

# State of Idaho



## 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

#### **KWIK BROADCASTING COMPANY, INC.**

was filed in the office of the Secretary of State on the **Twentieth** day of **March,** A.D. One Thousand Nine Hundred **Sixty-three** and duly recorded on Film No. **123** 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

**Pocatello**

in the County of

**Bannock**

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 **20th** day of **March**, A.D., 19 **63**.

Secretary of State.

## ARTICLES OF INCORPORATION

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, citizens of the United States of America, all over the age of twenty-one years, have this day voluntarily associated ourselves together for the purpose of forming a Corporation under the Laws of the State of Idaho, and we certify in writing:

### I.

That the name of the Corporation shall be "KWIK BROADCASTING COMPANY, INC."

### II.

The purposes for which said Corporation is formed are to engage in business as follows:

(a) To carry on the business of radio and television broadcasting and network broadcasting of all types, and to carry on all other businesses incidental thereto or connected therewith.

(b) To engage in the financing, production, and selling of radio and television programs.

(c) To broadcast, disseminate, distribute, transmit, re-transmit, receive, or collect by electrical or any other means, music, entertainment, news, speeches, sermons, advertising, educational and informative matter, photographs, pictures, scenes, or plays, and to provide for the use of other facilities for such purposes.

(d) To engage in any lawful purpose, business, object or activity to the same extent as natural persons, without limitation, and to do all things necessary and convenient in carrying out the purposes for which this Corporation is organized, and especially to exercise all of the powers and rights granted to general business Corporations under the laws of the State of Idaho

pertaining thereto at the date of the issuance of a certificate of incorporation to these incorporators.

III.

That the term for which said Corporation is to exist is perpetual.

IV.

That the principal office and place of business of said Corporation is the City of Pocatello, County of Bannock, State of Idaho.

V.

That the number of directors of said Corporation shall be not less than three (3), nor more than five (5).

VI.

That the President and Secretary-treasurer of the Corporation shall be employed to execute in behalf of the Corporation all necessary applications for such permits as may be required under Federal, State or local laws.

VII.

The amount of the total authorized capital stock of the Corporation is one hundred thousand dollars (\$100,000), divided into one hundred thousand (100,000) shares of common stock of the par value of one dollar (\$1.00) per share. Holders of common stock in this Corporation shall be entitled to one vote for each and every share of common stock standing in his or her, or its name at any and all meetings of the stockholders of the Corporation.

VIII.

The amount of capital stock of said Corporation which has been actually subscribed is three (3) shares of common stock. The following are the names of the subscribers, their addresses

and the number in par value of shares subscribed for by each:

NAME:	SHARES:	PAR VALUE:
Carl S. Goodwin Santa Fe, New Mexico	<u>400</u>	\$ <u>400.00</u>
Frances B. Goodwin Santa Fe, New Mexico	<u>400</u>	\$ <u>400.00</u>
Richard W. Miner Gallun, New Mexico	<u>200</u>	\$ <u>200.00</u>

IX.

Ownership of stock of the Corporation shall not be necessary to qualify for the office of director. A director, and any officer, may be removed at any time at a duly convened meeting of the stockholders by a majority vote of all the stockholders.

X.

Subject to limitations contained in the Laws of the State of Idaho or in the By-Laws, meetings of stockholders and meetings of the Board of Directors may be held at such times and places within or without the State of Idaho, as the Board of Directors may from time to time appoint.

XI.

Dividends shall be declared and paid at such times and in such amounts as the Board of Directors may from time to time determine, but declared and paid only from surplus, and in accordance with the provisions of Idaho Code Section 30-130.

XII.

The Corporation shall have the power to acquire and own its own stock and stock of other companies.

XIII.

The Corporation shall have the power to provide in the By-Laws, by contract, or otherwise, for such restrictions upon the transfer of its capital stock as it may deem desirable, including a provision for the first right of refusal in the Corporation upon

its stock at the price for which a stockholder shall have received a bona fide offer to purchase. No pre-emptive rights shall attach to the stock of this Corporation.

IN WITNESS WHEREOF, We have hereunto set our hands and seals this 12<sup>th</sup> day of March, 1963.

NAME:

Carl S. Goodwin  
Richard W. Miner  
Frances B. Goodwin

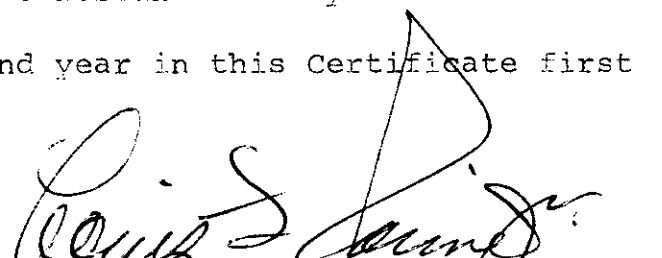
RESIDENCE:

Santa Fe, New Mexico  
Gallup, New Mexico  
Santa Fe, New Mexico

STATE OF IDAHO       )  
                              : ss  
County of Bannock    )

On this 12<sup>th</sup> day of March, 1963, before me, the undersigned, a Notary Public in and for said County and State, personally appeared CARL S. GOODWIN, FRANCES B. GOODWIN and RICHARD W. MINER, known to me to be the persons whose names are subscribed to the foregoing instrument, and acknowledged to me that they 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.

  
Notary Public for Idaho  
Residing at: Pocatello, Idaho