

APPROVED  
AND  
FILED

*E. B. J.*  
SECRETARY OF  
STATE OF INDIANA

ARTICLES OF INCORPORATION  
OF  
RODGERS BROADCASTING CORP.

The undersigned incorporator, desiring to form a Corporation (hereinafter referred to as the "Corporation") pursuant to the provisions of The Indiana Business Corporation Law, as now or hereafter amended (hereinafter referred to as the "Act"), executes the following Articles of Incorporation:

ARTICLE I

Corporate Name

The name of the Corporation is Rodgers Broadcasting Corp.

ARTICLE II

Purposes

This Corporation is formed for the purpose of transacting any or all lawful business for which corporations may be incorporated under the Act. The Corporation shall have the same capacity to act as possessed by natural persons and shall have and exercise all powers granted to business corporations formed under the Act and permitted by the laws of the State of Indiana in force from time to time hereafter, including, but not limited to, the general rights, privileges and powers set out in the Act, the power to enter into and engage in partnerships and joint ventures, and to act as agent. The Corporation shall have the power and capacity to engage in all business activities, either directly or through any person, firm, entity, trust, partnership or association.

ARTICLE III

Term of Existence

The period during which the Corporation shall continue is perpetual.

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#### ARTICLE IV

##### Registered Office and Registered Agent

The street address of the registered office of the Corporation is Suite 2700, First Indiana Plaza, 135 North Pennsylvania Street, Indianapolis, Indiana 46204, and the name of the registered agent at that address is Kendall C. Crook.

#### ARTICLE V

##### Authorized Shares

The total number of shares which the Corporation is authorized to issue is one thousand (1,000) shares consisting of one thousand (1,000) nonassessable shares without par value.

#### ARTICLE VI

##### Terms of Authorized Shares

Section 6.01. Terms. All shares are of one and the same class with equal rights, privileges, powers, obligations, liabilities, duties and restrictions. These shares may be issued for any consideration consistent with the Act, including tangible or intangible property or benefit to the corporation, at such price and amount per share as may be determined by the Board of Directors.

Section 6.02. Dividends. The shareholders shall be entitled to receive dividends as declared by the Board of Directors in accordance with the Act; dividends may be paid in cash, property or in authorized but unissued shares of the Corporation.

Section 6.03. Payment on Dissolution. In the event of voluntary or involuntary dissolution of the Corporation, the shareholders shall be entitled, after payment of all debts and liabilities of the Corporation, to share equally in the remaining assets of the Corporation.

#### ARTICLE VII

##### Voting Rights

Section 7.01. Voting Rights. Every shareholder of the Corporation shall have the right, at every shareholders' meeting, to one vote for each share standing in his name on the books of the Corporation as of the record date for such meeting.

Section 7.02. Shareholder Action. Except as otherwise provided in the Act or these Articles of Incorporation, all actions taken by the shareholders shall be by a majority vote of the number of shares entitled to vote, including but not limited to an election of directors.

## ARTICLE VIII

### Board of Directors

The number of directors constituting the initial Board of Directors shall be one (1). Thereafter, the number of directors shall be fixed by the By-Laws of the Corporation.

## ARTICLE IX

### Data Respecting Directors

The names and addresses of the initial Board of Directors of the Corporation are as follows:

<u>Name</u>	<u>Address</u>	<u>City and State</u>
David A. Rodgers	100 Oakland Street	Bristol, Connecticut 06010

## ARTICLE X

### Data Respecting Incorporator

The name and address of the incorporator of the Corporation is David A. Rodgers, 100 Oakland Street, Bristol, Connecticut 06010.

## ARTICLE XI

### Certificates for Shares

Each shareholder shall be entitled to a certificate certifying the number of shares owned by such shareholder in the Corporation.

ARTICLE XII


Indemnification

The Corporation shall indemnify any person made a party to any action, suit or proceeding by reason of the fact that he is or was a director, officer, employee or agent of the Corporation against all liability and reasonable expense incurred or suffered by such person in connection therewith, if:


- (a) the individual's conduct was in good faith; and
- (b) the individual reasonably believed:
  - (i) in the case of conduct in the individual's official capacity with the Corporation, that the individual's conduct was in its best interests; and
  - (ii) in all other cases, that the individual's conduct was at least not opposed to the Corporation's best interests; and
- (c) in the case of any criminal proceeding, the individual either:
  - (i) had reasonable cause to believe the individual's conduct was lawful; or
  - (ii) had no reasonable cause to believe the individual's conduct was unlawful.

The terms used in this Article XII shall have the same meaning as set forth in IC 23-1-37. Nothing contained in this Article XII shall limit or preclude the ability of the Corporation to otherwise indemnify or to advance expenses to any director, officer, employee or agent.

IN WITNESS WHEREOF, the undersigned, being the incorporator designated in Article X, executes these Articles of Incorporation and certifies to the truth of the facts herein stated, this 2nd day of August, 1988.

  
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David A. Rodgers

I HEREBY VERIFY SUBJECT TO PENALTIES OF PERJURY THAT THE  
FACTS CONTAINED HEREIN ARE TRUE.

  
David A. Rodgers, Incorporator

This instrument was prepared by Kendall C. Crook, Attorney at  
Law, Suite 2700, First Indiana Plaza, 135 North Pennsylvania  
Street, Indianapolis, Indiana 46204. Telephone (317) 637-5353.

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