

27

0786324.09	mstratton NAOI
Elaine N. Walker, Secretary of State	
Received and Filed: 3/8/2011 8:03 AM	
Fee Receipt: \$8.00	

**ARTICLES OF INCORPORATION  
OF  
PIKE TV, INC.**

**KNOW ALL MEN BY THESE PRESENTS:**

The undersigned does hereby form a Non-Profit Corporation pursuant to KRS 14A and KRS 273.

**ARTICLE I**

The name of the corporation shall be Pike TV, Inc.

**ARTICLE II**

The purpose of the corporation shall be to develop and cablecast and/or webcast public, education or governmental programming within the local community and such other lawful purposes which may from time to time suit its public and non-profit purpose. The non-profit corporation shall be authorized to raise and accept funds and other gifts as may be appropriate to fund the corporation.

**ARTICLE III**

Pike TV, Inc. shall have a perpetual duration.

**ARTICLE IV**

The name of the registered agent for service of process is Paul Patton, and the street address of the corporation's initial registered office in Kentucky is 118 College Street, Pikeville, Kentucky 41501.

**ARTICLE V**

The mailing address of the corporation's principle office is 118 College Street, Pikeville, Kentucky 41501.

## **ARTICLE VI**

The number of directors constituting the board of directors shall be ten (10), and the names and mailing addresses of the persons who are to serve as the initial three (3) board of directors are as follows:

Paul Patton, 147 Sycamore Street, Pikeville, Kentucky 41501;  
Donovan Blackburn, 178 College Street, Pikeville, Kentucky 41501;  
Wayne T. Rutherford, 146 Main Street, Pikeville, Kentucky 41501.

## **ARTICLE VII**

The name and address of the incorporator is Paul Patton, 147 Sycamore Street, Pikeville, Kentucky 41501.

## **ARTICLE VIII**

The non-profit corporation shall not authorize or issue any stock.

## **ARTICLE IX**

The bylaws of the corporation shall be adopted by, and may be amended solely by a joint resolution adopted by both the Pikeville City Commission and the Pike County Fiscal Court. The bylaws shall identify and provide for the method of election or appointment of the officers and directors of the incorporation consistent with these articles.

## **ARTICLE X**

No part of the earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or 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 purpose set forth in Article II hereof. 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,

intervene in, (including the publishing or distribution of statements) 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 activity 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 corresponding section of any future federal tax code, or (b) by a corporation, contributions which are deductible under Section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

#### **ARTICLE XI**

Each person who is or was a member, director, trustee or officer of the corporation, whether elected or appointed, and each person who is or was serving at the request of the corporation as a member, director, trustee, or officer of another corporation, whether elected or appointed, shall be indemnified by the corporation to the full amount against any liability, and the reasonable cost or expense (including attorney fees, monetary or other judgments, fines, excise taxes, or penalties and amounts paid or to be paid in settlement) incurred by such person if such person's capacity as a member, director, trustee, officer, or employee or arising out of such person's status as a member, director, trustee, officer or employee; provided, however, no such person shall be indemnified against any such liability, costs or expense incurred in connection with any action, suit or proceeding in which such person shall have been adjudged liable on the basis that personal benefit was improperly received by such person, or if such indemnification shall be a contract right and shall include the right to be paid by the corporation the reasonable expenses incurred in defending any threatened or pending action, suit or proceeding in advance of its final disposition; provided however, that such advance payment of expenses shall be made only after delivery of the corporation of an undertaking by or on behalf of such person to repay

all amounts so advanced if it shall be determined that such person is not entitled to such indemnification. Any appeal or modification of this article shall not affect any rights or obligations then existing. If any indemnification payment required by this article is not paid by the corporation within 90 days after a written claim has been received by the corporation, the member, director, trustee, officer, or employee may at any time thereafter bring suit against the corporation to recover the unpaid amount and, if successful in whole or in part, such person shall be entitled to be paid also the expense of prosecuting such claim. The corporation may maintain insurance, at its own expense, whether or not the corporation would have the power to indemnify such person against such liability, cost or expense under the Kentucky Non-profit Corporation Acts or under this article, but it shall not be obligated to do so. The indemnification provided by this article, shall not be deemed exclusive of any other rights which those seeking indemnification may have or hereafter acquire under any bylaw, agreement, statute or any portion thereof shall be invalidated on any ground by any court of competent jurisdiction, then the corporation shall nevertheless indemnify each such person to the full extent permitted by any applicable portion of this article that shall not have been invalidate or by any other applicable law.

