



CERTIFICATE OF INCORPORATION
OF

SANTOOTH COMMUNICATIONS, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

SANTOOTH COMMUNICATIONS, INC.

duly signed pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated July 13, 19 81.



SECRETARY OF STATE

Corporation Clerk

ARTICLES OF INCORPORATION
OF
SAWTOOTH COMMUNICATIONS, INC.

We, the undersigned natural persons of the age of eighteen years or more, associate ourselves into a business corporation under the laws of the State of Idaho, as contained in Title 30 of the Idaho Code entitled "Idaho Business Corporation Act," and to that end execute the following Articles of Incorporation:

ARTICLE I

Name. The name of the corporation is SAWTOOTH COMMUNICATIONS, INC.

ARTICLE II

Duration. The corporation may be perpetual.

ARTICLE III

Purposes. The corporation is organized to engage in any lawful business for which corporations may be incorporated under the Idaho Business Corporation Act. As required by the Rules and Regulations of The Federal Communications Commission, we state that the primary purpose of the corporation is the operation and ownership of radio, television or cable television stations or systems.

The corporation shall exercise all the powers, rights and privileges now or hereafter permitted, given or granted by the laws of the State of Idaho, and without in any manner limiting the foregoing, shall have the following additional powers: (a) to borrow money for all corporate purposes from cor-

porate officers or shareholders of the corporation, (b) to purchase, acquire or lease real property and (c) to purchase or acquire the shares of its own capital stock to the extent permitted by law; provided, however, that shares so acquired shall not be deemed cancelled or extinguished unless so ordered by the Board of Directors in connection with proceedings for the decrease of capital stock, but such shares while held in the treasury of the corporation shall not be voted upon directly or indirectly.

ARTICLE IV

Shares. The corporation shall have authority to issue ten thousand shares of Common Stock with no par value. The following provisions shall also apply with respect to shares:

(1) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class or classes, whether now or hereafter authorized, or to establish series within a class and to determine the variation between series.

(2) The Board of Directors of the Corporation may classify or reclassify any unissued shares by fixing or altering in any one or more respects, from time to time before issuance of such shares, the preferences, rights, voting powers, restrictions and qualifications of, the dividends on, the times and prices of redemption of, and the conversion rights of, such shares.

(3) The Corporation may and, if it enters into an agreement to do so, shall be required, according to the terms thereof, to purchase or redeem shares of its stock for a consideration greater than the net asset value per share share,

provided, however, that the Corporation shall purchase redeem its stock only out of surplus unless otherwise permitted by law.

The enumeration and definition of particular power of the Board of Directors included in the foregoing shall in no way be limited or restricted by reference to or inference from the terms of any other clause of this or any other article of the Charter of the Corporation, or construed as or deemed by inference or otherwise in any manner to exclude or limit any powers conferred upon the Board of Directors under Idaho Business Corporation Act now or hereafter in force.

ARTICLE V

Preemptive Rights. Except as may otherwise be provided by the Board of Directors of the Corporation, no holder of any shares of the stock of the Corporation shall have any preemptive right to purchase, subscribe for or otherwise acquire any shares of stock of the Corporation of any class now or hereafter authorized, or any securities exchangeable for convertible into such shares, or any warrants or other estimates evidencing rights or options to subscribe for purchase or otherwise acquire such rights.

ARTICLE VI

Restrictions on Transfers of Shares. Unless otherwise agreed by all of the holders of stock of the corporation and the subscribers of such stock:

(1) No sale, transfer or assignment of stock of the Corporation or any interest in such stock shall be valid or

create any rights in any person or entity (and no stock shall be transferred on the books of the Corporation) until such stock or interest therein has first been offered in writing to the other stockholders of the Corporation and to the Corporation at a price designated by the stockholder desiring to sell, transfer or assign such stock or interest therein, and the other stockholders and the Corporation shall for sixty (60) days after receipt of such offer have the right or "first option" to purchase all of the stock or interest therein for the price so designated and if they shall fail to do so, then the stock or interest therein may be sold, assigned and transferred for the price so designated during the six (6) months immediately following the sixty (60) day period referred to above, provided, however, that the stock shall remain subject to this provision, which shall restrict its sale, transfer and assignment by any transferee or subsequent owner of the stock.

