

Secretary of State's Office

I, CLYDE L. MILLER, SECRETARY OF STATE OF THE STATE OF UTAH,
DO HEREBY CERTIFY THAT the attached is a full, true and correct copy
of the Revision by Amendment Articles of Incorporation of KEARNS-
TRIBUNE CORPORATION, which was filed in this office June 7, 1973,

AS APPEARS of record IN MY OFFICE.



IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND
AND AFFIXED THE GREAT SEAL OF THE STATE OF UTAH
AT SALT LAKE CITY, THIS 25th DAY OF
July 19 75

Clyde L. Miller
SECRETARY OF STATE
BY C. D. Smith
AUTHORIZED PERSON

REVISION BY AMENDMENT
OF
ARTICLES OF INCORPORATION
OF
KEARNS-TRIBUNE CORPORATION

SECRETARY OF STATE
1973 JUN 7 PM 1 20

To the Secretary of State
of the State of Utah:

Pursuant to the provisions of Section 16-10-60 and 16-10-57, Utah Business Corporation Act, the undersigned corporation adopts the following amendment to its Articles of Incorporation which shall be considered a revision of said articles and shall supersede its original Articles of Incorporation as heretofore amended.

FIRST: The name of the corporation is Kearns-Tribune Corporation.

SECOND: The amendment of the Articles of Incorporation, attached hereto as Exhibit A, was adopted by the shareholders of the corporation on June 5, 1973, in the manner prescribed by the Utah Business Corporation Act, after notice which set forth the amendment in its entirety as required by Section 16-10-60 thereof.

THIRD: The number of shares of the corporation outstanding at the time of such adoption was 240,677, all of one class; and the number of shares entitled to vote thereon was 240,677.

FOURTH: The number of shares voted for such amendment was 147,482 and the number of shares voted against such amendment was none.

DATED: June 6, 1973.

KEARNS-TRIBUNE CORPORATION

By *John W. Gallivan*
Its President

And *Paul J. O'Brien*
Its Secretary

STATE OF UTAH)
: ss.
COUNTY OF SALT LAKE)

I, *Mario L. Briggs*, a Notary Public, do hereby certify that on this *6th* day of June 1973, personally appeared before me JOHN W. GALLIVAN and PAUL J. O'BRIEN and, after being by me first duly sworn, JOHN W. GALLIVAN declared that he is the President of Kearns-Tribune Corporation and that he signed the foregoing document as President of the corporation and PAUL J. O'BRIEN declared that he is Secretary of Kearns-Tribune Corporation and signed the foregoing document as Secretary of the corporation, and each declared that the statements contained therein are true.

Mario L. Briggs
Notary Public

My Commission Expires:

Dec 25 1973

Residing at:

Salt Lake City, Utah

Exhibit A

RECEIVED
OFFICE OF
SECRETARY OF STATE

REVISED ARTICLES OF INCORPORATION

OF

1973 JUL 7 PM 1 20

KEARNS-TRIBUNE CORPORATION

ARTICLE I

NAME. The name of the corporation is Kearns-Tribune Corporation.

ARTICLE II

DURATION. The period of duration of the corporation is perpetual.

ARTICLE III

PURPOSES. The purposes agreed upon and for which the corporation is formed are:

(a) Newspapers, Etc. To acquire, print, publish, conduct, and circulate or otherwise deal in and with any newspaper or newspapers, journals, magazines, books and other literary works and publications, and generally to carry on the business of newspaper proprietors and general publishers; to transact a general printing and publishing business, and in connection therewith and relating thereto, to purchase copyrights for books and publications, with the right to issue licenses for the same and receive pay therefor; to engage in the engraving and bookbinding business and the embossing, lithographing, and impressing on paper and impressionable surfaces, pictures, figures, and letters; to manufacture such paper and material as may be necessary in the business of printers, stereotypers, electrotypers, lithographers, photographic printers, photo-lithographers, engravers, die sinkers, and the transaction of a printing and publishing business; to own, operate and deal in all manner of facilities for the collection and distribution of news and information; to manufacture, publish, buy, sell, and deal in all kinds of books, periodicals, and stationery supplies, as well as all raw materials which enter into the composition thereof, and generally to do any and all things incidental to the foregoing

pursuits as fully and to the same extent as a natural person might do; and to sponsor or carry on newspaper promotional activities.

