

State of Idaho

Department of State.

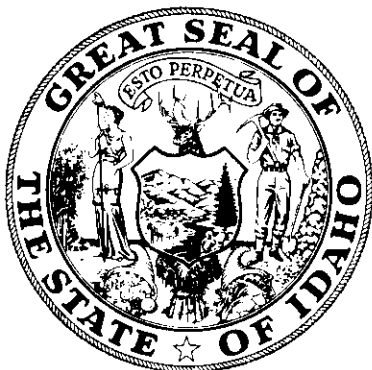
CERTIFICATE OF AUTHORITY OF

IDAHO FALLS BROADCASTING COMPANY, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of IDAHO FALLS BROADCASTING COMPANY, INC. 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 IDAHO FALLS BROADCASTING COMPANY, INC. to transact business in this State under the name IDAHO FALLS BROADCASTING COMPANY, INC. and attach hereto a duplicate original of the Application for such Certificate.

Dated **January 13, 1984**



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

APPLICATION FOR CERTIFICATE OF AUTHORITY

To the Secretary of State of Idaho

Pursuant to Section 30-1-110, **Idaho Code**, the undersigned Corporation hereby applies for ^{JAN 13 1984} Certificate of Authority to transact business in your State, and for that purpose submits the following statement:

1. The name of the corporation is Idaho Falls Broadcasting Company, Inc.

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 Utah

4. The date of its incorporation is December, 1984 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 10 Exchange Place, 11th Floor, Salt Lake City, Utah 84101

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 300 North 6th Street
Boise, Idaho 83701

, and the name of its proposed registered agent in Idaho at that address is CT Corporation Systems

8. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:
To engage in the radio or television broadcasting, communicating,
and receiving business, and in the business of communicating,
transmitting and receiving by any other method now in use or here-
after discovered; and to buy, sell, trade in, at wholesale or retail
. . . instruments of precision, transmitting and receiving apparatus . .

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

Name	Office	Address
<u>John Price</u>	<u>President</u>	<u>35 Century ParkWay, SLC, Ut 84115</u>
<u>Martin Peterson</u>	<u>Vice President/Sec.</u>	<u>35 Century ParkWay, SLC, UT 84115</u>
<u>Stanley K. Stoll</u>	<u>Director</u>	<u>10 Exchange Pl, SLC, Ut 84101</u>
<u>Paul J. Graf</u>	<u>Director</u>	<u>10 Exchange Pl, SLC, Ut 84101</u>
<u>Michael D. Blackburn</u>	<u>Director</u>	<u>10 Exchange Pl, SLC, Ut 84101</u>

(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
50,000	-	\$1.00

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
1,000	-	\$1.00

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: January 9, 1984

By ^x

John Price

Its President/Vice President (please specify)

and

Martin Peterson

Its Secretary/Assistant Secretary (please specify)

STATE OF Utah)
COUNTY OF Salt Lake)ss

I, Sue Nieto, a notary public, do hereby certify that on this 9th day of January, 19 84, personally appeared before me John Price and Martin Peterson, who being by me first duly sworn, declared that ~~they~~ ^{they are} the President & Secretary of Idaho Falls Broadcasting Company, Inc.

that ~~they~~ ^{they} signed the foregoing document as President and Secretary of the corporation and that the statements therein contained are true.

Sue Nieto

Notary Public



Office of Lieutenant Governor

JAN 17 1983
 10:00 AM
 107125

I, DAVID S. MONSON, LIEUTENANT GOVERNOR OF THE STATE OF UTAH, DO HEREBY CERTIFY THAT the attached is a full, true and correct copy of the Articles of Incorporation of IDAHO FALLS BROADCASTING COMPANY, INC., a Utah corporation filed with this office on December 14, 1983.

AS APPEARS OF RECORD IN MY OFFICE.

File #107125

IN WITNESS WHEREOF, I have hereunto
 set my hand and affixed the Great Seal
 of the State of Utah at Salt Lake City, this
 3rd day of
 January A.D. 19 83

David S. Monson

LIEUTENANT GOVERNOR

FILED in the office of the Lieutenant Governor
of the State of Utah, on the 14th
day of December A.D. 1983

DAVID S. MONSON
Lieutenant Governor

Filing Clerk

ARTICLES OF INCORPORATION

OF

IDAHO FALLS BROADCASTING COMPANY, INC.

