

State of New York }
Department of State } ss:

I hereby certify that the annexed copy has been compared with the original document filed by the Department of State and that the same is a true copy of said original.

Witness my hand and seal of the Department of State on

August 07, 2003



A handwritten signature in black ink, appearing to read "R. A. J.", is written over the printed title.

Secretary of State

CERTIFICATE OF INCORPORATION

of

ITHACA COMMUNITY RADIO, INC.

Pursuant to Section 402 of the Not-For-Profit Corporation Law

It is hereby certified that:

1. The name of the corporation is Ithaca Community Radio, Inc.
2. The corporation is a corporation as defined in subparagraph (a) (5) of Section 102 of the Not-For-Profit Corporation Law; the corporation is a Type C Corporation under Section 201 of the Not-For-Profit Corporation Law. The lawful public or quasi-public objective to be achieved by the corporation is the dissemination of information and cultural programming to the public.
3. The purposes for which the corporation is formed are:

To operate an FCC licensed non-commercial radio station, provided however that nothing contained herein shall authorize the corporation, directly or indirectly, to own, operate, or maintain a public radio station as defined in §236 of the Education Law or to receive funding as such.

To provide informational and cultural programming produced by and/or relevant to the diverse communities of listeners in the Finger Lakes Region through the lease and/or ownership of broadcasting equipment, licenses, and stations.

By such radio programming, to engage in producers and listeners in the study of the causes of social problems and the exploration of their solutions; and to encourage local culture through the broadcast of original musical, literary and theatrical performance.

To develop the creative skills of individuals by offering free training in the art and craft of radio to youth and adults interested in using the medium of radio for expression and communication.

To do any other act or thing incidental to or connected with the foregoing purposes or in advancement thereof, but not for the pecuniary profit or financial gain of its members, directors or officers, except as permitted under Article 5 of the Not-for-Profit Corporation Law.

Nothing herein shall authorize this Corporation, directly or indirectly, to offer educational courses or issue educational degrees.

In furtherance of its corporate purposes, the Corporation shall have all general powers enumerated in Section 202 of the Not-for-Profit Corporation Law, together with the powers to solicit grants and contributions for corporate purposes.

Notwithstanding any other provision of these articles, the corporation is organized exclusively for charitable, educational, leave in scientific purposes and/or the prevention of cruelty to children or animals within the meaning of Section 501, (c) (3) of the Internal Revenue Code. It shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal income tax under Section 501, (c) (3) of the Internal Revenue Code of 1986, as amended and shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal Income Tax under Section 501 (c) (3) of the Internal Revenue Code.

No part of the income of the corporation shall inure to the benefit of any member, trustee, director, officer of the corporation, or any private individual, except that reasonable compensation which may be paid for services rendered to or for the corporation affecting one or more of its purposes, and no member, trustee, officer of the corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the corporation.

Upon the dissolution of the corporation the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such a manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of as directed by a justice of the Supreme Court of the State of New York of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

No substantial part of the activities of the Corporation shall be carrying on propaganda, or otherwise attempting to influence legislation, or participating in, or intervening in, including the publication or distribution of statement, any political campaign on behalf of any candidate for public office.

The Corporation shall distribute its income for each taxable year at such time and in such manner as not to subject it to tax under Section 4942 of the Internal Revenue Code of 1986, and the Corporation shall not engage in any act of self dealing as defined in Section 4941 (d) of the Code, retain any excess business holdings as defined in Section 4943 (c) of the Code, make any investments in such manner as to subject the Corporation to tax under Section 4944 of the Code, or make any taxable expenditures as defined in Section 4945 (d) of the Code.

Nothing contained in this Certificate shall authorize or empower the corporation to perform or engage in any act or practice prohibited by General Business Law, Section 340, or any other anti-monopoly statute of the State of New York.

4. The Corporation is hereby authorized by resolution of the Board of Directors to accept subventions from members or non-members on terms and conditions not inconsistent with the Not-For-Profit Corporation Law of the State of New York and to issue certificates therefore. Such subventions shall consist of money or other property, tangible or intangible, actually received by the Corporation or expended for its benefit or for its formation or reorganization, or a combination thereof, and shall be evidence by the issuance of subvention certificates in accordance with the provisions of Section 505 of the Not-For-Profit Corporation Law.

