

CERTIFICATE OF INCORPORATION
OF

EAGLE ROCK BROADCASTING COMPANY, INC.

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 _____

EAGLE ROCK BROADCASTING COMPANY, INC.

duly signed 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 Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated September 24, 19 81



SECRETARY OF STATE

Corporation Clerk

ARTICLES OF INCORPORATION
OF
EAGLE ROCK BROADCASTING COMPANY, INC.

The undersigned, acting as incorporators under the Idaho Business Corporation Act, hereby adopt the following Articles of Incorporation:

ARTICLE ONE

NAME

The name of the corporation is Eagle Rock Broadcasting Company, Inc.

ARTICLE TWO

DURATION

The duration of the corporation shall be perpetual.

ARTICLE THREE

PURPOSES AND POWERS

The purposes of the corporation and its powers are the following:

The transaction of any or all lawful business for which the corporations may be incorporated under the Idaho Business Corporation Act.

ARTICLE FOUR

STOCK

The corporation shall have authority to issue 900 shares of class A common voting stock and 100 shares of class B non-voting preferred stock. All stock shall have a par value of \$1.00 per share. The holders of class A and class B stock shall have the right to share proportionately in dividends declared and paid by the corporation and in proceeds resulting from the sale of the assets of the corporation or proceeds resulting from the

liquidation of the corporation. Shares of stock shall be fully paid for before being issued, and after issuance shall be nonassessable.

ARTICLE FIVE

LOCATION

The location and address of the initial registered office of the corporation is 930 Lincoln Road, P. O. Box 1815, Idaho Falls, Idaho 83401 and the name of its initial registered agent at such address is John W. Bauchman.

ARTICLE SIX

INCORPORATORS

The name and address of each incorporator is:

<u>Name</u>	<u>Address</u>
M. Jay Sorensen	392 West 14th Street Idaho Falls, Idaho
Richard Wickham	171 12th Street Idaho Falls, Idaho
Steven J. Winston	Route 3, Box 239 Idaho Falls, Idaho
John W. Bauchman	P. O. Box 1815 Idaho Falls, Idaho

ARTICLE SEVEN

BOARD OF DIRECTORS

The number of directors constituting the initial board of directors is four, and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

Name

Address

M. Jay Sorensen

392 West 14th Street
Idaho Falls, Idaho

Richard Wickham

171 12th Street
Idaho Falls, Idaho

Steven J. Winston

Route 3, Box 239
Idaho Falls, Idaho

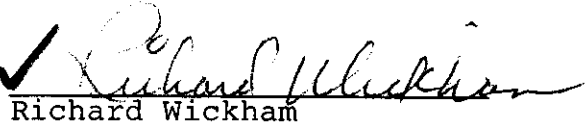
John W. Bauchman

P. O. Box 1815
Idaho Falls, Idaho

IN WITNESS WHEREOF, we have hereunto set our hands and seals
this 18th day of September, 1981.

✓ 

M. Jay Sorensen

✓ 
Richard Wickham

✓ 
Steven J. Winston

✓ 
John W. Bauchman

STATE OF IDAHO

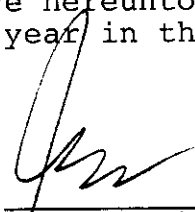
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) ss

County of Bonneville

ON THIS 18th day of September, 1981, before me, the undersigned, a Notary Public in and for said State, personally appeared M. Jay Sorensen, Richard Wickham, Steven J. Winston, and John W. Bauchman, known to me to be the persons whose names are subscribed to the within and foregoing instrument, 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 ths certificate first above written.



Notary Public for Idaho
Residing at Idaho Falls, Idaho
My Commission Expires: Perpetual

(SEAL)