

CERTIFICATE OF INCORPORATION  
OF

MOUNTAIN LAND BROADCASTING INC.

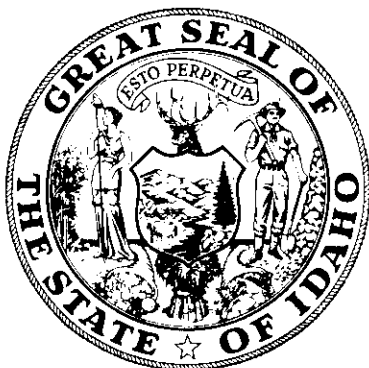
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of \_\_\_\_\_

MOUNTAIN LAND BROADCASTING 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: December 3, 1982.



*Pete T. Cenarrusa*

SECRETARY OF STATE

by: *Muriel E. Antick*

ARTICLES OF INCORPORATION  
of  
MOUNTAIN LAND BROADCASTING INC.

We, the undersigned, natural persons over the age of twenty-one (21) years, acting as incorporators of a corporation under the Laws of Idaho, adopt the following Articles of Incorporation for such corporation.

ARTICLES I  
CORPORATE NAME

The name of the corporation is Mountain Land Broadcasting Inc.

ARTICLE II  
DURATION

The duration of the corporation shall be perpetual.

ARTICLE III  
PURPOSES

(a) This Corporation is organized for the basic purpose of conducting any lawful business.

(b) This Corporation shall have all rights and powers normally ascribed to and incidental to said basic purpose and to business operations in general including, but not limited to; raising capital and operating monies; entering into, performing and carrying out contracts; entering into joint ventures or limited or general partnership, and to act as a general partner in one or more limited partnerships; acquiring, by purchase or otherwise, maintaining, developing, improving, financing, mortgaging, selling, renting, or exchanging such real property, equipment and other facilities as are needed by the Corporation; to engage in the media business; and to undertake all business transactions, functions and service common to the business, as set forth above.

(c) This Corporation shall also have as its purpose the pursuit and development of any peripheral or spin-off business

opportunities that relate to its basic purpose, as set forth above.

(d) The Corporation may engage in other lawful activities providing that its bylaws and/or records reflect proper action permitting such activity.

#### ARTICLE IV

##### AUTHORIZED SHARES

The aggregate number of shares of common voting stock which the Corporation shall have authority to issue is 50,000 having no par value per share. Each share shall participate equally in the earned surplus and dividends of the Corporation as well as share equally in the distribution of the assets of the Corporation upon dissolution and termination. There shall be only one (1) class of common stock.

#### ARTICLE V

##### COMMENCEMENT OF BUSINESS

The Corporation will not commence business until at least \$1,000 in cash or property has been received by it as consideration for the issuance of its shares.

#### ARTICLE VI

##### REGISTERED OFFICE AND AGENT

The address of the Corporation's initial registration office is P.O. Box 791, Weiser, Idaho 83672 and the name of its initial registered agent at such address is David S. Burton. *R/O S. Huray 95 as per Shirley*

#### ARTICLE VII

##### PRE-EMPTIVE RIGHTS

Each shareholder of this Corporation is entitled to full preemptive rights, as such rights have been heretofor defined in common law, to purchase and/or subscribe for his or her proportionate part of any shares which may be issued at any time by this Corporation.

#### ARTICLE VIII

##### FIRST RIGHT OF REFUSAL

Shareholders shall have a first right of refusal to purchase any shares of any other shareholder who is proceeding to sell his or her shares.

#### ARTICLE IX

##### INCORPORATORS

The incorporators of the Corporation and their names and addresses are as follows:

Danny Kramer  
145 Social Hall Ave.  
Salt Lake City, Utah 84111

Edward L. Burton, III  
1400 Foothill Blvd.  
Salt Lake City, Utah 84108

Shirley A. Stevens  
3054 Brighton Court  
Salt Lake City, Utah 84121

#### ARTICLE X

##### DIRECTORS

The number of directors constituting the initial Board of Directors of the corporation is 3, and the names and addresses of the persons who are to serve as directors, including their official capacity, until the first annual meeting of the shareholders or until their successors are elected and shall qualify, are:

Danny Kramer, President	145 Social Hall Ave. Salt Lake City, UT 84111
Edward L. Burton, III, Secretary	1400 Foothill Blvd. Salt Lake City, UT 84108

#### ARTICLE XI

##### NON-ASSESSIBILITY

Shares of the Corporation shall not be subject to assessment for payment of the debts of the Corporation.

#### ARTICLE XII

##### BY-LAWS

The initial By-Laws regulating the internal affairs of this corporation shall be adopted by its Board of Directors.

Thereafter the power to alter, amend or repeal the By-Laws or adopt new By-Laws, shall be vested in the Board of Directors, however, the Board of Directors must present the proposed changes at a meeting of the shareholders and must receive the approval of the shareholders.

DATED this 6<sup>th</sup> day of December, 1982

Danny Kramer  
DANNY KRAMER

Edward L. Burton III  
EDWARD L. BURTON, III

Shirley A. Stevens  
SHIRLEY A. STEVENS

STATE OF Utah )

: ss.

COUNTY OF Salt Lake )

I, J. William Carstensen, a Notary Public, hereby certify that on the 6<sup>th</sup> day of December, 1982, Danny Kramer, Edward L. Burton III, and Shirley A. Stevens, personally appeared before me who, being by me first duly sworn, declared that they are the persons who signed the foregoing document as incorporators and that the statements therein contained are true.

DATED this 6<sup>th</sup> day of December, 1982.

J. William Carstensen  
NOTARY PUBLIC

Residing at \_\_\_\_\_

Davis County

My Commission Expires:

2-2-85