

ARTICLES OF INCORPORATION
OF
ARLINGTON COMMUNITY ACCESS CORPORATION

THE UNDERSIGNED for the purpose of forming a non-stock corporation pursuant to Chapter 2, Title 13.1 of the Code of Virginia of 1950, and acts as amendatory thereof (hereinafter the "Code"), do hereby certify:

ARTICLE I – NAME

The name of the Corporation shall be Arlington Community Access Corporation.

ARTICLE II – DURATION

The duration of the Corporation shall be perpetual.

ARTICLE III – PURPOSES

The Corporation is organized and shall be operated exclusively for charitable, scientific, literary and educational purposes as follows:

- (1) To provide training in the fundamentals of the use of studio and other television program production and transmission equipment.
- (2) To produce and encourage the production by others of programming for the public access channel(s) on the cable television system serving Arlington County, Virginia.
- (3) To stimulate and promote use of the public access channel(s) and foster broad-based participation in such use.
- (4) To schedule the use of and to make and administer appropriate regulations consistent with Article XI hereof governing the management, operation and use of the access channel(s).
- (5) To schedule the use of and to make and administer appropriate regulations consistent with Article XI hereof governing the management, operation, maintenance, and use of the television studio and other facilities and equipment of the Corporation.
- (6) To serve as a vehicle for funding the management of the community access channel(s) and the production of programming therefore.

(7) To foster cooperation among governmental and other providers of community-based programming on the cable television system.

(8) To do those acts and deeds reasonably incidental to the foregoing purposes which:

- are not required to be stated in the Articles of Incorporation;
- may be lawfully undertaken by non-stock corporations under the laws of Virginia; and
- are consistent with Article XII hereof.

ARTICLE IV – POWERS

In furtherance of the foregoing purposes, the Corporation may, except as otherwise limited herein or in its By-laws, exercise all corporate powers enumerated in Section 13.1-204.1 of the Code.

ARTICLE V – MEMBERSHIP

A. Qualifications for Voting Membership

Voting Membership in the Corporation is open to individuals either residing in Arlington County or serving as the designated representative of a partnership, corporation or other legal entity having a place of business in Arlington County who demonstrate their interest in the affairs of the Corporation by:

- (1) Completing and returning to the Corporation a Membership Enrollment Form: and
- (2) Paying the prescribed membership dues as they are from time-to-time established by the Board of Directors. The initial membership dues shall be Twenty Dollars (\$25.00) per year. Dues shall be maintained at a level reasonably intended to cover the direct costs of: maintaining the membership rolls; providing for participation by the Membership in the governance of the Corporation; and communicating the Corporation's activities to the Membership, including the use of printed materials such as a newsletter or a program guide.

B. Other Memberships

The Board of Directors may establish honorary classes of membership to recognize those who have made special contributions, financial or otherwise, to the work of the Corporation.

C. Procedures for Voting

Voting members shall be entitled to vote in the election of Directors and in all other matters submitted to the Membership for approval. Voting for the Board of Directors shall be cumulative and may be by mail. Cumulative voting means that each Member has one vote for each position being filled and may cast all of his votes for any one candidate or divide the votes however the Member chooses except that only whole votes may be cast. The candidates with highest number of votes shall be the winners. On all other matters submitted to a vote of the Membership, each Member shall have one vote and shall vote either in person or by proxy. All proxies must be submitted to the secretary of the Corporation prior to the commencement of any meeting in which a proxy is to be voted. Each proxy must be in writing and shall be valid for no more than ninety (90) days from the date of its execution. No person may vote the proxies of more than two other persons at any meeting.

ARTICLE VI – BOARD OF DIRECTORS

A. General Provisions

The affairs of the Corporation shall be managed by a Board of Directors comprised of fifteen (15) persons. Except as provided in Section B of this Article VI, eleven (11) of the Directors shall be elected by the Membership; three (3) Directors shall be appointed by the Arlington County Board after consultation with the Arlington County Cable Television Advisory Committee; and one (1) Director shall be appointed by the entity that holds the cable television certificate for Arlington County. The Director appointed by the certificate-holder shall be an officer or director of the certificate-holder.

All Directors shall have an equal vote in the management of the affairs of the Corporation.

Except as provided in Section B of this Article VI relating to the Initial Board of Directors, all Directors shall serve for terms of three years, or until their successors are qualified.

The Board of Directors shall be divided into the following classes of Directors:

<u>Class</u>	<u>Number of Directors in Class</u>	
	<u>Elected</u>	<u>Appointed</u>
Group I	4	1
Group II	4	1
Group III	3	2

Each Group of Directors shall include one Appointed Director selected by the Arlington County Board.

B. Initial Board of Directors

The Initial Board of Directors, appointed by the Arlington County Board and one member appointed by the certificate-holder, shall be comprised of the following persons:

Group I Directors

Hilary Freer
Arlington, VA

John Craig
Arlington, VA

Ned Rosenau
Vienna, VA

Dylan Blaylock
Arlington, VA

Charles Smith
Arlington, VA

Group II Directors

Mary Fantuccio
Arlington, VA

Quinn Paek
Arlington, VA

Thomas Richards
Arlington, VA

Michael Termini
Germantown, MD

County Appointee
Arlington, VA

Group III Directors

Cameron Pippitt
Arlington, VA

Austin Bragg
Arlington, VA
Sonya Dunn
Washington, DC

Ian Farley
Alexandria, VA

County Appointee
Arlington, VA

The terms of members of the Initial Board of Directors shall be for the following periods, or until their successors are qualified: the terms of the five (5) Group I Directors shall expire at the time of the second Annual Meeting of the Members; the terms of the five (5) Group II Directors shall expire at the time of the third Annual Meeting of Members; and the terms of the five (5) Group III Directors shall expire at the time of the fourth Annual Meeting of Members. The Initial Board of Directors shall meet in an organizational meeting and elect officers.

