

Amended Charter of Metropolitan Educational Access Corporation

The undersigned natural persons, having capacity to contract and acting as the Incorporators of a not-for-profit corporation under the Tennessee Nonprofit Corporation Act, hereby adopt the following Charter for such corporation:

Article I. Name

The name of the corporation is **Nashville Education, Community and Arts Television Corporation**, hereinafter the "Corporation".

Article II. Public Benefit Corporation

The Corporation is a public benefit corporation.

Article III. Purposes and Functions

The purposes for which the Corporation is organized are exclusively charitable, scientific, or educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 and/or the corresponding provision of any future United States Internal Revenue law. Notwithstanding any provision of this Charter, this 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 of 1986 and/or corresponding provisions of any future United States Internal Revenue law. Without limitation, the Corporation is established to aid, promote, encourage, and contribute to civic well being and humanity in general.

A. Specifically, by:

(i.) providing education, arts and public access channels in the Metropolitan Nashville-Davidson County community that are free of censorship or control over program content except as necessary to comply with FCC; free of partisan politics; and, available for all forms of public expression, community information and educational programming for persons of all ages.

(ii.) assuring that the public and educational access channels are made available to all residents of the franchise area on a nondiscriminatory basis and that they provide opportunity for expression of various viewpoints on issues of civic, social or public concern, as well as a forum for debate on issues of interest to the public;

(iii.) overseeing program production for and management of the education, arts and community access channels on all cable systems and the day-to-day operation of the education, arts and community access channels within the franchise area including Nashville, Tennessee;

(iv.) hiring and supervising staff of the Corporation;

(v.) devising, establishing and administering all rules, regulations and procedures pertaining to the use and schedule of the education, arts and community access channels within the franchise area including Nashville, Tennessee;

(vi.) developing and promoting the use of such education, arts and community access channels by all schools, colleges, universities, and other organizations with educational, arts and community missions within the franchise area including Nashville, Tennessee;

(vii.) developing additional sources of funding from public and private sources, such as foundation or federal or state grants, to further public and educational programming; and, by receiving contributions, grants and fees from others and distributing its funds only for public, charitable and/or educational purposes as set forth in this Charter; and

(viii.) performing such other functions relevant to the public and educational access channels as may be appropriate.

Generally, by supporting any other purpose or cause the Corporation may establish or adopt from time to time which is not inconsistent with its specific purposes outlined above and which does not jeopardize its status as a tax exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986 and/or the corresponding provision of any future United States Internal Revenue law.

B. The Corporation is authorized to accept, hold, administer, invest, and disburse its funds and assets in any manner or fashion consistent with any one or more of its purposes and, in general, to do all things that may appear necessary or useful in accomplishing any one or more of the purposes set out in this Charter.

C. The Corporation shall not participate in any political campaign on behalf of any candidate for public office.

D. The Corporation shall not carry on any activities which cannot be carried on by a tax exempt organization in Code Section 501(c)(3) or by a tax exempt organization contributions to which are deductible under Code Section 170(c)(2).

Article IV. Registered Agent

The name and address of the Corporation's initial registered agent and office is:

Elliott Mitchell
2110 Ashwood Avenue
Nashville, Tennessee 37212
County of Davidson

Article V. Incorporators

The names and addresses of the incorporators of the Corporation are:

Nancy Adkins
3415 West End Avenue, #601
Nashville, TN 37203

Cavit Cheshier
205 Belclaire Place
Nashville, TN 37205

Beth Fortune
4023 Nebraska
Nashville, TN 37209

David Jones, Jr.
1234 Schrader Lane
Nashville, TN 37208

Thelma Kidd
1212 Taggartwood Road
Brentwood, TN 37027

Elliott Mitchell
2110 Ashwood Avenue
Nashville, TN 37212

Eleanor Willis
682 Timber Lane
Nashville, TN 37215

Article VI. Principle office

The address of the principal office of the Corporation in the State of Tennessee is:

c/o PEG Studio
Nashville State Technical Institute
120 White Bridge Road, Box 46
Nashville, Tennessee 37209

Article VII. Not for Profit

The Corporation is not for profit.

Article VIII. Members

The Corporation shall not have members.

Article IX. Duration

The duration of the Corporation is perpetual, unless and until dissolved in accordance with law.

Article X. Disposition of Assets

Upon dissolution, the Corporation's assets shall be distributed for one or more exempt purposes within meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provision of any future United States Internal Revenue law, and shall be distributed to one or more exempt organizations for use in a manner consistent with the purposes set out in Section 3 of this Charter, or shall be distributed to the Metropolitan Government of Nashville and Davison County, Tennessee for public purposes not inconsistent with the purposes set out in Section 3 of this Charter. Any transfer or conveyance of assets or property dissolution or liquidation of the Corporation shall be permissible provided that at least Sixty (60) days' notice of intent to dissolve the Corporation is provided to the Metropolitan Government of Nashville and Davidson County, Tennessee thereby insuring such body and its members the opportunity to become adequately prepared to comment on the Corporation's planned dissolution; however, no such comments shall be binding in any manner on the Corporation or its governing body. Any assets not so disposed of directly by the Corporation shall be distributed exclusively for such purposes as set forth in Section 3 of this Charter by the Circuit Court of Davidson County, Tennessee.

