

FILED EFFECTIVE

ARTICLES OF INCORPORATION OF EDGEWATER BROADCASTING, INC.

MAR 11 PM 1:17
STATE OF IDAHO

In compliance with the requirements of the laws of the State of Idaho relating to non-profit corporations and acts amendatory and supplemental thereto, including particularly Chapter 30, Title 301 et seq. of the Idaho Code, the undersigned natural persons, each of whom are of full age and residence of the United States, in order to form a non-profit corporation for the purposes hereinafter stated, do hereby as incorporators, adopt the following Articles of Incorporation, and certify:

ARTICLE I NAME

The name of this corporation is EDGEWATER BROADCASTING, INC., hereinafter called the "Corporation."

ARTICLE II PURPOSES

The Corporation is a nonprofit corporation under the laws of the State of Idaho and is organized exclusively for charitable and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Service Code of 1986, as amended (the "Code").

Without in any way limiting the foregoing general purposes, the specific purpose of this Corporation is to instruct the public on subjects useful to individuals and beneficial to the community.

ARTICLE III ADDRESS

The principal office of the Corporation is located at 541 Briercliff Drive, Twin Falls, Idaho 83301.

ARTICLE IV DURATION

The duration of the Corporation is perpetual, unless dissolved according to law.

ARTICLES OF INCORPORATION OF EDGEWATER BROADCASTING, INC.

CLERK OF STATE
03/11/2003 05:00
CK: 5455 CT: 138316 BH: 667817
1 @ 30.00 = 30.00 INC NONP # 2

C148110

ARTICLE V POWERS

Except as limited by these Articles of Incorporation or its by-laws, the Corporation shall have and exercise all its rights and powers in furtherance of its purposes as are now or may hereinafter be conferred on nonprofit corporations pursuant to Title 30, Idaho Statutes and other applicable law.

ARTICLE VI VOTING RIGHTS

Each member of the Corporation shall be entitled to one vote. Unless otherwise stated all votes must pass by a three-fourths (3/4) vote of the membership of the Corporation.

ARTICLE VII BOARD OF DIRECTORS

The affairs of the Corporation shall be managed by a Board of at least three (3), but not more than six (6), Directors, who must be members of the Corporation, at meetings duly held pursuant to the By-Laws and at which a quorum is present in person or by proxy. A quorum shall consist of a majority of the Directors present in person or by proxy. The Board, by majority vote, may remove an officer of the Corporation.

ARTICLE VIII DISSOLUTION

Upon dissolution of the Corporation, the Directors of the Corporation shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, distribute all residual assets of the Corporation to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes which at time of disposition, qualify as an exempt organization or organizations under Section 501 (c)(3) and 170 (c)(2) of the Code or to the government of the United States, the State of Idaho, or any city or county within the State of Idaho exclusively for public purposes. Any assets not so distributed shall be distributed by a court of competent jurisdiction exclusively for the aforementioned purposes, or to such organization or organizations organized exclusively for the aforementioned purposes.

ARTICLE IX INCORPORATOR

The name and address of the incorporator is EARL C. WILLIAMSON, 541 Briercliff Drive, Twin Falls, Idaho 83301.

**ARTICLE X
REGISTERED AGENT**

EARL C. WILLIAMSON is hereby appointed the initial registered agent of this Corporation. Registered Office is 541 Briercliff Drive
Twin Falls ID 83301

**ARTICLE XI
DIRECTORS**

The names and addresses of the initial directors are:

<u>Name</u>	<u>Address</u>
Clark D. Parrish	39 Canyon View Rd. Jerome, ID 83338
Diana S. Atkin	P.O. Box 2239 Running Springs, CA 92382
Earl C. Williamson	541 Briercliff Drive Twin Falls, ID 83301

**ARTICLE XII
LIMITATIONS ON ACTIVITIES**

Section 1. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to, any member, director, or officer of the Corporation or any other private individual, but the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II (Purposes) hereof and no member, director or officer of the Corporation, or any other private individual, shall be entitled to share in the distribution of any corporate assets upon dissolution of the Corporation; provided however, that the Corporation may confer benefits in the form of distributions, in dissolution or otherwise in the manner set forth in Article IX hereof.

