

AMENDED AND RESTATED CORPORATE
BYLAWS

OF

RADNOR STUDIO 21 INC.

(a Pennsylvania Nonprofit Corporation)

**ARTICLE I
NAME AND PURPOSE**

Section 1.1 NAME. The name of the Corporation shall be Radnor Studio 21, Inc.

Section 1.2. Purposes. The Corporation is organized exclusively for charitable, scientific and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 and any subsequent amendments thereto, and more particularly to promote, supervise and facilitate public access for cable television and other communications technologies in Radnor Township, Pennsylvania , and nearby areas. The Corporation does not contemplate pecuniary gain or profit, incidental or otherwise.

**ARTICLE II
OFFICES**

Section 2.1. Registered Office. The registered office of the Corporation in Pennsylvania shall be at the place designated in the Articles of Incorporation, subject to transfer as permitted by law.

Section 2.2. Other Offices. The Corporation may also have offices at such other places as the Board of Directors may from time to time designate or as the activities of the Corporation may require.

ARTICLE III SEAL

Section 3.1. Corporate Seal. The corporate seal shall have inscribed thereon the name of the Corporation, the year of its incorporation, and the words "Corporate Seal Pennsylvania." Such seal may be used by causing it or a facsimile thereof to be impressed or affixed or in any manner reproduced.

ARTICLE IV MEMBERSHIP

Section 4.1. Membership shall consist of the Board of Directors.

ARTICLE V MEETINGS

Section 5.1. Meetings shall be held at the call of the Chair at least three times a year.

Section 5.2. Special Meeting. Special meetings may be called only by a majority of the Board of Directors with a 24 hour notice to all Directors

ARTICLE VI BOARD OF DIRECTORS

Section 6.1 Number: selection: terms of office. The business and affairs of the Corporation shall be managed by a Board of Directors ("Board") consisting of no more than seven persons and no less than five. At least five Directors must be Radnor Township, PA residents or taxpayers. Directors shall serve until replaced, removed or resigned.

Section 6.2 Chair: Powers and Duties. The Chair of the Board shall be a Radnor Township resident, shall prepare the agenda for Board meetings, and shall preside at all Board meetings.

Section 6.3. Secretary: Powers and Duties. The Secretary shall be responsible for keeping records of all Board actions, including overseeing the taking of minutes at all Board meetings, sending out notices of meetings, and distributing copies of minutes and agendas to each member of the Board. The Secretary shall preside over Board meetings in the absence of the Chair. The Secretary shall keep in safe custody the corporate seal, and may affix it to any instrument and attest the same as may be required.

Section 6.4. Treasurer: Powers and Duties. The Treasurer shall be the chief financial officer and shall cause full and accurate accounts and records to be kept of receipts and disbursements. The Treasurer shall see to the deposit of all monies and other valuable effects in the name and to the credit of the Corporation in such depositories as may be designated by the Board, subject to disbursement or disposition upon orders signed in such manner as the Board shall prescribe.

Section 6.5. Delegation of Duties. The Board may delegate or authorize the delegation of the powers and duties of any Director or Officer to any other person.

Section 6.6. Vacancies. Vacancies among the Directors shall be filled by appointment by a majority of the remaining members of the Board.

Section 6.7 Place of Meetings. The meetings of the Board shall be held at such place as a majority of the Directors may from time to time by resolution designate, or as may be designated in the notice or waiver of notice of a particular meeting. In the absence of specification, such meetings shall be held at Radnor Studio 21.

Section 6.8. Annual Meeting. An annual meeting of the Board shall be held each year to elect officers of the Board consisting of the Chair, Treasurer and Secretary, and transact such other business as the Board may determine.

Section 6.9. Other Meetings. Other meetings of the Board may be held at such times as the Chair may determine. Once a year the Board shall review operations during the immediate year and approve the budget for the next year, which may take place at the annual meeting.

Section 6.10. Notice of Meetings. Notice of every meeting shall be given to each Director at least 10 days in advance electronically or in writing.