## **ARTICLE XII**

No director shall be personally liable to the corporation for monetary damages for breach of his duties as director except for liability;

(A) For any transaction in which the director's personal financial interest conflicts with the financial interest of the corporation;

(B) For acts or omissions not in good faith or which involve intentional misconduct or are known to the director to be a violation of law; or

(C) For any transaction from which the director derives an improper personal benefit.

If the Kentucky Revised Statutes are amended after approval of this article to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the corporation shall be deemed to be eliminated or limited by this provision to the fullest extent then permitted by the Kentucky Revised Statutes, as so amended. Any repeal or modification of this article shall not adversely affect any right or protection of a director of the corporation existing at the time of such repeal or modification.

### **ARTICLE XIII**

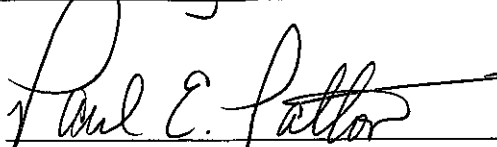
The corporation may be dissolved by the Board of Directors upon the adoption of a resolution to dissolve by the vote of the majority of the directors in office. Upon the adoption of such resolution by the Board of Directors, the corporation shall cease to conduct its other affairs, except insofar as may be necessary for winding up thereof, and shall immediately cause a notice of the proposed dissolution to be mailed to each creditor of the corporation. The corporation shall proceed to collect its assets and apply and distribute them first to its creditors, the remaining assets shall be liquidated and distributed for one or more exempt purposes within the meaning of section 501 (C)(3) consistent with the original purposes of the foundation.

### **ARTICLE XIV**


These Articles may be amended by an affirmative vote of 3/5's of the Board of Directors at any meeting provided the proposed amendment is mailed or otherwise delivered to the Board of Directors, ten days prior to the meeting.

The undersigned, under penalty of perjury under the laws of the Commonwealth of Kentucky, declares that the statements contained in the foregoing are true and correct.

Dated this 23<sup>rd</sup> day of February, 2011.

  
PAUL PATTON, INCORPORATOR

I, Paul Patton, consent to serve as a registered agent on behalf of the corporation.

  
PAUL PATTON

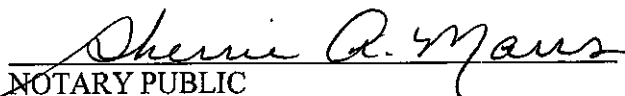
2-23-11  
DATE

COMMONWEALTH OF KENTUCKY  
COUNTY OF PIKE

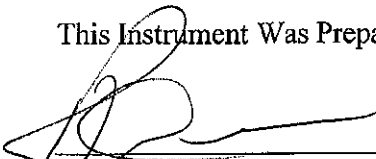
I, Sherrie A. Marrs, a Notary Public in and for the County and State aforesaid, do certify that the foregoing ARTICLES OF INCORPORATION and Consent to Serve as A Registered Agent on behalf of the corporation, were this day signed before me in said County and State by PAUL PATTON who acknowledge the same before me to be his free act and deed.

Given under by hand this 23<sup>rd</sup> day of February, 2011.

My Commission Expires: 10-29-13.

  
NOTARY PUBLIC

This Instrument Was Prepared By:

  
Russell H. Davis, Jr.  
Baird & Baird, P.S.C.  
P.O. Box 351  
Pikeville, KY 41502  
606-437-6276