

ARTICLES OF INCORPORATION

OF

ADVANCED TELEVISION SYSTEMS COMMITTEE, INC.

We, the undersigned natural persons of the age of twenty-one years or more, acting as incorporators of a corporation under the District of Columbia Nonprofit Corporation Act (D.C. Code, 2001 Edition, Title 29, Chapter 3), adopt the following Articles of Incorporation:

FIRST: The name of the corporation is Advanced Television Systems Committee, Inc. (the "Corporation")

SECOND: The period of duration of the Corporation is perpetual.

THIRD: The specific purpose for which the Corporation is organized is to explore the need for and, where appropriate, to coordinate development, implementation and promotion of voluntary technical standards for advanced television systems, which shall include systems for the generation, distribution and reception of improved or enhanced analog television, as well as digital television, including standard-definition television, high-definition television, and data services.

FOURTH: The Corporation shall have members.

FIFTH: The Corporation shall have two classes of members: a voting class to be known as the "Voting Class" and a nonvoting class to be known as the "Observer Class." The designation of such classes, the manner of election or appointment and the qualifications of the rights of the members of each class shall be as provided in the bylaws of the Corporation.

SIXTH: The manner in which directors shall be elected or appointed shall be as provided in the bylaws of the Corporation.

SEVENTH: The Corporation shall work through the Board of Directors and one or more committees and technology groups, which in turn may act through other subcommittees and subgroups in order to expedite the work of the Corporation in accordance with the bylaws of the Corporation. The Board of Directors may also form one or more liason committees for such purposes as the Board of Directors deems useful and appropriate. The formation of such committees, subcommittees, technology groups and subgroups and the scope of the duties delegated thereto, as well as any changes in scope or duties, shall be as provided in the bylaws of the Corporation.

EIGHTH: Bylaws shall be established by the Corporation to govern its operation and administration. The initial bylaws of the Corporation shall be adopted by its Board of Directors and approved by the members of the Corporation. The bylaws may be altered or amended, and new bylaws may be adopted, as provided in the bylaws of the Corporation.

NINTH: These Articles of Incorporation may be amended as follows. The Board of Directors of the Corporation shall adopt a resolution, by a vote of a minimum of one third of its members,

setting forth the proposed amendment and directing that it be submitted to a vote at an annual or special meeting of members of the Corporation. Written notice of the proposed amendment or a summary of changes to be effected thereby shall be given to the members in accordance with the bylaws of the Corporation. If the meeting is an annual meeting of members of the Corporation, the proposed amendment or summary shall be included with the notice of such meeting. Voting may be in person at the annual or special meeting of members or by letter ballot. The proposed amendment shall be adopted upon the affirmative vote of two-thirds of the votes entitled to be cast by members of the Voting Class.

TENTH: Each member of the Voting Class (hereinafter “Voting Member”) shall have the right to vote in accordance with the provisions of the bylaws of the Corporation. Each Voting Member shall be entitled to one vote, which vote may be split at the election of such Voting Member as provided in the bylaws of the Corporation. In order to vote at a meeting, a Voting Member must be represented at that meeting by a person authorized to vote on the Voting Member’s behalf. There shall be no voting by proxy through another Voting Member. The members of the Observer Class shall have no vote.

ELEVENTH: The Corporation may be dissolved as provided in the bylaws of the Corporation. Upon dissolution, the Corporation shall dispose of its funds, remaining after payment of an allowance for all expenses and obligations, as determined by the Board of Directors in accordance with the bylaws of the Corporation.

TWELFTH: The address, including street and number, of the initial registered office of the Corporation is 1025 Vermont Ave., NW, Washington, DC 20005 and the name of the initial registered agent is CT Corporation System.

THIRTEENTH: The number of directors constituting the Board of Directors shall be as reflected from time to time in the bylaws of the Corporation. The number of directors constituting the first Board of Directors shall be twenty, and the names and addresses, including street and number and zip code, of the persons who are to serve as directors until the first annual meeting of the members of the Corporation or until their successors are appointed or elected and shall qualify are:

<u>NAME</u>	<u>ADDRESS</u>
<u>Lynn Claudy</u> Director	1771 N Street, NW Washington, DC 20036
<u>William Check</u> Director	1724 Massachusetts Avenue, NW Washington, DC 20036
<u>Ralph Justus</u> Director	2500 Wilson Blvd Arlington, VA 22201
<u>Glenn Reitmeier</u> Director	CN5300 Princeton, NJ 08543-5300

<u>Peter Symes</u> Director	400 Providence Mine road Nevada City, CA 95959-7900
<u>Michael McEwen</u> Director	Suite 1301 155 Queen St. Ottawa Canada K1P 6L1
<u>Robert Plummer</u> Director	2230 East Imperial Highway El Segundo, CA 90245
<u>Regis Crinon</u> Director	2111 NE 25th Ave. Hillsboro, OR 97124-5961
<u>Sam Narasimhan</u> Director	6450, Sequence Drive San Diego, CA 92121
<u>Victor Tawil</u> Director	1776 Massachusetts. Avenue, NW Washington, DC 20036
<u>Wendell Bailey</u> Director	30 Rockefeller Plaza, New York, NY 10112
<u>Edward Caleca</u> Director	1320 Braddock Place Alexandria, VA 22314
<u>Wayne Luplow</u> Director	2000 Milbrook Drive Lincolnshire, IL 60069
<u>Thomas Hankinson</u> Director	47 West 66th Street New York, NY 10023
<u>Joseph Flaherty</u> Director	524 West 57th Street, 2nd floor New York, NY 10019
<u>Jay Adrick</u> Director	4393 Digital Way Mason Ohio 45040
<u>Jurij Paraszczak</u> Director	30, Saw Mill River Road, Hawthorne, NY 10532
<u>Philip Livingston</u> Director	One Panasonic Way Secaucus, NJ 07094
<u>Brian Smith</u> Director	1 Philips Drive Knoxville, TN 37914-1810

Ira Goldstone
Director

5800 Sunset Boulevard, #304
Los Angeles, CA 90028

FOURTEENTH: The names and addresses, including street and number and zip code, of the persons who are to serve as officers until the first meeting of the Board of Directors or until their successors are elected and shall qualify are:

<u>NAME</u>	<u>ADDRESS</u>
<u>Mark S. Richer</u> President	6303 Walden Woods Court McLean, Virginia 22101
<u>Christy Kehlbeck</u> Secretary	4428 Flintstone Road Alexandria, Virginia 22306
<u>Tara Healy</u> Treasurer	1737 Kenyon Street, NW Washington, DC 20010

FIFTEENTH: The names and addresses, including street and number and zip code, of the incorporators are:

<u>NAME</u>	<u>ADDRESS</u>
<u>Mark S. Richer</u>	6303 Walden Woods Court McLean, Virginia 22101
<u>Christy Kehlbeck</u>	4428 Flintstone Road Alexandria, Virginia 22306
<u>Tara Healy</u>	1737 Kenyon Street, NW Washington, DC 20010

[Incorporator]

[Incorporator]

[Incorporator]

I, _____, a Notary Public, hereby certify that

on the _____ day of _____, _____, personally appeared before me and signed the foregoing document as incorporators, and have averred that the statements therein contained are true.

(NOTARY SEAL)

Notary Public