



Department of State.

CERTIFICATE OF INCORPORATION

I, ARNOLD WILLIAMS, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho do hereby certify that the original of the articles of incorporation of

KUPI, Inc.

was filed in the office of the Secretary of State on the **Fourteenth** day of **April** A.D. One Thousand Nine Hundred **Sixty-one** and duly recorded on Film No. **114** of Record of Domestic Corporations, of the State of Idaho, and that the said articles contain the statement of facts required by Section 30-103, Idaho Code.

I FURTHER CERTIFY, That the persons executing the articles and their associates and successors are hereby constituted a corporation, by the name hereinbefore stated, for **perpetual existence** from the date hereof, with its registered office in this State located at **Idaho Falls** in the County of **Bonneville.**

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this **14th** day of **April**, A.D., 19 **61**.

Secretary of State.

ARTICLES OF INCORPORATION

OF

KUPI, INC.

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, citizens and residents of the United States of America, and the State of Idaho, and each over the age of twenty-one years, for the purpose of organizing a corporation pursuant to the laws of the State of Idaho, do hereby make, sign, acknowledge, certify and file this certificate and Articles of Incorporation for that purpose, as follows:

ARTICLE I.

NAME OF CORPORATION

The name of this corporation shall be and is: KUPI, Inc.

ARTICLE II.

PURPOSES

The purposes of this Corporation shall be:

SECTION 1. To engage in and carry on the business of radio broadcasting and network radio broadcasting of all kinds and types and to carry on all other businesses incident thereto or connected therewith; to broadcast, disseminate, distribute, transmit, retransmit, receive or collect by electronic, electrical or other means, music, entertainment, news, speeches, sermons, advertising, educational and informative matter, or any other thing which may be transmitted by radio broadcasting and to provide for the use of other facilities for such purposes.

SECTION 2. To engage in the production and selling of radio and television programs and to carry on the business of radio and network broadcasting of all types.

SECTION 3. To transact the business of advertising and preparing the advertising over the radio of all types and kinds of commodities, products, property and services of individuals, operations and firms.

SECTION 4. To acquire, operate and maintain radio broadcasting stations and to perform all acts and conduct all business in any way connected with, relating to or arising from the ownership or operation of radio broadcasting stations.

SECTION 5. To purchase, acquire, own, improve, develop, lease as lessee or lessor, exchange, sell, dispose of and otherwise deal in real estate; to purchase, lease as lessee or lessor, build, construct, erect, occupy and manage buildings of every kind and character whatsoever; to finance the purchase, acquisition, development, improvement and construction of land and buildings belonging to or to be acquired by this corporation or any other person, firm or corporation.

SECTION 6. To buy, sell, discount and rediscount, notes, drafts, bills of exchange, stocks, bonds, securities and choses in action of all kinds, both as principal and as agent; also to buy and sell liens on real and personal property and to accept as security therefor liens on and pledges of real and personal property.

SECTION 7. To draw, make, accept, endorse, execute, issue, discount and have discounted, and to deal in every lawful manner in promissory notes, bills of exchange, trade acceptances, conditional sales, warehouse receipts, warrants and other negotiable or transferable instruments; and to borrow money and to incur indebtedness as may be determined expedient.

SECTION 8. To purchase, lease as lessee, or otherwise acquire, and to hold for investment, improve, maintain and operate the business properties and other real estate, automotive vehicles, fixtures and supplies, stock in this and other corporations, and any other personal property, and to sell, assign, convey, lease as lessor, manage, pledge, mortgage or otherwise dispose of or encumber lands, building structures, vehicles, equipment, fixtures, supplies and any other real or personal property, tangible or intangible, which shall be deemed necessary, convenient or appropriate; and to do everything necessary or conducive to the full accomplishments of the foregoing objects in this Article II.

SECTION 9. To engage in any or all of the purposes or the powers enumerated in this Article II as a partner or jointventurer in such transactions.

ARTICLE III.

CORPORATE EXISTENCE

The term of existence of this corporation shall be perpetual.

ARTICLE IV.

PRINCIPAL PLACE OF BUSINESS

SECTION 1. The location of the corporation's registered office in this State is Idaho Falls, Bonneville County, Idaho. The corporation may also maintain offices at such other place or places in the State of Idaho and the United States as the board of directors may from time to time decide. The post office address of the registered offices shall be Idaho Falls, Idaho.

SECTION 2. The operation and business of this corporation shall be carried on in the County of Bonneville, State of Idaho, and in such other counties in the State of Idaho and in other states of the United States as the board of directors may from time to time decide.

ARTICLE V.

CAPITAL STOCK

The amount of the capital stock of the corporation shall be One Hundred Thousand Dollars (\$100,000.00) to consist of Ten Thousand (10,000) shares of common stock of the par value of Ten Dollars (\$10.00) each.

ARTICLE VI.

MANAGEMENT

Management of this corporation shall be vested in a board of directors of three to five directors. The directors shall be elected at the annual meeting of the stockholders in a manner and method therein provided.

ARTICLE VII.

DIRECTORS' MEETINGS

The meeting of the board of directors may be held at the principal office of the corporation in this State, or at such other place or places within or without this State, for the transaction of any business of the corporation as the directors may by resolution provide. A majority of the Board of Directors shall constitute a quorum, and

the act of the majority of the directors shall be the act of the board. At least one member of the board of directors shall be a resident of the State of Idaho.

ARTICLE VIII.

INCORPORATORS

The name, post office address and number of shares subscribed by each of the incorporators are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>COMMON STOCK</u>
Elizabeth Jean Bayton Echo	Idaho Falls, Idaho	1 Share
W. J. Anderson	Idaho Falls, Idaho	1 Share
John Ferebauer	Idaho Falls, Idaho	1 Share

All of the subscribers to these Articles of Incorporation are of full age, citizens of the United States and residents of the State of Idaho.

ARTICLE IX.

The corporation may amend, alter, add to, change or repeal any provision contained in these Articles of Incorporation in the manner provided by law.

IN WITNESS WHEREOF, we, as incorporators, and each of us, have hereunto set our hands and seals this 31st day of March, 1961.

Elizabeth Jean Bayton Echo
W. J. Anderson
John Ferebauer

STATE OF IDAHO)
 : ss.
County of Bonneville)

On this 31st day of March, 1961, before me, the undersigned, a Notary Public in and for the State of Idaho, personally appeared ELIZABETH JEAN BAYTON ECHO, W. J. ANDERSON and JOHN FEREBAUER, known to me to be the persons whose names are subscribed to the within and foregoing certificate and articles of incorporation, which they acknowledged to me that they executed as their free act and deed.

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

John M. Sharp
Notary Public for Idaho
Residing at Idaho Falls, Idaho