

IOWA

No. W00052599
Date: 09/12/1994

SECRETARY OF STATE

504ADN-000178128
PEGASUS, INC.
SCOTT G BUCHANAN
111 N DODGE ST
PO BOX 617
ALGONA, IA 50511

CERTIFICATE OF INCORPORATION

PEGASUS, INC.

has filed articles of incorporation in this office and is hereby authorized to transact business as a corporation under the provisions of Iowa Code chapter 504A.

The document was filed on August 23, 1994, at 08:21 AM.

The amount of \$20.00 was received in full payment of the filing fee.



Elaine Baxter

SECRETARY OF STATE



ARTICLES OF INCORPORATION
OF
PEGASUS, INC.

TO THE SECRETARY OF STATE OF IOWA:

I, the undersigned, acting as an incorporator of a corporation under the Iowa Nonprofit Corporation Act under Chapter 504A of the Code of Iowa, do hereby adopt the following Articles of Incorporation for such corporation:

ARTICLE ONE

The name of the corporation shall be: Pegasus, Inc.

ARTICLE TWO

The period of its duration is perpetual.

ARTICLE THREE

The purposes for which the corporation is organized are as follows: The establishment of an organization and facility to produce video programming for cablecasting on a community public, educational and governmental (PEG) access channel transmitted via the local cable television system and to otherwise work to facilitate the access of citizens of the Perry community to local information and communication systems and for any other lawful purposes.

ARTICLE FOUR

This corporation is not organized for pecuniary profit. No part of the net earnings of the corporation shall inure to the benefit of any director, officer or member of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its authorized purposes), and no director, officer or member 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.

ARTICLE FIVE

The corporation shall have all of the powers given it by the laws of the State of Iowa; provided, however, only such powers shall be exercised as are in furtherance of the tax exempt purposes of the corporation and as may be exercised by an organization exempt under Section 501(c)(6) of the Internal Revenue Code of 1986 and its Regulations as they now exist or as they may hereafter be amended.

ARTICLE SIX

The address of its initial registered office in the State of Iowa is 111 North Dodge Street, P.O. Box 617, Algona, Iowa 50511 in the County of Kossuth, and the name of its initial registered agent at such address is Scott G. Buchanan.

ARTICLE SEVEN

The number of directors constituting the initial Board of Directors of the corporation is seven (7). Thereafter, the number of Directors constituting the Board of Directors and the manner of their election and their term of office shall be as provided in the Bylaws of the corporation. The names and addresses of the persons who are to serve as the initial Directors are:

<u>Name</u>	<u>Address</u>
Joyce Conklin-Repp	1512 Willis Perry, IA 50220
Rick Ridihalgh	924 W. 5th Perry, IA 50220
Tom Taylor	1308 11th Perry, IA 50220
Larry Meacham	2625 McKinley Perry, IA 50220
Shirley Keenan-Allyn	Perry, IA 50220
Donna Emmert	2223 Warford Perry, IA 50220
Bill Joy	1420 Paul Perry, IA 50220

ARTICLE EIGHT

A Director may be removed from office, with or without cause, at a meeting called specially for that purpose by the affirmative vote of not less than two-thirds (2/3) of the Board of Directors. Any vacancy created by such removal shall be filled as provided in the Bylaws of the corporation.

ARTICLE NINE

The corporation shall have members. Membership provisions (including the designation of class or classes, if any, and the method of acceptance of members of each such class) shall be as set forth by the Bylaws of the corporation. The right of the members, or any class of classes of members, to vote may be limited, enlarged or denied to the extent specified by the Bylaws of the corporation.

ARTICLE TEN

Amendments to these Articles of Incorporation may be adopted at a meeting of the Board of Directors upon receiving a vote of a majority of the Directors then in office. No members shall be entitled to vote on any such amendment.

