

Commonwealth of Virginia



State Corporation Commission

I Certify the Following from the Records of the Commission:

The foregoing is a true copy of all documents on file in the Clerk's Office of the Commission pertaining to the charter of FAIRFAX CABLE ACCESS CORPORATION.

Nothing more is hereby certified.



*Signed and Sealed at Richmond on this Date:
December 7, 2015*

Joel H. Peck

Joel H. Peck, Clerk of the Commission

1997 RESTATED ARTICLES OF INCORPORATION OF FAIRFAX CABLE ACCESS CORPORATION

Pursuant to Va. Code §§ 13.1-889 and 888, FAIRFAX CABLE ACCESS CORPORATION does hereby restate its Articles of Incorporation in their entirety. These Restated Articles of Incorporation were proposed by the Board of Directors and were approved by the Board of Directors on June 26, 1997, and submitted to the Members in accordance with law; and were adopted unanimously by those Members present at a Member meeting on September 21, 1997 at which a quorum was present, such number being sufficient for approval in accordance with the Virginia Code. Therefore, the Articles of Incorporation are restated as follows:

1. The name of this Corporation shall be FAIRFAX CABLE ACCESS CORPORATION.
2. This Corporation is organized for exclusively charitable, scientific, literary and educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501 (c) (3) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law).
3. No part of the net earnings of this Corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments of distributions in furtherance of the purposes set forth in paragraph 2, above. No substantial part of the activities of this Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and this Corporation shall not participate in, or intervene in (including the publishing or distribution of statement) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, 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 (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 (or the corresponding provision of any future United States Internal Revenue Law).
4. Subject to the limitations set forth above, this Corporation shall be authorized to transact any and all lawful business for which non-stock corporations may be incorporated under the laws of the Commonwealth of Virginia, including the providing of a vehicle to provide, develop, manage and operate public access cable television programming in Fairfax County, Virginia, to participate fully in the development and operation of public access cable television programming; to encourage volunteerism, foster participation, and provide a vehicle for outside

funding in order to expand access services; and any other such lawful purposes as may be reflected in amendments of these Articles from time to time.

5. This Corporation shall have two classes of Members: Voting Members and Non-Voting Members with the qualifications and rights (including but not limited to any voting rights) of the members of such classes to the extent and as more particularly set forth in the Bylaws of the Corporation; provided, however, that any Voting Member must be a natural person who is an inhabitant in the area encompassed by the County of Fairfax (including any incorporated Town therein), the City of Fairfax, or the City of Falls Church, Virginia.

6. (a) The entire Board of Directors shall consist of nine (9) Directors. The Board of Directors shall be divided into three classes of membership as near equal in numbers as possible, with the term of office of one of the three classes expiring each year at the close of the member annual meeting. When the aggregate number of Directors is changed, any increase or decrease shall be so portioned among the classes so as to make all classes as near equal in number as may be possible. No decrease in the aggregate number of Directors shall shorten the term of any incumbent Director.

(b) Directors shall be elected either by Voting Members in good standing (such Directors being referred to as "member-elected Directors"), or by the Board of Directors (such Directors being referred to as "director-elected Directors"). At each annual meeting Voting Members in good standing shall elect two Directors to fill the forthcoming vacancy for two of the three Directorships whose terms are expiring. Following such election, all Directors (including such two Directors most recently elected, but not those whose term ends at the close of the Annual Meeting) shall elect (by a majority vote) an additional third Director (a director-elected Director). Each Director shall serve for a term of three years and until her/his successor has been duly elected and qualified, unless she/he sooner dies, resigns or is removed.

(c) A person may become nominated for the Office of Director by filing with the Secretary or the President of the Corporation a statement of candidacy. Such statement shall be filed no later than 30 days before the meeting of members at which such election shall occur.

7. Upon dissolution or final liquidation of the Corporation, the assets of the Corporation shall vest in the County of Fairfax, for a public purpose.

8. Left blank - Historical Information Registered Office.

9. Left blank - Historical Information Registered Agent.

10. Left Blank - Historical Information Board of Directors.

11. The duration of the Corporation shall be perpetual.

12. Special meetings of the Members may be called only by the chairman of the Board of Directors (if any), the President, the Board of Directors, or by the written request signed by Voting Members possessing at least ten percent of all votes of all Voting Members of the Corporation otherwise entitled to be cast at a member meeting as if all Voting Members of the Corporation were present at such a meeting.

13. A Director of the Corporation may be removed only by the affirmative vote of the Voting Members possessing more than fifty percent of all votes of all Voting Members of the Corporation otherwise entitled to be cast at a Member meeting called for that purpose, as if all Voting Members of the Corporation were present at such meeting, and only with good and just cause for such removal, provided that notice of such a purpose is specifically given in the notice of the Member meeting (whether a special or annual meeting). Any Director failing to attend 3 consecutive meetings of the Board of Directors shall have thereby resigned.

