

The Commonwealth of Massachusetts

William Francis Galvin
Secretary of the Commonwealth
One Ashburton Place, Boston, Massachusetts 02108-1512

ARTICLES OF ORGANIZATION

(General Laws, Chapter 180)

ARTICLE 1

The exact name of the corporation is:

Franklin Community Cable Access, Inc.

ARTICLE II

The purpose of the corporation is to engage in the following activities:

See attached Article II, A-D consisting of four pages

ARTICLE II PURPOSES

A. The purposes of the Corporation shall be exclusively charitable, scientific and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954, as amended from time to time, or the corresponding section of any future federal tax code, including without limitation, to:

1. Develop and operate a Public, Educational and/or Governmental ("PEG") Access program for the Town of Franklin, providing access to existing and future communications media, including facilities, equipment and PEG programming.
2. Oversee the purchase, lease, development and operation of a PEG access facility/studio in the Town of Franklin and the purchase and/or lease of equipment for access for use by Franklin residents and by businesses, corporations, organizations, institutions and other entities located in the Town of Franklin (hereinafter also referred to as "residents and organizations") in accordance with these Articles of Organization, the Corporation's Bylaws and any rules and regulations the Corporation may adopt.
3. Apply for and receive contributions, grants, donations, and loans of all types from individuals, organizations, public and private corporations, and government entities, and/or others to support the purposes set forth in these Articles of Organization and the Corporation's Bylaws, and comply with all lawful terms and conditions entered into in consideration for such contributions, grants, donations and loans, including, but not limited to those terms and conditions contained in any agreement(s) with the Town of Franklin.
4. Allocate programming time to residents and organizations, and ensure overall access to the Corporation's facilities on a non-discriminatory basis. Provide for the cablecasting/playback of programs on the PEG access channels and for the innovative use of said access channels and other forms of communications media.
5. Serve access viewers and users with programs reflecting the activities, concerns, and interests of the residents of the Town of Franklin in a manner that promotes a free exchange of ideas and information.
6. Provide training to residents and organizations in the use of access facilities and PEG access channels and encourage the use of said facilities and channels.
7. Provide technical assistance, preproduction, production, and post-production services to PEG users.
8. Establish rules, procedures and guidelines for the use of PEG access channels facilities.
9. Distribute PEG programming, by cablecasting, broadcasting, or by any other means, within and/or outside of the Town of Franklin.
10. Conduct public information, educational, cultural and social activities to foster PEG access and programming.

11. Provide financial, technical and other assistance for local programming and other non-profit uses of the cable system.

12. Provide promotion, fundraising, outreach and other support services in the furtherance of the purposes of the Corporation, and develop a group of volunteers to create community-based programming and to assist others in the furtherance of the purposes set forth herein.

13. Determine, conduct, administer and/or support, in any lawful manner, such other tasks relating to the foregoing charitable and educational purposes, including, but not limited to the operation, scheduling, and/or management of the PEG access channels, facilities and equipment or other information and/or telecommunications services, including internet or information services, as appropriate and/or necessary, and to do so in compliance with the restrictions required under federal law and regulations for an organization recognized as a section 501(c)(3) organization.

B. In furtherance of the foregoing purposes, but not for any other objects or purposes, and subject to the limitations set forth in Part III hereof, the Corporation shall have and may exercise, in addition to the power to convey land to which it has legal title and the powers specified in Section 9 of Chapter 156B of the General Laws, except in paragraph (m) thereof, the following powers:

1. To hold, administer and dispose of money, securities and real and personal property and to take and receive by bequest, devise, gift, or benefit of trust any property or interest therein real or personal or mixed, wherever located;

2. To borrow money and from time to time, to make, accept, endorse, execute and issue promissory notes, bills of exchange, bonds, debentures and obligations and evidences of indebtedness of all kinds when and as the same may be necessary to or convenient for the accomplishments of any of the purposes of the Corporation; and, if deemed advisable, to secure the same by mortgage, deed of trust or pledge or otherwise, of any or all of the property of the Corporation;

3. To erect, construct, reconstruct, repair, remodel, alter, maintain, and improve buildings and structures of every description on any land of the Corporation or upon other lands;

