

RESTATED ARTICLES OF INCORPORATION
OF
METROEAST COMMUNITY MEDIA

Pursuant to the Oregon Nonprofit Corporation Act (as amended from time to time, the "Act"), the undersigned corporation adopts the following Restated Articles of Incorporation which shall supersede the existing Articles of Incorporation and all amendments thereto.

ARTICLE I.

The name of this corporation is METROEAST COMMUNITY MEDIA, and its duration shall be perpetual.

ARTICLE II.

The purposes for which the corporation is organized are:

A. To promote the use of cable communication systems community and public access in the unincorporated area of Multnomah County, and the Cities of Gresham, Troutdale, Fairview and Wood Village; to meet the information and cultural needs of residents, businesses, nonprofit organizations and governmental bodies; to regulate, control, and manage the use of community and public access, theme and other channels in cases which the corporation has the right to exercise such regulation, control and management, and to advise the Mt. Hood Cable Regulatory Commission (hereinafter "CRC" or "Commission") on matters pertaining to community and public access, theme and other channels dedicated or to be dedicated by cable communications systems operators.

B. To act exclusively for charitable purposes as a nonprofit corporation with its activities to be conducted for the aforesaid purposes in such a manner that no part of its profits or net earnings or dividends will inure to the benefit of any Director, officer or any other person or private corporation, and all funds obtained shall be used to further its purposes.

C. To promote the common good and general welfare.

D. To own and manage equipment and facilities, hire and supervise personnel, raise funds and engage in any lawful activity, none of which is for profit, for which corporations may be organized under Chapter 65 of Oregon Revised Statutes.

ARTICLE III.

The provisions for the distribution of assets on dissolution or final liquidation are:

A. The corporation may be dissolved at any time on the adoption of a resolution to dissolve by a two-thirds (2/3) vote of the voting Directors in office at any meeting for which thirty (30) days' written notice of consideration of such action shall be duly given to each member of the Board of Directors of this corporation.

B. Prior to the dissolution or liquidation of this corporation, and after the payment of all its liabilities, all assets of the corporation, including real and personal property, shall be transferred to the CRC (or if the CRC is unable or unwilling to accept such assets, then to another body corporate and politic or agency or political subdivision of the State of Oregon to be selected by the CRC) free and clear of all liens and without consideration of any kind or nature, to be applied to any public purpose the CRC may choose.

C. Any conveyance, sale, transfer, encumbrance or hypothecation of substantially all of the corporation's assets or of any real property belonging to the corporation shall require the affirmative vote by the majority of the voting Directors in office at any meeting for which thirty (30) days' written notice of consideration of such action shall be duly given to each member of the Board of Directors of this corporation.

ARTICLE IV.

These Articles of Incorporation may be amended by a majority of the voting Directors in office at any meeting for which thirty (30) days' written notice of consideration of such an action shall be duly given to each member of the Board of Directors of this corporation.

ARTICLE V.

This corporation has no members. This corporation shall be managed by a Board of Directors as provided by law, by these Articles of Incorporation and by the Bylaws. The number of voting Directors shall be specified or fixed in accordance with the Bylaws. Vacancies in directorships shall be filled as provided in the Bylaws. No Director of this corporation may serve continuously in such capacity for more than two (2) consecutive three-year terms (plus a partial term, if he or she is appointed in mid-term to fill a vacancy), until at least one (1) year shall have elapsed from the expiration of such Director's second full term; provided, however, that a Director may serve for one or more additional terms (without the requirement of a one-year break in service) upon the affirmative vote of at least two-thirds (2/3) of the voting Directors in office.

ARTICLE VI.

Notwithstanding any other provision of these Articles of Incorporation, the corporation shall not carry on any activities not permitted to be carried on by an

organization exempt from federal income tax under Section 501 (c) (3) of the Internal Revenue Code.