ARTICLE VII – PRINCIPAL OFFICE

The principal office of the Corporation shall be located in Arlington County, Virginia.

ARTICLE VIII – REGISTERED OFFICE/AGENT

The initial registered office of the Corporation shall be located in Fairfax County, and the post office address shall be 7611 Little River Turnpike, Suite #202W, Annandale, Virginia 22003. The registered agent at such address shall be Charles D. Smith, a resident of Virginia and a member of the Virginia State Bar.

ARTICLE IX – INCORPORATORS

The names and residence addresses of the incorporators are as follows:

Hilary Freer
2000 N. Adams St. #513
Arlington, VA 22201

Charles D. Smith
750 Dickerson
Apt. 314
Arlington, VA 22204

ARTICLE X – INDEMNIFICATION OF OFFICERS AND DIRECTORS

Each Officer, and Director of the Corporation shall be indemnified by the Corporation against any and all claims and liabilities to which he becomes subject by reason of his being or having been an Officer or Director, whether or not he continues to be an Officer or Director at the time of the adjudication of such claim or liability. The Corporation shall also indemnify each such Officer or Director for any and all legal and other expenses reasonably incurred by him in connection with any actual or threatened action, suit or proceeding to which he may be made a party by reason of his being or having been such an Officer or Director, whether or not he continues to be an officer or Director at the time of incurring such expenses. No Officer or Director shall be indemnified against any action, claim suit or proceeding in which he shall be finally adjudged liable by reason of his own negligence or willful misconduct; and no such Officer or Director shall be indemnified against the cost of any compromise or settlement of any such alleged claim or liability, unless said compromise or settlement shall be approved in advance by the Board of Directors.

ARTICLE XI – AVAILABILITY AND UTILIZATION OF THE PUBLIC ACCESS CHANNEL(S) AND THE CORPORATION’S FACILITIES AND EQUIPMENT

Each week the Corporation shall make available program time on the access channel(s) for any non-commercial program use by anyone eligible for membership in the Corporation. The Board of Directors shall determine the total amount of time to be made available each week and the maximum time increment available to each user; provided, however, that the time made available shall be sufficient to meet the reasonably anticipated demand from persons wishing to present such programs. The maximum time available to any one user shall not be less than five (5) minutes unless reduced amounts of time are approved by affirmative vote of two-thirds of all Directors holding office at the time. The Corporation shall provide program production assistance, as it shall reasonably deem appropriate and without charge, to any prospective user of this time who is not readily able to make his own arrangements for program production.

In administering the public access channel(s), the Corporation shall at all times assure compliance with the Fairness Doctrine and Personal Attack Rule of the Federal Communications Commission (“Commission”) as set forth in the Commission’s “Fairness Report” of July 12,

1974 (39 Fed. Reg. 26372) and its March 24, 1976 “Memorandum Opinion and Order on Reconsideration of the Fairness Report” (41 Fed. Reg. 13399).

Except as necessary to comply with the Fairness Doctrine and the Personal Attack Rule and to provide the community access time described in the preceding paragraph, the Corporation’s regulations governing the availability of program time and the Corporation’s equipment and facilities shall provide for non-discriminatory access and use; provided, however, that the regulations may restrict use of equipment and facilities to Members of the Corporation who are qualified to use them.

ARTICLE XII – CERTAIN ACTIVITIES/TRANSACTIONS PROHIBITED

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its Members, Directors, Officers or any other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III.

No substantial part of the activities of the Corporation shall be devoted to carrying on propaganda or otherwise attempting to influence legislation at any level of government and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of any candidate for public office.

Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any activities not permitted to be carried on:

- by a corporation exempt from federal income tax under Section 501 (C) (3) of the Internal Revenue Code of 1954 (or corresponding provisions of any future federal tax laws); or
- by a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future federal tax laws).

ARTICLE XIII – AMENDMENT OF ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended only in the following manner: an amendment may be introduced at any meeting of the Board of Directors; if approved by two-thirds of the Directors in office, it shall then be presented at the next meeting of the Membership. More than two-thirds of the Members present or twenty-five percent (25%) of the total Membership, which ever is greater, must approve the amendment in order for it to be adopted.

Specific notice of the proposed amendment shall be included in the notice of the meeting at which the Membership is to vote on the proposed amendment.

ARTICLE XIV – DISPOSITION OF ASSETS UPON DISSOLUTION OF CORPORATION

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 its assets in the following manner:

Any assets received from an Arlington County Cable Television Certificate-Holder and any assets received by the Corporation through Arlington County and which can be identified as such shall be returned to Arlington County.

Any remaining assets may be donated to Arlington County or to one or more other organizations selected by the Corporation's Board of Directors; provided, however, that any such other donee shall be established and operated exclusively for charitable, educational, literary or scientific purposes and shall, at the time, qualify as an exempt organization under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future federal tax laws).

THE UNDERSIGNED, being the incorporator hereinbefore named, hereby declare and certify that this is their free act and deed and that the facts herein stated are true as of this 29th day of October, 2011.

Hilary Freer

Charles D. Smith