

The Constitution & By-Laws of BASKnickerbocker, Inc.

December 22, 2006

ARTICLE I

The name of the corporation shall be known as BASKnickerbocker, Inc. The corporation's headquarters shall be located in the City of Albany in the County of Albany in the State of New York. The location of headquarters may be changed by a majority vote of the members of the Board of Directors.

ARTICLE II

The corporation shall be governed by a group of individuals entitled the Board of Directors.

Section I

The board shall consist of a Chairperson, a Vice Chairperson, a Board Treasurer, a Secretary, and two other members to the board chosen by the incorporators and/or majority owner/owners. Board members must be elected and/or re-elected to the board at each of the quarterly meetings by the shareholders.

Section II

The chairperson is the presiding member of the board. They call and conduct each board meeting. The chairperson is the spokesperson of the board. If the chairperson is unavailable at the time of the meeting, the vice chairperson then assumes the role of acting chairperson.

Section III

The board treasurer reports the corporation's finances to the board. The board treasurer is not the fiscal officer of the corporation, therefore does not hold any fiscal powers unless officeholder is co-terminus with the Chief Fiscal Officer.

Section IV

The secretary records the minutes of the board and comprises the agenda for each meeting. The secretary also is the signatory official for the corporation and approves key corporation documents as prescribed by law.

Section V

Each board member has a vote on all board decisions. Members need not to be present to vote on agenda items if given 24 hours notice to the secretary. Board members are then required to send in absentee votes to the secretary within a time span prescribed by the chairperson. Four votes is needed for board decisions to pass. If a there is a tie vote of three votes to three votes, the chairperson's vote counts twice in favor of the original vote.

Section VI

The board shall meet quarterly on the 22nd of December, March, June, and September. If the quarterly meeting lands on a Saturday, the board meeting may occur on the preceding Friday. If the quarterly meeting lands on a Sunday, the board meeting may occur on the succeeding Monday.

Section VII

Board members may be removed from the board. In order for removal, a member of the board must ask the chairperson during the New Business portion of the meeting for a call of removal. The chairperson then makes a call of removal. This must be seconded by an alternate member other than the introducing member of the board. A majority vote of the board is needed for removal. If member is removed, the chairperson may appoint a new member until the following election, where as the appointed member either can resign or run for election to the board.

If the members of the board so fit to remove the Chairperson, Vice Chairperson, Treasurer, and/or Secretary of the board, the two non-office holding members along with two of the board officers must vote in favor to remove an officer. If removal occurs, the board must elect a new member to fill in the void position.

Section VIII

The board has the responsibility to elect the offices of Chief Executive Officer, Chief Operating Officer, Chief Fiscal Officer, Chief Media Officer, Chief Sales Officer, and Chief Capital Officer.

The board also has power to remove officers by a majority of board votes.

The board elects the office of the President of the corporation. There is no election of the Vice Presidents, as the President appoints their cabinet of the Vice President of Creative Development, Vice President of Finance, Vice President of Sales, and Vice President of Acquisitions & Strategies. Presidential appointments must be approved by the board.

ARTICLE III

The officers of the corporation conduct the business of the corporation.

Section I

The Chief Executive Officer is the highest-ranking and managing officer of the corporation. The CEO is spokesperson of the corporation. The CEO is ex-officio officer for all Departments within the company. The tasks of the CEO include, but not limited to, advising future policy of the company, orchestrating strategic partnerships, and acting as liaison between the company's officers and presidents to the board of directors. The CEO does not report activities to the board. The CEO is required to approve the corporation's strategy plans and alongside the Chairperson and President with recommendations by the CFO, approve the final budget and expenditures before it reaches board level. The CEO does not have hiring or termination capabilities, with the exception of Executive Administrative Assistant.

Section II

The Chief Operating Officer is the individual in charge of operations of the corporation. The COO operates the company if the CEO is unavailable. The COO is the lieutenant managing officer of the corporation. Operations include managing the units and divisions of the company and reporting the corporation's events and happenings to the board. The COO is also in charge of Human Resources for the corporation and must approve all hires, appointments, resignations, and terminations.

Section III

The Chief Media Officer is the individual in charge of all media-based operations of the corporation. The CMO is the spokesperson for all media products of the corporation.