14. (a) The Corporation shall indemnify and hold harmless each of its Directors and Officers (and his or her executor, personal representative and heirs), whether or not then in office who were or are a party or are threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (including an action or suit by or in the right of the Corporation) by reason of the fact that he or she is or was a Director or Officer of the Corporation, against expenses (including all attorney's fees), judgments, fines and amounts paid in settlement incurred by him or her in connection with such action, suit or proceeding, unless there is a final adjudication that such person is liable for gross negligence, or willful misconduct or a knowing violation of criminal law. All attorney's fees and costs shall be reimbursed immediately by the Corporation as they are incurred by such person, and shall be promptly repaid to the Corporation only upon a final adjudication by a court of competent jurisdiction that such person is liable for gross negligence, or willful misconduct or a knowing violation of criminal law. The foregoing right to indemnification shall be in addition to and not exclusive of, all other rights to which such Director or Officer may be entitled, including but not limited to any rights under policies of insurance that may be purchased and maintained by the Corporation. Effective July 1, 1987, the phrase "gross negligence" shall be deleted in all places it appears herein, such that indemnification hereunder shall be made in all cases, except where there is a final adjudication by a court of competent

jurisdiction that such person is liable for willful misconduct or a knowing violation of criminal law.

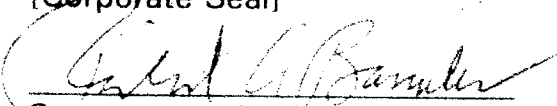
(b) Effective July 1, 1987, in any proceeding brought in the right of the Corporation or brought by or on behalf of Members of the Corporation, the damages assessed against an Officer or Director arising out of a single transaction, occurrence or course of conduct shall not exceed the lesser of (i) \$1,000.00, or (ii) a lesser amount (if any) as may be afforded by law from time to time, unless there is a final adjudication by a court of competent jurisdiction that such person was engaged in willful misconduct or a knowing violation of criminal law. The limitation on liability provided herein shall not be deemed to supersede or prevent any greater limitation on liability as may be afforded by law from time to time.

15. The Bylaws of the Corporation may prescribe processes for the filling of any vacancy in any office of a Director.

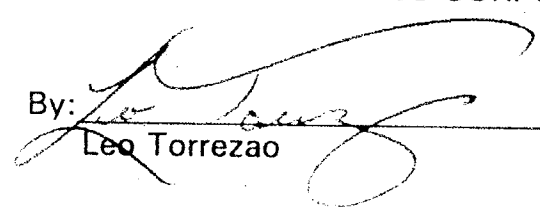
16. Upon the day after the effective date of the Virginia State Corporation Commission's approval of the 1997 Restated Articles of Incorporation and thereafter, the power to amend or repeal the Bylaws of the Corporation is expressly reserved to the Voting Members in good standing.

Given under our hands and seals on behalf of the Corporation as of September 21, 1997.

ATTEST:
[Corporate Seal]


Secretary or Assistant

FAIRFAX CABLE ACCESS CORPORATION

By:  (SEAL)
Leo Torrezao

COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

October 15, 1997

The State Corporation Commission has found the accompanying articles submitted on behalf of

FAIRFAX CABLE ACCESS CORPORATION

to comply with the requirements of law, and confirms payment of all related fees.

Therefore, it is ORDERED that this

CERTIFICATE OF RESTATEMENT

be issued and admitted to record with the articles of amendment in the Office of the Clerk of the Commission, effective October 15, 1997 at 12:38 PM.

The corporation is granted the authority conferred on it by law in accordance with the articles, subject to the conditions and restrictions imposed by law.

STATE CORPORATION COMMISSION

By

A handwritten signature in black ink, appearing to read "J. V. Morrison", is written over the word "By".

Commissioner

AMENACPT
CIS20436
97-10-08-0114

Restated Articles of Incorporation of Fairfax Cable Access Corporation

Pursuant to Virginia Code Section 13.1-889, Fairfax Cable Access Corporation does hereby restate its Articles of Incorporation. Whereas, the Articles of Incorporation, executed on September 23, 1981 were duly amended on June 11, 1987 and on November 12, 1994 and whereas this restatement does NOT contain any amendments (and thus the restatement is not one requiring member approval) the Board of Directors does, on this 14th day of November, 1996 hereby approve the restatement of the Articles of Incorporation as follows:

1. The name of this corporation shall be FAIRFAX CABLE ACCESS CORPORATION.

2. This corporation is organized exclusively for charitable, scientific, literary and educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

3. No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments of distributions in furtherance of the purposes set forth in paragraph 2, above. No substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation and this corporation shall not participate in, or intervene in (including the publishing or distribution of statement) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, 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).