Section 6.11. Quorum. At all meetings of the Board those current Directors present, which must number at least three, shall constitute a quorum for the transaction of business, and the acts of a majority of those present at a meeting at which a quorum is present shall be the acts of the Board. Any Directors may attend any meeting by electronic means. Voting by proxy shall not be permitted.

Section 6.12 General Powers. The Board may exercise all such powers of the Corporation and do all such lawful acts and things as are not prohibited by statute or by these bylaws, and shall have all power to act for the Corporation in all its rights, privileges and powers and in the general management of its business, including the power to acquire, sell, mortgage, lease or pledge real or personal property.

Section 6.13. Removal of Director. The Board may remove a Director or declare vacant the position of a Director at any time the majority of the Board so determines.

ARTICLE VII OFFICERS, AGENTS AND EMPLOYEES

Section 7.1. Officers. The officers of the Corporation shall consist of a President and a Secretary both of whom shall be elected by the Board. Nothing herein shall prohibit the Board from electing one or more of its members as officers of the Corporation. Vacancies among the

officers shall be filled by the Board, and an officer so elected shall serve the unexpired portion of the term of the office to which he or she is elected.

Section 7.2. Employees and Agents. The Board may by resolution appoint such employees and agents as the needs of the Corporation shall require.

Section 7.3. Salaries. The salaries, or compensation, if any, of the employees of the Corporation shall be fixed by the Board or by authority conferred by resolution of the Board.

Section 7.4. Removal of Officers, Agents and Employees. Any officer of the Corporation, employee or agent of the Corporation may be removed or his/her authority revoked by resolution of the Board, whenever in its judgment the best interests of the Corporation will be served thereby, but such removal or revocation shall be without prejudice to the rights, if any, of the person so removed to receive compensation or other benefits for work completed in accordance with the terms of existing contracts (if any).

ARTICLE VIII COMMITTEES

Section 8.1. The Board may establish standing or temporary committees as it, in its discretion, may determine, to assist and facilitate the conduct of the affairs of the Corporation, including such advisory committees as may be appropriate for the accomplishment of the purpose of the Corporation. Membership on advisory committees shall not be limited to members of the Board. Members of all committees and the chairs of such committees shall be appointed by the Chair of the Board, subject to ratification of the Board.

ARTICLE IX POLICY

Section 9.1 Policy. It is the policy of the Corporation and the Board that no contract or transaction between the Corporation and one or more of its Directors or officers, or between the Corporation and any other Corporation, partnership, association or other organization in which one or more of its Directors are directors or officers, or have a financial interest, or in which any Director or officer had any other conflict of interest, shall be authorized or entered into unless the material facts as to the interest of such Director or officer and as to the contract or transaction are disclosed or are known to the Board, and the Board in good faith authorizes the contract or transaction by an affirmative vote of the majority of the Directors other than the interested Director or Directors. Interested Directors may be counted in determining the presence of a quorum at a meeting of the Board that authorizes such contract or transaction.

**ARTICLE X
DISSOLUTION**

Section 10.1 Dissolution. Upon dissolution of the Corporation, the Board shall, after paying or making provision for all of the liabilities of the Corporation, dispose of all of its assets exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, scientific or educational 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, as amended from time to time, as the Board shall determine. Any such assets not disposed of shall be disposed of by a court of competent jurisdiction 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 the court shall determine, which are organized and operated exclusively for such purposes.

**ARTICLE XI
LIMITATION OF DIRECTORS' LIABILITY AND
INDEMNIFICATION OF DIRECTORS, OFFICERS AND OTHER PERSONS**

Section 11.1. Limitation of Directors' Liability. No Director of the Board or Officer of the Corporation shall be personally liable for monetary damages, for any action taken or any failure to take any action, unless: (a) the Director or Officer has breached or failed to perform the duties of his or her office under 15 Pa. Cons. Stat. Sec. 511, or Sec. 8363 of the Pennsylvania Directors' Liability Act, 42 Pa. Cons. Stat. Sec. 8363 (relating to standard of care and justifiable reliance); and (b) the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness; provided, however; that the provisions of this Section shall not apply to the responsibility or liability of a Director or Officer pursuant to any criminal statute, or to the liability of a Director or Officer for the payment of taxes pursuant to local, state or Federal law.

