

# State of Idaho



## Department of State.

### CERTIFICATE OF QUALIFICATION OF FOREIGN CORPORATION

**IRA H. MASTERS**

I, ~~XXXXXXXXXXXX~~, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that

#### **KEARNS-TRIBUNE CORPORATION**

a corporation duly organized and existing under the laws of **Utah** has fully complied with Section 10 Article II of the Constitution, and with Sections 29-501 and 29-502, Idaho Code, Annotated, by filing in this office on the **Second** day of **January**, 19 **54**, a properly authenticated copy of its articles of incorporation, and on the **2nd** day of **January** 19 **54**, a designation of **Ralph L. Albaugh** in the County of **Bonneville** 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 29, Idaho Code, Annotated, 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 **2nd** day of **January**, in the year of our Lord one thousand nine hundred **fifty-four**, and of the Independence of the United States of America the One Hundred **Seventy-eighth**.

Secretary of State.



Secretary of State's Office

I, LAMONT F. TORONTO, SECRETARY OF STATE OF THE STATE OF UTAH,  
DO HEREBY CERTIFY THAT the attached is a full, true and correct copy of the  
Agreement of Consolidation and Articles and Certificate of Incorporation of  
KEARNS-TRIBUNE CORPORATION, filed under date of December 28th, 1953.

AS APPEARS of record IN MY OFFICE.

IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND

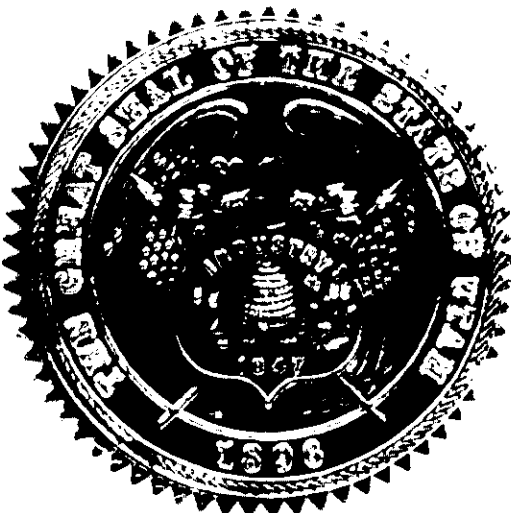
AND AFFIXED THE GREAT SEAL OF THE STATE OF UTAH

AT SALT LAKE CITY, THIS 28th DAY OF

December 19 53

Lamont F. Toronto  
SECRETARY OF STATE

BY Mendell L. Coltrill  
DEPUTY



AGREEMENT OF CONSOLIDATION  
AND  
ARTICLES AND CERTIFICATE OF INCORPORATION  
OF  
KEARNS-TRIBUNE CORPORATION

(A consolidation of Kearns Corporation, a Delaware corporation, Salt Lake Tribune Publishing Company, a West Virginia corporation, and Telegram Publishing Company, a Utah corporation, into a Consolidated Corporation, organized under the laws of the State of Utah, under the name of Kearns-Tribune Corporation.)

THIS AGREEMENT OF CONSOLIDATION, made and entered into this 16th day of December, 1953, by and between Kearns Corporation, a corporation, organized and existing under the laws of the State of Delaware, and its Directors or a majority thereof, parties of the first part, Salt Lake Tribune Publishing Company, a corporation, organized and existing under the laws of the State of West Virginia (hereinafter sometimes called "Tribune Company"), and its Directors or a majority thereof, parties of the second part, and Telegram Publishing Company, a corporation, organized and existing under the laws of the State of Utah (hereinafter sometimes called "Telegram Company"), and its Directors or a majority thereof, parties of the third part, said three corporation being hereinafter sometimes referred to collectively as "Constituent Corporations",

W I T N E S S E T H :

1. That the Constituent Corporations, each having full, lawful power and authority to consolidate, one with the other, under the laws of their respective states of incorporation, and to form and be a new consolidated corporation which will become the owner and succeed to all the rights, privileges, franchises, and all property, real and personal and all subscriptions and debts due of whatever kind and all corporate and other rights and interests of all the corporations so

consolidated, (hereinafter sometimes separately and sometimes collectively referred to as "Consolidated Properties").

2. (a) That the authorized capital of Telegram Company is \$550,000.00 consisting of 500,000 shares of \$1.00 par common stock and 50,000 shares of \$1.00 par preferred stock of which there are issued and outstanding 65,000 shares of common stock and 8,396 shares of preferred stock, all owned and held by Tribune Company.

(b) That the authorized capital of Tribune Company is \$2,500,000.00 consisting of 25,000 shares of \$100.00 par value common stock of which 8,000 shares are issued and outstanding, 7,200 shares being owned and held by Kearns Corporation and 800 shares being owned and held by a stockholder other than Kearns Corporation.

(c) That the original authorized capital of Kearns Corporation consisted of 2,700 shares of no par value, of which there have been cancelled and retired in reduction of capital All except 868  $\frac{2}{3}$  shares which are now issued and outstanding.

(d) That by reason of the ownership of the issued and outstanding stock of the Constituent Corporations as aforesaid it will simplify the consolidation of the three Constituent Corporations to issue the stock of the Consolidated Corporation only to the stockholders of Kearns Corporation and to the stockholders of Tribune Company other than Kearns Corporation, as aforesaid in exchange for and cancellation of the said outstanding stock of the Constituent Corporations, as provided in the following Articles of Incorporation of the Consolidated Corporation.

NOW, THEREFORE, in consideration of the premises and of the mutual agreements, provisions, covenants and grants herein contained, the parties hereto, in accordance with the provisions of the laws of the State of Delaware, the laws of the State of West Virginia and the laws of the State of Utah agree that Kearns Corporation, Tribune Company, and Telegram Company consolidate to form Kearns-Tribune Corporation, a Utah Corporation, and hereby agree upon and describe the terms and conditions of said consolidation and the manner of carrying the same

into effect, as follows:

FIRST

That Kearns Corporation, Salt Lake Tribune Publishing Company and Telegram Publishing Company, Constituent Corporations aforesaid, are hereby consolidated into a single Consolidated Corporation under the name of Kearns-Tribune Corporation, (herein called "Consolidated Corporation").