4. To acquire by purchase, lease, concession, permit, license or in any other manner whatsoever, and to construct, own, hold, maintain, improve, operate, manage, control, sell, convey, mortgage, lease, rent or otherwise dispose of lands, both improved and unimproved, offices, stores and any other buildings or structures and real estate of every kind, nature and description, and to acquire by purchase or otherwise, and to own, hold, use, pledge, sell, or otherwise dispose of, and deal in and with, all kinds of personal and real property of every nature and description;

5. To invest, reinvest and administer the funds of the Corporation;

6. To purchase, subscribe to, acquire, hold, sell, assign, mortgage, hypothecate or otherwise dispose of securities of any corporation or association; and, while the owner or holder thereof, to exercise all the rights of ownership therein;

7. To elect or appoint employees, fix their compensation, and define their duties and obligations;

8. To pay pensions, establish and carry out pension, savings, thrift and other retirement, incentive and benefit plans, trusts and provisions for any or all of its officers and employees;

9. To bring and/or defend a legal action on behalf of the Corporation and to prosecute same to settlement or judgment;

10. As principal, agent, contractor or otherwise, to make and perform any contracts of any kind and description and to perform and do any and all other necessary suitable or proper acts and things which are necessary or incidental to or in furtherance of the accomplishment of any one or more of the purposes or the attainment of any one or more of the objects herein set forth or which shall at any time appear conducive to or expedient for the protection or benefit of these purposes and objects; and

11. To carry on any activity which the Board of Directors, in its discretion, deems calculated directly or indirectly to further the aforesaid charitable, scientific, and educational purposes of the Corporation and to perform and do any and all things which the Corporation is empowered to do, or any part thereof, as principal, agent, contractor, or otherwise and by or through agents, subsidiary or affiliated corporations, associations or trusts, or otherwise, and either alone or in conjunction or cooperation with other persons, governmental bodies and organizations of every kind and nature, and generally to attain and further any of the purposes herein set forth.

C. The income of the Corporation for each taxable year shall be distributed at such time and in such manner as not to subject the Corporation to tax under Section 4942 of the Internal Revenue Code of 1954, as amended (hereinafter the "Code"). The Corporation hereby is and shall be prohibited from engaging in the following activities as defined in Sections 4941 through 4945 of the Code: any act of self-dealing with disqualified persons, retaining any excess business holdings, making any investments in such a manner as to jeopardize the carrying out of any of its exempt purposes, or from making any taxable expenditures. The provisions of this paragraph shall be inapplicable when and if the Corporation receives from the Internal Revenue Service a ruling that the Corporation is not a "private foundation" within the meaning of Section 509 of the Code, and which provision shall remain inapplicable so long as such ruling remains in effect. Notwithstanding anything elsewhere herein provided, the Corporation is organized and shall be operated exclusively for charitable, scientific and educational purposes and for the public welfare as said terms have been and shall be defined under and pursuant to Sections 170(c)(3) of the Code, and as said Section may be amended from time to time or under any successor section thereto. All powers of this Corporation shall be exercised exclusively for said charitable and educational purposes, as so defined, it being the intention that this Corporation shall be exempt from federal income tax under Section 170(c) and 501(c)(3) of the Code, and from state taxes. All purposes herein shall be interpreted and exercised consistent with this intention.

D. The foregoing clauses shall be construed as both purposes and powers and the enumeration of specific powers therein shall not be held to limit or restrict in any manner the general powers of the Corporation, subject to the limitations set forth in Part III hereof.

ARTICLE III

A corporation may have one or more classes of members. If it does, the designation of such classes, the manner of election or appointments, the duration of membership and the qualifications and rights, including voting rights, of the members of each class, may be set forth in the by-laws of the corporation or may be set forth below:

May be set forth in by-laws

ARTICLE IV

"Other lawful provisions, if any, for the conduct and regulation of the business and affairs of the corporation, for its voluntary dissolution, for limiting, defining, for regulating the powers of the corporation, or for its directors or members, or for any class of members, are as follows;

See attached Article IV, Paragraphs 1-8 consisting of two pages

ARTICLE V

The by-laws of the corporation have been duly adopted and the initial directors, president, treasurer and clerk, or other presiding, financial or recording officers, whose names are set out on the following page, have been duly elected.

