

**FILED EFFECTIVE**

**RESTATED ARTICLES OF INCORPORATION OF  
EAGLE ROCK BROADCASTING COMPANY, INC.**

2007 FEB -9 AM 8:43

The undersigned, being respectively, the President and Secretary of Eagle Rock Broadcasting Company, Inc., an Idaho corporation, do hereby remit Restated Articles of Incorporation of Eagle Rock Broadcasting Company, Inc. with all amendments adopted to the 2nd day of February, 2007 as follows:

**ARTICLE ONE  
NAME**

The name of the corporation is Eagle Rock Broadcasting Company, Inc.

**ARTICLE TWO  
DURATION**

The duration of the Corporation shall be perpetual.

**ARTICLE THREE  
PURPOSES AND POWERS**

The purposes of the Corporation and its powers are the following:

The transaction of any or all lawful business for which the corporations may be incorporated under the Idaho Business Corporation Act.

**ARTICLE FOUR  
STOCK**

The Corporation shall have authority to issue 2,000 shares of common stock. The stock shall be divided into two classes. Class One shall consist of 1,000 shares of stock, all of which shall be voting stock. Class Two shall consist of 1,000 shares of common stock, all of which shall be non-voting. Owners of both classes of stock shall be entitled to receive dividends, if any are declared by the Corporation and shall be entitled to share pro-rata any distribution from the Corporation upon liquidation. There are presently 452.4 shares stock of the Company outstanding in the names of Kim Lee and Jami Lee. There are 9.2 shares outstanding in the names of Kent and Nancy Lee. The stock outstanding in the names of Kim and Jami Lee shall be reclassified as Class One stock, and the stock outstanding in the names of Kent and Nancy Lee shall be reclassified as Class Two stock. The amendments contained in this Article were unanimously approved by the holders of all issued and outstanding shares of the corporation by the execution of unanimous consents on February 2, 2007, and were also adopted by unanimous consent of the Board of Directors of the Corporation on February 2, 2007, all in conformance with Idaho Code § 30-1-1003.

Restated Articles of Incorporation - 1

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02 07.doc

IDAHO SECRETARY OF STATE  
02/09/2007 05:00  
CK: 19507 CT: 1660 DH: 1031903  
1 @ 30.00 = 30.00 AMEND PROF # 2

267908

## ARTICLE FIVE INCORPORATORS


The name and address of each incorporator is:

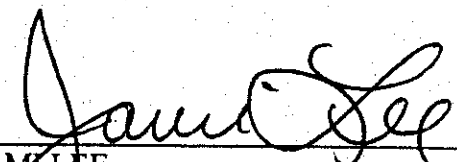
<u>Name</u>	<u>Address</u>
M. Jay Sorensen	392 West 14 <sup>th</sup> Street Idaho Falls, Idaho
Richard Wickham	171 12 <sup>th</sup> Street Idaho Falls, Idaho
Steven J. Winston	Route 3, Box 239 Idaho Falls, Idaho
John W. Bauchman	P.O. Box 1815 Idaho Falls, Idaho

## ARTICLE SIX

Former articles naming the original registered addresses for the corporation and many of the original directors and their addressees have been deleted from the Articles of Incorporation. This amendment was approved by the unanimous consent of the Corporation's Board of Directors on February 2, 2007, pursuant to Idaho Code § 30-1-1005(2) and (3).

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 2<sup>nd</sup> day of February, 2007.

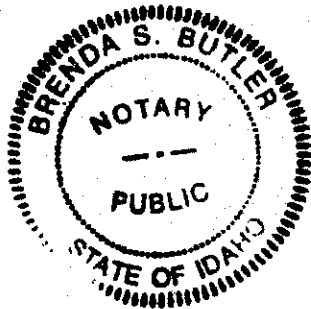
  
\_\_\_\_\_  
KIM LEE

  
\_\_\_\_\_  
JAMI LEE

STATE OF IDAHO )  
                                ss:  
County of Jerome )

On this 2<sup>nd</sup> day of February, 2007, before me, the undersigned, a Notary Public in and for said County and State, personally appeared KIM LEE, known to me to be the person whose name is subscribed to the within and foregoing instrument, and who acknowledged to me that he executed the same.

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

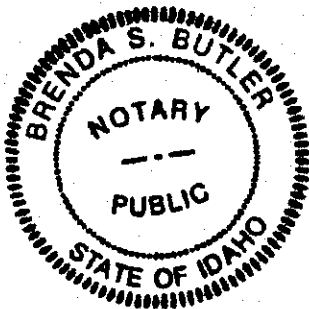


Brenda S. Butler  
NOTARY PUBLIC for Idaho  
Residing at: Gooding  
Commission Expires: 3/5/2010

STATE OF IDAHO )  
County of Jerome ) ss:

On this 2<sup>nd</sup> day of February, 2007, before me, the undersigned, a Notary Public in and for said County and State, personally appeared JAMI LEE, known to me to be the person whose name is subscribed to the within and foregoing instrument, and who acknowledged to me that she executed the same.

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

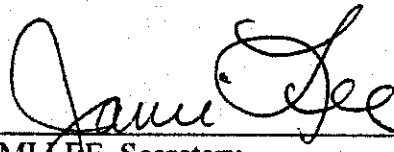


Brenda S. Butler  
NOTARY PUBLIC for Idaho  
Residing at Gooding  
Commission Expires: 3/5/2010

**CERTIFICATE UNDER IDAHO CODE § 30-1-1007**

I, Jami Lee, Secretary of Eagle Rock Broadcasting, Inc., do hereby certify that the foregoing Restated Articles of Incorporation for Eagle Rock Broadcasting, Inc., consolidate all amendments to the Articles of Incorporation through February 2, 2007, into a single document, which document also contains the text of new amendments to the Articles of Incorporation.

Dated this 2<sup>nd</sup> day of February, 2007.

  
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JAMI LEE, Secretary