

# State of Idaho

## Department of State

### CERTIFICATE OF INCORPORATION OF

PACIFIC EMPIRE COMMUNICATIONS CORPORATION  
File number C 111904

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 the above named corporation, 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 1, 1995



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *Anna Sisk*

**ARTICLES OF INCORPORATION**  
**OF**  
**PACIFIC EMPIRE COMMUNICATIONS CORPORATION**  
**(an Idaho Corporation)**

IDAHO SECRETARY OF STATE

9/1/95 9:00:00 AM  
Customer # 13748  
TUC960011548 16384

CORPORATION PROFIT

1 @ 100.00 = 100.00

THE UNDERSIGNED, acting as incorporator of a Corporation under the Idaho Business Corporation Act, adopts the following Articles of Incorporation for such Corporation:

**FIRST**

The name of the Corporation is PACIFIC EMPIRE COMMUNICATIONS CORPORATION.

**SECOND**

The period of its duration is perpetual.

**THIRD**

The purpose for which the Corporation is organized is to purchase, own operate, transfer, assign, sell and otherwise transact business related to radio, television and other forms of public, regulated communications businesses and further for the transaction of any and all lawful business for which the Corporation may be incorporated under the Idaho Business Corporation Act.

**FOURTH**

(a) This Corporation is authorized to issue two classes of stock to be designated, respectively, "Preferred Stock" and "Common Stock". The total number of shares which this Corporation is authorized to issue is 11,000,000 (eleven million) shares, of which 1,000,000 (one million) shares shall be stated value Preferred Stock, no par value; and 10,000,000 (ten million) shares shall be Common Stock, \$.001 par value.

(b) The Preferred Stock shall be issued in one series.

(c) The Preferred stock shall not pay or accrue any dividends, nor shall the holders of Preferred Stock be entitled to notice of or to vote on any matter, including the election of Directors, upon which Common Shareholders are entitled to vote.

(d) The holders of Preferred Stock shall, in the event of a voluntary or involuntary liquidation or dissolution of Company, have the right to be paid \$5.00 (five dollars) per share, in full, before any amount shall be paid to the holders of Common Stock. After payment of the full preferential amounts herein provided, the holders of the stated value Preferred Stock, as such, shall have no right or claim to any of the remaining assets of the corporation, either upon any distribution of such assets or upon

dissolution, liquidation or winding up; and the remaining assets to be distributed, if any, upon a distribution of such assets or upon dissolution, liquidation or winding up, may be distributed among the holders of the common stock.

(e) The Common Stock shall be entitled to dividends of funds legally available therefor, when, as and if declared and paid to the holders of Common Stock, and upon liquidation, dissolution or winding up of the Corporation, to share ratably in the assets of the Corporation available for distribution to the holders of Common Stock.

(f) The holders of the Common Stock shall have full voting rights and powers, and each share of Common Stock shall be entitled to one vote. At each election of directors, every shareholder entitled to vote at such election shall have the right to vote, in person or by proxy, one vote for each share owned by him, subject to any restrictions or limitations applicable to the class of stock. Shareholders have no right to vote their shares cumulatively in the election of directors.

(g) Any and all right title, interest and claim in or to any dividends declared by the Corporation, whether in cash, stock, or otherwise, which are unclaimed by the stockholder entitled thereto for a period of four (4) years after the close of business on the payment date shall be and be deemed to be extinguished and abandoned: such unclaimed dividends in the possession of the Corporation, its transfer agents, or other agents or depositaries, shall at such time become the absolute property of the Corporation, free and clear of any and all claims for any person whatsoever.

#### **FIFTH**

Shareholders shall have no preemptive right to acquire unissued or treasury shares or securities convertible into such shares or carrying a right to subscribe to or acquire shares.

#### **SIXTH**

The location of the initial registered office of the Corporation is 111 Main Street, P.O. Box 538, Lewiston, Idaho 83501 and the name of its initial registered agent at such address is R. John Taylor.

#### **SEVENTH**

The number of directors constituting the initial Board of Directors is five; and the names and addresses of the persons who are to serve until the first annual meeting of the shareholders and until their successors are elected and qualified are:

<u>NAME</u>	<u>ADDRESS</u>
Mark L. Bolland	301 D Street, Suite 302, Lewiston , Idaho 83501
Mary Elizabeth Bolland	301 D Street Suite 302 Lewiston, Idaho 83501
R. John Taylor	111 Main Street P.O. Box 538 Lewiston, Idaho 83501
Connie L. Taylor	c/o Clark and Feeney, Attys 13th and Main Lewiston, Idaho 83501
Daniel L. Spickler	111 Main Street P.O. Box 538 Lewiston, Idaho 83501

#### EIGHTH

The name and address of the incorporator is as follows:

Daniel L. Spickler  
P.O. Box 538  
111 Main Street  
Lewiston, Idaho 83501

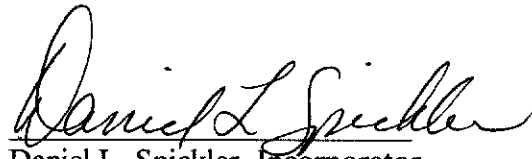
#### NINTH

The Corporation reserves the right to amend, alter, change or repeal any provisions contained in its Articles of Incorporation in any manner now or hereafter prescribed or permitted by statute; provided that no such amendment, alteration, change or repeal shall be effective except upon approval by the holders of a majority of each class of outstanding stock entitled to vote thereon.. All rights of stockholders of the Corporation are granted subject to this reservation.

## TENTH

A director of this Corporation shall not be personally liable to this Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director, except for liability (a) for any breach of the director's duty of loyalty of this Corporation or its shareholders, (b) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (c) under Section 30-1-48, Idaho Code, or (d) for any transaction from which the director derived an improper personal benefit. If the Idaho Business Corporation Act is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of this Corporation shall be eliminated or limited to the fullest extent permitted by the Idaho Business Corporation Act, as so amended. Any repeal or modification of this Article Tenth by the shareholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

DATED this 25<sup>th</sup> day of August, 1995

  
Daniel L. Spickler, Incorporator