SECOND

That the Articles of Incorporation of the Consolidated Corporation, as in this agreement hereinafter set out, shall constitute a part of this agreement, and the provisions of said Articles of Incorporation shall be considered and construed as the covenants made or adopted by each of the respective parties to this agreement, and as further defining the agreement between all of the parties hereto.

THIRD

That the limit and amount of the capital of the Consolidated Corporation shall be \$2,019,130.00, divided into 201,913 shares of the par value of \$10.00 per share, all of which shall be fully paid by the Consolidated Corporation acquiring through consolidation under the laws of the State of Utah, all of the Consolidated Properties of each of the Constituent Corporations so consolidated, as herein provided.

FOURTH

That in consideration of having acquired under the provisions of this agreement all of the Consolidated Properties, the Consolidated Corporation shall

(1) cause to be fully paid all of the authorized capital stock of the Consolidated Corporation, and

(2) assume all debts, liabilities and duties of said Constituent Corporations and that henceforth from and after the effective date of incorporation of the Consolidated Corporation, as hereinafter in this agreement fixed, said debts, liabilities and duties, so assumed by the Consolidated Corporation as aforesaid shall be enforceable against the Consolidated Corporation to the same extent as if incurred or contracted by it.

FIFTH

That shares of the authorized, fully paid capital stock of the Consolidated Corporation shall be exchangeable for, and the stock of each Constituent Corporation shall be cancelled or converted into the stock of the Consolidated Corporation in the manner and in the proportion set forth in Article XVI of the Consolidated Articles of Incorporation hereinafter contained.

SIXTH

Upon the consummation of the acts of consolidation herein provided for, to the extent and as provided by the laws of the State of Utah, all and singular the rights, privileges and powers, of each of said Constituent Corporations and all Consolidated Properties and all other things in action or belonging to each said Constituent Corporation shall be vested in the Consolidated Corporation; and all Consolidated Properties, and all and every other interest of each said Constituent Corporation, parties hereto, shall thereafter be as effectually the property of said Consolidated Corporation as they were of the several and respective Constituent Corporations, and the title to any and all real estate, whether by deed or otherwise vested in any of said Constituent Corporations shall not revert or be in any way impaired by reason of said consolidation, provided that all rights of creditors and all liens upon the property of any and all said Constituent Corporations shall be preserved unimpaired, and the respective Constituent Corporations may be deemed to continue in existence in order to preserve the same; and all debts, liabilities and duties of either of said Constituent Corporations shall forthwith attach to said Consolidated Corporation and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by it, it being expressly provided that the consolidation of the Constituent Corporations shall not in any manner impair the rights of any creditor or creditors of said Constituent Corporations. If at any time said Consolidated Corporation shall deem that any further

assignments, assurances in the law, or things are necessary or desirable to vest in the said Consolidated Corporation the title to any property of any said Constituent Corporation, then each of said Constituent Corporations (as the case may be) and its proper officers and Directors shall and will execute all proper conveyances, assignments and assurances in the law and do all things necessary or proper to vest title to such property in said Consolidated Corporation and otherwise to carry out the purposes of this agreement. It is expressly declared that the Consolidated Corporation shall be subject to the remedies and liabilities in such case provided by the laws of the State of Utah concerning consolidation of corporations.

SEVENTH

The corporate names and organizations of said Kearns Corporation, Salt Lake Tribune Publishing Company and Telegram Publishing Company, respectively, except insofar as the same shall continue by statute or may be requisite for carrying out the purposes of this agreement shall cease when this agreement has been adopted by the stockholders of the Constituent Corporations as hereinafter provided, and upon filing this agreement in the office of the Secretary of State of the State of Utah and the signing and delivery by said Secretary of State of a Certificate of Incorporation to the Consolidated Corporation.

EIGHTH

The Consolidated Corporation shall pay all expenses of consolidation.

NINTH

This agreement shall be submitted to the stockholders of each of the Constituent Corporations, parties hereto, as provided by law, and shall be deemed and be taken to be the agreement and act of consolidation of said Constituent Corporations upon the adoption thereof by the votes of the stockholders of Kearns Corporation representing two-thirds (2/3) of the total number of shares of its capital stock as provided by the laws of the State of Delaware, by the votes of the stockholders of Salt Lake Tribune Publishing Company representing two-

thirds (2/3) of the total number of shares of its capital stock as provided by the laws of the State of West Virginia, and by the votes of a majority in amount of the outstanding stock entitled to vote of Telegram Publishing Company as provided by the laws of the State of Utah, and the doing of such other acts and things as shall be required by the statutes of the State of Utah providing for the consolidation of corporations.

At the election of the Board of Directors of any of the Constituent Corporations at any time prior to the effective date, this Agreement of Consolidation shall be void and of no effect (and said Agreement of Consolidations shall not be filed) if the holders of more than 5% of the issued and outstanding shares of capital stock of one or more of the Constituent Corporations shall have voted against the merger or objected thereto in writing.

#### TENTH

This agreement shall be filed as required by the statutes of the State of Utah as an agreement of consolidation only when the same shall have been executed in the corporate name of each of the Constituent Corporations by their respective officers thereunto duly authorized, and approved by their respective stockholders as required by law, or as required by the provisions of their respective Articles or Certificates of Incorporation and in conformity with the laws of their respective states of origin.

#### ELEVENTH

The said Constituent Corporations in furtherance of the consolidation as herein provided, and in compliance with the laws of the State of Utah do hereby certify and adopt the following as and for their Articles of Incorporation, as a corporation organized under the laws of the State of Utah and which shall be governed by said laws, to-wit:



CONSOLIDATED ARTICLES OF INCORPORATION  
OF

KEARNS-TRIBUNE CORPORATION

KNOW ALL MEN BY THESE PRESENTS: That we, Kearns Corporation, a Delaware corporation whose principal place of business is at Salt Lake City, Utah, Salt Lake Tribune Publishing Company, a West Virginia corporation whose principal place of business is at Salt Lake City, Utah, and Telegram Publishing Company, a Utah corporation whose principal place of business is at Salt Lake City, Utah, (herein designated "Constituent Corporations"), do hereby voluntarily associate together for the purpose of forming a Consolidated Corporation under the laws of the State of Utah, and do hereby certify:

ARTICLE I

NAME. That the name of said corporation shall be Kearns-Tribune Corporation.

