

State of Idaho



Department of State

CERTIFICATE OF QUALIFICATION OF FOREIGN CORPORATION

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

JACK KENT COCKE, INCORPORATED

a corporation duly organized and existing under the laws of **California** has fully complied with Section 10 Article II of the Constitution, and with Sections 30-501 and 30-502, Idaho Code, by filing in this office on the **Sixth** day of **October**, 19 **64**, a properly authenticated copy of its articles of incorporation, and on the **Sixth** day of **October**, 19 **64**, a designation of **T. H. Eberle** in the County of **Ada** as statutory agent for said corporation within the State of Idaho, upon whom process issued by authority of, or under any law of this State, may be served.

AND I FURTHER CERTIFY, That said corporation has complied with the laws of the State of Idaho, relating to corporations not created under the laws of the State, as contained in Chapter 5 of Title 30, Idaho Code, and is therefore duly and regularly qualified as a corporation in Idaho, having the same rights and privileges, and being subject to the same laws, as like domestic corporations.

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 **6th** day of **October**, A.D. 19 **64**.

Secretary of State.

STATE OF CALIFORNIA



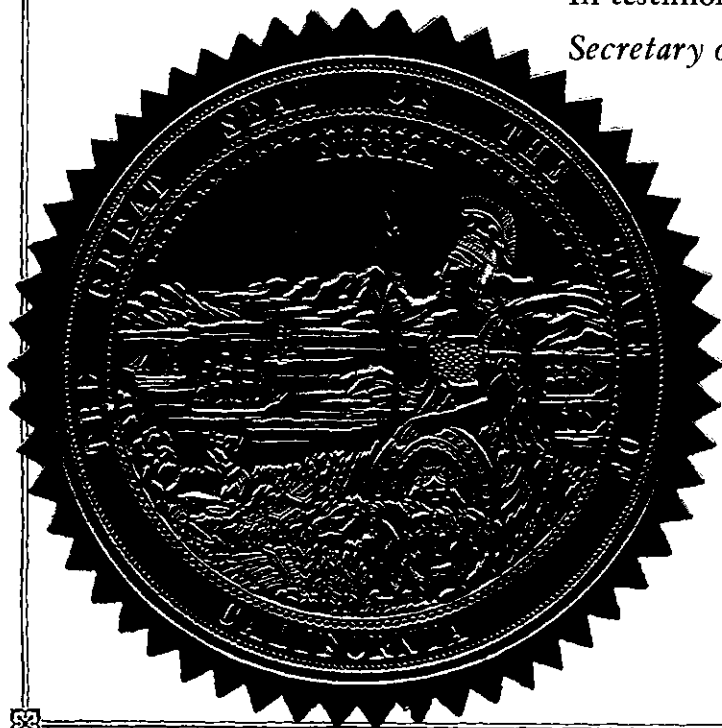
DEPARTMENT OF STATE

To all whom these presents shall come, Greetings:

I, FRANK M. JORDAN, Secretary of State of the State of California, hereby certify:

That the annexed transcript has been compared with the RECORD on file in my office, of which it purports to be a copy, and that the same is full, true and correct.

In testimony whereof, I, **FRANK M. JORDAN**,
*Secretary of State, have hereunto caused the Great
Seal of the State of California to be
affixed and my name subscribed, at
the City of Sacramento, in the State
of California,*
this **SEP 14 1964**



Frank M. Jordan
Secretary of State

By *Walter G. Stiller*
Assistant Secretary of State

ENDORSED

FILED

In the Office of the Secretary of State
of the State of California
NOV. 13, 1958

FILED

COUNTY CLERK

NOV. 20, 1958

ARTICLES OF INCORPORATION

FRANK M. JORDAN, Secretary of
State

OF

By STACY H. ASPEY,
Deputy

BROADCAST EQUIPMENT CORPORATION

I

The name of this corporation is BROADCAST
EQUIPMENT CORPORATION.

II

The primary business in which the corporation
is intending to initially engage is to own, manufacture,
construct, purchase, sell, lease, install, operate, repair,
maintain and otherwise deal in and deal with radio broad-
casting apparatus, television, transmitting, and/or receiv-
ing apparatus, and equipment, sets, accessories, parts,
and instruments of all kinds and descriptions, and any
and all things used or capable of being used in connection
with radio and television, broadcasting, reception and
communication of any kind or description.