Article XI. Liability

No director of the Corporation shall be personally liable to the Corporation or others for monetary damages for breach of fiduciary duty as a director, except:

- (i.) for any breach of the director's duty of loyalty to the Corporation;
- (ii.) for acts or omissions not in good faith or which involved intentional misconduct or a knowing violation of law; or
- (iii) under Section 48-58-304 of the Tennessee Nonprofit Corporation Act.

If the Tennessee Nonprofit Corporation Act is amended or superseded after the filing of this Charter to further eliminate or limit the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Tennessee Nonprofit Corporation Act as so amended or by such act as may supersede it. Any repeal or modification of this Section 25 shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

Article XII. Board of Directors

The affairs and activities of the Corporation shall be managed by a Board of Directors. The Board of Directors shall be entitled and authorized to do any and all things and take any and all actions in the name of the Corporation and on behalf of the Corporation as are not inconsistent with the purposes of the Corporation as may be allowed under the laws of the State of Tennessee, as amended from time to time. The manner in which directors shall be chosen and removed from office, the qualifications, powers, duties and tenure of office of directors, the number of directors and the manner of filling vacancies on the Board of Directors shall be set forth in Section 6.08.080 F & G of the Metropolitan Code.

A. The Board of Directors of the Corporation shall be appointed by the Metropolitan Mayor and confirmed by the Metropolitan Council. Not more than two of the directors shall be residents of the same metropolitan councilmanic district.

B. The voting members of the board of directors of the Corporation shall be increased from seven (7) to eleven (11) qualified persons, each of whom shall serve for a term of three years or until their successors have been duly appointed and confirmed.

(i.) The four (4) current directors of the Corporation whose terms do not expire on February 5, 2010, shall continue to serve as directors of the Corporation until the expiration of their terms, after which their successors shall be appointed for terms of three years.

(ii.) The initial terms of two (2) of the seven (7) newly-appointed voting members of the board of directors of the Corporation shall expire on February 5, 2011, after which their successors shall be appointed for terms of three years.

(iii.) The initial terms of two (2) of the seven (7) newly-appointed voting members of the board of directors of the Corporation shall expire on February 5, 2012, after which their successors shall be appointed for terms of three (3) years.

(iv.) The initial terms of the remaining three (3) of the seven (7) newly appointed additional voting members shall expire on February 5, 2013, after which their successors shall be appointed for terms of three (3) years.

(v.) The voting members of the board of directors of the Corporation shall be appointed by the Metropolitan Mayor and confirmed by the Metropolitan Council. Two (2) voting members of the Board shall be community members who have production experience involving use of the studio used by the Corporation.

(vi.) No agent, employee or representative of a franchisee, nor any officer or employee of the Metropolitan Government shall be qualified to serve as a voting member of the board of directors of the Corporation. In addition to the eleven (11) voting members, the Mayor shall designate one (1) employee of the Metropolitan Government to serve as a nonvoting ex officio member of the board of directors of the Corporation.

(vii.) Any vacancy occurring during the term of a member of the Board of Directors shall be filled for the unexpired term in the same manner as the original appointment.

C. The manner of calling and holding meetings of the Board of Directors shall be as set forth in the By-laws.

D. The Board of Directors of the Corporation shall have the responsibility for defining the mission respectively for Education, Community and Arts television channels.

(i.) The Board shall be committed to developing programming guidelines that are compliant with applicable law, including the Federal Communications Commission's regulations.

(ii.) The Board shall establish separate Committees of the Board for each of the channels (Education, Arts and Community Access). Committee membership may include interested and qualified volunteers in addition to Board members to screen and schedule programming content.

E. The members of the Board of Directors of the Corporation shall be required to comply with the ethics provisions of Chapter 2.222 of the Metropolitan Code of Laws and Mayor Karl F. Dean Executive Orders Nos. 006 and 007, and any subsequent Executive Orders of the Mayor of the Metropolitan Government on Ethics.

Article XIII. Amendments

The Board of Directors of this Corporation shall have the power to adopt, amend and rescind the By-Laws of this Corporation and to amend the Charter in accordance with the By-Laws of the Corporation, however, all amendments to the Charter must be approved by Resolution of the Metropolitan Council.

IN WITNESS WHEREOF, the undersigned Board members have amended this Charter on this ____ day of _____, 2010.

Signed

Print Name

Signed

Print Name

Signed

Print Name

Signed

Print Name

Signed

Print Name

Signed

Print Name

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Print Name

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Print Name