ARTICLE II

DISTINCT CORPORATION. That said corporation is distinct from each of said Constituent Corporations, parties hereto, and is executed by a joining of said Constituent Corporations, hereby forming a new Consolidated Corporation, herein called "Consolidated Corporation".

ARTICLE III

DURATION. The time of this corporation's duration and the period for which it shall exist is one hundred (100) years from and after the date of its incorporation.

ARTICLE IV

PRINCIPAL PLACE OF BUSINESS. The place where the corporation is organized and its principal place of business is the City of Salt Lake, County of Salt Lake, State of Utah.

ARTICLE V

PURSUIT OR BUSINESS. That the pursuit or business agreed upon and for which this Consolidated Corporation is formed is:

(1) CONSOLIDATED PROPERTIES. To purchase and take over by

consolidation under the laws of the State of Utah the properties, real, personal and mixed, rights, privileges and franchises of each of the Constituent Corporations.

(2) NEWSPAPERS, ETC. To acquire, print, publish, conduct and circulate or otherwise deal in and with any newspaper or newspapers, journals, magazines, books and other literary works and publications, and generally to carry on the business of newspaper proprietors and general publishers, and especially to take over the publication known as the Salt Lake Tribune; to transact a general printing and publishing business, and in connection therewith and relating thereto, to purchase copyrights for books and publications, with the right to issue licenses for the same and receive pay therefor; to engage in the engraving and bookbinding business and the embossing, lithographing and impressing on paper and impressionable surfaces, pictures, figures and letters; to manufacture such paper and material as may be necessary in the business of printers, stereotypers, electrotypers, lithographers, photographic printers, photo-lithographers, engravers, die sinkers, and the transaction of a printing and publishing business; to own, operate and deal in all manner of facilities for the collection and distribution of news and information; to manufacture, publish, buy, sell and deal in all kinds of books, periodicals and stationery supplies, as well as all raw materials which enter into the composition thereof, and generally to do any and all things incidental to the foregoing pursuits as fully and to the same extent as a natural person might do; and to sponsor or carry on newspaper promotional activities.

(3) COPYRIGHTS, PATENTS, ETC. To apply for, obtain, register, purchase, lease or otherwise acquire or obtain the use of and to hold, own, use, work, operate, develop and introduce and to sell, assign, grant licenses in respect of or otherwise deal with, dispose of, or turn to account any copyrights, trademarks, trade names, brands, labels, patent rights, letters patent of the United States of America, or of any other country, government or authority, and any inventions, improv-

ments, processes and formulae, whether in connection with or secured under letters patent or otherwise.

(4) RADIO AND TELEVISION. To broadcast, televise, disseminate, distribute, transmit, re-transmit, receive, collect, show or project, by means of electricity, magnetism, light, heat, radio, electrostatic, electromagnetic or other waves, variations or impulses, or any combination of any of them, whether conveyed by conductors or radiated through space or distributed by film, wire, cable, tape, record or other medium, or otherwise, by any means, whether now known or hereafter discovered, or any combination of any of them, news, music, instructions, culture, entertainment, speeches, sermons, photographs, pictures, scenes, plays, events or advertising, education or informative matter, or any combination of any of them, and to provide and furnish for the use of others facilities for any of said purposes; to originate, arrange, provide, buy, sell or distribute, with or without compensation, programs consisting of or containing the materials or things above enumerated for broadcasting, dissemination, projection, or distribution by means of electricity, magnetism, radio, light, heat, electrostatic, electromagnetic or other waves, variations or impulses or distributed by film, wire, cable, tape, record or otherwise by any means, whether now known or hereafter discovered, or any combination of any of them, and to contract with and engage the services of artists and others for the purpose of providing such programs.

(5) INVESTMENTS. To acquire by purchase, subscription, exchange, or otherwise, the stocks, bonds, mortgages, debentures, investments, scrip, securities, notes, or other evidences of indebtedness, and the obligations of every kind and nature, of any person or individual, firm, association, or corporation, public or private, municipality, body politic, county, territory, state, government or colony or dependency thereof, whether of the United States or of any foreign country; to hold the same for investment, or otherwise, to trade and deal in and with the same, and to pledge, mortgage, hypothecate,

guarantee, underwrite, use, sell, assign, transfer, or otherwise dispose of the same; to do any acts or things for the preservation, protection, improvement, or enhancement of the value of any such stocks, bonds, mortgages, debentures, investments, scrip, securities, notes, or other evidences of indebtedness, or obligations of whatsoever kind and nature, held by it, and to aid in any manner any corporation or corporations, firm or firms, association or associations, individual or individuals, of which the same are held, and, while the owner thereof, to exercise all the rights, powers, and privileges of ownership, including the right to vote thereon, to give proxies to others to vote thereon, and to receive and distribute dividends, interest and profits on the same and income of whatsoever kind therefrom; and to acquire by purchase, exchange or otherwise, and to hold for investment, or otherwise, and to pledge, mortgage, hypothecate, guarantee, use, sell, assign, transfer, or otherwise dispose of, any bonds, or notes or loans secured by mortgage or other lien on real property, including special improvement bonds or warrants, or by pledge of personal property; and to lend money upon mortgage on real property or upon pledge or hypothecation of personal property or choses in action.

(6) REAL ESTATE. To acquire by purchase, lease, exchange, or otherwise, real property, improved or unimproved, and any estate or interest therein, and any rights over or connected therewith or appurtenant thereto, within or without the State of Utah, wherever situated; to own, hold, use, develop, maintain, manage, operate, and improve the same, and to sell, exchange, convey, lease, mortgage, encumber, or otherwise dispose of the same, and generally to invest and deal in and with the same, and to do all acts and things for the development, maintenance, management, operation and improvement of the same and the use and occupation of the same for agricultural, residence, manufacturing, trade or business purposes or for any lawful purpose or purposes whatsoever, and in particular by surveying, consolidating, connecting or subdividing properties for building purposes and for the purpose of sale.

lease or otherwise; by irrigating, draining, planting, cultivating, harvesting and generally farming lands, and by constructing, reconstructing, pulling down, altering, repairing, decorating, furnishing, fitting up, improving, maintaining, managing, and operating offices, and office buildings, flats, houses and apartment houses, factories, grain elevators, warehouses, shops, stores and storerooms, stables, garages, places of amusement, buildings, works, conveniences, and improvements of all kinds, and to collect rents and income, and to supply, for or without additional consideration, tenants, occupiers, and others, light, heat, power, water, janitor service, elevator service, attendance of all kinds, lavatories, laundry conveniences, electric conveniences, stables, garages, and generally all such advantages, accommodations, conveniences and service as may be deemed advisable and proper.