III

The general purposes for which the corporation
is formed are:

(a) To manufacture, design, lay out, construct,
develop, improve, install, own, operate, repair, maintain
and otherwise deal in and with, radio broadcasting appara-
tus and equipment, television transmitting and/or receiving
apparatus, broadcasting stations, sound producing and/or
reproducing apparatus, transmitting and receiving appara-
tus of all kinds for the transmission and/or reception of
signals, sound, intelligence, information, entertainment,

music, pictures, images, light, heat, power, and/or energy, whether by radio, wireless, wired wireless, wire, telephone, telegraph or by any other method or combination of methods now known or hereafter discovered.

(b) To act as radio, or wireless, or electrical engineer, contractor, and/or manufacturer; to prepare plans and designs for the construction, installation and operation of, and to buy, sell, lease, license, hire, import, export, trade in, deal with, construct, install and operate wireless receiving and transmitting stations and electrical equipment of whatever nature and description.

(c) To buy, sell, lease, license, hire, export, import, trade in and deal with amplifiers, transmitters, receivers, tubes, batteries, wire, coils, and all other radio or wireless equipment and appurtenances, and electrical commercial appliances of whatever nature and description.

(d) To design, lay out, construct, install, equip and/or operate stations and plants for transmitting, broadcasting, receiving and/or utilizing electromagnetic waves, and to construct and install all electric generating and power stations, dynamos, and other equipment necessary or desirable therefor.

(e) To manufacture, purchase, or otherwise acquire, own, mortgage, pledge, sell, assign and transfer or otherwise dispose of, to invest, trade, deal in and deal with goods, wares and merchandise and real and personal property of every class and description.

(f) To experiment with, develop, manufacture, sell, buy and generally deal with and in apparatus used with, or which may be used in any way directly or indirectly

in connection with the transmission and/or reception of television, radio telephoto and communication of every kind or nature, by wire or by wireless methods, or by any other means or methods either now known or which may hereafter be discovered.

(g) To carry on the business of furnishing amusement to the public.

(h) To acquire real property by purchase, lease or otherwise; to build, equip, own, hold, lease, operate, improve, develop, subdivide, exchange, sell or otherwise dispose of, to contract to buy, exchange, sell and otherwise dispose of, to mortgage or otherwise encumber and generally in any and every way to invest in, own and deal in and with real estate, both improved and unimproved, lease and leasehold interests and water rights and all rights, interests, estates and equities therein.

(i) To lend money and negotiate loans with or without interest and with or without security; to draw, accept, endorse, discount, buy, sell and deliver bills of exchange, promissory notes, bonds, debentures, coupons and other negotiable instruments and securities; to purchase, acquire, own, hold guarantee, sell, assign, transfer, mortgage, pledge or otherwise dispose of and deal in, shares, bonds, notes, debentures, or other securities or evidences of indebtedness of any other person, corporation or association, whether domestic or foreign, and whether now or hereafter organized or existing; and while the holder thereof, to exercise all the rights, powers and privileges of ownership, including the right to vote thereon, to the same extent as a natural person might or could do.

(j) To acquire as factor, commission agent or broker, or on and for its own account, by purchase or otherwise, own, operate, maintain, manage, equip, improve, repair, alter and otherwise deal with, use and enjoy, design, develop, assemble, build, construct, fabricate, manufacture, import, lease as lessee, and otherwise acquire, to mortgage, deed in trust, pledge and otherwise encumber, and to sell, export, lease as lessor, exchange or otherwise dispose of, goods, wares, merchandise, machinery, equipment, devices, appliances and personal property of every sort, nature and description.

(k) To apply for, obtain, license as licensee thereunder, lease, purchase or otherwise acquire, and to hold, use, own, operate and introduce, assign, sell or otherwise dispose of, any letters patent, licenses, improvements, processes, trademarks and tradenames, copyrights, devices, methods and formulae, used in connection with, or secured under letters patent of the United States, or elsewhere, or otherwise; and to use, exercise, develop, grant licenses in respect to, or otherwise turn to account any such patents, licenses, processes, inventions, improvements, devices, methods, formulae, trade marks, copyrights and trade names, or the like, or any such property or rights and to supervise or otherwise exercise such control over its said licensees and the business conducted by them, as may be agreed upon in its contracts with such licensees for the protection of its rights in said patents, inventions, privileges, processes, formulae, improvements, devices, trade marks, methods, copyrights, and trade names, and to secure to it the payment of agreed royalties, and to manufacture or deal in any article, product or by-product,

process, or the like under any such patents, or any articles of any description used or suitable to be used in connection therewith.

