

State of Idaho



Department of State.

CERTIFICATE OF INCORPORATION

I, ARNOLD WILLIAMS, 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

KSKI, INC.

was filed in the office of the Secretary of State on the **Seventh** day
December **Sixty-five**
will be A.D. One Thousand Nine Hundred and
microfilm
duly recorded on Film No. 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
Bailey, **Blaine.**
in the County of

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 **7th** day of **December**,
65
A.D., 19

Secretary of State.

ARTICLES OF INCORPORATION

OF

KSKI, INC.
(An Idaho Corporation)

* * * * *

The undersigned natural persons over the age of twenty-one years and being citizens of the United States of America, acting as incorporators of a corporation (hereinafter referred to as the "Corporation") under the provisions of the Idaho Business Corporation Act (Hereinafter referred to as the "Act"), adopt the following Articles of Incorporation.

ARTICLE I

NAME

The name of the Corporation is KSKI, INC.

ARTICLE II

PERIOD OF DURATION

The period of duration of the Corporation is perpetual.

ARTICLE III

PURPOSES AND POWERS

The nature of the business of the Corporation and the objects or purposes proposed to be transacted, promoted or carried on by it, are to do any or all of the things herein mentioned, as fully and to the same extent as natural persons might or could do, and in any part of the world, viz.:

To engage in the business of broadcasting by means of radio, radio telegraph, wire, telephone, facsimile, television, electricity, electrically energizing other waves, electromagnetic waves, variations of impulses, or by any other means whether now in being or hereafter discovered or invented.

To own and operate, and to buy, sell, lease, rent build, erect, construct, control and maintain stations, locations, agencies, exchanges and facilities, and one

or more chains thereof, to broadcast, transmit, relay, transcribe, produce, reproduce, present, exhibit, exploit, perform, preserve, record, communicate, disseminate and receive signals, sounds, writing, voice, intelligence, information, pictures, images, facsimiles, energy and programs or other materials of entertainment, amusement, education, news, current interest features, dramas, books, motion pictures, music lectures, advertising and informative matters, or any of them or combinations of any of them, and other publications, programs and materials of every kind; upon its own behalf or upon behalf of others, for public or private purposes.

To manufacture, construct, acquire, purchase, design, install, lay out, develop, improve, produce, adapt, sell lease, dispose of, own, use, operate, distribute, license, repair, maintain, and otherwise deal in and with transmitting, broadcasting or receiving apparatus, contrivances, equipment, sets, accessories, materials, articles, devices, parts, processes, instruments or things and studios, laboratories, power plants, and machinery, equipment and facilities for the maintenance and operation of the same, and any and all things used or capable of being used in connection with the foregoing.

To employ, engage, train, present, manage or otherwise utilize musicians, singers, actors, dancers, specialty performers, speakers, commentators, editors, reporters, photographers, experts, mechanics, technicians and entertainers, performers and artists of every kind and description, and groups or organizations of any of the foregoing, and such other agents and employees as may be necessary, useful or advantageous in the conduct of every type of business herein referred to:

To conduct a general advertising or advertising agency business; to solicit, prepare, edit and carry out advertising campaigns and programs for individuals, co-partnerships, unincorporated associations and corporations; to prepare advertising copy and to carry on all other business incidental to radio, facsimile or television advertising and all associated or similar advertising media or means; to sell or buy advertising time for radio, facsimile and television stations throughout the United States and other parts of the world; to act as selling agents for such stations and to act as production agents for either advertisers or radio, facsimile and television stations in the development of advertising business.

To hire, appoint, contract with or otherwise engage literary agents, theatrical booking agents, or any other agents or representatives requisite to develop and extend the business of the Corporation or any part thereof and to act as a literary agent or theatrical booking agent for others with all the powers usually associated with such agencies, and to do any and all other things which can be advantageously carried on in conjunction with the incidental to, any of the matters aforesaid.

To conduct the business of printers and publishers, including a general advertising business, both as principals and agents; also the business of lithographers, engravers, manufacturers of and dealers in books, book-selling, publishing, paper manufacturing and the materials used in the manufacture of paper and the preparation and circulation of books, periodicals and publications of every kind and nature.

To acquire, by purchase, development, or otherwise, and to develop and promote publications, including magazines, periodicals and books of every kind.

To construct, equip, improve and develop printing and publishing plants of every kind necessary or convenience in such business, and to hold, operate, maintain and develop the same.