(b) Copyrights, Patents, Etc. To apply for, obtain, register, purchase, lease, or otherwise acquire or obtain the use of, and to hold, own, use, work, operate, develop, and introduce, and to sell, assign, grant licenses in respect of or otherwise deal with, dispose of, or turn to account, any copyrights, trademarks, trade names, brands, labels, patent rights, letters patent of the United States of America, or of any other country, government, or authority, and any inventions, improvements, processes, and formulae, whether in connection with or secured under letters patent or otherwise.

(c) Radio and Television. To broadcast, televise, disseminate, distribute, transmit, re-transmit, receive, collect, show or project, by means of electricity, magnetism, light, heat, radio, electrostatic, electromagnetic or other waves, variations, or impulses, or any combination of any of them, whether conveyed by conductors or radiated through space or distributed by film, wire, cable, tape, record, or other medium, or otherwise, by any means, whether now known or hereafter discovered, or any combination of any of them, news, music, instructions, culture, entertainment, speeches, sermons, photographs, pictures, scenes, plays, events, and advertising, education, or informative matter, or any combination of any of them, and to provide and furnish for the use of others facilities for any of said purposes; to originate, arrange, provide, buy, sell, or distribute, with or without compensation, programs consisting of or containing the materials or things above enumerated for broadcasting, dissemination, projection, or distribution by means of electricity, magnetism, radio, light, heat, electrostatic, electromagnetic, or other waves, variations or impulses or distributed by film, wire, cable, tape, record, or otherwise by any means, whether now known or hereafter discovered, or any combination of any of them, and to contract

with and engage the services of artists and others for the purpose of providing such programs.

(d) Investments. To acquire by purchase, subscription, exchange, or otherwise, the stocks, bonds, mortgages, debentures, investments, scrip, securities, notes, or other evidences of indebtedness, and the obligations of every kind and nature, of any person or individual, firm, association, or corporation, public or private, municipality, body politic, county, territory, state, whether of the United States or of any foreign country; to hold the same for investment, or otherwise; to trade and deal in and with the same; and to pledge, mortgage, hypothecate, guarantee, underwrite, use, sell, assign, transfer, or otherwise dispose of the same; to do any acts or things for the preservation, protection, improvement, or enhancement of the value of any such stocks, bonds, mortgages, debentures, or obligations of whatsoever kind and nature, held by it, and to aid in any manner any corporation or corporations, firm or firms, association or associations, individual or individuals, of which the same are held, and, while the owner thereof, to exercise all the rights, powers, and privileges of ownership, including the right to vote thereon, to give proxies to others to vote thereon, and to receive and distribute dividends, interest and profits on the same and income of whatsoever kind therefrom; and to acquire by purchase, exchange, or otherwise, and to hold for investment, or otherwise, and to pledge, mortgage, hypothecate, guarantee, use, sell, assign, transfer, or otherwise dispose of, any bonds, or notes or loans secured by mortgage or other lien on real property, including special improvement bonds or warrants, or by pledge of personal property; and to lend money upon mortgage on real property or upon pledge or hypothecation of personal property or choses in action.

(e) Real Estate. To acquire by purchase, lease, exchange, or otherwise, real property, improved or unimproved, and any estate or interest therein, and any rights over or connected therewith or appurtenant thereto, within or without the State of Utah, wherever situated; to own, hold, use, develop, maintain, manage,

operate, and improve the same, and to sell, exchange, convey, lease, mortgage, encumber, or otherwise dispose of the same, and generally to invest and deal in and with the same, and to do all acts and things for the development, maintenance, management, operation, and improvement of the same and the use and occupation of the same for agricultural, residence, manufacturing, trade, or business purposes or for any lawful purpose or purposes whatsoever, and in particular by surveying, consolidating, connecting, or subdividing properties for building purposes and for the purpose of sale, lease, or otherwise; by irrigating, draining, planting, cultivating, harvesting and generally farming lands, and by constructing, reconstructing, pulling down, altering, repairing, decorating, furnishing, fitting up, improving, maintaining, managing, and operating offices, and office buildings, flats, houses, apartment houses, factories, grain elevators, warehouses, shops, stores, storerooms, stables, garages, places of amusement, buildings, works, conveniences, and improvements of all kinds, and to collect rents and income, and to supply, for or without additional consideration, tenants, occupiers, and others, light, heat, power, water, janitor service, elevator service, attendance of all kinds, lavatories, laundry conveniences, electric conveniences, stables, garages, and generally all such advantages, accommodations, conveniences, and service as may be deemed advisable and proper.