ARTICLE IV

OTHER LAWFUL PROVISIONS

1. Except as may otherwise be required by law, the Corporation may merge or consolidate only with or into any corporation that is exempt from federal income taxes under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, and which is organized for one or more of the purposes of the Corporation as set forth in its Articles of Organization as from time to time amended or for purposes substantially similar thereto.

2. No part of the net earnings, if any, of the Corporation shall inure to the benefit of any member, director, trustee, officer or other private individuals, 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 Section 501(c)(3) purposes which are also consistent with the purposes set forth in Article II. No substantial part of the activities of the Corporation shall consist of 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.

3. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activity or 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 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 sections of any future federal tax code.

4. If the Corporation permits the discussion of issues of public importance on channels or programming space which it manages, controls or operates, the Corporation shall afford reasonable opportunity for the discussion of conflicting views, produced by Franklin persons associated with a Franklin business or organization, on such issues of public importance.

5. Pursuant to Massachusetts General Laws, Chapter 180, Section 3, the personal liability of officers and directors to the Corporation shall be eliminated for monetary damages for breach of fiduciary duty as an officer or director notwithstanding any provision of Law imposing such liability, provided, however, that said provision shall not eliminate or limit the liability of an officer or director (i) for any breach of the officer's or directors' duty of loyalty to the Corporation or its members; (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; or (iii) for any transaction from which the officer or director derived an improper personal benefit.

6. No amendment to these Articles of Organization shall in any way authorize or permit the Corporation to be operated otherwise than exclusively for charitable, scientific, or educational purposes or for the promotion of the general welfare, or for any purpose or in any manner that would deprive it of exemption from federal and state taxes.

7. The Corporation may authorize a petition for its dissolution to be filed in accordance with Section 11 of Chapter 180 of the General Laws by the affirmative vote, at any meeting of its general members when a quorum is present, of two-thirds of the total number of the members of the Corporation present and legally qualified to vote in meetings of the Corporation; provided, however, that in the event of any liquidation, dissolution, termination, or winding up of the Corporation (whether voluntary, involuntary, or by operation of law), the property or assets of the Corporation shall, unless otherwise required by law, be conveyed, transferred, distributed, and set over outright proportionally to the Town of Franklin for the purposes for which said property or assets were authorized herein for use by the Corporation, or at the direction of the Town of Franklin, to one or more Charitable or educational institutions or organizations selected by the Franklin Town Council and created and organized for nonprofit purposes similar to those of the Corporation, which qualify as exempt from income tax under Section 501(c)(3) of said Code as said Section may, from time to time, be amended or added to or under any successor sections thereto. Any such assets of the Corporation not so disposed of 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. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction exclusively for the purpose for which said property or assets were authorized for use herein by the Corporation, and if no such use exists, 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.

8. The Directors may make, amend or repeal the bylaws in whole or in part, except with respect to any provisions thereof which by law, these Articles of Organization, or the corporation's bylaws require action by the members.

ARTICLE VI

The effective date of organization of the Corporation shall be the date approved and filed by the Secretary of The Commonwealth. If a later effective date is desired, specify such date which shall not be more than thirty days after the date of filing.

ARTICLE VII

The information contained in Article VII is not a permanent part of the Articles of Organization.

a. The street address (Post boxes are not acceptable) of the principal office of the corporation in Massachusetts is:
13-25 Main Street, Franklin, MA 02038

c. The fiscal year of the corporation shall end on the last day of the month of: September

d. The name and business address of the resident agent, if any, of the corporation is;
Not Applicable

I/We, the below signed incorporator(s), do hereby certify under the pains and penalties of perjury that I/we have not been convicted of any crimes relating to alcohol or gaming within the past ten years. I/We do hereby further certify that to the best of my/our knowledge the above-named officers have-not been similarly convicted; If so convicted, explain.