4. Subject to the limitations set forth above, this corporation shall be authorized to transact any and all lawful business for which non-stock corporations may be incorporated under the laws of the Commonwealth of Virginia including the providing of a vehicle to provide, develop, manage and operate public access cable television programming in Fairfax County, Virginia, to participate fully in the development and operation of public access cable television programming; to encourage volunteerism, foster participation, and provide a vehicle for outside funding in order to expand access services; and any other such lawful purposes as may be reflected in amendments of these Articles from time to time.

5. This Corporation shall have two classes of Members -- Voting Members and Non-Voting Members -- with the qualifications and rights (including but not limited to any voting rights) of the Members of such classes to the extent and as more particularly set forth in the Bylaws of the Corporation; provided, however, that any natural person who is an inhabitant in the area that was, on September 16, 1981, encompassed by the County of Fairfax (including any incorporated Town therein), the City of Fairfax, or the City of Falls Church, Virginia, and who applies to the Corporation for membership, agrees with the Corporation that he or she will support the purposes of the Corporation and will abide by the provisions of these Articles of Incorporation and the Corporation's Bylaws as they may be in effect from time to time, and pays to the Corporation such application fee and membership dues as may be prescribed by the Bylaws, shall be eligible for voting membership if he or she complies with the designations and qualifications as set forth in the Bylaws of the Corporation. If any Member shall fail to comply with these Articles of Incorporation or the Corporation's Bylaws as they may be in effect from time to time (including but not limited to the failure to pay dues), such Member shall be disqualified for membership in accordance with the provisions set forth in the Bylaws.

6. (a) The Corporation's Board of Directors shall have nine Directors. Directors of the Corporation shall be elected for staggered three year terms. At each Annual Member Meeting, the members shall elect two Directors for a three year term. These Directors shall be known as "Member-elected Directors." No sooner than seven days following such meeting all Directors shall elect an additional Director for a three year term by majority vote. Such Director shall be known as a "Director-elected Director".

(b) No person shall be eligible or qualified for election to the position of Member-elected Director unless that person shall have been nominated. A person may become nominated for the office of Member-elected Director by either one or both of the two following methods: (a) Nominations by petition. A person may become nominated for the office of Member-elected Director by the filing with the Secretary or the President of the Corporation of a petition signed by a number of voting members equal to at least one percent of the number of voting members of record as of 90 days preceding the date of the election, but not less than ten voting members of the Corporation supporting such nomination. Such petition shall be filed no later than 5:00 p.m. on the 30th day before the Meeting of Members at which such election shall occur, or on the following business day if the 30th day falls on a Saturday, Sunday or legal holiday. No write-in candidates or nominating from the floor of the Members' Meeting shall be permitted. (b) Nomination by Nominating Committee. A Nominating Committee may be established by the Board of Directors pursuant to and in accordance with the Bylaws of the Corporation. A person may become nominated by a vote of the Nominating Committee. No person serving on such a Nominating Committee shall be eligible for nomination by that Committee.

7. Upon dissolution or final liquidation of the corporation, the assets of the corporation shall vest in the County of Fairfax, for a public purpose.

8. Left blank - Historical Information Registered Office.

9. Left blank - Historical Information Registered Agent.

10. Left Blank - Historical information Board of Directors.

11. The duration of the corporation shall be perpetual.

12. Special meetings of the Members may be called only by the Chairman of the Board of Directors (if any), the President, the Board of Directors, or by the written request signed by voting members possessing at least twenty-five percent of all votes of all voting members of the Corporation otherwise entitled to be cast at a Member meeting as if all voting members of the Corporation were present at such a meeting.

13. A Director of the Corporation may be removed only by the affirmative vote of the voting members possessing more than fifty percent of all votes of all voting members of the Corporation otherwise entitled to be cast at a Member meeting called for that purpose, as if all voting members of the Corporation were present at such meeting, and only with good and just cause for such removal, provided that notice of such a purpose is specifically given in the notice of the Member meeting (whether a special or annual meeting).