(7) TRADE, ETC. To manufacture, purchase, lease, exchange, or otherwise acquire, own, hold, lease, exchange, mortgage, pledge, sell, assign and transfer, or otherwise dispose of, to invest, trade, deal in and with, goods, wares and merchandise and personal property of every kind and nature.

(8) FARMING AND LIVESTOCK. To engage in the business of buying, raising and selling livestock, and the business of farming or ranching in all their respective branches.

(9) WATER RIGHTS. To acquire, hold, own, use, operate, sell, assign, lease, mortgage, or otherwise dispose of, water rights, appropriations of water, for irrigation, power and all other purposes, irrigation systems and works, including dams, head works, headgates, reservoirs, flumes, pipe lines, tunnels, ditches, canals, conduits and any part thereof and any interest therein.

(10) METAL MINING. To carry on the business of mining, milling, concentrating, converting, smelting, treating, preparing for market, manufacturing, buying, selling, exchanging, and otherwise producing and

dealing in gold, silver, copper, lead, zinc, brass, iron, steel and all kinds of ores, metals and minerals, and the products and by-products thereof of every kind and description and whatsoever process the same can be or may hereafter be produced, and generally and without limit as to amount, to buy, sell, exchange, lease, acquire and deal in lands, mines and mineral rights and claims, and to conduct all business appertaining thereto; to purchase, lease or otherwise acquire, mining rights, timber rights, mines, buildings, dwellings, plants, machinery, tools and other properties whatsoever which this corporation may from time to time find to be for its advantage and purposes; to mine and market any mineral or other product that may be found in or on such lands, and to explore, work, exercise, develop, or turn to account the same; to construct and operate railways and tramways for mining purposes; to build and lease houses for the use of miners and others, including the purchase and sale of same.

(11) OIL AND GAS. To buy, own, sell, and lease petroleum lands; to locate petroleum, gas and other mineral lands under the laws of the United States and the laws of the State of Utah; to drill and bore wells for oil, water, gas, or any other substance; to buy, sell, own, lease, construct and operate oil wells and gas, machinery, tanks, and pipe lines, and to buy, sell, own, and lease all necessary lands, buildings and personal property in connection therewith and necessary for said purposes; to buy, own, sell, lease, construct, and operate factories, machinery, tanks, and pipe lines for the refining and distilling and distribution of petroleum oils, gas, and other hydrocarbon substances or mixtures thereof.

(12) ACQUIRING OTHER BUSINESSES. To acquire by purchase, lease, exchange, or otherwise, in whole or in part, the business, goodwill, rights, franchises and property of every kind, and to assume the whole or any part of the obligations or liabilities, of any person, firm, association or corporation, and to own, hold, maintain, manage and operate the same and continue any business so acquired in its own name or otherwise, and to sell, exchange, convey, lease, mortgage,

pledge, hypothecate, encumber, assign, transfer, or otherwise dispose of the same, in whole or in part, and generally to exercise all the powers necessary, convenient or incidental to the conduct of any such business or the acquisition, ownership, maintenance, management, operation or disposal of any such property.

(13) GENERAL PURSUITS AND POWERS. Without in any particular limiting or restricting any of the objects, or purposes or powers of the corporation, it is hereby expressly declared and provided that the corporation shall have power to lend and advance money or give credit to such persons, firms, corporations or associations, and on such terms as may seem expedient, and in particular to customers, tenants and others having dealings with the corporation, and to give guaranty or become security for any such persons, firms, corporations or associations; to borrow money, and to make, execute and deliver, endorse and guarantee, notes, bonds, debentures and other obligations, and to secure the same by mortgage, pledge, hypothecation or otherwise; to enter into, make, perform, and carry out contracts of every kind, for any lawful purpose, without limit as to amount, with any person, firm, association or corporation, private, public or municipal, or body politic, and with the government of the United States, or any state, territory or colony thereof, or any foreign government; to draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, warrants and other negotiable or transferrable instruments; to purchase (as permitted by the laws of the State of Utah), hold, sell, and transfer the shares of its own capital stock, provided that shares of its own capital stock belonging to it shall not be voted upon directly or indirectly; to have one or more offices, to carry on all or any of its operations and business and without restriction or limit as to amount, to purchase, or otherwise acquire, to hold, own, mortgage, sell, convey, or otherwise dispose of real and personal property of every class and description in any of the States, Districts, Territories, or Colonies of the United States and in any and all foreign

countries, subject to the laws thereof; and to do any one or more or all of the acts and things in this Certificate set forth, and all such other acts, things and business or businesses in any manner connected with, or necessary, incidental, convenient or auxiliary thereto, or calculated directly or indirectly to promote the interests of the corporation or enhance the value of or render profitable any of its property or rights, as such a corporation may lawfully do; and in carrying on its business or for the purpose of attaining or furthering any of its objects, to do any and all acts and things, and to exercise any and all other powers which a co-partnership or natural person could do and exercise, and which now or hereafter may be authorized by law, and either as, or by and through, principals, agents, attorneys, trustees, contractors, factors, lessors, lessees, or otherwise, either alone or in conjunction with others and in any part of the world; and in addition to have and to exercise all the rights, privileges and powers now or hereafter conferred by the laws of the State of Utah.

(14) CONSTRUCTION. The foregoing clauses shall each be construed as purposes, objects and powers, and the matters expressed in each clause shall, except as otherwise expressly provided, be in nowise limited by reference to, or inference from, terms of any other clause, but shall be regarded as independent purposes, objects and powers and the enumeration of specific purposes, objects and powers shall not be construed to limit or restrict in any manner the meaning of general terms or the general powers now or hereafter conferred by the laws of the State of Utah, nor shall the expression of one thing be deemed to exclude another, although it be of like nature, not expressed.

#### ARTICLE VI

CAPITAL. The limit and amount of the capital stock of this Corporation shall be two million nineteen thousand one-hundred thirty (\$2,019,130.00) Dollars, divided into 201,913 shares, of the par value of Ten (\$10.00) Dollars per share.