ARTICLE ELEVEN

Upon dissolution of the corporation or the winding up of its affairs, the assets of the corporation shall be distributed exclusively to such organizations as the Board of Directors shall select which are permissible distributees of a corporation exempt from tax under Section 501(c)(6) of the Internal Revenue Code of 1986 and its Regulations as they now exist or as they may hereafter be amended.

ARTICLE TWELVE

The name and address of the incorporator is:

<u>Name</u>	<u>Address</u>
Joyce Conklin-Repp	1512 Willis Perry, IA 50220

Dated at Algona, Iowa, this 22 day of July, 1994.

X Joyce Conklin-Repp

 Joyce Conklin-Repp
 Incorporator

STATE OF IOWA)
) ss:
 COUNTY OF DALLAS)

On this 22 day of July, 1994, before me, a Notary Public in and for the State of Iowa, personally appeared Joyce Conklin-Repp, to me known to be the person named in and who executed the foregoing Articles of Incorporation, and acknowledged that she executed the same as her voluntary act and deed.

Robert E. Pearson

 Notary Public in and for said
 County and State.

IOWA

No. W00055967
Date: 10/31/1994

SECRETARY OF STATE

504ADN-000178128
PEGASUS, INC.
SCOTT G BUCHANAN
111 N DODGE ST
PO BOX 617
ALGONA, IA 50511

CERTIFICATE OF DOCUMENT FILED

The Secretary of State acknowledges receipt of the following document from the filing party named above:

Articles of Correction

The document was filed on October 26, 1994, at 10:58 AM.

The amount of \$5.00 was received in full payment of the filing fee.



Elaine Baxter

SECRETARY OF STATE



178128

ARTICLES OF CORRECTION TO
THE ARTICLES OF INCORPORATION OF
PEGASUS, INC.
(A Nonprofit Corporation)

TO THE SECRETARY OF STATE OF THE STATE OF IOWA:

Pursuant to Iowa Code Section 504A.32A, the undersigned Nonprofit Corporation hereby corrects its previously filed Articles of Incorporation, as follows:

ARTICLE ONE
DATE OF FILING

The undersigned nonprofit corporation filed Articles of Incorporation with the Iowa Secretary of State on August 23, 1994.

ARTICLE TWO
IDENTIFICATION OF CORRECTION

Article Five and Article Eleven of the Articles of Incorporation incorrectly referred to Section 501(c)(6) of the Internal Revenue Code of 1986, when, in fact, they should have been referred to Section 501(c)(3).

ARTICLE THREE
CORRECTED ARTICLES

The following Articles are hereby substituted for Article Five and Article Eleven of the original Articles of Incorporation:

ARTICLE FIVE

The corporation shall have all of the powers given it by the laws of the State of Iowa; provided, however, only such powers shall be exercised as are in furtherance of the tax exempt purposes of the corporation and as may be exercised by an organization exempt under Section 501(c)(3) of the Internal Revenue Code of 1986 and its Regulations as they now exist or as they may hereafter be amended.

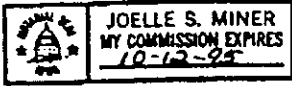
ARTICLE ELEVEN

Upon dissolution of the corporation or the winding up of its affairs, the assets of the corporation shall be distributed exclusively to such organizations as the Board of Directors shall select which are permissible distributees of a corporation exempt from tax under Section 501(c)(3) of the Internal Revenue Code of 1986 and

102794125D.CA 125756CORR**SOS \$5.00

its Regulations as they now exist or as they may hereafter be amended.

Dated this 20th day of October, 1994.



Joyce Conklin-Repp
Joyce Conklin-Repp
Incorporator

STATE OF IOWA)
) ss:
COUNTY OF DALLAS)

On this 20th day of October, 1994, before me, a Notary Public in and for the State of Iowa, personally appeared Joyce Conklin-Repp, to me known to be the person named in and who executed the foregoing Articles of Correction, and acknowledged that she executed the same as her voluntary act and deed.

Joelle S. Miner
Notary Public in and for said
County and State.