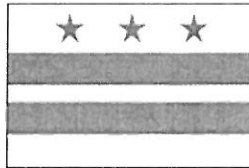


GOVERNMENT OF THE DISTRICT OF COLUMBIA
DEPARTMENT OF CONSUMER AND REGULATORY AFFAIRS
CORPORATIONS DIVISION



C E R T I F I C A T E

THIS IS TO CERTIFY that all applicable provisions of the District of Columbia Business Organizations Code have been complied with and accordingly, this ***CERTIFICATE OF RESTATED ARTICLES*** is hereby issued to:

PUBLIC ACCESS CORPORATION OF THE DISTRICT OF COLUMBIA

Effective Date: 9/5/2013

IN WITNESS WHEREOF I have hereunto set my hand and caused the seal of this office to be affixed as of 9/5/2013 12:27 PM



Business and Professional Licensing Administration

A handwritten signature in cursive script that reads "Patricia E. Grays".

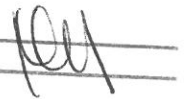
PATRICIA E. GRAYS
Superintendent of Corporations
Corporations Division

Vincent C. Gray
Mayor

Tracking #: crayQvP7

SEP - 5 2013

FILE COPY



**RESTATED ARTICLES OF INCORPORATION
OF
PUBLIC ACCESS CORPORATION OF THE DISTRICT OF COLUMBIA**

To: Department of Consumer and Regulatory Affairs
Washington, D.C.

ARTICLE I - NAME

The name of the corporation is the PUBLIC ACCESS CORPORATION OF THE DISTRICT OF COLUMBIA (the "Corporation").

ARTICLE II - DURATION

The period for which the Corporation is organized is perpetual.

ARTICLE III - PURPOSES

The Corporation is organized and shall be operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954, as amended. More specifically, the general purposes include but are not necessarily limited to the following:

- (1) To foster and otherwise facilitate the non-discriminatory use of the cable television equipment and facilities dedicated to public access in the District of Columbia;
- (2) To promote and otherwise encourage the use of public access channels within the District of Columbia through the development and implementation of training programs;
- (3) To produce and encourage the production by others of programming for the public access channels serving the District of Columbia;
- (4) To stimulate and promote and otherwise maximize the general use of and programming on public access channels by all residents of the District of Columbia;
- (5) To schedule the use of and to promulgate and administer appropriate regulations for governing, managing and operating the public access channels in the District of Columbia;
- (6) To schedule the use of and to establish and administer appropriate regulations governing the use, management, and operation of studio locations, facilities and equipment; and

(7) To actively solicit funds for and serve as a vehicle for the funding of public access activities in the District of Columbia.

ARTICLE IV - MEMBERSHIP

The Corporation shall have at least three categories of members, to wit: a Board of Directors; a Board of Advisors; and associate members. Only the associate members shall have rights and obligations of "members" as defined by Section 29-401.02(24) of the District of Columbia Nonprofit Corporation Act, as the same may be amended or supplement ("the Act").

The rights, duties, and composition of each membership category shall be as set forth in the bylaws of the Corporation.

ARTICLE V – BOARD OF DIRECTORS

The Board of Directors shall be the governing body of the Corporation. It shall be the Board of Directors' duty to carry out the objectives and purposes of the Corporation, and to this end the Board of Directors may exercise all powers of the Corporation. The composition, election, and provisions for action of the Board of Directors shall be as set forth in the Corporation's bylaws in accordance with applicable law.

ARTICLE VI - REGULATION OF INTERNAL AFFAIRS

Provisions for the regulation of the internal affairs of the Corporation, including provisions for the distribution of assets on dissolution or final liquidation are as follows:

No part of the income or principal of the Corporation shall inure to the benefit of, or be distributed to, any director or officer of this corporation or any other private individual, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make reasonable payments and distribution in furtherance of the aforementioned purposes of the Corporation. No substantial part of the activities of the Corporation shall be to carry propaganda, or otherwise attempt to influence legislation, and the corporation shall not participate in or intervene in any political campaign on behalf of any candidate for public office. The Corporation shall not engage in any other activity not expressly permitted by Section 501(c)(3) of the Internal Revenue Code. Upon dissolution of the Corporation, the Board of Directors, after paying or making provision(s) for the payment of all of the liabilities of the corporation, shall provide that all remaining funds shall revert to the District of Columbia to be held for one or more public purposes.

ARTICLE VII - REGISTERED AGENT

The address, including street and number of its initial registered office is:

2000 Pennsylvania Avenue, N.W.
Suite 9000
Washington, D.C. 20036

and the name of the initial registered agent at such address is

Curtis T. White, Esq.

ARTICLE VIII - INDEMNIFICATION

To the fullest extent permitted by the Act, the Corporation shall indemnify and hold harmless each officer and director of the Corporation against any and all liabilities, costs and expenses (including attorneys' fees and expenses) reasonably incurred by him or her or on his or her behalf in connection with any proceeding to which he or she may be a party by reason of his or her being or having been an officer or director of the Corporation. Such indemnity shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, agreement or otherwise. Such indemnity shall inure to the benefit of the heirs, executors or administrators of each officer and director. The Corporation may purchase liability insurance for the indemnity specified above to the fullest extent as determined from time to time by the Board of Directors of the Corporation. If so purchased, as required by the Act, such liability insurance shall provide a minimum limit of coverage of not less than \$200,000 per individual claim and \$500,000 per total claims that arise from the same occurrence, or such other amount as provided by the Act.

ARTICLE IX – INCORPORATORS

The names and addresses of each incorporator is:

Curtis T. White _____	2000 Pennsylvania Avenue, N.W. Suite 9000 Washington, D.C. 20036
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Carolyn Smith _____	1800 M Street, N.W. 4th Floor Washington, D.C. 20036
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Bruce Jacobs _____	1255 23rd Street, N.W. Suite 800 Washington, D.C. 20037
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Myrna Guevara _____	2025 E Street, N.W. Washington, D.C. 20006
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Victor S. Kamber	1899 L Street, N.W.
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Suite 800
Washington, D.C. 20036

Gregory Epler Wood 2032 Belmont Road, N.W.
Apartment 301
Washington, D.C. 20009

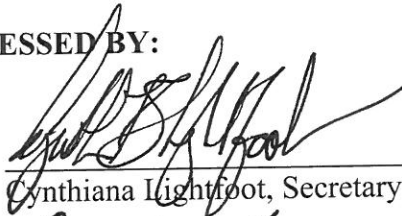
Vivian L. Smith 3523 Carpenter Street, S.E.
Washington, D.C. 20020

* * *

4. The foregoing amendments and Restated Articles of Incorporation were duly adopted in accordance with the requirements of the Act at a meeting of the Board of Directors held on June 22, 2013, at which a quorum was present, and duly approved by the members of the Corporation in the manner required by the Act and the Corporation's Articles of Incorporation and Bylaws on 9/4/13 (date).

WITNESSED BY:

By:


Cynthiana Lightfoot, Secretary

Date:

September 4th 2013