

CERTIFICATE OF INCORPORATION

OF

Mohawk Valley Radio Group, Inc.

(Pursuant to Section 402 of the Not-for-Profit Corporation Law)

The undersigned, being a natural person of at least eighteen years of age and acting as the incorporator of the corporation hereby being formed under the Not-for-Profit Corporation Law, certify that:

FIRST: The name of the corporation is Mohawk Valley Radio Group, Inc.

SECOND: The corporation is a corporation as defined in subparagraph (a)(5) of Section 102 of the Not-for-Profit Corporation Law.

THIRD: The type of corporation which the corporation shall be under Section 201 of the Not-for-Profit Corporation Law is Type C.

FOURTH: The corporation is formed for the following purpose or purposes:

To own and operate a non-commercial, community-based radio station in the Mohawk Valley in New York State, specifically for the communities of southern Herkimer County in New York State.

Mohawk Valley Radio Group, Inc. will provide information, entertainment, news and broadcast opportunities specifically to the citizens in Herkimer County.

Mohawk Valley Radio Group, Inc. will provide information to the general public about local, regional, state, national and international events and issues that are occurring through on-air broadcasts to make a more-aware public in the communities that we serve. One of our main purposes is to provide as much knowledge and information about local events and issues as possible.

When possible and where feasible, Mohawk Valley Radio Group, Inc. will provide information about civil emergencies and other concerns as they are taking place in the communities in which we serve and will serve as an outlet for local government officials to provide instruction, directives and information about said emergencies or concerns in the public interest.

Some of the Mohawk Valley Radio Group, Inc.'s programming will include broadcasting programs and information that will raise social consciousness about various causes, and other

non-profit organizations in the local community, including their goals and activities to help further advance their causes.

Mohawk Valley Radio Group, Inc. will also provide, per the discretion of the board of directors, the community with access to the public airwaves for legitimate informational, cultural or social activities that are occurring in the communities served where such activities are consistent with the objectives of the Mohawk Valley Radio Group, Inc. and its bylaws.

Funding for the community-based radio station will be from private donations from individuals, underwriting grants from local businesses and benefits and fundraising events held throughout the year.

Nothing herein shall authorize the corporation, directly or indirectly, to own, operate, or maintain a public television and/or public radio station pursuant to Section 236 of the Education Law nor to request funding as such.

FIFTH: The public objective of the corporation is to provide access to the public airwaves to members of the community and community organizations that would otherwise have difficulty obtaining such access and to support programming that would be unlikely to have the same broadcast opportunities in a commercial environment.

SIXTH: The office of the corporation is to be located in the County of Herkimer, State of New York.

SEVENTH: The name and the address of each of the initial directors of the corporation are as follows:

<u>Name</u>	<u>Address</u>
Alan Smith	121 Purdy Road Mohawk, NY 13407
Christian Miller	172 Country Road Utica, NY 13502
Thomas Thomas	972 Warren Road Mohawk, NY 13407

EIGHTH: The duration of the corporation is to be perpetual.

NINTH: The Secretary of State is designated as the agent of the corporation upon whom process against the corporation may be served. The post office address within the State of New York to which the Secretary of State shall mail a copy of any process against the corporation served upon him is: c/o Alan Smith, 121 Purdy Road, Mohawk, NY 13407.

TENTH: For IRS exemption purposes, said organization is organized exclusively for charitable, religious, educational, and scientific 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 section of any future federal tax code.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 and distributions in furtherance of the purposes set forth in the purpose clause. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to 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 section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

/s/Macheal Gomez
Macheal Gomez, Incorporator
5668 East 61st Street
Commerce, CA 90040

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Filed:
Rocket Lawyer
5668 East 61st Street
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