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SECRETARY OF STATE  
STATE OF IDAHO

PLAN AND STATEMENT OF MERGER

Effective October 18 <sup>-mm</sup> 2007, The Idaho Public Television Foundation, Inc. ("Foundation" or the "Surviving Entity") and The Friends of Idaho Public Television, KAID/KIPT, Inc. ("Friends of KAID" or the "First Merging Entity"), The Friends of Idaho Public Television, KISU, Inc. ("Friends of KISU" or the "Second Merging Entity"), and The Friends of Idaho Public Television, KUID/KCDT, Inc. ("Friends of KUID" or "Third Merging Entity") (the First, Second and Third Merging Entities may be referenced herein collectively as the "Merging Entities") agree as follows:

1. BACKGROUND.

1.1 Plan of Merger. The Foundation, Friends of KAID, Friends of KISU and Friends of KUID have entered into this Plan of Merger ("Plan of Merger") which provides for the merger of the First, Second and Third Merging Entity with and into the Foundation.

1.2 Merging Entity.

1.2.1 Merging Entity. The name of the First Merging Entity is The Friends of Idaho Public Television, KAID/KIPT, Inc. The name of the Second Merging Entity is The Friends of Idaho Public Television, KISU, Inc. The name of the Third Merging Entity is The Friends of Idaho Public Television, KUID/KCDT, Inc.

1.2.2 Governing Law. Each of the First, Second and Third Merging Entities was incorporated in Idaho and subject to Idaho law.

1.3 Surviving Entity.

1.3.1 Surviving Entity. The name of the Surviving Entity is The Idaho Public Television Foundation, Inc.

1.3.2 Governing Law. The Idaho Public Television Foundation, Inc. was incorporated in Idaho and subject to Idaho law.

1.4 Merging Entity Board and Member Approval. The Board of Directors of the First, Second and Third Merging Entities, and the Members of the First Merging Entity and the Third Merging Entity, respectively, have approved the merger with and into the Foundation and the consummation of the transactions contemplated by this Plan of Merger, upon the terms and subject to the conditions set forth in this Plan of Merger, the Idaho Entity Transaction Act ("IETA"), and all other applicable laws, and the respective Articles of Incorporation and Bylaws of the First, Second and Third Merging Entities.

1.5 Foundation Board and Member Approval. The Board of Directors of The Foundation, and the Members of the Foundation, respectively, have approved the merger of the Merging Entities with and into the Foundation and the consummation of the transactions contemplated by this Plan of Merger, upon the terms and subject to the conditions set forth in

this Plan of Merger, the IETA, and all other applicable laws, the Articles of Incorporation and the Bylaws of the Foundation, as amended.

## **2. THE MERGER.**

**2.1 The Merger.** Upon the terms and subject to the conditions of this Plan of Merger, at the Effective Time (as defined in Section 2.2), in accordance with the IETA, The Merging Entities shall be merged with and into the Foundation and the separate existence of the Merging Entities shall thereupon cease (the "Merger"). The Foundation shall be the surviving corporation in the Merger.

**2.2 Effective Time of the Merger.** The Merger shall become effective as of 12:01 AM, Mountain Time on the date a copy of this Plan of Merger, and any other documents necessary to effectuate the Merger in accordance with the IETA, are filed with the Secretary of State of the State of Idaho (the "Effective Time").

**2.3 Effects of Merger.** The Merger shall have the effects set forth in Section 30-18-206 of the IETA, and all other applicable laws.

## **3. SURVIVING CORPORATION.**

**3.1 Articles of Incorporation.** The Articles of Incorporation of the Surviving Corporation shall be the Articles of Incorporation attached hereto as Exhibit A, and incorporated herein ("Articles of Incorporation").

**3.2 Bylaws.** The Bylaws of the Surviving Corporation shall be the Bylaws attached hereto as Exhibit B, and incorporated herein ("Bylaws").

**3.3 Directors and Officers.** At and after the Effective Time, the directors and officers of the Foundation, and the directors of the Merging Entities shall together be the directors and officers of the Surviving Corporation, in each case until their respective successors have been duly elected or appointed and qualified or until their earlier death, resignation or removal in accordance with the Surviving Corporation's Articles of Incorporation and Bylaws.

## **4. MEMBERSHIP.**

**4.1 Conversion of Merging Entities Membership.** Upon the Effective Time, each member of the Merging Entities shall (without further action of the Merging Entities or the Surviving Corporation) thereupon be converted into membership in the Surviving Corporation, as set forth in the Articles of Incorporation and Bylaws.

**4.2 No Change to Foundation Membership.** Upon the Effective Time, each member of the Foundation, the Surviving Corporation, will hold membership in the Surviving Corporation immediately after the Merger as held immediately prior to the Merger, subject to the terms and conditions of the Articles of Incorporation and Bylaws.

