

CERTIFICATE OF INCORPORATION

I, IRA H. MASTERS, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that the original of the articles of incorporation of

MAGIC VALLEY TELEVISION CORPORATION

was filed in the office of the Secretary of State on the **Ninth** day of **February** A.D. One Thousand Nine Hundred **Fifty-five** and duly recorded on Film No. **89** of Record of Domestic Corporations, of the State of Idaho, and that the said articles contain the statement of facts required by Section 30-103, Idaho Code.

I FURTHER CERTIFY, That the persons executing the articles and their associates and successors are hereby constituted a corporation, by the name hereinbefore stated, for **perpetual existence** from the date hereof, with its registered office in this State located at **Twin Falls** in the County of **Twin Falls**

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 **9th** day of **February,** A.D., 19 **55** .

Secretary of State.

ARTICLES OF INCORPORATION
OF THE
MAGIC VALLEY TELEVISION CORPORATION
A CORPORATION

KNOW ALL MEN BY THESE PRESENTS:

That We, the Undersigned Citizens of the United States of America, over the age of twenty-one years, do hereby voluntarily associate ourselves together for the purpose of forming a corporation under the laws of the State of Idaho, and we do hereby make, sign, acknowledge and file this certificate for that purpose, as follows:

ARTICLE FIRST

The name of this corporation is and shall be:

MAGIC VALLEY TELEVISION CORPORATION.

ARTICLE SECOND

In order to effectuate the objects and purposes herein declared to be the purposes for which this corporation is organized, it is formed and is authorized to do as principal, agent, or otherwise, in any and every part of the World, any and everything herein set forth to the same extent as natural persons might and could do. In furtherance of, and not in limitation of, the general powers conferred by the laws of the State of Idaho, it is hereby expressly provided that this corporation shall have the following powers:

1/ To conduct a general television broadcasting business; to purchase, construct, acquire, own, or lease, and to operate television and radio broadcasting stations; and to operate stations for the broadcasting of programs, and advertising by television and radio, and any and all visual and auditory communications; to televise plays, games, spectacles, and broadcast and rebroadcast the same;

2/ To own, operate, build, construct, fit, equip, furnish, purchase and operate television and radio broadcasting stations, and any and all other facilities intended to be used, or to be used for the conduct of, or in the conduct of, a general television and radio broadcasting business;

3/ To borrow money for corporate purposes and to issue therefor evidences of indebtedness, including, but not limited to, bonds, notes and debentures;

4/ To engage in, conduct, and carry on the business of television and radio broadcasting, and to furnish and supply any and all articles useful or desirable to the conduct of such business;

5/ To acquire by purchase, by subscription or otherwise, become interested in, deal in, invest in, buy, sell, exchange, assign, transfer, mortgage, pledge or otherwise dispose of all forms of securities, including stocks, bonds, debentures, notes, evidences of indebtedness, certificates of indebtedness, bills of exchange, acceptances, commercial paper, mortgages, and other similar instruments and rights, issued or created by corporations, public,

quasi-public or private, domestic or foreign, associations, firms, trustees, syndicates, individuals, partnerships, governments, provinces, colonies, states, districts, territories, municipalities, or other political divisions, domestic or foreign, of the United States of America, or any foreign government or otherwise issued or created by others, and to deal in and with the same and to issue in exchange therefor, or in payment thereof, its own stocks, bonds, or other obligations or securities or otherwise pay therefor; to exercise in respect thereof any and all rights, powers and privileges of individual ownership or interest therein, including the right to vote thereon for any and all purposes, and to consent or otherwise act with respect thereto;

6/ To enter into and make and perform and carry out contracts of any kind and description made for any lawful purpose without limit as to amount with any person, firm, association or corporation, whether public or private, with any territory or government or agency thereof;

7/ To acquire, hold, own and dispose of grants, consignments, franchises, or interest therein; to cause to be formed, merged or reorganized, and to promote and aid in any way permitted by law, the formation, merger, or reorganization of any corporation, domestic or foreign, including the right from time to time to merge with or enter into and execute a reorganization with any other corporation or corporations to the full extent and in the manner permitted by law; to enter into contracts of underwriting of the securities of any other corporation, domestic or foreign, ,

and to buy, sell and deal in the same, or any interest therein, and to act as manager of such underwriting agreements; to investigate and report with respect to, and undertake, carry on, assist, and participate in the liquidation and reorganization or consolidation of television concerns, business concerns, manufacturing concerns, power companies, and other firms, associations and corporations, domestic and foreign, and for all purposes, and to the extent permitted by law; and to take over the properties, manage the affairs and conduct the business of such concerns, firms, associations and corporations, domestic and foreign, and in the course of such business, to acquire and dispose of, deal in, realize upon, or otherwise turn to account all and any negotiable or transferrable instruments or securities;