(f) Trade, Etc. To manufacture, purchase, lease, exchange, or otherwise acquire, own, hold, lease, exchange, mortgage, pledge, sell, assign, and transfer, or otherwise dispose of, to invest, trade, deal in and with, goods, wares, and merchandise and personal property of every kind and nature.

(g) Farming and Livestock. To engage in the business of buying, raising, and selling livestock, and the business of farming or ranching in all their respective branches.

(h) Water Rights. To acquire, hold, own, use, operate, sell, assign, lease, mortgage, or otherwise dispose of, water rights, appropriations of water, for

for irrigation, power and all other purposes, irrigation systems and works, including dams, head works, headgates, reservoirs, flumes, pipe lines, tunnels, ditches, canals, conduits, and any part thereof and any interest therein.

(i) Metal Mining. To carry on the business of mining, milling, concentrating, converting, smelting, treating, preparing for market, manufacturing, buying, selling, exchanging, and otherwise producing and dealing in gold, silver, copper, lead, zinc, brass, iron, steel, and all kinds of ores, metals, and minerals, and the products and by-products thereof of every kind and description and whatsoever process the same can be or may hereafter be produced, and generally and without limit as to amount, to buy, sell, exchange, lease, acquire, and deal in lands, mines, mineral rights, and claims, and to conduct all business appertaining thereto; to purchase, lease, or otherwise acquire, mining rights, timber rights, mines, buildings, dwellings, plants, machinery, tools and other properties whatsoever which this corporation may from time to time find to be for its advantage and purposes; to mine and market any mineral or other product that may be found in or on such lands, and to explore, work, exercise, develop, or turn to account the same; to construct and operate railways and tramways for mining purposes; to build and lease houses for the use of miners and others, including the purchase and sale of same.

(j) Oil and Gas. To buy, own, sell, and lease petroleum lands; to locate petroleum, gas, and other mineral lands under the laws of the United States and the laws of the State of Utah; to drill and bore wells for oil, water, gas, or any other substance; to buy, sell, own, lease, construct, and operate oil and gas wells, machinery, tanks, and pipe lines, and to buy, sell, own, and lease all necessary lands, buildings, and personal property in connection therewith and necessary for said purposes; to buy, own, sell, lease, construct, and operate factories, machinery, tanks, and pipe lines for the refining and distilling and distribution of petroleum oils, gas, and other hydrocarbon substances or mixtures thereof.

(k) Acquiring Other Businesses. To acquire by purchase, lease, exchange, or otherwise, in whole or in part, the business, goodwill, rights, franchises, and property of every kind, and to assume the whole or any part of the obligations or liabilities, of any person, firm, association, or corporation, and to own, hold, maintain, manage and operate the same and continue any business so acquired in its own name or otherwise, and to sell, exchange, convey, lease, mortgage, pledge, hypothecate, encumber, assign, transfer, or otherwise dispose of the same, in whole or in part, and generally to exercise all the powers necessary, convenient, or incidental to the conduct of any such business or the acquisition, ownership, maintenance, management, operation, or disposal of any such property.

(l) General Pursuits and Powers. Without in any particular limiting or restricting any of the purposes and powers of the corporation, it is hereby expressly declared and provided that the corporation shall have power to lend and advance money or give credit to such persons, firms, corporations, or associations, and on such terms as may seem expedient, and in particular to customers, tenants and others having dealings with the corporation, and to give guaranty or become surety for any such persons, firms, corporations, or associations; to borrow money, and to make, execute, deliver, endorse, and guarantee, notes, bonds, debentures and other obligations, and to secure the same by mortgage, pledge, hypothecation, or otherwise; to enter into, make, perform, and carry out contracts of every kind, for any lawful purpose, without limit as to amount, with any person, firm, association, or corporation, private, public or municipal, or body politic, and with the government of the United States, or any state, territory, or colony thereof, or any foreign government; to draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, warrants and other negotiable or transferrable instruments; to purchase (as permitted by the laws of the State of Utah), hold, sell, and transfer the shares of