The number of shares with which this Corporation will commence business shall be 201,913 shares, subscribed in the manner hereinafter in Article XVI hereof set out.

#### ARTICLE VII

OFFICERS. The number and kinds of officers of the Corporation and their qualifications shall be as follows:

(1) A Board of five (5) Directors, provided, however, that the stockholders may at any annual meeting, without notice, fix the membership of the Board of Directors at odd numbers of not less than three or more than nine by resolution of the stockholders adopted by a majority of the shares of the issued and outstanding capital stock of the Corporation;

(2) A President;

(3) A Vice President;

(4) A Secretary;

(5) A Treasurer;

(6) The Directors must be stockholders in the Corporation and at least one of them shall be a resident of the State of Utah. The President and Vice President shall be Directors, but no other officer need be either a Director or stockholder and the offices of Secretary and Treasurer may be held by one and the same person;

(7) Officers other than members of the Board of Directors shall be elected by the Board of Directors and may be removed at any time by the affirmative vote of a majority of the whole Board of Directors;

(8) The Board of Directors may appoint one or more Assistant Treasurer and one or more Assistant Secretary, which offices may or may not be held by one and the same person, which officer or officers may be removed at any time by the Board of Directors;

(9) The Board of Directors, by the affirmative vote of the whole Board, may appoint from its members an Executive Committee, of which a majority shall constitute a quorum; and, to such an extent as

shall be provided by resolution of the Board or the by-laws, such Committee shall have and may exercise all or any of the powers of the Board of Directors, including power to cause the seal of the Corporation to be affixed to all papers that may require it.

#### ARTICLE VIII

ELECTION OF DIRECTORS. The Directors, except those named as such herein, and those chosen to fill a vacancy for an unexpired term, must be elected by the stockholders at the regular annual stockholders' meeting, or, if not held, at any special meeting of the stockholders called for that purpose, and shall serve until the next regular annual stockholders' meeting, or until their successors are elected and qualified. Vacancies occurring in the Board of Directors by death, resignation or incapacity to act may be filled by the remaining Directors who shall constitute a quorum for that purpose, and the Directors so elected shall serve until the election and qualification of their successors as above provided.

#### ARTICLE IX

QUORUM OF BOARD. A quorum of the Board of Directors necessary to transact the business and exercise the corporate power of the Corporation shall be two members when the Board of Directors consists of three members; three members when the Board of Directors consists of five members; four members when the Board of Directors consists of seven members; and five members when the Board of Directors consists of nine members.

#### ARTICLE X

POWERS OF BOARD. In furtherance but not in limitation of the powers conferred by statute of the State of Utah, the Board of Directors without the consent, confirmation or ratification of the stockholders, or any of them, is expressly authorized:

(1) ISSUE STOCK. From time to time, as and when, and upon such terms and conditions as it may determine to issue any part of the authorized capital stock of the Corporation

and to sell the same at such price and upon such terms and conditions to such person or persons as it may determine without offering the same for sale to or subscription by the stockholders of the Corporation.

(2) SELL PROPERTIES. To sell, mortgage, or otherwise dispose of any or all of the property (including real estate) of the Corporation.

(3) BUY PROPERTY. In its discretion to pay for any property or rights acquired by the Corporation, either wholly or partly in money, stock, bonds, debentures or other securities of the Corporation.

(4) BY-LAWS. To make all such by-laws, rules and regulations, not inconsistent with law or with other corporate rights and vested privileges, as may be necessary to carry into effect the objects of the Corporation.

#### ARTICLE XI

DIRECTORS' MEETINGS. Meetings of the Board of Directors may be held for the transaction of any business of the Corporation at such place or places outside the State of Utah, or at such place or places within the said State, as the Directors may by resolution or by-laws provide. No notice to Directors of regular monthly or other periodic meetings of the Board of Directors, which may be provided for by the by-laws, shall be necessary. Special meetings of the Board of Directors may be called by the President or any two Directors who shall give notice to the remaining Directors who are in the State of Utah in time to be present.

#### ARTICLE XII

NAMED DIRECTORS. The Directors of the Corporation to serve until the first annual stockholders' meeting, and until their successors are elected and qualified, are as follows:

J. F. Fitzpatrick, DIRECTOR

Thomas F. Kearns, Jr., DIRECTOR

J. W. Gallivan, DIRECTOR

Thomas Kearns McCarthey, DIRECTOR

Sheila McCarthey O'Day, DIRECTOR

all of whom are Directors of one or more of the Constituent Corporations.

#### ARTICLE XIII

NAMED OTHER OFFICERS. The officers other than Directors who shall serve until the first annual meeting of the stockholders, or until prior removal by the Board of Directors, are as follows:

J . F. Fitzpatrick, PRESIDENT

Thomas F. Kearns, Jr., VICE PRESIDENT

J. W. Gallivan, SECRETARY

J. W. Gallivan, TREASURER

#### ARTICLE XIV

STOCKHOLDERS' MEETINGS. The regular annual meeting of the stockholders of the Corporation for the election of Directors and the transaction of such other business as may properly come before the meeting, shall be held at the general offices of the Corporation in Salt Lake City, Utah, on the fourth Monday in the month of March in each year, commencing with the year 1954, at 2:00 o'clock, P.M., unless such Monday comes on a regular holiday, in which event said meeting shall be held at the same hour on the next succeeding day not a holiday.

No notice of such annual stockholders' meeting need be given.

Special meetings of the stockholders may be called by any two Directors or by any number of stockholders owning of record not less than one-third of the outstanding stock entitled to vote in such meeting, and notice of such meeting shall be given as provided by law.

The manner of voting at stockholders' meetings shall be by ballot, each stockholder being entitled to one vote in person or by

proxy for each share of stock held by him. Sixty per cent of the issued and outstanding stock of the Corporation shall be necessary to constitute a quorum at all stockholders' meetings, but in the absence of such quorum the stockholders may adjourn the same from day to day or to a day certain.

#### ARTICLE XV

PRIVATE PROPERTY EXEMPT. The private property of the stockholders shall not be liable for any obligations or debts of the Corporation.