We, the undersigned natural persons over the age of
eighteen (18) years, acting as incorporators of a corporation
under the Utah Business Corporation Act, adopt the following
Articles of Incorporation for such corporation and certify:

ARTICLE FIRST

Name: The name of this corporation is Idaho Falls
Broadcasting Company, Inc.

ARTICLE SECOND

Duration: This corporation shall exist perpetually
unless sooner dissolved by law.

ARTICLE THIRD

Purposes: The purpose or purposes for which this corpo-
ration is organized are:

- a. To engage in the radio or television broadcasting,
communicating, and receiving business, and in the
business of communicating, transmitting, and receiv-
ing by any other method now in use or hereafter dis-
covered; and to buy, sell, trade in, at wholesale
and retail, import, export, manufacture, rent,

handle, and use instruments of precision, transmitting and receiving apparatus for broadcasting or other purposes, recording and reproducing instruments of any kind or nature used in conjunction therewith or incident or necessary thereto, and to conduct the business of rendering service in the installation, operation, supply of parts, repair, maintenance, and upkeep of such apparatus, instrument, or accessories.

- b. To acquire by purchase, exchange, gift, bequest, subscription or otherwise, and to hold, own, mortgage, pledge, hypothecate, sell, assign, transfer, exchange or otherwise dispose of or deal in or with its own corporate securities or stock or other securities, including without limitations, any shares of stock, bonds, debentures, notes, mortgages, or other obligations, and any certificates, receipts or other instruments representing rights or interests therein or any property or assets created or issued by any person, firm, association, or corporation, or any government or subdivisions, agencies or instrumentalities thereof; to make payment therefor in any lawful manner or to issue in exchange therefor its own securities or to use its

unrestricted and unreserved earned surplus and/or capital surplus for the purchase of its own shares; and to exercise as owner or holder of any securities, any and all rights, powers and privileges in respect thereof.

- c. To become a partner (either general or limited or both) and to enter into agreements of partnership with one or more other persons or corporations for the purpose of carrying on any business whatsoever which this corporation may deem proper or convenient in connection with any of the purposes herein set forth or otherwise, or which may be calculated, directly or indirectly, to promote the interests of this corporation or to enhance the value of its property or business.
- d. To do each and every thing necessary, suitable or proper for the accomplishment of any of the purposes or the attainment of any one or more of the subjects herein enumerated, or which may at any time appear conducive to or expedient for protection or benefit of this corporation, and to do said acts as fully and to the same extent as natural persons might, or could do, in any part of the world as principals, agents, partners, trustees or otherwise, either

alone or in conjunction with any other person, association or corporation.

- e. The foregoing clauses shall be construed both as purposes and powers and shall not be held to limit or restrict in any manner the general powers of the corporation, and the enjoyment and exercise thereof, as conferred by the laws of the State of Utah; and it is the intention that the purposes and powers specified in each of the paragraphs of this Article Third shall be regarded as independent purposes and powers.

ARTICLE FOURTH

Stock: The total number of authorized shares of this corporation shall be fifty thousand (50,000) common voting shares of the par value of One Dollar (\$1.00) per share. All of the shares of this corporation shall have the same rights and preferences.

Any unissued shares of this corporation may be used, allotted and sold from time to time in such amounts and for such consideration as may be lawfully determined by the Board of Directors subject to the pre-emptive rights of the shareholders.

ARTICLE FIFTH

Commencement of Business: This corporation will not commence business until consideration of a value of at least One Thousand Dollars (\$1,000) has been received for the issuance of shares.

ARTICLE SIXTH

Pre-emptive Rights: The shareholders shall have no pre-emptive rights to acquire additional shares of the corporation.

ARTICLE SEVENTH

Directors' Contracts: No contract, act or transaction of the corporation with any person, firm, corporation, partnership or association shall be affected or invalidated by the fact that any officer or director of the corporation is a party to or interested in such contract, act or transaction or is in any way connected with such persons, firms, corporations, partnerships or associations, and each person who may become a director of the corporation is hereby released from liability which might otherwise exist from contracting with this corporation for the benefit of himself or any firm, partnership, association or corporation in which he may be in any wise interested.

