

ARTICLES OF INCORPORATION OF LOCKPORT COMMUNITY TELEVISION

Under Section 402 of the Not for Profit Law

The undersigned, a natural person of the age of eighteen years or over, desiring to form a corporation pursuant to the provisions of the Not for Profit Law of the State of New York (the "Not for Profit Corporation Law") hereby certifies:

FIRST: The name of the Corporation is LOCKPORT COMMUNITY TELEVISION, (hereinafter referred to as the "Corporation") which may be abbreviated as LCTV.

SECOND: LCTV is a corporation as defined in subparagraph (a)(5) of Section 102 of the Not for Profit Corporation Law, and is a Type B Corporation as defined in Section 201 of the Not for Profit Corporation Law.

THIRD: The purposes for which the Corporation is formed are:

- (i) To support the goals and objectives of the Lockport Community Cable Commission as they relate to public, educational and governmental programming.
- (ii) To administer and manage the local public, educational, and governmental access channels on behalf of the Lockport Community Cable Commission and the use of the facilities, equipment, supplies, services, and other support made available for programming purposes.
- (iii) To develop funding resources and to administer such funds in order to promote and manage access programming.

- (iv) To provide individuals and organizations in the service area with the resources and support to produce programming for the access channels, including training, equipment, production facilities, and channel time.
- (v) To develop and cultivate the community use of cable telecommunications media in a non-discriminatory manner that promotes a free exchange of ideas and information.
- (vi) To serve access viewers and listeners by facilitating a diversity of programming of general community interest on the access channels.
- (vii) To embrace equality of opportunity in all areas of access management.
- (viii) To ensure that programming content on the access channels is not censored except as necessary to comply with applicable law.
- (ix) To seek ways to develop audiences and to increase the visibility of access programming; to conduct studies and research relating to cable television services and programming and make recommendations for improving them.
- (x) To do any other acts, matters, or tasks necessary or convenient to accomplish the foregoing objectives and purposes and such other purposes as shall not cause LCTV to lose its tax exemption under Section 501 (a) of the United States Internal Revenue Code of 1986, as the same may be amended from time to time, and as an organization described in Section 501(c)(3) of the Code.

FOURTH: In furtherance of its charitable public purposes, as set forth above, LCTV shall have the following powers, to the extent permitted by law, in addition to those powers granted by the Not for Profit Corporation Law:

(ii) To solicit, accept, hold, and prudently administer funds exclusively for the purposes set forth above; to take and receive by bequest, devise, gift, or benefit of trust and to purchase, construct upon, or lease, any property or interest therein, real, personal or mixed, tangible or intangible, wheresoever located and without limitation as to value;

(iii) To hold, sell, lease, loan, convey or otherwise dispose of any property so received, purchased, constructed or otherwise acquired, and invest or reinvest the principal thereof, and receive the income therefrom and to add such income to principal and to deal with, use, expend, loan, convey, donate, or otherwise transfer the property of LCTV, whether principal or income, exclusively for the purposes set forth above;

(iv) To borrow money to be used for payment of property bought by it, for erecting buildings, for making improvements or for making loans exclusively for the purposes set forth above and to secure the repayment of money thus borrowed by mortgage, pledge or deed of trust, upon such property, real, personal or mixed, as may be owned by it; and in like manner to secure by mortgage, pledge or deed of trust, any existing indebtedness which it may have lawfully contracted;

(v) To transfer or distribute funds to organizations which are exempt from tax under Section 501(a) as an organization described in Section 501 (c) (3) of the Code or contributions to which are deductible under Section 170(c)(1) of the Code;

- (vi) To exercise its rights, powers, and privileges by holding meetings of its Board of Directors, by keeping its books, by employing personnel, and by establishing one or more offices, branches, subdivisions, or agencies; and
- (vii) To do everything and anything reasonably and lawfully necessary, proper, suitable, or convenient to achieve the objects and purposes set forth above.

FIFTH: Notwithstanding any other provision of Article THIRD or FOURTH, the Corporation may not exercise any power, either express or implied, in such a manner as to disqualify it from tax exemption under Section 501(a) of the Code as an organization described in Section 501(c)(3) of the Code. It is the intention of the Corporation at all times to qualify and remain qualified as exempt from tax under Section 501(a) as an organization described in Section 501(c)(3) of the Code.

Accordingly:

(i) LCTV shall not carry on propaganda or otherwise attempt to influence legislation to an extent that would disqualify it for tax exemption as an organization described in Section 501(c)(3) of the Code by reason of attempting to influence legislation, nor shall LCTV, directly or indirectly, participate in, or intervene in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for office;

(ii) LCTV shall not be conducted or operated for the principal purpose of carrying on a trade or business for profit, and no part of the net income or earnings of LCTV shall inure to the benefit or profit of any private person, corporate or individual, or any other private

interest, nor shall any of such net income or earnings or any of the property or assets of LCTV be used for other than the objects and purposes as set forth in Article THIRD and FOURTH hereof; provided, however, that LCTV may pay reasonable compensation for services rendered and make payments and other distributions in furtherance of the objects and purposes set forth in Articles THIRD and FOURTH hereof.

SIXTH: Nothing herein shall authorize LCTV directly or indirectly to engage in or include among its purposes any of the activities mentioned in Sections 404(b) through (v) of the Not for Profit Corporation Law.

SEVENTH: The principal office of Lockport Community Television is located at 293 Niagara Street, Lockport, New York, 14094.

EIGHTH: The number of directors constituting the Board of Directors of LCTV and the terms thereof shall be fixed by or pursuant to the By-laws of LCTV. The initial directors are named in Article NINTH:

NINTH: The names and addresses of the intitial directors are as follows:

TENTH: Of the persons hereinabove named as directors, at least one is a citizen of the United States and a resident of the State of New York.

ELEVENTH: The duration of the Corporation is to be perpetual.

TWELFTH: Nothing herein shall authorize LCTV to own, operate or maintain an FCC-licensed public or private educational and/or non-commercial educational radio system or facility.

THIRTEENTH: In the event of a liquidation, dissolution, or termination of LCTV (whether voluntary, involuntary, or by operation of law), and after the payment of debts and liabilities, all of the property or assets of LCTV shall revert to the custody of the Lockport Community Cable Commission.

Should the Commission no longer be in existence, none of the property or assets of LCTV shall be made available in any way to any private individual or corporation unless such distribution is made: (i) in furtherance of the purposes for which LCTV has been organized; and (ii) to corporations or other organizations which shall, at the time of such distribution, qualify as exempt from income tax under Section 501(a) of the Code as an organization described in Section 501(c)(3) of the Code. Any assets not so disposed of by the directors shall be disposed of by any court of competent jurisdiction in the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated thereof.