#### ARTICLE XVI

CONVERTING STOCK OF CONSTITUENT CORPORATIONS. The manner of cancelling or converting the capital stock of the Constituent Corporations, into the capital stock of the Consolidated Corporation shall be respectively as follows: Each and every outstanding share of stock, whether common or preferred, of Telegram Publishing Company, Salt Lake Tribune Publishing Company and Kearns Corporation, shall be forthwith cancelled, or exchangeable for and converted into the stock of the Consolidated Corporation, in the proportions and manner following:

(1) TELEGRAM PUBLISHING COMPANY. The owners and holders of shares of stock, both common and preferred, of Telegram Publishing Company shall surrender the certificates therefor, duly endorsed in blank, for cancellation, at the office of the Consolidated Corporation, Salt Lake City, Utah, and the same shall be cancelled and no shares of the stock of the Consolidated Corporation shall be issued therefor.

(2) SALT LAKE TRIBUNE PUBLISHING COMPANY. Each holder, other than Kearns Corporation, of one share of stock of Salt Lake Tribune Publishing Company, upon surrender of the certificates therefor, duly endorsed in blank, for cancellation, at the office of the Consolidated Corporation, Salt Lake City, Utah, shall receive 17.85125 shares of stock of the Consolidated Corporation. Kearns Corporation shall surrender all certificates of stock of Salt Lake

Tribune Publishing Company owned and held by it, duly endorsed in blank, for cancellation, at said office of the Consolidated Corporation and the same shall be cancelled and no shares of stock of the Consolidated Corporation shall be issued therefor.

(3) KEARNS CORPORATION. Each holder of one share of the stock of Kearns Corporation, upon surrender of the certificate therefor, duly endorsed in blank, for cancellation, at the office of the Consolidated Corporation, Salt Lake City, Utah, shall receive 216 shares of the capital stock of the Consolidated Corporation.

(4) PROCEDURE. All the present holders of stock of each Constituent Corporation shall continue to hold the same certificates of stock which they now hold until the effective date of this agreement as fixed in Article XVII hereof, and upon this agreement becoming effective as herein provided, the certificates of stock so held by each such holder in each Constituent Corporation shall represent only such present holder's right to receive shares of stock of the Consolidated Corporation in the manner and in the proportion as in this Article XVI hereinbefore provided. The right of any present holder of stock in either of said Constituent Corporations to surrender such present stockholdings and receive stock of the Consolidated Corporation as in this Article XVI provided shall commence with the effective date of consolidation and shall continue until all such present holders of stock in either of said Constituent Corporations shall have surrendered their present stock certificates for cancellation and received the stock of the Consolidated Corporation to which, if any, they are entitled under the provisions of this Article XVI.

#### ARTICLE XVII

EFFECTIVE DATE. The date on which this agreement shall become effective shall be the date upon which the Certificate of Consolidation and Incorporation is signed and delivered by the Secretary of

State of the State of Utah.

ARTICLE XVIII

PROPERTY SUBSCRIBED. The property, real, personal and mixed, rights, licenses, debts, choses in action and equities hereinbefore referred to as Consolidated Properties all of which are necessary to the business or pursuit of the Consolidated Corporation as herein agreed and the subscription to the capital stock of the Corporation for the benefit of the stockholders of the Constituent Corporations have been paid for in whole by the Consolidated Corporation acquiring by consolidation and purchase, as in this Certificate of Consolidation hereinbefore set out, all of the above mentioned properties of every kind and character, which have an actual value of more than Two Million Nineteen Thousand One Hundred and Thirty Dollars, (\$2,019,130.00).

ARTICLE XIX

NONASSESSABLE. The stock of this corporation shall be non-assessable.

ARTICLE XX

The Consolidated Corporation agrees that it may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of said Kearns Corporation, as well as for enforcement of any obligation of the Consolidated Corporation arising from this consolidation, including any suit or other proceeding to enforce the right of any stockholder as determined in appraisal proceedings pursuant to the provisions of Section 262 of the General Corporation Law of the State of Delaware, and hereby irrevocably appoints the Secretary of State of the State of Delaware as its agent to accept service of process in any such suit or other proceeding. The address to which a copy of such process shall be mailed by said Secretary of State to the Consolidated Corporation (unless and until the Consolidated Corporation shall hereafter designate in writing to said Secretary of State a different address for such purpose), is Kearns-Tribune Corporation, 1017 Kearns Building, Salt Lake City, Utah.

IN WITNESS WHEREOF this agreement is executed by each of the parties hereto as in this Agreement of Consolidation and Articles and Certificate of Incorporation first above written, each corporation, party hereto, executing the same in its corporate name by its President, Secretary and a majority of the members of its Board of Directors, and attesting the same with its Corporate Seal, pursuant to the authority of resolution of its Board of Directors, duly passed and adopted.

ATTEST:

/s/ J. W. Gallivan  
Secretary

(CORPORATE SEAL)

KEARNS CORPORATION

By /s/ J. F. Fitzpatrick  
President

/s/ J. F. Fitzpatrick

/s/ J. W. Gallivan

/s/ Thomas F. Kearns, Jr.

/s/ Thomas K. McCarthy

/s/ Sheila McCarthy O'Day

A majority of the Directors of  
Kearns Corporation

ATTEST:

/s/ J. W. Gallivan  
Secretary

(CORPORATE SEAL)

SALT LAKE TRIBUNE PUBLISHING COMPANY

By /s/ J. F. Fitzpatrick  
President

/s/ J. F. Fitzpatrick

/s/ J. W. Gallivan

/s/ Thomas F. Kearns, Jr.

/s/ Thomas K. McCarthy

/s/ Colleen Kearns Steiner

A majority of the Directors of  
Salt Lake Tribune Publishing  
Company



ATTEST:

/s/ J. W. Gallivan  
Secretary

(CORPORATE SEAL)

TELEGRAM PUBLISHING COMPANY

By /s/ J. F. Fitzpatrick  
President

/s/ J. F. Fitzpatrick

/s/ J. W. Gallivan

/s/ Thomas F. Kearns, Jr.

/s/ Thomas K. McCarthy

/s/ Kathryn Jane Stephens

A majority of the Directors of  
Telegram Publishing Company

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

Be it remembered that on this 16th day of December, 1953, personally came before me, P. J. Hession, a Notary Public in and for the County and State aforesaid, J. F. FITZPATRICK, President of Kearns Corporation, a corporation of the state of Delaware, and one of the corporations described in and which executed the foregoing Agreement of Consolidation, known to me personally to be such, and he, the said J. F. Fitzpatrick as such president, duly executed said Agreement of Consolidation before me and acknowledged said Agreement of Consolidation to be the act, deed and agreement of said Kearns Corporation, that the signatures of the said president and the secretary of said corporation to said foregoing Agreement of Consolidation are in the handwriting of said president and secretary of said Kearns Corporation, and that the seal affixed to said Agreement of Consolidation is the common corporate seal of said corporation.