14. (a) The Corporation shall indemnify and hold harmless each of its Directors and Officers (and his or her executor, personal representative and heirs), whether or not then in office, who were or are a party or are threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (including an action or suit by or in the right of the Corporation) by reason of the fact that he or she is or was a Director or Officer of the Corporation, against expenses (including all attorney's fees), judgments, fines and amounts paid in settlement incurred by him or her in connection with such action, suit or proceeding, unless there is a final adjudication by a court of competent jurisdiction that such person is liable for gross negligence, or willful misconduct or a knowing violation of criminal law. All attorney's fees and costs shall be reimbursed immediately by the Corporation as they are incurred by such person, and shall be promptly repaid to the Corporation only upon a final adjudication by a court of competent jurisdiction that such person is liable for gross negligence, or willful misconduct or a knowing violation of criminal law. The foregoing right to indemnification shall be in addition to and not exclusive of, all other rights to which such Director or Officer may be entitled, including but not limited to any rights under policies of insurance that may be purchased and maintained by the Corporation. Effective July 1, 1987, the phrase "gross negligence" shall be deleted in all places it appears herein, such that indemnification hereunder shall be made in all cases, except where there is a final adjudication by a court of competent jurisdiction that such person is liable for willful misconduct or a knowing violation of criminal law.

(b) Effective July 1, 1987, in any proceeding brought in the right of the Corporation or brought by or on behalf of Members of the Corporation, the damages assessed against an Officer or Director arising out of a single transaction, occurrence or course of conduct shall not exceed the lesser of

(i) \$1,000.00, or (ii) a lesser amount (if any) as may be afforded by law from time to time, unless there is a final adjudication by a court of competent jurisdiction that such person was engaged in willful misconduct or a knowing violation of criminal law. The limitation on liability provided herein shall not be deemed to supersede or prevent any greater limitation on liability as may be afforded by law from time to time.

15. The Bylaws of the Corporation may prescribe processes for the filling of any vacancy in any office of a Director.

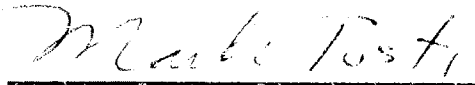
GIVEN UNDER OUR HANDS AND SEALS THIS 14th DAY OF NOVEMBER, 1996.

FAIRFAX CABLE ACCESS CORPORATION

BY:


Leo Torrezao, President

BY:


Mark Tosti, Secretary

COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

November 21, 1996

The State Corporation Commission has found the accompanying
articles submitted on behalf of

FAIRFAX CABLE ACCESS CORPORATION

to comply with the requirements of law, and confirms payment of
all related fees.

Therefore, it is ORDERED that this

CERTIFICATE OF RESTATEMENT

be issued and admitted to record with the articles of amendment in
the Office of the Clerk of the Commission, effective November 21,
1996 at 12:37 PM.

The corporation is granted the authority conferred on it by law in
accordance with the articles, subject to the conditions and
restrictions imposed by law.

STATE CORPORATION COMMISSION

By

A handwritten signature in black ink, appearing to read "J. V. Morrison", is written over the word "By".

Commissioner

AMENACPT
CIS20436
96-11-20-0115

AMENDMENT TO ARTICLES OF INCORPORATION

FOR

FAIRFAX CABLE ACCESS CORPORATION

1. The name of the Corporation is FAIRFAX CABLE ACCESS CORPORATION.

2. The following Amendments were adopted by the Board of Directors of the Corporation at its meeting held on June 9, 1994, and such Board of Directors proposed that these Amendments be submitted to the Members of the Corporation in accordance with the Virginia Nonstock Corporation Act. A Membership meeting was held on November 12, 1994, at which a quorum was present, where the Amendments were approved by a vote of more than two-thirds of all votes cast on the Amendments by the Members (such Members consisting of only one class of Membership), with a total number of votes cast FOR the Amendments being at least 23 and the total number of votes cast AGAINST the Amendments being zero, such number of votes being cast FOR the Amendments by the Members being sufficient for the approval of these Amendments.

3. The Amendments are as follows:

A. Paragraph 5 of the Articles of Incorporation as previously amended is deleted in its entirety and replaced with the following:

"5. This Corporation shall have two classes of Members -- Voting Members and Non-Voting Members -- with the qualifications and rights (including but not limited to any voting rights) of the Members of such classes to the extent and as more particularly set forth in the Bylaws of the Corporation; provided, however, that any natural person who is an inhabitant in the area that was, on September 16, 1981, encompassed by the County of Fairfax (including any incorporated Town therein), the City of Fairfax, or the City of Falls Church, Virginia, and who applies to

the Corporation for membership, agrees with the Corporation that he or she will support the purposes of the Corporation and will abide by the provisions of these Articles of Incorporation and the Corporation's Bylaws as they may be in effect from time to time, and pays to the Corporation such application fee and membership dues as may be prescribed by the Bylaws, shall be eligible for voting membership if he or she complies with the designations and qualifications as set forth in the Bylaws of the Corporation. If any Member shall fail to comply with these Articles of Incorporation or the Corporation's Bylaws as they may be in effect from time to time (including but not limited to the failure to pay dues), such Member shall be disqualified for membership in accordance with the provisions set forth in the Bylaws."

