

filed SECT
ARTICLES
OF INCORPORATION

ARTICLES OF INCORPORATION
OF THE
SOUTHERN EDUCATIONAL COMMUNICATIONS ASSOCIATION, INC.

We, the undersigned, for the purpose of forming a corporation under and pursuant to the provisions of the laws of the State of South Carolina governing non-profit corporations, do hereby associate ourselves together as a body corporate and adopt the following Articles of Incorporation.

ARTICLE I

Name

The name of the corporation shall be:
SOUTHERN EDUCATIONAL COMMUNICATIONS ASSOCIATION, INC.

ARTICLE II

Purpose

Section 1. The purpose of the corporation shall be to develop, exchange, and share on a non-profit basis the educational, instructional, cultural and enrichment resources, be they human or physical, of and with participating members of the Corporation; being initially concerned with broadcasting, closed-circuit, 2500 megahertz systems, and related forms of broadcasting, with future evolvement and direction of the Corporation being determined by majority vote of the Corporate Members after the Corporation is formed, within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1954.

Section 2. In furtherance of the foregoing purpose, the Corporation is empowered to:

- (a) Lease, purchase, sell, construct, own, operate, manage, and maintain facilities and equipment pursuant to the rules and regulations of appropriate federal and state regulatory agencies;

(b) Recieve funds by appropriation, allocation, contribution, grant, gift, bequest, and devise from any source, whether federal, state, public or private;

(c) Invest its funds in mortgages, bonds, debentures, stocks, and other securities and property as its Board of Directors may deem advisable;

(d) Enter into agreements and contracts with federal, state, public, and private agencies, institutions, firms, corporations, or persons;

(e) Take proper proceedings into court for the purpose of obtaining legal redress and collection of property or funds owed to the Corporation or for the protection of the Corporation.

ARTICLE III

Duration

The period of duration of the existence of this Corporation shall be perpetual.

ARTICLE IV

Location

The location of the registered office of this Corporation shall be 928 Woodrow Street, Columbia, South Carolina.

ARTICLE V

Liability

The members of this Corporation shall not be liable for any obligations of this Corporation of any nature whatsoever nor shall any of the property of the members be subject to the payment of the debts of this Corporation to any extent whatsoever.

ARTICLE VI

Non-Profit Status

This Corporation shall not afford pecuniary gain, incidentally or otherwise, to its members. No part of the net income or net earnings of this Corporation shall inure to the benefit of any member

or any individual and no substantial part of its activities shall consist of carrying on propaganda or otherwise attempting to influence legislation.

ARTICLE VII

The general management of the affairs of the Corporation shall be vested in a Board of Directors (hereinafter referred to as the Board), who shall be elected by a majority vote of the voting members of the Corporation as set forth in the Bylaws.

The number of Directors constituting the first Board shall be seven (7) and their names and addresses shall be as follows:

Howard D. Holst, Chairman
4285 Dianne Drive
Memphis, Tennessee

Lee Franks, Vice Chairman
1962 Aspen Drive
Decatur, Georgia

Lee Reaves, Secretary-Treasurer
#2 Sherwood Drive
Conway, Arkansas

Henry J. Cauthen
2424 Blossom Street
Columbia, South Carolina

Harvey R. Herbst
5705 Bullard Drive
Austin, Texas

O. Leonard Press
2580 Millbrook
Lexington, Kentucky

Edward P. Wegener
418 Scott Street
Auburn, Alabama

Who shall hold office until the first regular meeting of the corporate members.

All members of the Board shall serve without compensation. The Board may act by and through any committee, the appointment of which shall be authorized and approved by the vote of a majority of the Board.

ARTICLE VIII

Officers

The officers of this Corporation shall be a Chairman, one (1) or more Vice Chairmen, a Treasurer, and a Secretary. All of said officers shall be elected as set forth by the Bylaws of the Corporation and shall hold office until the election and qualification of their successors. The Board may employ and appoint such other officers, agents, and representatives as may be necessary to conduct the affairs of the Corporation. No two offices, except those of the Secretary and Treasurer, may be held by the same person.

ARTICLE IX

Incorporators

The name and address of each incorporator is:

Howard D. Holst
4285 Dianne Drive
Memphis, Tennessee

Lee Reaves
#2 Sherwood Drive
Conway, Arkansas

Harvey R. Herbst
5705 Bullard Drive
Austin, Texas

Edward P. Wegener
418 Scott Street
Auburn, Alabama

ARTICLE X

Capital Stock

This Corporation shall have no capital stock.

ARTICLE XI

Liquidation

Subject to the provisions of the laws of the State of South Carolina governing non-profit corporations, in the event of

dissolution or liquidation of this Corporation, the property and assets remaining after the payment of its debts shall be distributed in such manner as the Board shall determine for purposes similar to those for which this Corporation was organized as set forth in Article II of these Articles, and, to the extent that this is not practicable, for general educational purposes; and in no event shall any property or assets of the Corporation be distributed to any members of the Corporation.

IN TESTIMONY WHEREOF, we have hereunto subscribed our names this 25th day of November, 1967.

s/ Howard D. Holst
s/ Lee E. Franks
s/ Edward P. Wegener
s/ O. Leonard Press
s/ Harvey R. Herbst
s/ Lee Reaves
s/ Henry J. Cauthen