8/ To purchase or otherwise acquire the whole or any part of the property, assets, business and good will of any other person, firm, association, or corporation, and to conduct in any lawful manner the business so acquired and to exercise all the powers necessary or convenient in and about the conduct, management and carrying on of such business;

9/ To develop, improve, operate, buy or sell, acquire, own, operate, mortgage, sell, assign, transfer or otherwise dispose of, trade and deal in and with lands, television and radio stations and broadcasting equipment;

10/ To acquire, by purchase or otherwise, own, hold, control, dispose of, by sale or otherwise, realize upon or otherwise turn to account, manage, liquidate, or reorganize the properties, assets, business undertakings,

enterprises or ventures, or any part thereof, of corporations, domestic or foreign, associations, firms, individuals, syndicates and others; to further and promote the general business interests of any thereof;

11/ To borrow money and have moneys borrowed for or in payment for property acquired or for any other objects or purposes of this corporation, or otherwise, in connection with the transaction of any part of its business; to issue bonds, debentures, notes and other obligations, secured or unsecured, and to mortgage, pledge, or hypothecate any or all of its property or assets as security therefor; to loan its own funds with or without security;

12/ To apply for, obtain, register, purchase, lease, or otherwise acquire, hold, own, use, operate, introduce, develop or contrroll, sell, assign, or otherwise dispose of, take or grant franchises, licenses, leases, patents, and trade-marks, or other rights with respect to, and in any and all ways to finance or turn to account, inventions, improvements, processes, copy-rights, patents, trade-marks, trade-names and distinctive marks and similar rights of any and all kinds, and whether granted, registered or established by or under the laws of the United States or any other states, country or place;

13/ To conduct its business in any and all of its premises, and maintain offices, both within the State of Idaho and in all parts of the world;

14/ To acquire, by purchase, or otherwise, hold, take, own, develop, operate, possess, mortgage, pledge,

improve, lease, transfer, sell, convey, assign, or otherwise dispose of and deal in real and personal property and rights and privileges therein, without limitation, in all parts of the world;

15/ To do each and everything necessary, suitable, convenient and proper for the accomplishment of any of the purposes or the attainment of any and all of the objects herein enumerated or incident to the powers herein named and which at any time shall appear conducive thereto, or expedient for the protection or benefit of this corporation; to do and perform every kind of business or corporate act permitted by law under Articles of Incorporation of this character, whether or not such business or act is included among the purposes herein specified;

16/ To acquire, retain, deal in and retire its own corporation stock insofar as it is lawful for it so to do;

17/ To carry out all or any part of the foregoing objects as principal, factor, agent, contractor, or otherwise, whether alone or in connection with any person, firm, association or corporation, and enter into partnership with other corporations, firms, associations, persons, individuals, or others, for the attainment of any of the foregoing objects or purposes, or for any lawful purpose, business or enterprise;

18/ The foregoing clauses should be construed both as objects and powers, and it is hereby expressly provided that the enumeration herein of specific objects, and powers, shall not be held to limit or restrict in any way

the general powers of this corporation, and it is the intention that the purposes, objects and powers specified in each of the paragraphs of this ARTICLE SECOND of these Articles of Incorporation shall in no way be limited or restricted by reference to or inference from the terms of any other clause or paragraph of this Article, or of any Articles of these Articles of Incorporation, but that each of the purposes, objects and powers specified in this Article, and each of the Articles or Paragraphs of these Articles of Incorporation, shall be regarded as and for independent purposes, objects and powers.

ARTICLE THIRD

The principal business of this corporation is to be transacted in Twin Falls, County of Twin Falls, Idaho, hereby designated as its principal place of business and the location and post office address of its registered office in the State of Idaho.

ARTICLE FOURTH

The existence of this corporation shall be perpetual.

ARTICLE FIFTH

The number of Directors of this corporation shall be three (3), who need not be shareholders; the board of directors of this corporation may meet and transact the business of this corporation either at the principal place of business herein designated, or at such other place within or without the State of Idaho as may be designated by the board of directors of said corporation.

ARTICLE SIXTH

That the total amount of the authorized capital stock of this corporation shall be ONE HUNDRED THOUSAND (\$100,00.00) DOLLARS, divided into ONE THOUSAND (1,000) shares of the par value of ONE HUNDRED (\$100.00) DOLLARS per share. All stock issued shall be fully paid and non-assessable.

