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State of Idaho

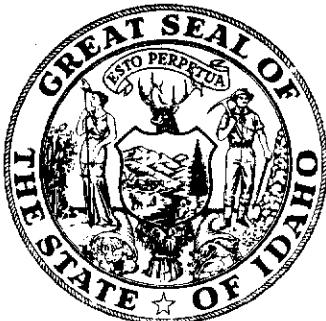
Department of State

CERTIFICATE OF MERGER OR CONSOLIDATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Merger of PARK NEWSPAPERS OF IDAHO, INC., an Idaho corporation, into PARK NEWSPAPERS, INC., a Delaware corporation, duly executed 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 merger, and attach hereto a duplicate original of the Articles of Merger.

Dated: January 7, 1997



Pete T. Cenarrusa
SECRETARY OF STATE

By

Lilly J. Clark

ARTICLES OF MERGER
OF
PARK NEWSPAPERS OF IDAHO, INC.
INTO
PARK NEWSPAPERS, INC.
UNDER SECTIONS 30-1-75 AND 30-1-77
OF THE IDAHO BUSINESS CORPORATION ACT

Jan 7 11 14 AM '97
SECRETARY OF STATE
STATE OF IDAHO

Pursuant to the provisions of Sections 30-1-75 and 30-1-77 of the Idaho Business Corporation Act, the undersigned corporation adopts the following Articles of Merger:

- FIRST: Park Newspapers of Idaho, Inc., an Idaho corporation which was incorporated on the 4th day of August, 1987, (the "Subsidiary"), shall be merged with and into Park Newspapers, Inc., a Delaware corporation which was incorporated on the 28th day of February, 1977; Park Newspapers, Inc., will be the surviving corporation (the "Surviving Corporation") and will be governed by the laws of the State of Delaware.
- SECOND: The laws of Delaware permit this merger.
- THIRD: There are one hundred thousand (100,000) issued and outstanding shares of common stock of the Subsidiary, and all such stock is owned by the Surviving Corporation.
- FOURTH: The Surviving Corporation waives the mailing of the agreement and plan of merger that Section 30-1-75 of the Idaho Business Corporation Act requires to occur thirty days prior to the filing of these Articles of Merger.
- FIFTH: The Surviving Corporation may be served with process in Idaho in any proceeding for the enforcement of any obligation of the Subsidiary and in any proceeding for the enforcement of the rights of a dissenting shareholder of the Subsidiary against the Surviving Corporation.
- SIXTH: The Surviving Corporation will promptly pay to the dissenting shareholders of the Subsidiary the amount, if any, to which they shall be entitled under the provisions of the Idaho Business Corporation Act with respect to the rights of dissenting shareholders.

IDAHO SECRETARY OF STATE
DATE 01/07/1997 0900 52790

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CX #: 11301805 CUST#: 70443

MERGER

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SEVENTH: The Surviving Corporation hereby irrevocably appoints the Secretary of State of the State of Idaho as its agent to accept service of process in any proceeding for which the Surviving Corporation has agreed to accept service of process in this instrument.

EIGHTH: The agreement and plan of merger was adopted by the Surviving Corporation in the manner prescribed by the laws of the jurisdiction under which it is organized. The agreement and plan of merger is attached hereto as Exhibit A.

NINTH: These Articles of Merger may be executed in two or more counterparts, each of which shall be deemed an original, but all of which taken together shall constitute a single agreement.

IN WITNESS WHEREOF, the Surviving Corporation
has caused these Articles of Merger to be signed by J.
Stewart Bryan III, its President, and George L.
Mahoney, its Secretary, this 7th day of January, 1997.

PARK NEWSPAPERS, INC.

By: 

Name: J. Stewart Bryan III

Title: President

By: 

Name: George L. Mahoney

Title: Secretary

EXHIBIT A

AGREEMENT AND PLAN OF MERGER
OF
PARK NEWSPAPERS OF IDAHO, INC.
INTO
PARK NEWSPAPERS, INC.

AGREEMENT AND PLAN OF MERGER, dated as of January 7, 1997, by and between Park Newspapers, Inc., a Delaware corporation (the "Surviving Corporation") and Park Newspapers of Idaho, Inc., an Idaho corporation (the "Subsidiary"). Pursuant to Section 253 of the Delaware General Corporation Law and Section 30-1-75 of the Idaho Business Corporation Act, the parties agree that the Subsidiary shall merge with and into the Surviving Corporation (the "Merger") according to the terms set forth below:

FIRST: The Surviving Corporation owns all of the issued and outstanding shares of the capital stock of the Subsidiary.

SECOND: The Merger shall be effective as of the date on which the Articles of Merger and the Certificate of Ownership and Merger are filed with each respective state (the "Effective Date"). Upon the Merger, the corporate existence of the Surviving Corporation, with all its purposes, powers and objects, shall continue unaffected and unimpaired by the Merger, and the corporate identity and existence of the Subsidiary, with all its purposes, powers and objects, shall be merged with and into the Surviving Corporation, and the Surviving Corporation shall be fully vested therewith. The separate existence and corporate organization of the Subsidiary shall cease as of the Effective Date.

THIRD: There are one hundred thousand (100,000) issued and outstanding shares of common stock of the Subsidiary, and all such stock is owned by the Surviving Corporation. There are four thousand one hundred fifty (4,150) issued and outstanding shares of common stock of the Surviving Corporation.

FOURTH: As of the Effective Date, the issued and outstanding shares of the capital stock of the Surviving Corporation and the Subsidiary shall become and be converted as follows: (A) the shares of the Surviving Corporation stock which are outstanding immediately prior to the Effective Date shall, by virtue of the Merger and without any action by the holder thereof, be and become shares of the Surviving Corporation; and (B) the certificates representing the shares of the Subsidiary stock outstanding and presently owned by the Surviving Corporation shall be canceled. At and after the Effective Date, the Surviving Corporation shall possess all the rights,


privileges, immunities, powers, and purposes, of each of the Surviving Corporation and the Subsidiary; all the property, real and personal, shall vest in the Surviving Corporation without further act or deed; and the Surviving Corporation shall assume and be liable for all the liabilities, obligations and penalties of the Surviving Corporation and the Subsidiary.


FIFTH: As of the Effective Date, the certificate of incorporation and the bylaws of the Surviving Corporation shall be in the form of the existing certificate of incorporation and bylaws of the Surviving Corporation.

SIXTH: This Agreement and Plan of Merger may be executed in two or more counterparts, each of which shall be deemed an original, but all of which taken together shall constitute a single agreement.

IN WITNESS WHEREOF, each of the parties has caused this Agreement and Plan of Merger to be executed on its behalf by its duly authorized officers, as of the day and year first written above.


PARK NEWSPAPERS, INC.

By: 
Name: J. Stewart Bryan III
Title: President

By: 
Name: George L. Mahoney
Title: Secretary

PARK NEWSPAPERS OF IDAHO, INC.

By: 
Name: H. Graham Woodlief, Jr.
Title: President

By: 
Name: George L. Mahoney
Title: Secretary