IN WITNESS WHEREOF I have hereunto set my hand and seal of office, the day and year aforesaid.

(NOTARIAL SEAL)

My Commission Expires:

11-21-1956

/s/ P. J. Hession  
Notary Public  
Residing at Salt Lake City, Utah

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

I, P. J. Hession, a Notary Public appointed by the Governor of the State of Utah, for the said state of Utah, do hereby certify that J. F. FITZPATRICK, who signed the foregoing Agreement of Consolidation bearing date the 16th day of December, 1953, for Salt Lake Tribune Publishing Company, a corporation of the State of West Virginia, has this day in said County, before me, acknowledged the said writing to be the act, deed

and agreement of said corporation.

Given under my hand this 16th day of December, 1953.

(NOTARIAL SEAL)

My Commission Expires:

11-21-56

/s/ P. J. Hession  
Notary Public  
Residing at Salt Lake City, Utah

STATE OF UTAH )  
COUNTY OF SALT LAKE ) ss.

On this 16th day of December, 1953, personally appeared before me J. F. FITZPATRICK, who being by me duly sworn, did say that he is the President of Telegram Publishing Company, a corporation of the State of Utah, and that the foregoing Agreement of Consolidation was signed in behalf of said corporation by authority of a resolution of its Board of Directors, and said J. F. Fitzpatrick acknowledged to me that said corporation executed the same.

(NOTARIAL SEAL)

My Commission Expires:

11-21-56

/s/ P. J. Hession  
Notary Public  
Residing at Salt Lake City, Utah

STATE OF UTAH )  
COUNTY OF SALT LAKE ) ss.

On this 16th day of December, 1953, before me, the undersigned Notary Public in and for said state, personally appeared Thomas F. Kearns, Jr., Thomas E. McCarthy and Sheila McCarthy O'Day, three of the persons whose names are subscribed to the foregoing Agreement of Consolidation and Articles and Certificate of Incorporation of Kearns-Tribune Corporation, as parties thereto, and personally known to me to be the persons named therein and who executed said Agreement as parties thereto and who are stockholders and directors of said Kearns Corporation and will be stockholders of said Consolidated Corporation, and they and each of them, then and there, severally duly acknowledged to me that they and their associates executed said Agreement, freely and voluntarily, for the uses and purposes therein mentioned; that it is bona fide their intention and the intention of all other parties to said Agreement to commence and carry on the business mentioned in said Agreement of Consolidation and Articles and Certificate of Incorporation of Kearns-

Tribune Corporation, and that all parties to said Agreement have paid the full amount of the capital stock subscribed for by each party; and not less than ten per cent of the capital stock of said Consolidated Corporation has been paid in, and each of the above named persons, for himself and not one for the other, being duly sworn, deposes and says, that he is familiar with and knows the fair cash value of all of the property accepted by said Consolidated Corporation in full payment of its authorized capital stock, and that the fair, cash value of all of said properties so accepted by the Consolidated Corporation, as afore-said, in full payment of its authorized capital stock exceeds Two Million Nineteen Thousand One Hundred Thirty Dollars.

/s/ Thomas F. Kearns, Jr.

/s/ Thomas K. McCarthy

/s/ Sheila McCarthy O'Day

Acknowledged, subscribed and sworn to before me this 16 day  
of December, 1953.

(NOTARIAL SEAL)

/s/ P. J. Hession

Notary Public

Residing at Salt Lake City, Utah

My Commission Expires:

11-21-56

CERTIFICATE OF THE SECRETARY

OF

KEARNS CORPORATION

Relative to Vote of Stockholders

I, J. W. GALLIVAN, Secretary of Kearns Corporation, a corporation organized and doing business under and pursuant to the laws of the State of Delaware, do hereby certify in accordance with the provisions of the laws of said state and of the State of Utah:

1. That the foregoing Agreement of Consolidation and Articles and Certificate of Incorporation of Kearns-Tribune Corporation, a consolidated corporation, was made by the directors of said Kearns Corporation at a duly convened meeting called for that purpose.

2. That said Agreement was duly submitted to the stockholders of said Kearns Corporation at a special meeting thereof called for the purpose of taking the same into consideration, of which said meeting due notice of the time, place and object of such meeting was given by publishing at least once a week for four successive weeks in the WILMINGTON MORNING NEWS, a newspaper published in Wilmington, New Castle County, State of Delaware, said corporation having its principal office in said County, and a copy of said notice was mailed to the last known postoffice address of each stockholder of said corporation at least twenty days prior to the date of such meeting.

3. That said Agreement was considered by the stockholders of said corporation at said meeting and a vote of the stockholders was taken by ballot, in person or by proxy, for the adoption or rejection of said Agreement, and that stockholders of said corporation representing more than two-thirds of the total number of shares of the capital stock of said Kearns Corporation voted in favor of the adoption of said Agreement.

4. That the meeting of the stockholders of Kearns Corporation, and of the said vote by ballot upon the adoption of said Agreement were held and taken separately from the meetings of the stockholders and vote of the said Telegram Publishing Company and said Salt Lake Tribune Publishing Company, the other corporations, parties to said Agreement.

5. That the principal office of Kearns Corporation is 100 West Tenth Street, Wilmington, Delaware, and The Corporation Trust Company is the resident agent therein and in charge thereof, upon whom process against said corporation may be served within said state.

IN WITNESS WHEREOF, I have hereunto signed my name as Secretary and affixed the seal of said Kearns Corporation this 16th day of December, 1953.

(CORPORATE SEAL)

/s/ J. W. Gallivan

Secretary

CERTIFICATE OF THE SECRETARY  
OF  
SALT LAKE TRIBUNE PUBLISHING COMPANY  
Relative to Vote of Stockholders

I, J. W. Gallivan, Secretary of Salt Lake Tribune Publishing Company, a corporation organized and doing business under and pursuant to the laws of the State of West Virginia, do hereby certify in accordance with the provisions of the laws of said state and of the State of Utah:

1. That the foregoing Agreement of Consolidation and Articles and Certificate of Incorporation of Kearns-Tribune Corporation, a consolidated corporation, was made by the directors of said Salt Lake Tribune Publishing Company at a duly convened meeting called for that purpose.