B. Paragraph 6 of the Articles of Incorporation as previously amended is deleted in its entirety and replaced with the following:

"6. (a) The Corporation's Board of Directors shall have nine Directors. Directors of the Corporation shall be elected for staggered three year terms. At each Annual Member Meeting, the members shall elect two Directors for a three year term. These Directors shall be known as "Member-elected Directors." No sooner than seven days following such meeting all Directors shall elect an additional Director for a three year term by majority vote. Such Director shall be known as a "Director-elected Director".

(b) No person shall be eligible or qualified for election to the position of Member-elected Director unless that person shall have been nominated. A person may become nominated for the office of Member-elected Director by either one or both of the two following methods: (a) Nominations by petition. A person may become nominated for the office of Member-elected Director by the filing with the Secretary or the President of the Corporation of a petition signed by a number of voting members equal to at least one percent of the number of voting members of record as of 90 days preceding the date of the election, but not less than ten voting members of the Corporation supporting such nomination. Such petition shall be filed no later than 5:00 p.m. on the 30th day before the Meeting of Members at which such election

shall occur, or on the following business day if the 30th day falls on a Saturday, Sunday or legal holiday. No write-in candidates or nominating from the floor of the Members' Meeting shall be permitted. (b) Nomination by Nominating Committee. A Nominating Committee may be established by the Board of Directors pursuant to and in accordance with the Bylaws of the Corporation. A person may become nominated by a vote of the Nominating Committee. No person serving on such a Nominating Committee shall be eligible for nomination by that Committee."

C. Paragraph 12 of the Articles of Incorporation as previously amended is deleted in its entirety and replaced with the following:

"12. Special meetings of Members may be called only by the Chairman of the Board of Directors (if any), the President, the Board of Directors, or by the written request signed by voting members possessing at least twenty-five percent of all votes of all voting members of the Corporation otherwise entitled to be cast at a Member meeting as if all voting members of the Corporation were present at such a meeting."

D. Paragraph 13 of the Articles of Incorporation as previously amended is deleted in its entirety and replaced with the following:

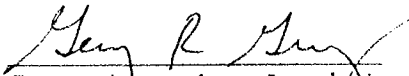
"13. A Director of the Corporation may be removed only by the affirmative vote of the voting members possessing more than fifty percent of all votes of all voting members of the Corporation otherwise entitled to be cast at a Member meeting called for that purpose, as if all voting members of the Corporation were present at such meeting, and only with good and just cause for such removal, provided that notice of such a purpose is specifically given in the notice of the Member meeting (whether a special or annual meeting)."

E. A new Paragraph 15 shall be added to the Articles of Incorporation as previously amended to read as follows:

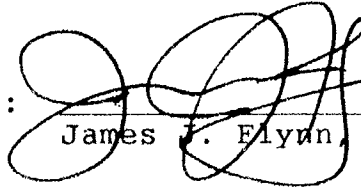
"15. The Bylaws of the Corporation may prescribe processes for the filling of any vacancy in any office of a Director."

GIVEN under our hands and seals effective as of November 12,
1994.

ATTEST:
(Corporate Seal)


Secretary/or Assis

FAIRFAX CABLE ACCESS CORPORATION

By:  (SEAL)
James J. Flynn, President

COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

January 25, 1995

The State Corporation Commission has found the accompanying
articles submitted on behalf of

FAIRFAX CABLE ACCESS CORPORATION

to comply with the requirements of law, and confirms payment of
all related fees.

Therefore, it is ORDERED that this

CERTIFICATE OF AMENDMENT

be issued and admitted to record with the articles of amendment in
the Office of the Clerk of the Commission, effective January 25,
1995 at 10:35 AM.

The corporation is granted the authority conferred on it by law in
accordance with the articles, subject to the conditions and
restrictions imposed by law.

STATE CORPORATION COMMISSION

By 

Commissioner

AMENACPT
CIS20436
95-01-17-0062

ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION FOR
FAIRFAX CABLE ACCESS CORPORATION

1. The name of the Corporation is FAIRFAX CABLE ACCESS CORPORATION.

2. The following Amendments were adopted by the Board of Directors of the Corporation by unanimous written consent in lieu of a meeting on May 1, 1987 and such Board of Directors proposed that these Amendments be submitted to the Members of the Corporation in accordance with the Virginia Non Stock Corporation Act, and approved by a vote of more than two-thirds (2/3) of all votes cast on the Amendments by the Members (such Members consisting of only one class of Membership) at the Membership meeting held on June 1, 1987 at which a quorum was present, with the total number of votes cast for the Amendment being 20, and the total number of votes cast against the Amendment being zero; such number of votes being cast for the Amendment by the Members being sufficient for approval of these Amendments.