(1) To acquire, to purchase or otherwise, the good will, business, property rights, franchises and assets of every kind, with or without undertaking to discharge, either wholly or in part, the liabilities of any person, firm, association or corporation; and to acquire any business as a going concern or otherwise; (1) by purchase of the assets thereof, wholly or in part; (2) by acquisition of the shares or any part thereof; or (3) in any other manner; and to pay for the same in cash or in the shares or bonds or notes or other evidences of indebtedness of this corporation, or otherwise; to hold, maintain and operate, or in any manner dispose of, the whole or any part of the good will, business, rights and property so acquire, and to conduct in any lawful manner the whole or any part of any business so acquired; and to exercise all the powers necessary or convenient in and about the management of such business.

(2) To enter into, make, perform and carry out contracts of every sort and kind which may be necessary or convenient for the business of this corporation, with any person, firm, corporation, whether private, public or municipal, body politic, any state, territory or municipality of the United States of America, or any foreign country or agency or political subdivision thereof.

(3) To engage in any undertaking or business as a partner, joint adventurer, or otherwise, with any person, firm or corporation, and to conduct its business, or any part thereof, or any business in which it is engaged

as a partner or joint adventurer, under such fictitious name or names as may be determined upon from time to time.

(o) To promote or to aid in any manner, financially or otherwise, any person, partnership, joint adventure, association or corporation, and for this purpose to guarantee the contracts, dividends, shares, bonds, debentures, notes and other obligations of any other persons, partnership, joint adventures, associations or corporations.

(p) To borrow money, to issue bonds, notes, debentures or other obligations of this corporation from time to time for any of the objects or purposes of this corporation, and to secure the same by mortgage, pledge, deed of trust or otherwise, or to issue the same unsecured.

(q) To carry on any business whatsoever, which this corporation may deem proper or convenient in connection with any of the foregoing purposes 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; within the scope of the powers and purposes of this corporation, to conduct its business in this State, in other states, in the District of Columbia, in the territories and possessions of the United States, and in foreign countries; and to hold, purchase, mortgage and convey real and personal property, either in or out of the State of California, and to have and to exercise all the power conferred by the laws of California upon a corporation formed under the laws pursuant to and under which this corporation is formed, as such laws are now in effect or may at any time hereafter be amended.

(r) To do any act and transact any business in connection with the said purposes and powers which a co-partner or a natural person could do or exercise and which now or hereafter may be authorized by law to carry on any other lawful business enterprise or activity whatsoever which may seem capable of being carried on in connection with the foregoing, or calculated directly or indirectly to promote the interests of this corporation or to enhance the value of its properties.

(s) The foregoing statement of purposes shall be construed as a statement of both purposes and powers and the purposes and powers stated in each clause shall, except where otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause or paragraph of these articles. The objects, purposes and powers specified in each of the clauses and paragraphs of these articles shall be regarded as independent objects, purposes and powers.

IV

The County in the State of California where the principal office for the transaction of the business of this corporation is to be located is Los Angeles County.

V

Said corporation is authorized to issue only one class of shares of capital stock, and the total number of shares which said corporation shall have authority to issue shall be Fifty Thousand (50,000), all of which shares are to be without nominal or par value. The rights of the holders of said shares shall be without distinction or difference.

VI

(a) The number of the directors of this corporation shall be three (3);

(b) The names and addresses of the persons who are appointed to act as the first directors of this corporation are:

<u>Name</u>	<u>Address</u>
William S. Scully	843 South Rimpas Blvd. Los Angeles 5, California
Leon S. Angvire	186 North Clark Drive Beverly Hills, Calif.
Elliott H. Pentz	837 South Orange Grove Pasadena, California

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of California, we, the undersigned, constituting the incorporators of this corporation, including the persons named hereinabove as the first directors of this corporation, have executed these Articles of Incorporation this 11th day of November, 1953.

WILLIAM S. SCULLY
William S. Scully

LEON S. ANGVIRE
Leon S. Angvire

ELLIOTT H. PENTZ
Elliott H. Pentz

STATE OF CALIFORNIA }
COUNTY OF LOS ANGELES } ss

On this 11th day of November, 1958, before me, the undersigned, a Notary Public in and for said County and State, residing therein, duly commissioned and sworn, personally appeared WILLIAM S. SCULLY, LEON S. ANGWIRE, and ELLIOTT H. PENTZ, each for himself alone and not one for the other, known to me to be the persons whose names are subscribed to the foregoing Articles of Incorporation, 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.

