State of Idaho

Department of State.

CERTIFICATE OF INCORPORATION

I, Ira H. Masters, 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

EASTERN IDAHO BROADCASTING AND TELEVISION COMPANY

was filed in the office of the Secretary of State on the **twelfth** *day of* **September** *A. D. One Thousand Nine Hundred* **Forty-five** *and duly recorded on Film Roll* **No. 4** *of Record of Domestic Corporations, of the State of Idaho, and that the said articles contain the statement of facts required by Section 29-103, Idaho Code, Annotated.*

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 **one hundred (100) years** *from the date hereof, with its registered office in this State located at*

Idaho Falls *in the County of* **Bonneville.**

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 **12th** *day of* **September**, *in the year of our Lord one thousand nine hundred* **forty-five**, *and of the Independence of the United States of America the One Hundred* **Seventieth**.

Secretary of State.

Domestic

ARTICLES OF INCORPORATION

We, the undersigned, citizens of the United States, hereby form a corporation under the laws of the State of Idaho, and for that purpose agree as follows:

I.

The name of this corporation shall be:

EASTERN IDAHO BROADCASTING AND TELEVISION COMPANY

and the location and post office address of the registered office of said corporation in Idaho shall be at
Idaho Falls, Idaho.

II.

The term of existence of this corporation shall be one hundred (100) years unless sooner dissolved or disincorporated.

III.

The names of the incorporators with their places of residence and the number of shares of stock subscribed by each incorporator are as follows:

Name	Residence	No. of Shares Subscribed
Grant R. Wrathall	Washington, D. C.	3,750
David G. Smith	Salt Lake City, Utah	3,750
Jack L. Powers	Salt Lake City, Utah	3,750
Frank C. Carman	Salt Lake City, Utah	3,750

Treasury stock unissued and unsubscribed 35,000

The treasury stock of this corporation shall be in charge of the Directors of this corporation who shall have power to sell and dispose of the same at or above par value for property for the corporation, cash or services and when property or services are accepted for such stock, then the same shall be based upon actual value as the judgment of said Directors shall indicate

IV.

The purposes of this corporation is for the purpose of conducting a general radio broadcasting business including television and all other improvements in the art and science of the transmission and receipt of wireless signals, and to do everything necessary in all respects to operate such a business including dealing in wholesale and retail various merchanidse and appliances in this connection or in any connection therewith related. This shall contemplate doing a general radio broadcasting business.

To own, lease and otherwise acquire or to sell mortgage or otherwise dispose of all types of property, real, personal and mixed in the conduct of this business,and to borrow money on the company's credit for company business and to evidence the same and secure the prompt payment thereof by notes, debentures, bonds, mortgages and any other instrument in writing required to effectuate the same. To loan, hold, acquire and dispose of the stock of this company and the stock and shares of other corporations of any state, district or territory and while such owner to exercise all rights of ownership including the right to vote the stock of other corporations, and finally to do all things necessary to carry on a general business of radio in all its branches and ramification as now known or hereafter developed as a natural person might or could do.

V.

The capital stock of this corporation shall be Fifty Thousand Dollars divided into Fifty Thousand Shares of the face or par value of $1.00 per share.

VI.

The stock of this corporation shall be common stock, and the stockholders shall be entitled to one vote either in person or by proxy for each share of stock standing in his name on the books of the corporation.

VII.

The corporation shall have authority to adopt By-Laws which may be amended or repealed by the Board of Directors of the corporation at any regular meeting of the Directors or at any special meeting called for the purpose after each of the Directors had been given a five-day written notice of the intention to so amend the By-Laws.

A majority of all the Directors of the corporation shall be required to conduct the business of the corporation.

VIII.

The Board of Directors shall be elected for a term of one year or until their successors are elected and qualified at the annual meeting of the stockholders of the corporation to be held in the general offices of the company in Idaho Falls, Bonneville County, Idaho, on the 2d Monday of January of each year at the hour of 2:00 o'clock p.m., and no notice of said annual meeting need be given.

The meetings of the Board of Directors shall be provided for by the By-Laws.

Any three members of the Board of Directors shall constitute a quorum for the transaction of business of the company, and the vote of a majority thereof shall be the vote of the Board.

Any Director or other officer of this corporation may be removed from office at any regular stockholders meeting held for the purpose, and in case the removal of an officer is contemplated at any meeting of the stockholders, then notice of such meeting together with its purpose shall be given by mailing to each stockholder standing on the books of the corporation at his last known address ten days before the holding of such meeting, a notice of such meeting and the business thereof. Any officer may resign and vacancies caused by removal, resignation or death or other disqualification may be filled by the remaining members of the Board for the unexpired term.

The Board of Directors shall, within five days after their election, meet and organize by electing a President from their own number present, another Vice-President, and shall name a Secretary and Treasurer for the corporation, but the office of Secretary and Treasurer may be held by the same person who may or may not be a stockholder or a member of the Board.

Until the first annual meeting of the stockholders and thereafter until their successors shall be elected and qualified, the following shall be the Directors of this corporation:

David G. Smith shall be Director and President, Jack L. Powers shall be Director and Vice-President, Frank C. Carman shall be Director, Secretary and Treasurer, and Grant Wrathall shall be Director.

IX.

The private property of the stockholders of this corporation shall not be liable for its debts or obligations.

X.

These Articles of Incorporation may be amended in any particular at any stockholders' meeting or at any special stockholders' meeting called for the purpose by a majority vote of the stockholders of the corporation, and for the purpose of legally holding a meeting, at least the majority of the stock of said corporation shall be represented.

XI.

The Board of Directors for the purpose of paying the expenses, conducting the business, paying the debts or buying property for the corporation, may levy and collect assessments upon the capital stock and sell or otherwise forfeit stock for non-payment of delinquent assessments in the manner and form and to the extent provided by the laws of Idaho; or in the absence of statute in the manner and form prescribed by the laws.

IN WITNESS WHEREOF, the parties to this agreement have hereunto set their hands this 10th day of Sept. 1945.

Frank C. Carman   Jack L. Powers

Grant R. Wrathall

David G. Smith

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

David G. Smith, Jack L. Powers

and Frank C. Carman, two of the directors and three of the incorporators named in the foregoing Articles of Incorporation, each being by me duly sworn, each deposes and says:

That all of the incorporators are citizens of the United States of America, and that it is the bona fide intention of the incorporators to carry on and undertake the business mentioned in the foregoing Articles of Incorporation, and that said persons whose names are thereunto subscribed duly executed said Articles of Incorporation in good faith, and gave value for the stock subscribed; and each of said persons duly acknowledged to me that he executed the foregoing Articles of Incorporation this 10th day of Sept, A. D., 1945.

Louise Hinckell
NOTARY PUBLIC
residing in Salt Lake City, Utah.

My commission expires

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