

ARTICLES OF INCORPORATION OF
MCTV15, INC.,
A Nonprofit Public Benefit Corporation

Article One: The name of this corporation is MCTV15, Inc.

Article Two: This corporation is a nonprofit benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for public and charitable purposes. This corporation is organized and operated exclusively for public and charitable, literary, or educational purposes under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States internal revenue law).

This corporation intends to manage, provide programming for, and/or coordination of one or more public, educational, and government (PEG) television channels in the vicinity of Mount Shasta, in Siskiyou County, California, as authorized by local governments which control the PEG channels. This corporation may work with elementary, secondary, and post-secondary educational institutions to provide non-profit educational opportunities in relation to the PEG television channels.

Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation, and the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States internal revenue law, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States internal revenue law.

Article Three: The name and address in the State of California of this corporation's initial agent for service of process is: DIANA POLLARD, 1419 Highland Drive, Mt. Shasta, CA 96067.

Article Four: (A) No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and this corporation shall not participate

in or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office.

(B) All corporate property is irrevocably dedicated to the purposes set forth in Article Two above. No part of the net earnings of this corporation shall inure to the benefit of any of its directors, trustees, officers, private shareholders or members, or to individuals.

(C) On the winding up and dissolution of this corporation, after paying or adequately providing for the debts, obligations, and liabilities of the corporation, the remaining assets of this corporation shall be distributed to such organization (or organizations) organized and operated exclusively for charitable, religious, scientific, testing for public safety, literary, or educational purposes, fostering 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, which has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States internal revenue law).

IN WITNESS WHEREOF, the undersigned, being the sole Incorporator of MCTV15, have executed these Articles of Incorporation on February ____, 2001.

DIANA POLLARD, Incorporator

DECLARATION

I am the person whose name is subscribed below. I am the sole Incorporator of MCTV15, Inc. and have executed these Articles of Incorporation. The foregoing Articles of Incorporation are my act and deed. Executed at Mt. Shasta, CA, on February ____, 2001.

DIANA POLLARD

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