ARTICLE EIGHTH

Indemnification. Any person who becomes a party or is threatened to be made a party to any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of action taken by him in good faith as a director, officer or incorporator, of the corporation or as a director, officer, or incorporator of another corporation, partnership, joint venture, trust, or other enterprise affiliated with the corporation, shall be entitled to be indemnified by the corporation to the fullest extent not then prohibited by the laws of the State of Utah, against expenses (including attorneys' fees and court costs), judgments, fines, and amounts paid in settlement incurred by him in connection with such action, suit, or proceeding, Such right of indemnification shall insure whether or not the claim asserted is based on matter which antedate the adoption of this Article Eighth. Such right of indemnification shall continue as to a person who has ceased to be a director, officer, incorporator, employee, or agent and shall inure to the benefit of the heirs and personal representatives of such a person. The rights of indemnification contained in this Article shall be in addition to all rights to which those indemnified may be entitled under any statute, bylaw, agreement, vote of stockholders or otherwise.

ARTICLE NINTH

Cumulative Voting: There shall be no cumulative voting.

ARTICLE TENTH

Amendment: These Articles of Incorporation may be amended by the affirmative vote of a majority of the shares entitled to vote on each such amendment.

ARTICLE ELEVENTH

Initial Registered Office and Agent: The address of this corporation's initial registered office is 10 Exchange Place, Eleventh Floor, P. O. Box 3000, Salt Lake City, Utah 84110. The name of the initial registered agent at such address is Reed L. Martineau, Esq.

ARTICLE TWELFTH

Directors: The number of Directors constituting the initial Board of Directors of this corporation is three. The names and addresses of persons who are to serve as Directors until the first annual meeting of shareholders, or until their successors are elected and qualify, are:

Paul J. Graf	10 Exchange Place, Eleventh Floor Salt Lake City, Utah 84110
Stanley K. Stoll	10 Exchange Place, Eleventh Floor Salt Lake City, Utah 84110
Michael D. Blackburn	10 Exchange Place, Eleventh Floor Salt Lake City, Utah 84110

ARTICLE THIRTEENTH

Incorporators: The name and address of each Incorporator is:

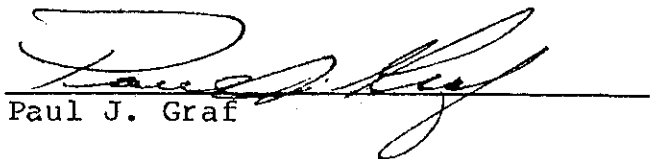
Paul J. Graf 10 Exchange Place, Eleventh Floor
Salt Lake City, Utah 84110

Stanley K. Stoll 10 Exchange Place, Eleventh Floor
Salt Lake City, Utah 84110

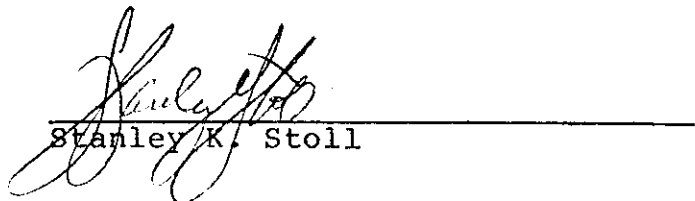
Michael D. Blackburn 10 Exchange Place, Eleventh Floor
Salt Lake City, Utah 84110

IN WITNESS WHEREOF, we hereunto sign and verify in duplicate these Articles of Incorporation this 14th day of

December, 1983.


Paul J. Graf


Michael D. Blackburn


Stanley K. Stoll

STATE OF UTAH)
) ss.
COUNTY OF SALT LAKE)

I hereby certify that on this 14th day of December, 1983, personally appeared before me Stanley K. Stoll, Michael D. Blackburn and Paul J. Graf, who, being by me first duly

sworn, severally declared that they are the persons who signed the foregoing documents as incorporators, that they are of the age of eighteen (18) years or more, and that the statements therein contained are true.

Phyllis Yardley
Notary Public
Residing at: Salt Lake City, UT

My Commission Expires:

May 26, 1985