its own capital stock, provided that shares of its own capital stock belonging to it shall not be voted upon directly or indirectly; to have one or more offices, to carry on all or any of its operations and business and without restriction or limit as to amount, to purchase, or otherwise acquire, to hold, own, mortgage, sell, convey, or otherwise dispose of, real and personal property of every class and description in any of the states, districts, territories, or colonies of the United States and in any and all foreign countries, subject to the laws thereof; and to do any one or more or all of the acts and things in these articles set forth, and all such other acts, things, and business or businesses in any manner connected with, or necessary, incidental, convenient, or auxiliary thereto, or calculated directly or indirectly to promote the interests of the corporation or enhance the value of or render profitable any of its property or rights, as such a corporation may lawfully do; and in carrying on its business or for the purpose of attaining or furthering any of its purposes, to do any and all acts and things, and to exercise any and all other powers which a co-partnership or natural person could do and exercise, and which now or hereafter may be authorized by law, and either as, or by and through, principals, agents, attorneys, trustees, contractors, factors, lessors, lessees, or otherwise, either alone or in conjunction with others and in any part of the world; and in addition to have and to exercise all the rights, privileges, and powers now or hereafter conferred by the laws of the State of Utah.

(m) Construction. The foregoing clauses shall each be construed as purposes and powers, and the matters expressed in each clause shall, except as otherwise expressly provided, be in nowise limited by reference to, or inference from, terms of any other clause, but shall be regarded as independent purposes and powers and the enumeration of specific purposes, and powers shall not be construed to limit or restrict in any manner the meaning of general terms or the general powers now or hereafter conferred by the laws of the State of Utah, nor shall the expression of one thing be deemed to exclude another, although it be of like nature, not expressed.

ARTICLE IV

CAPITAL STOCK. The total number of shares which the corporation shall have power to issue is 5,500,000 shares, consisting of 5,000,000 shares of the par value of One Dollar (\$1.00) per share which shall be designated "9 Per Cent Cumulative Preferred Shares" and 500,000 shares without par value which shall be designated "Common Shares". The preferences, privileges, and restrictions of the shares of each class are as follows:

(a) Dividends. The holders of record of the 9 Per Cent Cumulative Preferred Shares (hereinafter called Preferred Shares) shall be entitled to cash dividends when and as declared by the Board of Directors at the rate of 9 per cent of the par value per share per annum and no more, payable in equal quarterly installments on the last day of March, June, September and December of each year. Such cash dividends on Preferred Shares shall be cumulative so that, if for any dividend period cash dividends at the rate of 9 per cent per share per annum shall not have been declared and paid or set aside for payment on the Preferred Shares outstanding, the deficiency shall be declared and paid or set apart for payment prior to the making of any dividend or other distribution on the Common Shares. Accumulations of dividends shall not bear interest. Cash dividends on Preferred Shares shall accrue from the date of issue, if that be a dividend date, otherwise from the dividend date next preceding the date of issue of such Preferred Shares. Upon the payment or setting apart for payment of all dividends, current and accumulated, at the rate of 9 per cent per share per annum upon the outstanding Preferred Shares, the directors may declare and pay dividends upon the Common Shares.

(b) Dissolution. In the event of any liquidation, dissolution, or winding up of the affairs of the corporation, the holders of the Preferred Shares shall be entitled to receive from the assets of the corporation \$1.00 per share plus an additional amount equal to any accrued unpaid dividends and dividends to the time of payment. If the amounts

payable on liquidation are not paid in full, the Preferred Shares shall share ratably in any distribution of assets other than by the way of dividends in accordance with the sums which would be payable on such distribution if all sums payable were discharged in full. After the holders of Preferred Shares have been paid in full, or moneys have been set apart for such purpose, the holders of Preferred Shares shall not be entitled to participate further in the distribution of the assets of the corporation, and the remaining assets and funds of the corporation available for distribution shall belong to and be distributed among the holders of the Common Shares. Nothing herein contained shall be construed to prohibit the retirement of Preferred Shares by purchase or redemption, including the redemption of all or part of the Common Shares or Preferred Shares, or both, that were owned at death by a deceased shareholder. Neither the purchase or redemption of the Preferred Shares, nor a merger, consolidation, reorganization of the corporation, nor a sale or transfer of the property or business of the corporation as an entirety, shall be considered a liquidation, dissolution, or winding up of the corporation within the meaning herein contemplated.

