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FILED

In the office of the Secretary of State  
of the State of California

AUG 22 1983

MARCH FONG EU, Secretary of State

By Jesús Aleman  
Deputy

ARTICLES OF INCORPORATION  
OF  
THE MEDIA TREE

FIRST: The name of this corporation is THE MEDIA TREE.

SECOND: This corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for public and charitable purposes.

The primary purposes for which this corporation is formed are exclusively charitable, scientific and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, including, without limitation: providing consulting and educational services on the media to community groups and individuals based in Marin County, California and the San Francisco Bay area; enhancing the awareness of the people of Marin County and the San Francisco Bay area; of the uses and abuses of the media, while encouraging the production and dissemination of socially-concerned media programs; and facilitating greater communication and contacts between the creators of media programs and the Marin County public and the San Francisco Bay area.

Notwithstanding any other provision of these Articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of its primary purposes.

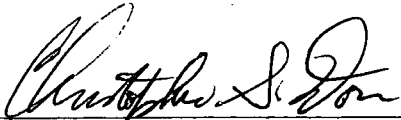
THIRD: The corporation's initial agent for service of process is John Korty, 200 Miller Ave., Mill Valley, California 94941.

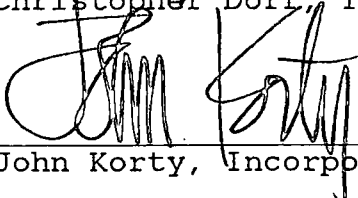
FOURTH: The property of this corporation is irrevocably dedicated to charitable, scientific and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954, as amended. Upon the winding up and dissolution of this corporation, the assets remaining after payment (or provision for payment) of the debts and liabilities of the corporation shall be distributed in a manner which furthers the purposes of the corporation, including, without limitation, distribution to one or more nonprofit funds, foundations or corporations which are organized and operated exclusively for charitable, scientific and educational purposes and which have established their tax-exempt status under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended.

FIFTH: No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its members, trustees, directors, officers or to any other private persons, except that the corporation is authorized and empowered to pay reasonable compensation for services

rendered and to make payments and distributions in furtherance of the purposes set forth in Article II hereof.

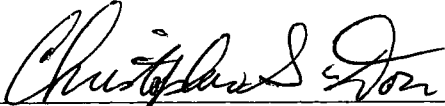
No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office.

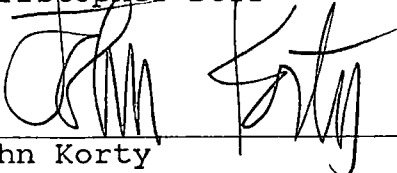
  
\_\_\_\_\_  
Christopher Dorr, Incorporator

  
\_\_\_\_\_  
John Korty, Incorporator

The undersigned hereby acknowledge that they are the persons who executed the foregoing Articles of Incorporation as the incorporators of this corporation and that such execution is their act and deed.

Executed at Mill Valley, California this 4th day of August, 1983.

  
\_\_\_\_\_  
Christopher Dorr

  
\_\_\_\_\_  
John Korty