

# ARTICLES OF INCORPORATION

## Fairfax Cable Access Corporation

*Approved by the membership on September 21, 1997*

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 service 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, 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, suite 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 or 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 here under 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

