

HERITAGE CABLEVISION ADVISORY COUNCIL, INC.
CERTIFICATE AMENDING AND RESTATING
CERTIFICATE OF INCORPORATION (NON-STOCK CORPORATION)
SUPPORTING SCHEDULE;

RESOLVED: That the Certificate of Incorporation of HERITAGE CABLEVISION ADVISORY COUNCIL, INC. be and hereby is amended and restated in it's entirety to read as follows:

- '1. The name of the Corporation is:
Heritage Cablevision Advisory Council, Inc
2. The nature of the activities to be conducted, or the purposes to be promoted or carried out by the Corporation, are as follows:
 - (a) To serve as a liaison between the members of the public who subscribe to cable television in the Towns of Branford, East Haven, Guilford, Madison, North Branford, North Haven, and Wallingford, Connecticut, and the cable television company licensed by the Connecticut Department of Public Utility Control to service said Towns (the "Franchisee"); and
 - (b) To interpret and disseminate information to the public regarding cable television regulatory developments and service changes and to solicit reactions from the public to such information so as to advise the Franchisee of the opinions of those who subscribe to the service the Franchisee provides; and
 - (c) To transact any business and to promote any purpose and to have all the powers and privileges now or hereafter available to a corporation formed under the Connecticut 'Nonstock Corporation Act' of Title 33, Chapter 600 of the Connecticut General Statutes (1958 Rev.) or under any act amendatory thereof or supplemental thereto or substituted therefor. Provided, however, that such activities, powers and privileges shall be limited to those available to a corporation that qualifies as an exempt organization under Section 501(c) (3) of the Internal Revenue of 1986, as amended, or any corresponding section of any future federal tax code.
3. The corporation is nonprofit and shall not have or issue shares of stock or pay dividends.
4. The classes, rights, privileges, qualifications, obligations, and the manner of election or appointment of members are as follows:

n/a
5. Other Provisions

- (a) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that the Corporation shall be 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 second hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c) (3) of the Internal Revenue Code of 1986, as amended, or any corresponding section of any future federal tax code, or (b) by a corporation, contributions, to which are deductible under section 170(c) (2) of the Internal Revenue Code of 1986, as amended, or any corresponding section of any future federal tax code.
- (b) Upon the dissolution of the Corporation, the assets of the Corporation shall be distributed for one or more exempt purposes within the meaning of section 501(c) (3) of the Internal Revenue Code of 1986, as amended, or any corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court having appropriate jurisdiction located in 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."