2. That said Agreement was duly submitted to the stockholders of said Salt Lake Tribune Publishing Company at a special meeting thereof called for the purpose of taking the same into consideration, of which said meeting due notice of the time, place and object of such meeting was given by publishing at least once a week for four successive weeks in The Salt Lake Tribune, a newspaper published in Salt Lake City, County of Salt Lake, State of Utah, said corporation having its principal office in said County, and in The Charleston Daily Mail, a newspaper published in Charleston, County of Kanawha, State of West Virginia, said corporation having its principal office in West Virginia in said County, and a copy of said notice was mailed to the last known post office address of each stockholder of said corporation at least twenty days prior to the date of such meeting.

3. That said Agreement was considered by the stockholders of said corporation at said meeting and a vote of the stockholders was taken by ballot, in person or by proxy, for the adoption or rejection of said Agreement, and that stockholders of said corporation representing more than two-thirds of the total number of shares of the capital stock of said Salt Lake Tribune Publishing Company voted in favor of the adoption of said Agreement.

4. That the meeting of the stockholders of Salt Lake Tribune Publishing Company, and of the said vote by ballot upon the adoption of said Agreement were held and taken separately from the meetings of the stockholders and vote of the said Telegram Publishing Company and said Kearns Corporation, the other corporations, parties to said Agreement.

5. That the principal office of Salt Lake Tribune Publishing Company is 1017 Kearns Building, Salt Lake City, Utah.

IN WITNESS WHEREOF, I have hereunto signed my name as Secretary and affixed the seal of said Salt Lake Tribune Publishing Company this 16th day of December, 1953.

(CORPORATE SEAL)

/s/ J. W. Gallivan

Secretary

CERTIFICATE OF THE SECRETARY  
OF  
TELEGRAM PUBLISHING COMPANY  
Relative to Vote of Stockholders

I, J. W. Gallivan, Secretary of Telegram Publishing Company, a corporation organized and doing business under and pursuant to the laws of the State of Utah, do hereby certify in accordance with the provisions of the laws of such state:

1. That the foregoing Agreement of Consolidation and Articles and Certificate of Incorporation of Kearns-Tribune Corporation, a consolidated corporation, was made by the Directors of said Telegram Publishing Company at a duly convened meeting called for that purpose.
2. That said Agreement was duly submitted to the stockholders of said Telegram Publishing Company at a special meeting thereof called for the purpose of taking the same into consideration, of which said special meeting thirty days' notice, stating the time, place and object of such meeting, was published in the Deseret News and Telegram, a newspaper published in Salt Lake City, Utah, and having general circulation within the County of Salt Lake, State of Utah, where said corporation has its principal place of business, and a copy of said notice was mailed to each stockholder of record of said corporation at least ten days prior to the holding of such meeting.
3. That said Agreement was considered by the stockholders of said corporation at said meeting and a vote of the stockholders was taken by ballot for the adoption or rejection of said Agreement, and that stockholders owning more than a majority in amount of the outstanding stock of said corporation entitled to vote at said meeting, voted in favor of the adoption of said Agreement.
4. That the meeting of the stockholders of Telegram Publishing Company and of the said vote by ballot upon the adoption of said Agreement were held and taken separately from the meetings of the stockholders and vote of the said Kearns Corporation and said Salt Lake Tribune Publishing Company, the other corporations, parties to said Agreement.
5. That the principal office of Telegram Publishing Company is 1017 Kearns Building, Salt Lake City, Utah.

IN WITNESS WHEREOF, I have hereunto signed my name as Secretary and affixed the seal of said Telegram Publishing Company, the 16th day of December, 1953.

(CORPORATE SEAL)

/s/ J. W. Gallivan  
Secretary

# Designation of Agent and Acceptance of the Provisions of the Constitution of the State of Idaho

KNOW ALL MEN BY THESE PRESENTS:

That Kearns-Tribune Corporation

a Corporation organized and existing under the laws of the state of Utah having filed in the office of the Secretary of State of the State of Idaho a duly authenticated copy of its Articles of Incorporation, does hereby, in pursuance of the laws of the State of Idaho, make

this certificate, and does hereby designate Bonneville County, in the State of Idaho, as the County in which the principal place of business of said Corporation in said State of Idaho shall be located, and does hereby designate Ralph L. Albaugh

201 Rogers Building  
residing at Idaho Falls in said Bonneville County, as authorized Agent of said Corporation in said State of Idaho, upon whom process issued by authority of, or under any law of the State of Idaho, may be served, as provided by the Constitution and laws of said State of Idaho.

And the said Kearns-Tribune Corporation desiring and intending to conform in all respects to the Constitution and laws of said State, and to avail itself of the rights, privileges and immunities guaranteed by said Constitution and laws, does hereby accept the provisions of the Constitution of the State of Idaho for all the intents and purposes contemplated by the provisions thereof, relating to such acceptance by other than municipal corporations.

IN WITNESS WHEREOF, The said Kearns-Tribune Corporation

has caused this Certificate and Acceptance to be executed, acknowledged and delivered in its name and on its behalf, by its President, and to be attested by its Secretary, and has caused its corporate seal to be hereunto affixed at Salt Lake City in the County of Salt Lake, State of Utah this 29th day of December, 1953.

Attest:

J. W. Gallivan  
Secretary.

KEARNS-TRIBUNE CORPORATION  
(Name of Corporation)

By J. F. Fitzpatrick  
President.

STATE OF UTAH  
County of SALT LAKE } ss.

On this 29th day of December in the year 1953, before me, a notary public in and for said County, in the State aforesaid, personally appeared J. F. Fitzpatrick known to me to be the President of the Corporation that executed the within and foregoing instrument, and acknowledged to me that such Corporation executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal this 29th day of December, A. D., 1953.

J. Hession  
Notary Public

Official Title.

My commission expires on the 29 day of December, 1954

NOTE.—One copy to be filed for record with the Secretary of State, Boise, Idaho; one copy duly certified by the Secretary of State to be filed with the County Recorder in the county where the principal place of business is located.