Oiga E. Stucke
Notary Public in and for said
County and State

My Commission Expires 2/16/61

DOCUMENT FILED
LOS ANGELES COUNTY
AUG 27 1964

OFFICE OF COUNTY CLERK
CORPORATION DIV

CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF
BROADCAST EQUIPMENT CORPORATION

ENDORSED
FILED

In the office of the Secretary of State
of the State of California

AUG 21 1964

FRANK M. JORDAN, Secretary of State
By F. C. VOGEL
Deputy

The undersigned, Jack Kent Cooke and Barbara Jean Cooke, do hereby certify that they are, respectively, and have been at all times herein mentioned, the duly elected and acting President and Assistant Secretary of Broadcast Equipment Corporation, a California corporation, and further that:

ONE: At a meeting of the Board of Directors of said corporation, duly held at 310 St. Cloud Road, Los Angeles, California, on the 17th day of June, 1964, at which meeting there was at all times present and acting a quorum of the members of said Board, the following resolutions were duly adopted:

"WHEREAS, it is deemed by the Board of Directors of this corporation to be to its best interests and to the best interests of its shareholders that Article I of its Articles of Incorporation, as amended, be amended to read as hereinafter set forth:

"NOW, THEREFORE, BE IT RESOLVED, that Article I of the Articles of Incorporation of this corporation be amended to read in full as follows:

"I

"The name of this corporation is JACK KENT COOKE, INCORPORATED."

"RESOLVED FURTHER, that the Board of Directors of this corporation hereby adopts and approves said amendment of its Articles of Incorporation.

"RESOLVED FURTHER, that the President or any Vice President and Secretary or Assistant Secretary of this corporation be and they hereby are authorized and directed to submit to the shareholders of this corporation for their approval and adoption, by giving their written consents thereto, the amendment of the Articles of Incorporation of this corporation heretofore adopted and approved at this meeting of this Board of Directors, and upon receipt of the written consents of the shareholders of the requisite number of shares as required by law, the appropriate officers of this corporation be and they hereby are authorized and directed to sign and verify by their oaths and to file a certificate in the form and manner required by the Corporations Code of the State of California, and in general to do any and all things necessary to effect said amendments in accordance with the provisions of said Code."

TWO: The number of shares of said corporation consenting in writing to such amendment of its Articles of Incorporation is 10,000. A copy of the form of written consent executed by the holder of such shares is attached hereto marked "Exhibit A."

THREE: The total number of shares of said corporation entitled to vote on or consent to the

adoption of such amendment is 10,000.

IN WITNESS WHEREOF, the undersigned have
executed this Certificate of Amendment this 17th day
of June, 1964.

/s/ J. K. COOKE
President of
Broadcast Equipment Corporation

/s/ BARBARA JEAN COOKE
Assistant Secretary of
Broadcast Equipment Corporation

The undersigned, JACK KENT COOKE, President,
and BARBARA JEAN COOKE, Assistant Secretary of BROADCAST
EQUIPMENT CORPORATION, a California corporation, each
certifies under penalty of perjury that the matters
set out in the foregoing Certificate of Amendment of
Articles of Incorporation are true and correct.

Executed at Los Angeles, California, on
June 17, 1964.

~~/s/ JACK KENT COOKE~~

~~/s/ BARBARA JEAN COOKE~~

BROADCAST EQUIPMENT CORPORATION

Written Consent of Shareholders to
Amendment of Articles of Incorporation

WHEREAS, at a meeting of the Board of Directors of Broadcast Equipment Corporation, a California corporation, duly held at 310 St. Cloud Road, Los Angeles, California, on June 17, 1964, at which meeting a quorum of the members of said Board was at all times present and acting, an amendment of the Articles of Incorporation as amended of said Company was adopted and approved by resolution of said Board amending Article I of said Articles of Incorporation to read as follows:

"I

"The name of this corporation is JACK
KENT COOKE, INCORPORATED."

NOW, THEREFORE, the undersigned registered owner and holder of the shares of stock of Broadcast Equipment Corporation does hereby in writing, with respect to all shares owned and held by him, adopt and approve and consent to the foregoing amendment of said Articles of Incorporation, and does hereby consent that Article I of said Articles of Incorporation be amended to read as herein set forth.

IN WITNESS WHEREOF, the undersigned has hereunto signed his name and the date of signing.

<u>Name of Shareholder</u>	<u>Number of Shares</u>	<u>Date</u>
<u>JACK KENT COOKE</u>	<u>10,000</u>	<u>June 17, 1964</u>