State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

SUN VALLEY BROADCASTING, INC. File number C 109046

I, PETET CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of the above named corporation, 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: January 13, 1995



Pite of Gnaveusa: SECRETARY OF STATE

ARTICLES OF INCORPORATION 4 02 PH '95

OF

SUN VALLEY BROADCASTING, INC.

The undersigned, acting as incorporator under the Idaho Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I NAME OF THE CORPORATION

The name of the corporation is Sun Valley Broadcasting, Inc. ("Corporation").

ARTICLE II DURATION

The Corporation shall have perpetual existence.

ARTICLE III PURPOSES OF THE CORPORATION

The Corporation may do any acts and perform any business permitted by the Idaho Business Corporation Act.

ARTICLE IV SHARES

The class, aggregate number and par value per share of the shares which the Corporation is authorized to issue are as follows:

<u>Class</u>	<u>Number</u>	Par Value Per Share
Common	1,000	\$1.00

ARTICLE V PREEMPTIVE RIGHTS

No shareholders of the Corporation shall have preemptive and prefer rights of subscription of any shares of stock of the Corporation, whether the corporation of any shares of stock of the Corporation, whether the corporation of the c authorized, or to any securities convertible into such shares or carry a sight the subsection of the such shares or carry a sight the subsection of the such shares or carry a sight the subsection of the such shares or carry a sight the subsection of the such shares or carry a sight the subsection of the such shares or carry a sight the subsection of the such shares or carry a sight the subsection of the such shares or carry a sight the subsection of the subsection of the such shares or carry as sight the subsection of the such shares or carry as sight the subsection of the subsecti acquire shares. CORP

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ARTICLE VI INITIAL REGISTERED OFFICE AND AGENT

The address of the initial registered office of the Corporation is 11927 Highway 75, Hailey, Idaho 83333, and the name of its initial registered agent at such address is Clint Stennett.

ARTICLE VII INITIAL BOARD OF DIRECTORS

The number of directors constituting the initial board of directors of the Corporation is three (3) and the names and addresses of the persons who are to serve as the initial directors are as follows:

<u>Name</u>	Address
Clint Stennett	P. O. Box 475 Ketchum, Idaho 83340
John McCaw	P. O. Box 21749 Seattle, Washington 98111
Michelle Richer	260 2nd Avenue South Ketchum, Idaho 83340

ARTICLE VIII DIRECTOR LIABILITY

To the full extent permitted by the Idaho Business Corporation Act or any other applicable laws as presently or hereafter in effect, no director of the Corporation shall be personally liable to the Corporation or its shareholders for or with respect to any acts or omissions in the performance of his or her duties as a director of the Corporation. No amendment to or repeal of this Article VIII shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring prior to the effective date of such amendment or repeal.

ARTICLE IX INDEMNIFICATION

Each person who is or was or had agreed to become a director, officer, employee or agent of the Corporation (including the heirs, executors, administrators or estate of such person), shall be indemnified by the Corporation to the full extent permitted by the Idaho Business Corporation Act or any other applicable laws presently or hereafter in effect. Without limiting the generality or effect of the foregoing, the Corporation may

enter into one or more agreements with any person which provide for indemnification greater or different than that provided in this Article IX. No amendment to or repeal of this Article IX shall apply to or have any effect on the right to indemnification permitted or authorized hereunder for or with respect to any acts or omissions of such director, officer, employee or agent occurring prior to the effective date of such amendment or repeal.

ARTICLE X INCORPORATOR

The name and address of the incorporator is:

Name

Address

Clint Stennett

P. O. Box 475

Ketchum, Idaho 83340

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Idaho, the undersigned has executed these Articles of Incorporation this $\sqrt{3}$ day of January, 1995.

CLINT STENNETT, Incorporator

STATE OF IDAHO)

County of Ada

On this 3 day of January, 1995, before me, a Notary Public in and for said State, personally appeared CLINT STENNETT, known or identified to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same.

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

My commission expires

ARTICLES OF INCORPORATION - 3