNTY  
SPECIAL TERM, PART II  
MINEOLA, NEW YORK 11501

Alfred S. Robbins  
Justice of the Supreme Court  
of the State of New York

ALFRED S. ROBBINS

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