

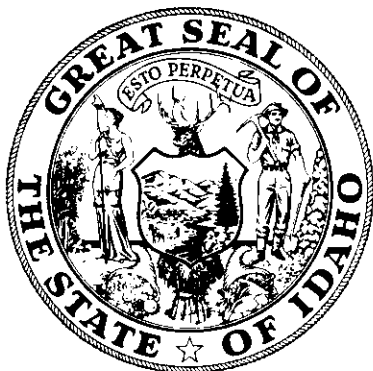
CERTIFICATE OF AUTHORITY
OF

AMBASSADOR MEDIA CORPORATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of AMBASSADOR MEDIA CORPORATION for a Certificate of Authority to transact business in this State, duly signed and verified 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 Authority to AMBASSADOR MEDIA CORPORATION to transact business in this State under the name AMBASSADOR MEDIA CORPORATION and attach hereto a duplicate original of the Application for such Certificate.

Dated **January 3, 1984**



SECRETARY OF STATE

Corporation Clerk

Jan 3
14 To The Secretary of State of Idaho
APPLICATION FOR CERTIFICATE OF AUTHORITY

Pursuant to Section 30-1-110, **Idaho Code**, the undersigned Corporation hereby applies for a Certificate of Authority to transact business in your State, and for that purpose submits the following statement:

1. The name of the corporation is Ambassador Media Corporation

2. The name which it shall use in Idaho is ---

(To be used only when required to avoid a conflict with a name already on file. Must be accompanied by a Board of Directors resolution adopting assumed name in Idaho.)

3. It is incorporated under the laws of Colorado

4. The date of its incorporation is August 5, 1983 and the period of its duration is perpetual

5. The address of its principal office in the state or country under the laws of which it is incorporated is 2000 First National Bank Building, 621 17th St., Denver, CO 80293

6. The address to which correspondence should be addressed, if different from that in item 5.

7. The street address of its proposed registered office in Idaho is 425 East Center,
Pocatello, Idaho 83201, and the name of its proposed registered agent in Idaho at that address is Brian P. Hogan

8. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:
To operate a television station and to do any other lawful business

9. The names and respective addresses of its directors and officers are:

Name	Office	Address
W.L. Armstrong, President, Director,	5256 E. Princeton	Englewood, CO 80110
Brain P. Hogan, Vice-President, Director	5055 Mohawk	Pocatello, Idaho 83204
Ellen M. Armstrong, Secretary, Treasurer,		
Director	5256 E. Princeton	Englewood, CO 80110

(continued on reverse)

10. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are without Par Value
100,000	---	No par value

11. The aggregate number of its issued shares, itemized by classes, par value of shares, and shares without par value is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are without Par Value
50,000	---	No par value

12. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.

13. This Application is accompanied by a copy of its articles of incorporation and amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated: December 30, 1983

Ambassador Media Corporation.

By W. L. Armistead

Its President Vice President (please specify)

and Ellen M. Armstrong

Its Secretary Assistant Secretary (please specify)

STATE OF Washington)

COUNTY OF District of Columbia)ss

I, Marilyn Cameron, a notary public, do hereby certify that on this 30th day of December, 19 83, personally appeared before me William L. Armstrong, who being by me first duly sworn, declared that he is the President of Ambassador Media Corporation

that he signed the foregoing document as President of the corporation and that the statements therein contained are true.

My Commission Expires July 31, 1986

Marilyn L. Cameron
Notary Public

REC 34 11:26 AM '63
SECRETARY OF STATE
DEPARTMENT OF STATE
STATE OF COLORADO

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ARTICLES OF INCORPORATION
OF
AMBASSADOR MEDIA CORPORATION

KNOW ALL MEN BY THESE PRESENTS, that the undersigned incorporator, of the age of twenty-one years or more, desiring to organize a corporation under the Colorado Corporation Code, make, sign and verify these Articles of Incorporation:

ARTICLE I

Name

The name of the Corporation is:

AMBASSADOR MEDIA CORPORATION

ARTICLE II

Term of Existence

The Corporation is to have perpetual existence.

ARTICLE III

Purposes and Powers

This Corporation is dedicated to the glory of God and is intended to honor the Lord through its purposes and the objects and business to be transacted, promoted and carried on, all of which shall be in addition to the corporate powers enumerated in the Colorado Corporation Code, to-wit:

1. To operate radio broadcasting stations, television broadcasting stations, cable television systems and other systems and forms of electronic and wireless communications media; to use and operate equipment for the

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reception, transmission and broadcasting of radio, wireless, television and cable television signals; to engage in any and all operations incident to radio or television broadcasting, including but not limited to programming, promotion, entertainment, news gathering and dissemination, advertising and any activities calculated to enhance the success of a station; to hold, use, exercise and avail itself of licenses, franchises and permits.

2. To own real and personal property, both within and outside of the State of Colorado, and to conduct business in any and all parts of the world, outside of, as well as within, the State of Colorado.

3. To construct or remove improvements on real property; to equip such improvements with fixtures, furniture and personal property, and to manage, use, operate and work all real property owned or otherwise held or controlled by the Corporation, whether improved or unimproved.

4. To borrow money and to obtain credit; to issue notes, bonds and other instruments in evidence of its debts and obligations, or in payment for property purchased or acquired by the Corporation, or for any other object in or about its business; to mortgage, pledge or otherwise encumber any stocks, bonds and other obligations, and any real or personal property owned by it to secure any of its notes, bonds or other obligations.