## **5. INTERPRETATION.**

**5.1 Amendment.** This Plan of Merger may be amended by an instrument in writing signed on behalf of each of the parties in accordance with Section 30-18-204 of the IETA.

**5.2 Notices.** All notices and other communications ("**Notices**") under this Plan of Merger (i) shall be in writing, and (ii) shall be addressed or delivered to the following relevant address or at such other address as shall be given in writing by a party to the other:

If to "Foundation" / "Surviving Entity"                      c/o Royanne Minskoff, President  
2200 E. Gossamer Lane  
Boise, Idaho 83706

If to "Friends of KAID" / "First Merging Entity":              c/o Eve Chandler, President  
1206 N. 24<sup>th</sup>  
Boise, Idaho 83702

If to "Friends of KISU" / "Second Merging Entity":              c/o Lynn Davis, President  
1527 Hollipark  
Idaho Falls, Idaho 83402

If to "Friends of KUID" or "Third Merging Entity":              c/o Pat Costello, President  
1126 King Road  
Moscow, Idaho 83843

with copy to:    Kenneth C. Howell  
Hawley Troxell Ennis & Hawley LLP  
877 Main Street, Suite 1000  
P.O. Box 1617  
Boise, ID 83701-1617

Notices complying with the provisions of this Section shall be deemed to have been delivered (i) upon the date of delivery if delivered in person or by facsimile, or (ii) on the date of the postmark on the return receipt if deposited in the United States Mail, with postage prepaid for certified or registered mail, return receipt requested.

**5.3 Interpretation.** This Plan of Merger (and the other documents and instruments referenced in this Plan of Merger) (i) constitutes the entire agreement and supersedes all other prior agreements and understandings, both written and oral, among the parties, or any of them, regarding the subject matter of the agreements, (ii) shall not be assigned by operation of law or otherwise without the prior written consent of the other parties, and (iii) shall be governed in all respects, including validity, interpretation and effect, by the laws of the State of Idaho.

**5.4 Counterparts.** This Plan of Merger may be executed in two or more counterparts, each of which shall be deemed to be an original, but all of which shall constitute one and the same agreement.

**5.5 Parties In Interest.** This Plan of Merger shall be binding upon and inure to the benefit of and be enforceable by the parties and their respective permitted successors and assigns. Nothing in this Plan of Merger, express or implied, is intended to confer upon any other person any rights, benefits or remedies of any nature whatsoever under or by reason of this Plan of Merger.

**6. Certification.**

**6.1 Merging Entities.** By signing below, the President and Secretary of the respective Merging Entities, certify that they are, respectively, the duly elected and acting President and Secretary, and that the necessary number of total votes cast by the Board of Directors and the Members approved this Plan of Merger excepting only the members of the Friends of KISU, where the Members have no voting power consistent with its Bylaws.

**6.2 Foundation.** By signing below the President and Secretary of The Idaho Public Television Foundation, Inc., certify that they are, respectively, the duly elected and acting President and Secretary, and that the necessary number of total votes cast by the Board of Directors and Members approved this Plan of Merger.

IN WITNESS WHEREOF, the undersigned have caused this Plan of Merger to be duly executed by their authorized officers, as of the date set forth above, effective as of the filing of this Plan of Merger with the Secretary of State for the State of Idaho.

**FOUNDATION/SURVIVING ENTITY:**

The Idaho Public Television Foundation, Inc.

By:   
Royanne Minskoff, President

By:   
Peter Morrill, Secretary

**FRIENDS OF KAID/FIRST MERGING ENTITY:**

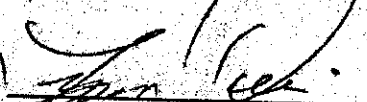
The Friends of Idaho Public Television,  
KAID/KIPT, Inc.

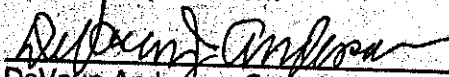
By:   
Eve Chandler, President

By:   
Gayle Wilde, Secretary

**FRIENDS OF KISU/SECOND MERGING ENTITY:**

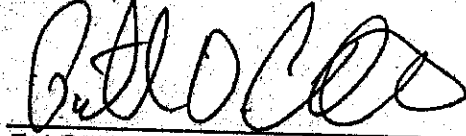
The Friends of Idaho Public Television,  
KISU, Inc.

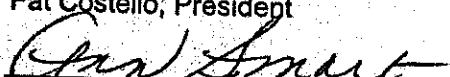
By:   
Lynn Davis, President

By:   
DeVain Anderson, Secretary

**FRIENDS OF KUID/THIRD MERGING ENTITY:**

The Friends of Idaho Public Television,  
KUID/KCDT, Inc.

By:   
Pat Costello, President

By:   
Ann Smart, Secretary