Section IV

The Chief Fiscal Officer is the individual in charge of all financial aspects of the corporation under the guidance of the Chief Executive Officer and the Chief Operating Officer. The CFO issues financial advisories for the company.

Section V

The Chief Sales Officer is the individual in charge of sales and distribution of company activities and products.

Section VI

The Chief Capital Officer is the individual in charge of all capital and property projects of the corporation.

ARTICLE IV

The President and Vice Presidents of the corporation operate the departments and divisions of the corporation.

Section I

The President is the overseer of the departments and divisions of the corporation. Their role is to approve or deny expenditures of the departments and divisions, along with the CFO.

Section II

The Vice President of Creative Development is the head of the Department of Creative Development, which includes, but not limited to Knickerbocker Stage, Knickerbocker Pictures, RadioKnick, Knickerbocker Television, and Valley Voice Media. The Vice President is responsible for all products and services that is within the department's jurisdiction.

Subsection I

The Division President of Knickerbocker Pictures is the chief producer of all motion pictures produced under the Knickerbocker Pictures brand. They have authority to hire and terminate within their division with the approval of the Vice President of Creative Development, the President, and the COO. The Division President reports to the Vice President of Creative Development.

Subsection II

The Division President of RadioKnick is the managing official of all radio broadcasts and programming under the RadioKnick brand. They have authority to hire and terminate within their division with the approval of the Vice President of Creative Development, the President, and the COO. The Division President reports to the Vice President of Creative Development.

Subsection III

The Division President of Knickerbocker Television is in charge of developing television programming for the Knickerbocker Television division and alongside the CSO, managing distribution of televised products. They have

authority to hire and terminate within their division with the approval of the Vice President of Creative Development, the President, and the COO. The Division President reports to the Vice President of Creative Development.

Subsection IV

The Executive Director of Knickerbocker Stage is in charge of developing and producing stage shows for public exhibition. They have authority to hire and terminate within their division with the approval of the Vice President of Creative Development, the President, and the COO. The Executive Director reports to the Vice President of Creative Development.

Subsection V

The Publisher of Valley Voice Media is in charge of developing and producing news content and online content for its newsmagazines and product line. Valley Voice Media is co-owned between BASKnickerbocker Inc. and JMB Holdings, therefore decisions must be approved by both organizations. They have authority to hire and terminate within their division with the approval of the Vice President of Creative Development, the President, and the COO. The Publisher reports to the Vice President of Creative Development.

Section II

The Vice President of Finance is the internal finances official for the company. Their responsibility is to comprise the advisory information and keep records of all finances of the company. The Vice President is co-chair of the Department of Sales and Finance alongside the Vice President of Sales.

Section III

The Vice President of Sales is the sales and distribution manager of the company. Their task is to market and promote the company's activities. The Vice President is co-chair of the Department of Sales and Finance.

Section IV

The Vice President of Acquisitions and Strategies is the managing official overseeing capital project implantation and completion. The Vice President is the chair of the Department of Acquisitions and Strategies.

ARTICLE V

The corporation adheres to policy decisions made by the incorporators.

Section I

No owner or owners with less than 51% of the total number of shares available may make any decisions on behalf of the corporation unless with full support and approval of the Board of Directors.

Section II

No owner or owners with less than 51% of the total number of shares available may make offers of employment on behalf of the corporation unless with full support and approval of the Board of Directors.

Section III

All hiring and terminations decisions on the officer or presidential level must be in writing either physically or digitally and presented to the board secretary, who will send to each shareholder of the corporation by the close of each day at 4:00pm EST. If the decision is revoked by the shareholders, the decision does not pass.

ARTICLE VI

All articles, sections, and subsections on this document are legally binding and cannot be changed unless amended by the Board of Directors and shareholders.

Section I

Amendments may be made at anytime. The shareholders and Board of Directors hold power to make amendments, but any amendment to the document must pass through both bodies with majority vote.

Section II

The document may be only completely revoked by the Board of Directors and the shareholders. The shareholders and Board of Directors must comprise a new Corporate Constitution and approve of it before revoking the preceding Constitution.

Monday, December 11, 2006 – 11:20am completed.

Accepted by the Board of Directors on December 22, 2006.