(c) Voting. (1) Except as otherwise expressly provided by law and except as hereinafter provided, the holders of the Preferred Shares, as such, shall have no voting rights and shall not be entitled to notice of meetings of shareholders, and the exclusive voting power shall be vested in the holders of the Common Shares.

(2) If and when the corporation shall be in default in the payment of dividends on any Preferred Shares then outstanding in an aggregate amount equal to four quarterly dividends (whether or not earned and whether or not consecutive), the holders of Preferred Shares then outstanding shall then become entitled to one vote for each share of such stock, voting separately and as a class, and the holders of Common Shares shall be entitled to one vote for each share of such stock, voting separately and as a class, and the holders of the Preferred Shares shall elect the majority and the holders of the Common Shares the minority of an odd number of directors. The holders of Preferred Shares shall continue to have such right to elect directors until such time when all accumulated dividends and the then current quarterly dividends on all Preferred Shares then outstanding shall have been declared and paid in full, or moneys for the payment thereof set apart, whereupon the holders

of Preferred Shares shall be divested of such right to elect directors and the exclusive voting power to elect directors revested in the Common Shares as before. Whenever the right of the holders of Preferred Shares to elect directors as herein provided shall have been so terminated, the terms of office of any persons who at that time may be directors elected by the holders of Preferred Shares shall forthwith expire and the office be deemed vacant. Such vacancy may then be filled by vote of the remaining directors. If the right to elect directors, as herein provided, shall accrue to the holders of Preferred Shares within 90 days prior to the date fixed by the Bylaws of the corporation for the annual meeting of the shareholders next ensuing, the holders of the Preferred Shares then outstanding shall be given notice of such annual meeting in the same manner as such notice is given to the holders of the Common Shares, and the holders of the Preferred Shares and of the Common Shares shall be entitled to elect directors as herein provided, at such meeting. If the holders of the Preferred Shares then outstanding shall not exercise their power to elect directors at such annual meeting (or any adjournment thereof), then the holders of the Common Shares voting at such meeting shall have the right to elect at such meeting the entire membership of the Board of Directors. If the right to elect directors, as herein provided, shall accrue to the holders of the Preferred Shares at a time not within 90 days prior to the date fixed by the Bylaws of the corporation for the annual meeting of shareholders next ensuing, the Board of Directors, upon the written request of the holders of at least 10 per cent of the shares of Preferred Shares then outstanding shall give notice of a meeting of the holders of Preferred Shares and Common Shares, to be held for the election of directors within 60 days after the receipt of such request, at which meeting the holders of the Preferred Shares and the Common Shares shall be entitled to elect directors, as herein provided, and the terms of office of all persons who may be directors at the time shall expire upon the election of their successors at such meeting. Whether or not the holders of 10 per cent of the Preferred Shares request such meeting, the holders of the Preferred Shares shall be entitled to notice of and the right to elect directors as herein provided, at such successive annual meeting as long as such default in the payment of dividends on the Preferred Shares shall exist. All notices of meetings shall be given and the

election of directors shall be held in accordance with the provisions contained in the By-laws of the corporation.

(d) Stockholders' Consent. So long as any Preferred Shares are outstanding, the corporation shall not, without the consent of the holders of a majority of the total number of shares of the Preferred Shares then outstanding, voting as a class, (i) create or authorize any shares ranking prior to or on a parity with the Preferred Shares, or create or authorize an obligation or security convertible into shares; (ii) amend, alter, or repeal any of the express terms of the Preferred Shares in a manner prejudicial to the holders thereof; (iii) issue any additional shares of Preferred Shares, unless the stated capital of the corporation represented by its Common Shares and surplus shall in the aggregate be at least equal to the liquidating value of the Preferred Shares to be outstanding immediately after the proposed issue of such additional Preferred Shares, and further, unless the net earnings of the corporation applicable to the payment of dividends and fixed charges, for the 12-month period immediately preceding the calendar month within which such additional shares are to be issued, shall have been at least two times the annual dividend requirements upon the entire amount of Preferred Shares to be outstanding immediately after the proposed issuance, and at least one and one-half times the aggregate of such dividend requirements and interest charges for such period on the entire amount of the indebtedness to be likewise outstanding.