And generally to acquire, hold, manage and dispose of property of every kind pertaining to every type of business herein referred to, to make any and all contracts or arrangements and to provide all facilities necessary, useful or advantageous in such business, and to do everything necessary and proper in the conduct of such business, either directly or through the employment of agents, either individual or corporate.

To manufacture, purchase, or otherwise acquire, hold, own, manage, sell, pledge, assign, transfer, lease, exchange, invest in, mortgage, pledge, or otherwise encumber and dispose of and generally deal and trade in and with goods, wares, merchandise and property of any and every class, nature and description.

To acquire the good will, rights and property of any person, firm, association, or corporation and to pay for the same in cash stock of the corporation, bonds, or otherwise, and to hold, or in any manner dispose of the whole or any part of the property so purchased; or to conduct, in any manner, the whole or any part of the business so acquired; and to exercise all the powers necessary or convenient in and about the conduct and management of such business.

To buy sell, deal in, lease, hold or improve real estate and fixtures and personal property incidental thereto, or connected therewith, and with that end in view, to acquire, by purchase, lease, hire, or otherwise, lands, tenements or hereditaments, or any interest therein, and to improve the same, and generally to hold, manage, deal in and improve the property of the corporation; and to sell, lease, mortgage, pledge or otherwise dispose of the lands, tenements and hereditaments, or other property of the company.

To adopt, apply for, obtain, register, produce, take, purchase, exchange, lease, hire, acquire, secure, own, hold, use, operate, contract, or negotiate for, take licenses or other rights in respect of, sell, transfer, grant licenses and rights in respect of, manufacture under, introduce, sell, assign, collect the royalties on, mortgage, pledge, create liens upon, or otherwise dispose of, deal in, and turn to account, letters patent, patents, patent rights, patents applied for or to be applied for, trade-marks, trade names and symbols, distinction marks and indications of origin or ownership, copyrights and applications therefor, syndicate rights, inventions, discoveries, devises, machines, improvements, licenses, processes, data, and formulas of any and all kinds granted by, or recognized under or pursuant to laws of the United States of America, or of any other country or countries whatsoever, and with a view to the working and development of the same to carry on any business, whether manufacturing or otherwise, which the corporation may think calculated, directly or indirectly, to effectuate these objects.

To underwrite, subscribe for, invest in, purchase, acquire, hold, pledge, exchange, deal in and dispose of,

all

alone or in conjunction with others, stocks, bonds and other evidence of indebtedness of any corporation, association, partnership, entity, person or authority, governmental, public or private, domestic or foreign, and issue in exchange therefor its stock, bonds, or other obligations, to possess and exercise in respect thereof, all the rights, powers and privileges of individual owners or holders thereof, and to exercise any and all voting powers thereon.

To borrow money for its corporate purposes; to make, accept, endorse, execute, issue and deliver bonds, debentures, notes, bills of exchange or other obligations; to grant collateral or other security, and to mortgage, pledge, and hypothecate any bonds, stocks, other evidences of indebtedness, or any other property held by it, and to confer upon the holders of any of its obligations such powers, rights and privileges as from time to time may be deemed advisable by the Board of Directors, to the extent permitted under the General Corporation Law of the State of Idaho; and to lend money or extend credit with or without collateral security.

To purchase, hold, sell, pledge, transfer or otherwise dispose of shares of its capital stock.

To make, purchase, or otherwise acquire, deal in and to carry out, any contracts for, or in relation to, any of the business, foreign or domestic, that may be necessary and lawful under the Acts pursuant to which this corporation is organized.

To make any guaranty respecting dividends, stock, bonds, evidences of indebtedness, contracts or other obligations, so far as the same may be permitted by law.

To carry on any business or operation deemed advantageous which is incidental or accessory to any of the powers or pur-

poses herein specified; to acquire, use, undertake, manage and dispose of contracts, properties and rights of all kinds, including the assets, franchises, business, good will and liabilities of corporations, associations, firms and individuals, and to give guaranties in respect thereto; and generally, to do anything that a natural person might lawfully do or cause to be done in connection with any of the said things.

To have one or more offices, conduct and carry on all or any of its operations and business, and promote its objects in any of the states, districts, territories or colonies of the United States, and in any and all foreign countries subject to the laws of such state, district, territory, colony or country.

In general, to carry on any other business in connection with the foregoing, whether broadcasting, publishing, manufacturing or otherwise, and to have and to exercise all the powers conferred by the laws upon corporations formed under the Act hereinbefore referred to.

The foregoing clauses shall be construed both as objects and powers; and it is hereby expressly provided that the foregoing enumeration of specific objects, purposes and powers shall not be deemed to limit or restrict by inference or otherwise the powers of the Corporation.