3. The Amendments are as follows:

(a) Paragraph 5 of the Articles of Incorporation shall be deleted in its entirety and replaced by the following:

"5. This Corporation shall have one class of Members with the designation of such class and the qualifications and rights (including but not limited to any voting rights) of the Members of such class to the extent and as more particularly set forth in the Bylaws of the Corporation; provided, however, that any natural person who is an inhabitant in the area that was, on September 16, 1981, encompassed by the County of Fairfax (including any incorporated Town thereof), the City of Fairfax or the City of Falls

Church, Virginia, and who applies to the Corporation for membership, agrees with the Corporation that he or she will support the purposes of the Corporation and will abide by the provisions of these Articles of Incorporation and the Corporation's Bylaws as they may be in effect from time to time, and pays to the Corporation such application fee and membership dues as may be prescribed by the Bylaws, shall be eligible for membership if he or she complies with the designations and qualifications as set forth in the Bylaws of the Corporation; provided further that in no event shall any Member have more than one vote per Member at any Member meeting at which Members have the right to vote pursuant to the Bylaws. If any Member shall fail to comply with these Articles of Incorporation or the Corporation's Bylaws as they may be in effect from time to time (including but not limited to the failure to pay dues), such Member shall be disqualified for membership in accordance with the provisions set forth in the Bylaws."

(b) Paragraph 6 of the Articles of Incorporation shall be deleted in its entirety and replaced by the following:

"6. (a) The Corporation's Board of Directors shall have nine Directors. Directors of the Corporation shall be elected for staggered three year terms. At each Annual Member Meeting, the members shall elect two Directors for a three year term. These Directors shall be known as "Member-elected Directors." Following such meeting all Member-elected Directors shall elect an additional Director for a three year term by plurality vote. Such Director shall be known as a "Director-elected Director."

(b) (1) R. Joan Jackson and Edward Nicholas, Jr., shall be Member-elected Directors whose terms of office shall expire at the first Annual Meeting of Members held after July 1, 1987. Robert Buchanan shall be a Director-elected Director whose term of office shall expire at the first Annual Meeting of Members held after July 1, 1987.

(2) David T. Huddleston and Paul Plawin shall be Member-elected Directors whose terms of office shall expire at the first Annual Meeting of Members held after July 1, 1988. E. Joseph West shall be a Director-elected Director whose term of office shall expire at the first Annual Meeting of Members held after July 1, 1988.

(3) Richard A. Golden and Harriett Passarelli shall be Member-elected Directors whose terms of office shall expire at the first Annual Meeting of Members held after July 1, 1989. James Scott shall be a Director-elected Director whose term of office shall expire at the first Annual Meeting of Members held after July 1, 1989. Notwithstanding the provisions herein, under no circumstances shall the terms of office of the persons named in this Article extend for more than the length of time permitted by law.

(c) (1) No person shall be eligible or qualified for election to the position of Member-elected Directors unless that person shall have been nominated. A person may become nominated for the office of Director by filing with the Secretary or the President of the Corporation a petition signed by at least one percent of the number of members of record as of 90 days preceding the date of the election, but not less than 10 members of the Corporation supporting such nomination. Such petition shall be filed no later than 21 days before the Meeting of Members at which such election shall occur. No nominating from the floor of the Members' Meeting shall be permitted.

(2) A Nominating Committee may be established by the Board of Directors pursuant to and in accordance with the Bylaws of the Corporation. A person may become nominated by a vote of the Nominating Committee. No person serving on such a Nominating Committee shall be eligible for nomination by that Committee.

(c) A new Paragraph 12 shall be added to the Articles of Incorporation to read as follows:

"12. Special meetings of Members may be called only by the Chairman of the Board of Directors (if any), the President, the Board of Directors, or by the written request signed by Members possessing at least twenty-five percent of all votes of all Members of the Corporation otherwise entitled to be cast at a Member meeting as if all Members of the Corporation were present at such meeting."

(d) A new Paragraph 13 shall be added to the Articles of Incorporation to read as follows:

"13. A Director of the Corporation may be removed only by the affirmative vote of the Members possessing more

than fifty percent of all votes of all Members of the Corporation otherwise entitled to be cast at a Member meeting called for that purpose, as if all Members of the Corporation were present at such meeting, and only with good and just cause for such removal, provided that notice of such a purpose is specifically given in the notice of the Member meeting (whether a special or annual meeting)."