Section 2. The Corporation shall not, as a substantial part of its activities, carry on propaganda, lobby or otherwise attempt to influence legislation. The Corporation shall not participate in any political campaign on behalf of (or in opposition to) any candidate for public office.

Section 3. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities which may not be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of

the Code or by an organization contributions to which are deductible by the donor under Section 170(c)(2) of the Code.

Section 4. The Corporation shall not invest or conduct other activities that would cause the Corporation to become a "private foundation, " as such term is defined in Section 509 of the Code.

ARTICLE XII OFFICERS

The Officers of the Corporation shall consist of a President, Vice President Secretary, Treasurer and such other Officers and Assistance Officers as may be provided in the By-Laws. Each Officer shall be elected by the Board of Directors (and may be removed by the Board of Directors) at such time and in such manner as may be prescribed by the By-Laws. The name and addresses of each initial Officer of the Corporation is as follows:

<u>Name</u>	<u>Address</u>	<u>Title</u>
Clark D. Parrish	39 Canyon View Rd. Jerome, ID 83338	President
Diana S. Atkin	P.O. Box 2239 Running Springs, CA 92382	Vice-President
Earl C. Williamson	541 Briercliff Drive Twin Falls, ID 83301	Secretary/Treasurer

ARTICLE XIII AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and all rights and privileges conferred upon the members, Directors and Officers are subject to this reservation. The Articles of Incorporation may be amended in accordance with the provisions of the laws of the State of Idaho, as amended from time to time, unless more specific provisions for amendments are adopted by the Corporation pursuant to Idaho law.

Amendments to these Articles shall require the assent of those members casting three-fourths (3/4) of the votes of the Corporation membership at any regular member's meeting called specifically for that purpose.

ARTICLE XIV

INDEMNIFICATION

The Corporation shall indemnify each Officer and Director including former Officers and Directors to the full extent permitted by the laws of the State of Idaho.

ARTICLE XV BY-LAWS

The By-Laws of the Corporation are to be made and adopted by the Board of Directors, and may be altered, amended or rescinded by the Board of Directors.

The Power to adopt, alter, amend and repeal the By-Laws shall be vested in the Board of Directors, but all alternatives, amendments and repeals of the By-Laws must be approved by a majority of the Voting Members.

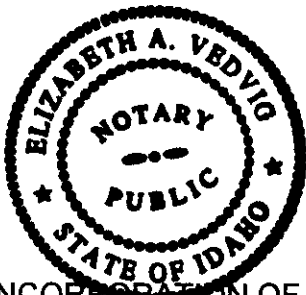
IN WITNESS WHEREOF the undersigned have signed these Articles of Incorporation on this 11 day of MARCH, 2003.


EARL C. WILLIAMSON
Incorporator

STATE OF IDAHO)
) ss.
County of Twin Falls)

On this 11 day of March 2003, before me, the undersigned, a Notary Public in and for said State, personally appeared EARL C. WILLIAMSON, known to me to be the Incorporator of EDGEWATER BROADCASTING, INC., the corporation whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same on behalf of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal,
the day and year in this certificate first above written.

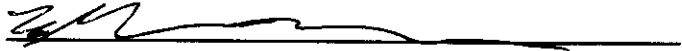


Elizabeth A. Vedvig
NOTARY PUBLIC
Residing at: Kimberly ID
My Commission Expires: 10-30-2004

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of EDGEWATER BROADCASTING, INC., which is contained in the foregoing Articles of Incorporation.

DATED this 11 day of MARCH, 2003.



EARL C. WILLIAMSON
Registered Agent