

State of Idaho

Department of State

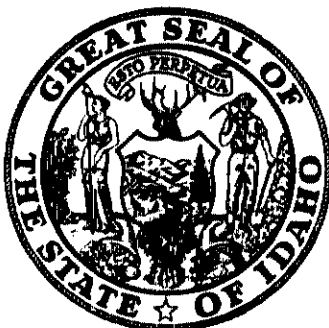
CERTIFICATE OF INCORPORATION OF

SOUTHEAST IDAHO COMMUNITY RADIO, INCORPORATED

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of SOUTHEAST IDAHO COMMUNITY RADIO, INCORPORATED duly signed pursuant to the provisions of the Idaho Nonprofit 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 Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated: April 1, 1993



Pete T. Cenarrusa
SECRETARY OF STATE

By

[Signature]

ARTICLES OF INCORPORATION
OF
SOUTHEAST IDAHO COMMUNITY RADIO, INCORPORATED

The undersigned, acting as the incorporator of a non-profit corporation ("Corporation") organized under and pursuant to the Idaho Nonprofit Corporation Act, Chapter 3, Title 30, Idaho Code ("Act"), adopts the following Articles of Incorporation for the Corporation.

ARTICLE I. NAME.

The Name of the Corporation is Southeast Idaho Community Radio, Incorporated. *DEA*

ARTICLE II. NONPROFIT STATUS.

The Corporation is a nonprofit corporation.

ARTICLE III. PERIOD OF DURATION.

The period of duration of the Corporation is perpetual.

ARTICLE IV. INITIAL REGISTERED OFFICE AND AGENT.

The location of this Corporation is in the City of Pocatello, County of Bannock, State of Idaho. The address of the initial registered office is Center Plaza, First & Center Streets, Pocatello, Idaho, and the name of the initial registered agent at this address is David Alexander.

ARTICLE V. PURPOSES.

The purposes for which the Corporation is organized and will be operated are:

A. To establish a community radio station, which will provide the Pocatello/Fort Hall/Blackfoot community with: a source of local news, weather and current event coverage formatted from the information and input of local citizens from all ethnic groups, social and service organizations and other representative groups throughout the community; live announcers playing music from a variety style format, and selected according to the preferences of community members as determined by solicited public input; a local voice for the community to further understanding and promote community unification among all factions and groups in the community; a resource for local schools as a training ground for students interested in gaining skills in the area of broadcasting and communications; and a diverse music and public service programming while meeting entertainment and educational needs of the Pocatello/Fort Hall/Blackfoot community.

B. Charitable, educational or scientific within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3).

C. To exercise all powers granted by law necessary and proper to carry out the above-stated purposes, including but not limited to the power to accept donations

of money, property, whether real or personal, or any other thing of value. Nothing herein contained shall be deemed to authorize or permit the Corporation to carry on any business for profit, to exercise any power, or to do any act that a corporation formed under the Act, or any amendment thereto or substitute therefor, may not at that time lawfully carry on or do.

ARTICLE VI. LIMITATIONS.

No part of the net earnings or the assets of the Corporation shall inure to the benefit of, or be distributable to, its members, directors, officers or other private persons except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article V hereof. Nothing in the above-stated purposes shall authorize the Corporation, as a substantial part of its activities, to carry on propaganda activities or attempt to influence legislation, or to participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time.

ARTICLE VII. MEMBERS.

The Corporation shall have members who shall have the right, upon petition of 10 percent or more of their number, to call a meeting of the Board of Directors of the Corporation, at which such issues as the members care to bring before the Board may be discussed. Any person may become a member of the Corporation upon payment of an annual donation in an amount to be fixed by the Board of Directors in the Bylaws of the Corporation.

ARTICLE VII. BOARD OF DIRECTORS.

The affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors shall consist of not less than four and not more than nine individuals. The actual number of Directors shall be fixed by the Bylaws of the Corporation. Other than the Directors constituting the initial Board of Directors, who are designated in these Articles, the Directors shall be elected or appointed by the existing Directors in the manner and for the term provided in the Bylaws of the Corporation.

The names and street addresses of the persons constituting the initial Board of Directors are:

Nancy Batchelder-Hudson, 260 Walker, Blackfoot, Idaho, 83221

Andrea Determan, 910 Curtis Street, Blackfoot, Idaho, 83221

Bettina Dehnhard, 151 North Hayes Avenue, Pocatello, Idaho, 83204

Brad Rutledge, 633 South 5th Street, Pocatello, Idaho, 83201

The Board of Directors may from time to time create one or more committees, at least one-half of the members of which shall be Directors, which committees shall have authority to act on behalf of the Board with regard to matters identified by the Board.

The Board shall have the power to indemnify any directory or officer or former

director or officer of the Corporation, or any person who may have served at its request as a director or officer of another corporation, whether for profit or not for profit, against expenses actually and necessarily incurred by him in connection with the defense of any action, suit or proceeding in which they are made a party by reason of being or having been such trustee, director or officer, except in relation to matters as to which they shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty; but such indemnification shall not be deemed exclusive of any other rights to which such trustee, director or officer may be entitled, under any bylaw, agreement, vote of the governing board or members or otherwise.

ARTICLE IX. MEMBERSHIP DUES.

Membership dues shall be established in the Bylaws of the Corporation, and shall be payable at such time and in such manner as may be set by the Board of Directors.

ARTICLE X. DISTRIBUTION ON DISSOLUTION.

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, distribute all the assets of the Corporation consistent with the purposes of the Corporation, to such organization or organizations as shall at the time qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time, in such manner as the Board of Directors shall determine. Any such assets not so distributed shall be distributed by the district court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organizations, as such court shall determine to be consistent with the purposes of the Corporation.

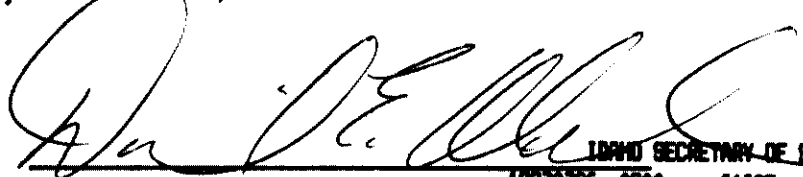
ARTICLE XI. INCORPORATOR.

The name and street address of the incorporator is David Alexander, Center Plaza, First & Center Streets, Offices of Racine, Olson, Nye, Cooper & Budge, Pocatello, Idaho.

ARTICLE XII. BYLAWS.

Provisions for the regulation of the internal affairs of the Corporation shall be set forth in the Bylaws.

DATED this 21 day of December, 1992.



IDAHO SECRETARY OF STATE
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