(e) A new Paragraph 14 shall be added to the Articles of Incorporation to read as follows:

14. "(a) The Corporation shall indemnify and hold harmless each of its Directors and Officers (and his or her executor, personal representative and heirs), whether or not then in office, who were or are a party or are threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (including an action or suit by or in the right of the Corporation) by reason of the fact that he or she is or was a Director or Officer of the Corporation, against expenses (including all attorney's fees), judgments, fines, and amounts paid in settlement incurred by him or her in connection with such action, suit or proceeding, unless there is a final adjudication by a court of competent jurisdiction that such person is liable for gross negligence, or willful misconduct or a knowing violation of criminal law. All attorney's fees and costs shall be reimbursed immediately by the Corporation as they are incurred by such person, and shall be promptly repaid to the Corporation only upon a final adjudication by a court of competent jurisdiction that such person is liable for gross negligence, or willful misconduct or a knowing violation of criminal law. The foregoing right to indemnification shall be in addition to and not exclusive of, all other rights to which such Director or Officer may be entitled, including but not limited to any rights under policies of insurance that may be purchased and maintained by the Corporation. Effective July 1, 1987, the phrase "gross negligence" shall be deleted in all places it appears herein, such that indemnification hereunder shall be made in all cases, except where there is a final adjudication by a court of competent jurisdiction that such person is liable for willful misconduct or a knowing violation of criminal law.

(b) Effective July 1, 1987, in any proceeding brought in the right of the Corporation or brought by or on behalf of Members of the Corporation, the

damages assessed against an Officer or Director arising out of a single transaction, occurrence or course of conduct shall not exceed the lesser of (i) \$1,000.00, or (ii) a lesser amount (if any) as may be afforded by law from time to time, unless there is a final adjudication by a court of competent jurisdiction that such person was engaged in wilful misconduct or a knowing violation of criminal law. The limitation on liability provided herein shall not be deemed to supersede or prevent any greater limitation on liability as may be afforded by law from time to time."

GIVEN under our hands and seals this 11 day of June, 1987.

ATTEST:
(CORPORATE SEAL)

FAIRFAX CABLE ACCESS CORPORATION

Harriet J. Passarelli
Secretary/or Assist

BY: David H. Huddleston (SEAL)
DAVID H. HUDDLESTON, President

222475

COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

RICHMOND, June 19, 1987

The accompanying articles having been delivered to the State Corporation Commission on behalf of

FAIRFAX CABLE ACCESS CORPORATION

and the Commission having found that the articles comply with the requirements of law and that all required fees have been paid, it is

ORDERED that this CERTIFICATE OF AMENDMENT

be issued, and that this order, together with the articles, be admitted to record in this office of the Commission; and that the corporation have the authority conferred on it by law in accordance with the articles, subject to the conditions and restrictions imposed by law, effective June 19, 1987 .

Upon the completion of such recordation, this order and the articles shall be forwarded for recordation in the office of the Clerk of the Circuit Court, Fairfax County .

STATE CORPORATION COMMISSION

By Christine B. Lacy
Commissioner

ARTICLES OF AMENDMENT
FAIRFAX CABLE ACCESS CORPORATION

The following amendments to the articles of incorporation of the Fairfax Cable Access Corporation have been adopted:

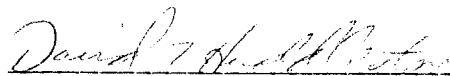
- 1) An addition is made to paragraph 6 stating:

A director may be removed from office, with or without cause, at a meeting called expressly for that purpose, by a vote of no less than two-thirds of the members of the corporation.

- 2) A paragraph is added stating:

The fiscal year of the corporation shall begin on the first day of April in each year and end at midnight on the thirty-first day of March of the following year;

On December 30, 1982, a meeting of the board of directors was held at which the foregoing amendments were found in the best interests of the corporation and directed to be submitted to a vote by the members of the corporation. On January 5, 1983, in accordance with the provisions of Virginia Code §§131.1-216, all of the members of the corporation entitled to vote signed a written consent to the adoption of amendments in lieu of a meeting. Such consent had the same force and effect as a unanimous vote by the members.


President

Attest: 
Secretary

222475

COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

RICHMOND, January 17, 1984

The accompanying articles having been delivered to the State Corporation Commission on behalf of

FAIRFAX CABLE ACCESS CORPORATION

and the Commission having found that the articles comply with the requirements of law and that all required fees have been paid, it is

ORDERED that this CERTIFICATE OF AMENDMENT

be issued, and that this order, together with the articles, be admitted to record in this office of the Commission; and that the corporation have the authority conferred on it by law in accordance with the articles, subject to the conditions and restrictions imposed by law.

Upon the completion of such recordation, this order and the articles shall be forwarded for recordation in the office of the Clerk of the Circuit Court, Fairfax County .