(e) Preemptive Rights. The holders of Common Shares shall have the exclusive right to subscribe pro rata to their holdings for any shares of the corporation hereafter issued or any treasury shares hereafter offered for sale, and no holder of Preferred Shares, as such, shall have any right, preemptive or other, to subscribe for any such shares so issued or offered for sale; provided, however, that the Board of Directors, pursuant to prior authorization by affirmative vote of at least two-thirds of the total number of Common Shares then outstanding at any annual or special meeting, may (i) cause the issuance of shares in performance of an incentive option granted to officers or employees of the corporation or of any subsidiary corporation thereof or (ii) cause the issuance of shares in exchange for personal property (other than money) or real property.

(f) Nonassessable. Neither the Common Shares nor the Preferred Shares are assessable.

ARTICLE V

OFFICERS. The number and kinds of officers of the corporation and their qualifications shall be as follows:

(a) A Board of Directors, consisting of an odd number of not less than three directors, the precise number for any upcoming year to be fixed by vote of the shareholders at the annual meeting, or any special meeting; providing, however, that until the next annual meeting the number of directors shall remain at eight.

(b) A President;

(c) One or more Vice Presidents;

(d) A Secretary;

(e) A Treasurer;

(f) Neither a director nor an officer of the corporation need be a shareholder in the corporation. The offices of the Secretary and the Treasurer of the corporation may be held by one person.

(g) Officers other than members of the Board of Directors shall be elected by the Board of Directors and may be removed at any time by the affirmative vote of a majority of the whole Board of Directors;

(h) The Board of Directors may appoint one or more Assistant Treasurers and one or more Assistant Secretaries, both of which offices may be held by one person;

(i) The Board of Directors, by the affirmative vote of the whole Board, may appoint from its members an Executive Committee, of which a majority shall constitute a quorum; and, to such an extent as shall be provided by resolution of the Board or the Bylaws, such Committee shall have and may exercise all or any of the powers of the Board of Directors, including power to cause the seal of the corporation to be affixed to all papers that may require it.

ARTICLE VI

ELECTION OF DIRECTORS. Except as otherwise provided in Article IV, the directors, except those chosen to fill a vacancy for an unexpired term, shall be elected by the holders of Common Shares at the regular annual shareholders' meeting, or, if not held, at any special meeting of the holders of Common Shares called for that purpose, and shall serve until the next regular annual shareholders' meeting, or until their successors are elected and qualified. Vacancies occurring in the Board of Directors by death, resignation, or incapacity to act may be filled by the remaining directors who shall constitute a quorum for that purpose, and the directors so elected shall serve until the election and qualification of their successors as above provided.

ARTICLE VII

QUORUM OF BOARD. A quorum of the Board of Directors necessary to transact the business and exercise the corporate power of the corporation shall be a majority of the number of directors serving.

ARTICLE VIII

DIRECTORS' MEETING. Meetings of the Board of Directors may be held for the transaction of any business of the corporation at such place or places outside the State of Utah, or at such place or places within said State, as the directors may by resolution or the Bylaws provide. No notice to directors of regular monthly or other periodic meetings of the Board of Directors, which may be provided for by the Bylaws, shall be necessary. Special meetings of the Board of Directors may be called by the President or any two directors.

ARTICLE IX

POWERS OF THE BOARD. The Board of Directors shall have all the powers conferred upon directors by the Utah Business Corporation Act, except:

(a) Issue Stock. The Board of Directors shall not issue shares of the authorized capital stock of the corporation without the consent of the holders of at least a majority of the

Common Shares then outstanding, or, if Preferred Shares are then outstanding, except as provided in subsection (d) of Article IV in respect of the issuance of additional Preferred Shares;

(b) Sell Properties. The Board of Directors shall not sell, mortgage or otherwise dispose of any of the property (including real estate) of the corporation except in the ordinary course of business within the meaning of Section 16-10-73, Utah Code Annotated, 1953, or, in the case of a sale not in the ordinary course of business within the meaning of Section 16-10-74, Utah Code Annotated, 1953, as amended, except as therein provided.