Section 11.2. Indemnification and Insurance.

(a) Indemnification of Directors and Officers.

(i) Each Indemnitee (as defined below) shall be indemnified and held harmless by the Corporation for all actions taken by him or her and for all failures to take action (regardless of the date of any such action or failure to take action) to the fullest extent permitted by Pennsylvania law against all expense, liability and loss (including without limitation, attorneys' fees, judgments, fines, taxes, penalties and amounts paid or to be paid in settlement) reasonably incurred or suffered by the Indemnitee in connection with any Proceeding (as defined below).

No indemnification pursuant to this section shall be made, however, in any case where the act or failure to act giving rise to the claim for indemnification is determined by a court to have constituted willful misconduct or recklessness.

(ii) The right to indemnification provided in this Section shall include the right to have the expenses incurred by the Indemnites in defending any Proceeding paid by the Corporation in advance of the final disposition of the Proceeding to the fullest extent permitted by Pennsylvania law; provided that, if Pennsylvania law continues to so require, the payment of such expenses incurred by the Indemnites in advance of the final disposition of a Proceeding shall be made only upon delivery to the Corporation of an undertaking, by or on behalf of the Indemnitee, to repay all amounts so advanced without interest if it shall ultimately be determined that the Indemnites is not entitled to be indemnified under this Section or otherwise.

(iii) Indemnification pursuant to this Section shall continue as to an Indemnitee who has ceased to be a Director or Officer and shall inure to the benefit of his or her heirs, executors and administrators.

(iv) For purposes of this Article, (a) "Indemnitee" shall mean each Director or Officer of the Corporation who was or is a party to, is threatened to be made a party to, or is otherwise involved in, any Proceeding, by reason of the fact that he or she is or was a Director or officer of the Corporation, or is or was serving in any capacity at the request or for the benefit of the Corporation as a Director, Officer or other employee, agent, partner, or fiduciary of, or in any other capacity for, another Corporation or any partnership, joint venture, trust, employee benefit plan, or other enterprise; and (b) "Proceeding" shall mean any threatened, pending or completed action, suit or proceeding (including, without limitation, an action, suit or proceeding by or in the right of the Corporation), whether civil, criminal, administrative, investigative or through arbitration.

(b) Indemnification of Employees and Other Persons. The Corporation may, by action of its Board and to the extent provided in such action, indemnify employees and other persons as though they were Indemnites. To the extent that an employee or agent of the Corporation has been successful on the merits or otherwise in defense of any Proceeding or in defense of any claim, issue or matter therein, the Corporation shall indemnify such person against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection therewith.

(c) Non-Exclusivity of Rights. The rights to indemnification and to the advancement of expenses provided in this Article shall not be exclusive of any other rights that any person may have or hereafter acquire under any statute, provision of the Corporation's Articles of Incorporation or Bylaws, agreement, vote of the Directors, or otherwise.

(d) Insurance. The Corporation may purchase and maintain insurance, at its expense, for the benefit of any person on behalf of whom insurance is permitted to be purchased by Pennsylvania law against any expense, liability or loss, whether or not the Corporation would have the power to indemnify such person under Pennsylvania or other law. The Corporation may also purchase and maintain insurance to insure its indemnification obligations whether arising hereunder or otherwise

(e) Fund for Payment of Expenses. The Corporation may create a fund, which may, but need not be, under the control of a trustee, to pay its indemnification obligations, whether arising hereunder, under the Articles of Incorporation by agreement, vote of the Directors, or otherwise.