ARTICLE IV

REGISTERED OFFICE--LOCATION

The address of the registered office of the Corporation is Hailey, Idaho.

ARTICLE V

AUTHORIZED SHARES--STOCK NON-ASSESSABLE--VOTING POWER--DIVIDENDS

Section 1. Authorized Shares. The total authorized capital stock of the corporation shall be divided into one thousand shares, (1000) all of which shall be common stock without a nominal or par

value, which may be issued for such consideration as may be fixed from time to time by the Board of Directors.

Section 2. Stock Non-assessable. The private property of the stockholders of this Corporation shall not be subject to the payment of corporate debts to any extent whatsoever, and shares of the Corporation shall not be subject to assignment for the purpose of paying expenses, conducting business, or paying debts of the Corporation.

Section 3. Voting Power. The entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of said common stock, who shall be entitled to one vote for each share of common stock held by them of record.

Section 4. Dividends. The holders of the capital stock shall be entitled to receive, when and as declared by the Board of Directors, out of the unreserved earned surplus of the Corporation, as defined in the Act, dividends payable either in cash, in property, or in shares of the capital stock of the Corporation.

ARTICLE VI

PROVISIONS FOR REGULATION OF THE INTERNAL AFFAIRS OF THE CORPORATION

Section 1. Meetings of Shareholders. Meetings of the shareholders of the Corporation may be held at such place, either within or without the State of Idaho, as may be provided in the Code of By-Laws. In the absence of any such provision all meetings shall be held at the registered office of the Corporation.

Section 2. Meetings of Directors. Meetings of the Board of Directors of the Corporation, regular or special, may be held at either within or without the State of Idaho.

Section 3. Code of By-Laws. The initial Code of By-Laws of the Corporation shall be adopted by its Board of Directors. The power to alter, amend, or repeal the Code of By-Laws, or to adopt a new Code of By-Laws, shall be vested in the Board of Directors. The Code of By-Laws may contain any provisions for the regulation and management of the affairs of the Corporation not inconsistent

with the act, or these Articles of Incorporation.

ARTICLE VII

DIRECTORS

Section 1. Initial Board of Directors. The initial Board of Directors shall consist of four members, who need not be residents of the State of Idaho or shareholders of the Corporation.

Section 2. Names and Addresses. The names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders, or until their successors shall have been elected and qualified, follow:

<u>NAME</u>	<u>ADDRESS</u>
BOB G. SHAFFER	Gannett, Idaho
TWILLA M. SHAFFER	Gannett, Idaho
GLORIA N. DILLARD	Blackfoot, Idaho
DONALD P. DILLARD	Blackfoot, Idaho

Section 3. Increase and Decrease of Directors. The number of directors is to be not less than three nor more than five which number may be increased or decreased from time to time by amendment of the By-Laws; but no decrease shall have the effect of shortening the term of any incumbent director. In the absence of a By-Law fixing the number of directors the number shall be four.

ARTICLE VIII

INCORPORATORS

The names and post office addresses of the incorporators and the number of shares of common stock subscribed for by each are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>SUBSCRIPTION</u>
BOB G. SHAFFER	Gannett, Idaho	8
TWILLA M. SHAFFER	Gannett, Idaho	1
GLORIA N. DILLARD	Blackfoot, Idaho	2
DONALD P. DILLARD	Blackfoot, Idaho	1

IN WITNESS WHEREOF, We have hereunto set our hands this 19
day of November, 1965.

Bob G. Shaffer
BOB G. SHAFFER

Twilla M. Shaffer
TWILLA M. SHAFFER

Donald P. Dillard
DONALD P. DILLARD

Gloria N. Dillard
GLORIA N. DILLARD

STATE OF IDAHO, *ss.*
County of Blaine. *ss.*

On this 23 day of November, 1965, before me, the under-
signed, a Notary Public in and for said State, personally appeared
BOB G. SHAFFER and TWILLA M. SHAFFER, two of the persons whose names
are subscribed to the within 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 this certificate first above
written.

[Signature]
Notary Public for Idaho
Residing at Hailey, Idaho

STATE OF IDAHO, *ss.*
County of Bingham *ss.*

On this 19 day of November, 1965, before me, the under-
signed, a Notary Public in and for said State, personally appeared
DONALD P. DILLARD and GLORIA N. DILLARD, two of the persons whose
names are subscribed to the within 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 this certificate first above
written.

Maryone Flint
Notary Public for Idaho
Residing at Blackfoot Idaho

My Commission expires
January 10th, 1967