(2) No pledge, hypothecation, escrow or other creation of a lien or security interest in the stock of the Corporation shall have any force, operation and effect unless the Corporation and all stockholders shall have consented to it in writing at or after the time of the occurrence or creation thereof, and unless the corporation and all stockholders shall agree to the contrary, their consent to such occurrence or creation shall not exempt the stock or the holder of any lien or security interest in the stock from the provision restricting the sale, transfer or assignment of stock, and any sale, transfer or assignment of the stock pursuant to such lien or security interest shall not be valid unless it complies with that provision, which shall apply fully to the sale of the stock by any transferee or subsequent owner of the stock.

(3) All certificates of stock issued by the Corporation shall be marked at issuance to state: "The sale, transfer and assignment of this stock and any interest in it (and the pledge, hypothecation, escrow or other creation of a lien or security interest in this stock) is restricted by the terms of the Articles of Incorporation, and the Corporation will furnish information about the restriction to the stockholder(s) of this certificate on request and without charge." Any certificates not so marked will be promptly returned to the Corporation so marked.

(4) Transfers of the stock of the Corporation or any interest therein by operation of law, such as inheritance, intestate succession, bankruptcy, receiverships, guardianship, attachment, levy, execution or otherwise, and the transferees by operation of law of such stock or interests therein shall be subject to the provisions of this Article, which shall apply fully to any sale, transfer, assignment or other act by such transferees and any subsequent owner or holder of the stock or interest claiming by, under or through a transferee by operation of law.

(5) No stockholder shall attempt to sell, transfer or assign the stock of the corporation or any interest therein without first advising all parties to the transaction of the substance of this Article.

ARTICLE VII

Registered Agent. The name and address of the initial registered office and initial registered agent of the corporation in Idaho is Eberle, Berlin, Kading, Turnbow & Gillespie, 300 N. 6th STREET as per Mr. Reed Chartered, P.O. Box 1368, Boise, Idaho 83701.

ARTICLE VIII

Directors. The number of directors constituting the initial Board of Directors shall be four, the names and addresses of which are as follows:

1. Peter Manigault
134 Columbus Street
Charleston, South Carolina 29402
2. Frank B. Gilbreth
134 Columbus Street
Charleston, South Carolina 29402
3. Hall T. McGee, Jr.
134 Columbus Street
Charleston, South Carolina 29402
4. Joseph F. Smoak
134 Columbus Street
Charleston, South Carolina 29402
5. John O. Gilbert
2200 Seventh Avenue
Pueblo, Colorado 81002

Each of the above shall serve as a director until the first meeting of shareholders or until his successor is elected and qualified.

ARTICLE IX

Incorporators. The names and mailing addresses of all of the incorporators of this corporation are:

1. Kevin F. Reed
1225 Connecticut Avenue, N.W.
Washington, D.C. 20036
2. Bernard J. Barrett, Jr.
1225 Connecticut Avenue, N.W.,
Washington, D.C. 20036
3. John T. Byrnes, Jr.
1225 Connecticut Avenue, N.W.,
Washington, D.C. 20036

Dated this 6th day of July 1981.

Kevin F. Reed

Kevin F. Reed

Bernard J. Barrett, Jr.

Bernard J. Barrett, Jr.

John T. Byrnes, Jr.

John T. Byrnes, Jr.

WASHINGTON, DISTRICT OF COLUMBIA

THIS IS TO CERTIFY, that on July 6, 1981, before me, a Notary Public in and for the District of Columbia, personally appeared Kevin F. Reed, Bernard J. Barrett, Jr., and John T. Byrnes, Jr. who I am satisfied are the persons named in and who executed the foregoing Articles of Incorporation, and I having first made known to them the contents thereof, they did each acknowledge that they signed and delivered the same as their voluntary act and deed for the uses and purposes therein expressed.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal, this the 6th day of July, 1981.

Margaret L. Rohrbaugh
NOTARY PUBLIC

My Commission Expires:

Sept. 30, 1983.