ARTICLE SEVENTH

No shareholder shall sell, transfer or hypothecate his stock or any part thereof without first giving to the other shareholders in said corporation the right to buy said stock, or loan money thereon upon the same terms and conditions as could be obtained in the open market. A shareholder desiring to transfer, sell or hypothecate any or all of the shares of stock belonging to him shall give ten (10) days' written notice to the Secretary of said corporation, stating therein the number of shares which the shareholder desires to transfer, sell or hypothecate and the sale price thereof, or the amount that is desired to be borrowed thereon. The Secretary of said corporation shall immediately notify the shareholders of said corporation in writing of the offer of said shareholder to sell said stock or his request for a loan thereon. If any shareholder in said corporation desires to buy said stock at the price named in said notice, or if any shareholder desires to loan the amount of money named in said notice, accepting the amount of stock set out in said notice as collateral for said loan, said shareholder

shall give to the Secretary of said corporation notice of his acceptance of the terms set out in the notice of said shareholder desiring to sell or borrow as the case may be within the ten (10) day period required by this provision. The Secretary of said corporation shall immediately notify in writing said shareholder of the acceptance of his offer and the transaction shall be completed in accordance with the terms thereof. If there is no acceptance on the part of any shareholder in said corporation of the terms as set out in said notice to sell or transfer said shares of stock or borrow thereon within the ten (10) day period herein prescribed then and in that event said shareholder shall have the right to transfer, sell, or hypothecate his shares of stock upon the open market or to any one who is not a shareholder in said corporation, but in no event shall he sell said shares for a less amount than was specified in his notice to the shareholders of the corporation, or be permitted to borrow in the open market upon said stock a less amount than was specified in said notice.

The foregoing restriction upon the right of shareholders to transfer or hypothecate their shares or any part thereof shall likewise be extended to restrict the involuntary transfer of any such shares to the heirs, legatees, executors, administrators or personal representatives (unless such successors in interest are already shareholders) of any shareholder in the event of his death, or to any trustee in bankruptcy or assignee for the benefit of creditors or other trustee-representative in insolvency or other proceedings

which may voluntarily or involuntarily be brought by or against any shareholder, and any such heirs, legatees, executors, administrators, personal representatives, trustees or assignees who are not already shareholders, shall be barred from becoming shareholders in this corporation or voting any such shares of stock unless and until they have notified the Secretary of the corporation in writing of their claim of ownership of said stock and shall have likewise offered to sell the same to the other shareholders in the corporation at the value in the open market thereof and such offer, after ten days actual notice to be given by the Secretary to all then existing shareholders, shall not have been accepted by acceptance in writing filed with the Secretary of the corporation.

Such notice to the Secretary and shareholders may be dispensed with in the event all shareholders sign in writing a waiver of notice of and consent to the sale or transfer of such shares as intended by the owner thereof, in which event the intended sale or transfer, on the terms stated, may be consummated forthwith.

ARTICLE EIGHTH

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The amount of capital stock actually subscribed by each of the Incorporators, and their names and post office addresses are as follows:

<u>Name</u>	<u>Address</u>	<u>No. shares</u>
Florence M. Gardner	Twin Falls, Idaho,	One share par value \$100.00
Georgia M. Davidson	Boise, Idaho,	One share par value \$100.00
Walter E. Wagstaff	Boise, Idaho,	par value \$100.00

IN WITNESS WHEREOF, We have hereunto set our hands
and seals this 8th day of February, 1955.

(Signature) (SEAL)
FLORENCE M. GARDNER
Twin Falls, Idaho

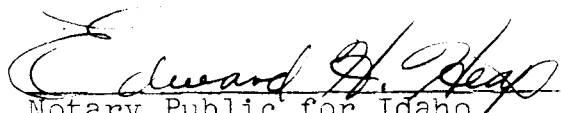
(Signature) (SEAL)
GEORGIA M. DAVIDSON
Boise, Idaho

(Signature) (SEAL)
WALTER E. WAGSTAFF
Boise, Idaho.

STATE OF IDAHO)
 : ss.
COUNTY OF TWIN FALLS)

On this 8th day of February, in the year 1955,
before me, the undersigned Notary Public, in and for said
County and State, personally appeared FLORENCE M. GARDNER,
known to me to be one of the persons whose name is sub-
scribed to the within and foregoing instrument, and who
acknowledged to me that she executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand
and affixed my official seal the day and year in this cer-
tificate first above written.



Notary Public for Idaho
Residence: Twin Falls, Idaho

My Commission expires: 11/24/55

STATE OF IDAHO)
 : ss.
COUNTY OF ADA)

On this 8th day of February, in the year 1955,
before me, the undersigned Notary Public, in and for said
County and State, personally appeared GEORGIA M. DAVIDSON
and WALTER E. WAGSTAFF, known to me to be two of the persons
whose names are subscribed to the within and foregoing in-
strument, and who 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 cer-
tificate first above written.


Notary Public for Idaho
Residence: Boise, Idaho

My Commission expires: 6-3-56