STATE CORPORATION COMMISSION

By Thomas P. Harwood, Jr.
Commissioner

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ARTICLES OF INCORPORATION OF
FAIRFAX CABLE ACCESS CORPORATION

1. The name of this corporation shall be FAIRFAX CABLE ACCESS CORPORATION.

2. This corporation is organized exclusively for charitable, scientific, literary and educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

3. No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments of distributions in furtherance of the purposes set forth in paragraph 2, above. No substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and this corporation shall not participate in, or intervene in (including the publishing or distribution of statement) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, 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).

4. Subject to the limitations set forth above, this corporation shall be authorized to transact any and all lawful business for which non-stock corporations may be incorporated under the laws of the Commonwealth of Virginia, including the providing of a vehicle to provide, develop, manage and operate public access cable television programming in Fairfax County, Virginia, to participate fully in the development and operation of public access cable television programming; to encourage volunteerism, foster participation, and provide a vehicle for outside funding in order to expand access services; and any other such lawful purposes as may be reflected in amendments of these Articles from time to time.

5. This corporation shall have one class of membership. Any person who is an inhabitant in the area that was, on September 16, 1981, encompassed by the County of Fairfax (including any incorporated town therein), the City of Fairfax, or the City of Falls Church, Virginia, and who applies to the Board of Directors of this Corporation for membership, agrees with the Board that he (she, or it, as the case may be) will support the purposes of the corporation and will abide by the provisions of these Articles of Incorporation, and pays to this corporation an application fee of One Dollar (\$1.00) shall be a member of the Corporation. A person, having been qualified for membership, who fails to pay dues as may be prescribed by the by-laws, shall be disqualified from membership.

6. At least two-thirds of the directors shall be elected by the membership. Any other directors may be elected by those directors elected by the membership. No director shall be elected to a term for greater than three (3) years. Vacancies shall be created and filled in accordance with the provisions of the by-laws.

7. Upon dissolution or final liquidation of the corporation the assets of the corporation shall vest in the County of Fairfax, for a public purpose.

8. The address of the corporation's initial registered

office is: 6360 Cross Woods Drive, Falls Church, Virginia 22044, which is located in Fairfax County, Virginia.

9. The name of the initial Registered Agent at that address is Richard A. Golden, and he is a resident of Virginia and is a member of the Virginia State Bar.

10. The following persons shall constitute the initial Board of Directors.

David P. Bobzien
2022 Durand
Reston, Virginia 22091

Gloria Ha her
6507 Carrsbrook Court
Springfield, Virginia 22150

David Huddleston
7415 Annanwood Court
Annandale, Virginia

R. Joan Jackson
11600 Ten Penny Drive
Mailing address): P. O. Box 54
Fairfax Station, Virginia 22039

Edward E. Nicholas, Jr.,
3213 Allen Street, Apt. #301
Falls Church, Virginia 22042
(Mailing address) P. O. Box 464
Merrifield, Virginia 22116

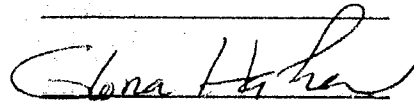
Paul Plawin
2329 N. Oak Street
Falls Church, Virginia 22046

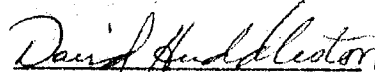
Barbara C. Pratt
10111 Spinning Wheel Court
Fairfax, Virginia 22032

Welby A. Smith, Jr.
7422 Hopa Court
Alexandria, Virginia 22306

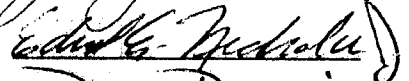
11. The duration of the corporation shall be perpetual.

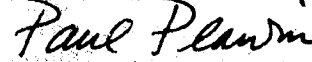
SIGNED this 23 day of September, 1981, by the under-
signed incorporators.

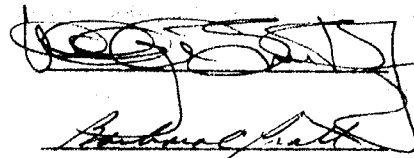


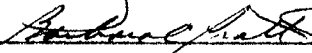












**COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION**

AT RICHMOND,

October 1, 1981

The accompanying articles having been delivered to the State Corporation Commission on behalf of

Fairfax Cable Access Corporation

and the Commission having found that the articles comply with the requirements of law and that all required fees have been paid, it is

ORDERED that this **CERTIFICATE OF INCORPORATION**

be issued, and that this order, together with the articles, be admitted to record in the office of the Commission; and that the corporation have the authority conferred on it by law in accordance with the articles, subject to the conditions and restrictions imposed by law.

Upon the completion of such recordation, this order and the articles shall be forwarded for recordation in the office of the clerk of the Circuit Court, Fairfax County

STATE CORPORATION COMMISSION

By Thomas P. Harwood, Jr.
Commissioner

101239

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