5. To buy, sell, exchange, encumber and hold in and deal with shares of the capital stock of other corporations organized under the laws of the United States or of Colorado or of any other state, or of any foreign

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6. To buy, hold, invest in, deal in and deal with personal property and chattels of every description; to manufacture, fabricate, process, pack, compound, purchase or otherwise acquire goods, wares, merchandise and personal property of every class and description, tangible and intangible, and to hold, own, use, sell, bail or otherwise dispose of, care for, process, repair, and trade in and with personal property of every description.

7. To buy, sell, trade, exchange and hold securities of all kinds, including shares, bonds, mortgages and all varieties of commercial paper, secured or unsecured, and any other thing or right of possible or probable value.

8. To lend money and take real or personal or no security for its repayment.

9. To perform or furnish labor, work and services for and to persons dealing with the Corporation.

10. To purchase or sell, exchange, or transfer, or otherwise deal in shares of its own capital stock and its own bonds or other obligations from time to time to such an extent and in such manner and upon such terms permitted by law; provided, that shares of its own capital stock belonging to this Corporation shall not be voted upon directly or indirectly.

11. To aid or assist other persons, firms, and corporations by advancement of money, guaranty of obligations or contracts, loan of property, or otherwise.

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12. To make donations to organizations believed to be organized and operated exclusively for charitable, religious or educational purposes and to devote funds, property and services to charitable, religious or education purposes.

13. To conduct any operations within the scope of its objects and powers, either in its own behalf or as agent or nominee, and to act as agent or nominee in any one or more phases of any business or operations within the scope of its objects and powers.

14. To acquire by application, assignment, purchase, exchange, lease, hire, use, or otherwise, and to hold, own, use, grant license, lease and sell, either alone or in conjunction with others, the absolute or any partial or qualified interest in and to inventions, improvements, letters patent, licenses, formulas, privileges, processes, copyrights, trademarks, trade names, and applications for any of the foregoing.

15. To lend money to, to guarantee the obligations of and otherwise to assist the employees, officers and Directors of the Corporation.

16. To conduct any business or operation, either alone or in conjunction with other persons, firms, and corporations, and to this end enter into joint ventures, partnerships or any other appropriate arrangements.

17. The foregoing clauses shall be construed both as objects and as powers, and the statements contained in each clause, except where otherwise expressed, shall be in no wise limited or restricted by reference to or inference

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who are to serve as Directors until the first annual meeting of the Shareholders or until their successors be elected and qualify are:

<u>Name</u>	<u>Address</u>
Helen M. Armstrong	5256 East Princeton Avenue Englewood, Colorado 80110
W. L. Armstrong	5256 East Princeton Avenue Englewood, Colorado 80110
D. C. Herman	2000 First National Bank Building 621 Seventeenth Street Denver, Colorado 80203

The number of Directors may be increased by the By-laws and may be decreased by the By-laws to three or in the event that the outstanding shares are held of record by fewer than three shareholders, to a number not exceeding the number of shareholders. No decrease in the number of Directors shall shorten the term of any incumbent Director.

ARTICLE VII

No Cumulative Voting

Cumulative voting in the election of Directors is not desired.

ARTICLE VIII

Initial Registered Office and Agent

The address of the Corporation's initial registered office is 2000 First National Bank Building, 621 Seventeenth Street, Denver, Colorado 80203 and the name of the Corporation's initial registered agent at such address is Helen M. Armstrong.

ARTICLE IX

By-Laws

The Directors shall have power to make By-Laws and

to amend or alter the By-Laws proper for the administration of the Corporation.

In
The names and ad

Name
D. C. Herman

IN WITNESS
executed these Articles
August, 1983.

STATE OF COLORADO
CITY AND COUNTY OF DENVER
Personally app
Public, D. C. Herman
declared that she is
incorporation and that
true.

My commission
Witness my hand
August, 1983.

from the terms of any other clause, but shall be regarded as independent purposes and powers, and in addition to the corporate powers enumerated in the Colorado Corporation Code.

ARTICLE IV

Shares and Shareholders

The corporation shall have the authority to issue a total of One Hundred Thousand (100,000) shares of capital stock without par value and all of which shall be of the same class. All shares of capital stock shall be fully paid stock and not liable to any call or assessment. Shareholders shall have no pre-emptive rights to acquire additional or treasury shares of the Corporation or securities convertible into shares or carrying stock purchase warrants or privileges. Transfer of shares may be restricted by the By-Laws of the Corporation or by agreement of shareholders owning the shares to be restricted. A statement of the restrictions shall be stated upon the certificate for the shares affected.

ARTICLE V

Directors

The business and affairs of the Corporation shall be managed by a Board of Directors which shall exercise all the powers of the Corporation except as otherwise provided by law or by these Articles of Incorporation.

ARTICLE VI

Number of Directors

The initial Board of Directors shall consist of three (3) members. The names and addresses of the persons

who are to serve
of the Shareholders
qualify are:

Name

Ellen

W. L.

D. C.

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to amend or alter the By-laws from time to time as they deem proper for the administration and regulation of the affairs of the Corporation.

ARTICLE X

Incorporator

The names and addresses of the incorporator is:

<u>Name</u>	<u>Address</u>
D. C. Herman	2000 First National Bank Building 621 Seventeenth Street Denver, Colorado 80293

IN WITNESS WHEREOF, the incorporator has executed these Articles of Incorporation this 5th day of August, 1983.

D. C. Herman
D. C. Herman

STATE OF COLORADO)
CITY AND COUNTY OF DENVER) ss.

Personally appeared this day before me, a Notary Public, D. C. Herman who being by me first duly sworn, declared that she signed the foregoing Articles of Incorporation and that the statements therein contained are true.

My commission expires: November 10, 1987.

Witness my hand and official seal this 5th day of August, 1983.

[Signature]
Address of Notary Public
2000 First National Bank Bldg
621 Seventeenth Street
Denver, Colorado 80293