IN WITNESS WHEREOF AND UNDER THE PAINS AND PENALTIES OF PERJURY, I/we, whose signature(s) appear below as incorporators, and whose name(s) and business or residential address(es) are clearly typed or printed beneath each signature, do hereby associate with the intention of forming this corporation under the provisions of General Chapter 180 and do hereby sig these Articles of Organization as incorporators) this 17th day of November, 2011

(Signatures)
Robert R. Dean
130 School Street
Franklin, MA 02038

Wesley R. Rea
7 Squibnocket Rd.
Franklin, MA 02038

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THE COMMONWEALTH OF MASSACHUSETTS

ARTICLES OF ORGANIZATION
(General Laws, Chapter 180)

I hereby certify that, upon examination of these Articles of Organization, duly submitted to me, it appears that the provisions of the General Laws relative to the organization of corporations have been complied with, and I hereby approve said articles, and the filing fee in the amount of \$85.00 having been paid, said articles are deemed to have been filed with me the 17th day of November, 2011

RECEIVED NOV 17 2011
Secretary of the Commonwealth
Corporations Division

William Francis Galvin
Secretary of the Commonwealth

TO BE FILLED IN BY CORPORATION
Contact information:
Mark G. Cerel, Esq. Franklin Municipal Building
355 East central Street
Franklin, MA 02038
508-520-4964
mcerel@franklin.ma.us

THE COMMONWEALTH OF MASSACHUSETTS

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ARTICLES OF ORGANIZATION

(General Laws, Chapter 180)

I hereby certify that, upon examination of these Articles of Organization, duly submitted to me, it appears that the provisions of the General Laws relative to the organization of corporations have been complied with, and I hereby approve said articles; and the filing fee in the amount of \$ 75 having been paid, said articles are deemed to have been filed with me this 17th day of November 20 11.

1157269

Effective date: _____

William Francis Galvin

WILLIAM FRANCIS GALVIN

Secretary of the Commonwealth

RECEIVED
NOV 17 2011
SECRETARY OF THE COMMONWEALTH
CORPORATIONS DIVISION

TO BE FILLED IN BY CORPORATION

Contact information:

Mark G. Cerel, Esq.
Franklin Municipal Building

355 East Central Street

Franklin, MA 02038

508-520-4964
Telephone: _____

Email: mcerel@franklin.ma.us

A copy this filing will be available on-line at www.state.ma.us/sec/cor once the document is filed.

INTERNAL REVENUE SERVICE
P. O. BOX 2508
CINCINNATI, OH 45201

DEPARTMENT OF THE TREASURY

Date: SEP 18 2012

FRANKLIN COMMUNITY CABLE ACCESS INC
PO BOX 286
FRANKLIN, MA 02038

Employer Identification Number:
45-4825017
DLN:
17053219346032
Contact Person:
ROGER W VANCE ID# 31173
Contact Telephone Number:
(877) 829-5500
Accounting Period Ending:
December 31
Public Charity Status:
170(b)(1)(A)(vi)
Form 990 Required:
Yes
Effective Date of Exemption:
November 17, 2011
Contribution Deductibility:
Yes
Addendum Applies:
No

Dear Applicant:

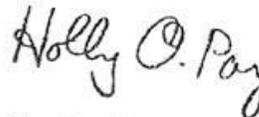
We are pleased to inform you that upon review of your application for tax exempt status we have determined that you are exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code. Contributions to you are deductible under section 170 of the Code. You are also qualified to receive tax deductible bequests, devises, transfers or gifts under section 2055, 2106 or 2522 of the Code. Because this letter could help resolve any questions regarding your exempt status, you should keep it in your permanent records.

Organizations exempt under section 501(c)(3) of the Code are further classified as either public charities or private foundations. We determined that you are a public charity under the Code section(s) listed in the heading of this letter.

Please see enclosed Publication 4221-PC, Compliance Guide for 501(c)(3) Public Charities, for some helpful information about your responsibilities as an exempt organization.

We have sent a copy of this letter to your representative as indicated in your power of attorney.

Sincerely,



Holly O. Paz
Director, Exempt Organizations
Rulings and Agreements

Enclosure: Publication 4221-PC