ARTICLE X

SHAREHOLDERS' MEETINGS. The regular annual meeting of the shareholders of the corporation for the election of directors and the transaction of such other business as may properly come before the meeting, shall be held on the fourth Monday in the month of March in each year, at 2:00 p. m., unless such Monday comes on a regular holiday, in which event said meeting shall be held at the same hour on the next succeeding day not a holiday.

Special meetings of the shareholders may be called by the President or by the Board of Directors, and shall be called by the President at the request of the holders of not less than one-tenth of all the outstanding shares of stock of the corporation entitled to vote at the meeting.

The manner of voting at shareholders' meetings shall be by ballot, each shareholder being entitled to one vote in person or by proxy and for each share of stock held by him. A majority of the issued and outstanding stock of the corporation shall be necessary to constitute a quorum of all shareholders' meetings, but in the absence of such quorum the shareholders may adjourn the same from day to day or to a day certain.

ARTICLE XI

SUPERSESSION. These Revised Articles of Incorporation supersede the Consolidated Articles of Incorporation included in the Agreement of Consolidation and Articles and Certificate of Incorporation of Kearns-Tribune Corporation dated December 16, 1953, and all amendments thereto.

PETER W. BILLINGS
SANFORD M. STODDARD
K. JAY HOLDSWORTH
ALBERT J. COLTON
RALPH H. MILLER
WILLIAM VOGL
GEORGE O. MELLING, JR.
WARREN PATTEN
HARRVEL E. HALL
M. BYRON FISHER
TOM FORD
OLEN E. CLARK
STANFORD B. OWEN
STEPHEN E. MARTIN
WILLIAM H. ADAMS

FABIAN & CLENDENIN
ATTORNEYS AT LAW
EIGHTH FLOOR
CONTINENTAL BANK BUILDING
SALT LAKE CITY, UTAH 84101

HAROLD P. FABIAN
OF COUNSEL

BEVERLY S. CLENDENIN
1919-1971

TELEPHONE
328-8601
AREA CODE 801

1973 JUN 7 PM 1 20
June 6, 1973

Secretary of State
of the State of Utah
Capitol Building
Salt Lake City, Utah 84114

Dear Sir:

Enclosed herewith please find the following:

(1) Revision by Amendment of Articles of Incorporation of Kearns-Tribune Corporation in duplicate original.

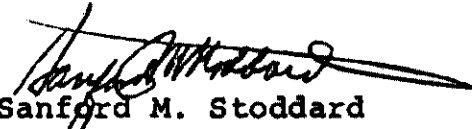
(2) Check for \$525 representing \$25 fee for filing amendment and \$500 for the license fee payable pursuant to Section 16-10-126(b), Utah Business Corporation Act, on the filing of an amendment increasing the number of shares which a corporation will have authority to issue. Under the original Articles as amended, Kearns-Tribune Corporation had authority to issue 500,000 shares without par value. The Articles, as revised by this amendment, authorizes the corporation to issue 5,500,000 shares, consisting of 500,000 shares without par value and 5,000,000 shares of cumulative preferred stock of the par value of \$1.00. The 5,000,000 increase in authorized shares requires payment of a license fee of \$500, the maximum fee provided by Section 16-10-120 of the Business Corporation Act.

In accordance with the requirement of Section 16-10-60(1) the notice to shareholders of the special meeting at which the revision of the Articles of Incorporation by amendment was approved and adopted set forth the amendment in its entirety. All of the requirements of Section 16-10-60(2) concerning the provisions to be contained in the revision amendment, including the statement that the revised Articles of Incorporation supersede the original Articles of Incorporation, are met. It is therefore requested that the amendment be filed and the Certificate

Re: Kearns-Tribune Corporation
June 6, 1973
Page Two

of Revision provided for by Section 16-10-60 be issued by your office and returned to the undersigned counsel to the corporation.

Very truly yours,


Sanford M. Stoddard

SMS:ms

Enclosures