5. The office of the corporation is to be located in the County of Tompkins, State of New York.

6. The initial directors of the corporation until the first annual meeting are as follows:

Jessica Lind
518 South Cayuga Street
Ithaca, New York 14850

Jeff Kirby
322 North Titus Street
Ithaca, New York 14850

Lyn Gerry
722 Waterloo-Geneva Road
Waterloo, New York 13165

Kenneth Ritter
249 Coddington Road
Ithaca, New York 14850

Rene Borgella, Jr.
217 Shaffer Road
Newfield, New York 14867

7. The duration of the corporation is perpetual.

8. The Secretary of State is designated as agent of the corporation upon whom process against it may be served. The post office address to which the Secretary of

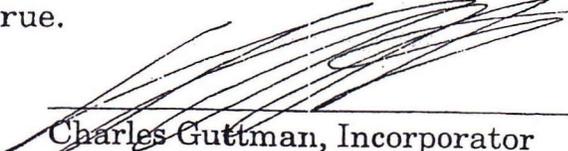
State shall mail a copy of any process against the corporation served upon it is as follows:

**ITHACA COMMUNITY RADIO, INC.
518 South Cayuga Street
Ithaca, New York 14850**

9. The undersigned incorporator is of the age 18 or older.

IN WITNESS WHEREOF, the undersigned affirms under the penalties of perjury that the statements contained herein are true.

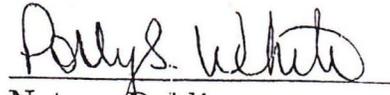
Dated: June , 2003



Charles Guttman, Incorporator
411 North Tioga Street
Ithaca, New York 14850

STATE OF NEW YORK)
COUNTY OF TOMPKINS) ss.:

On this 16th day of June, 2003 before me personally came Charles Guttman, to me known and known to me to be the individual described in and who executed the foregoing instrument and he duly acknowledged to me that he executed the same.



Notary Public

POLLY S. WHITE
Notary Public, State of New York
No. 01WH5026537
Qualified in Schuyler County
Commission Expires April 18, 2006

The
University of the
Education State of New York
Department



STATE OF NEW YORK :
: SS.:
COUNTY OF ALBANY :

Pursuant to the provisions of section 216 of the Education Law and section 104, subdivision (e) of the Not For-Profit Corporation Law, consent is hereby given to the filing of the annexed certificate of incorporation of Ithaca Community Radio, Inc., a Not-for-Profit corporation.

This consent to filing, however, shall not be construed as approval by the Board of Regents, the Commissioner of Education or the State Education Department of the purposes or objects of such corporation, nor shall it be construed as giving the officers or agents of such corporation the right to use the name of the Board of Regents, the Commissioner of Education, the University of the State of New York or the State Education Department in its publications or advertising matter.

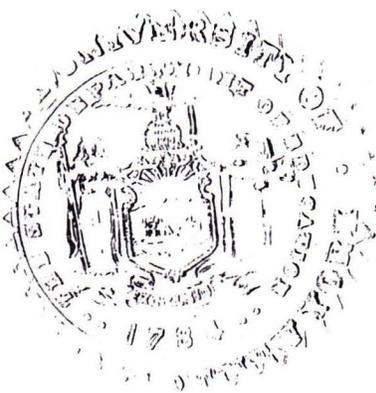
This consent to filing is granted with the understandings and upon the conditions set forth on the reverse side of this form.

IN WITNESS WHEREOF this instrument is executed and the seal of the State Education Department is affixed this 14th day of July, 2003.

Richard P. Mills
Commissioner of Education

By:

Richard L. Nabozny
Senior Attorney



This consent to filing is granted with the understanding that nothing contained in the annexed corporate document shall be construed as authorizing the corporation to engage in the practice of law, except as provided by subdivision 7 of section 495 of the Judiciary Law, or of any of the professions designated in Title VIII of the Education Law, or to conduct a school for any such profession, or to hold itself out to the public as offering professional services.

This consent to filing is granted with the further understanding that nothing contained in the annexed corporate document shall be construed as authorizing the corporation to operate or maintain a charter school, nursery school, kindergarten, elementary school, secondary school, institution of higher education, cable television facility, educational television station pursuant to section 236 of the Education Law, library, museum, or historical society, or to maintain an historic site.

This consent to filing shall not be deemed to be or to take the place of registration for the operation of a business school in accordance with the provisions of section 5001 of the Education Law, nor shall it be deemed to be, or to take the place of, a license granted by the Board of Regents for the operation of a private school pursuant to the provisions of section 5001 of the Education Law, a license granted by the Commissioner of Motor Vehicles pursuant to the provisions of section 394 of the Vehicle and Traffic Law, a license as an employment agency granted pursuant to section 172 of the General Business Law, or any other license, certificate, registration, or approval required by law.

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CERTIFICATE OF INCORPORATION

AUG 10 2003

OF

ITHACA COMMUNITY RADIO, INC.

Under Section 402 of the Not-for-Profit Corporation Law

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STATE OF NEW YORK
DEPARTMENT OF STATE

FILED AUG 06 2003

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FILER:

Guttman & Wallace

411 N. Tioga St.

Ithaca, NY 14850

REFERENCE: 133316

DRAWDOWN

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