Section 11.3 Amendment. The provisions of this Article relating to the limitation of Directors' and Officers' liability, indemnification and the advancement of expense shall constitute a contract between the Corporation and each of its Directors and Officers which may be modified as to any Director or Officer only with that person's consent or as specifically provided in this Section.

Notwithstanding any other provision of these Bylaws relating to their amendment generally, any repeal or amendment of this Article which is adverse to any Director or Officer shall apply to such Director or Officer only on a prospective basis, and shall not reduce any limitation on the personal liability of a Director of the Corporation, or limit the rights of an Indemnitee to indemnification or to the advancement of expenses with respect to any action or failure to act occurring prior to the time of such repeal or amendment. Notwithstanding any other provision of these Bylaws, no repeal or amendment of these Bylaws shall affect any or all of this Article so as either to reduce the limitation of Directors' liability or limit indemnification or the advancement of expenses in any manner unless adopted by the unanimous consent of all of the Directors then serving; provided that no such amendment shall have retroactive effect inconsistent with the preceding sentence.

Section 11.4. Changes in Pennsylvania Law. References in this Article to Pennsylvania law or to any provision thereof shall be to such law (including, without limitation, the Pennsylvania Directors' Liability Act) as it existed on the date this Article was adopted or as such law thereafter may be changed; provided that (a) in the case of any change which expands the liability of Directors or Officers or limits the indemnification rights or the rights to advancement of expenses which the Corporation may provide, the rights to Limited liability, to indemnification and to the advancement of expenses provided in this Article shall continue as theretofore to the extent permitted by law; and (b) if such change permits the Corporation, without the requirement of any further action by the Directors, to limit further the liability of Directors or Officers or to provide broader indemnification rights or rights to the advancement of expenses than the Corporation was permitted to provide prior to such change, then liability thereupon shall be so limited and the rights to indemnification and the advancement of expenses shall be broadened to the extent permitted by law.

ARTICLE XII GENERAL PROVISIONS

Section 12.1. Corporate Records. The Corporation shall keep at its registered office in this Commonwealth or at its principal place of business wherever situated original or duplicate records of the proceedings of the Directors, the original or a copy of its Bylaws, including all amendments thereto, and complete and accurate books or records of account.

Section 12.2. Right of Inspection. Each Director shall, upon written demand under oath stating the purpose thereof, have a right to examine, in person or by agent or attorney during the usual hours of business for any proper purpose, the books and records of account and records of the proceedings of the Directors, and to make copies or extracts therefrom.

Section 12.3. Execution of Written Instruments. After authorization as provided by law or in these Bylaws, all contracts, deeds, mortgages, obligations, documents and instruments, whether or not requiring a seal, may be executed by the Chair, if any, and attested by the

Secretary or Treasurer, or in the absence or unavailability of the Chair may be executed or attested, or both, by such other person or persons as may be specifically designated by resolution of the Board. All checks, notes, drafts and orders for payment of money shall be signed by such one or more Directors, Officers or agents as the Board may from time to time designate.

Section 12.4. Telecommunications. One or more persons may participate in a meeting of the Board, by means of conference telephone or other communications equipment by means of which all persons participating in the meeting can communicate with each other. Participation in a meeting pursuant to this section shall constitute presence in person at such a meeting.

ARTICLE XII AMENDMENT OF BYLAWS AND ARTICLES OF INCORPORATION

Section 13.1. Amendments of Bylaws. These Bylaws may be amended, altered, supplemented or repealed by a majority vote of the members of the Board at any regular or special meeting of the Board duly convened after notice to the Directors for that purpose; or by unanimous written consent of all Directors without a meeting. Any and all current special amendments shall be held in force unless previously cancelled or superseded by Board action.

Section 13.2. Amendment of Articles of Incorporation. The Board may amend the Articles of Incorporation of the Corporation by majority vote of the members of the Board at any regular or special meeting of the Board duly convened after notice to the Directors for that purpose, or by unanimous written consent of all Directors without a meeting.