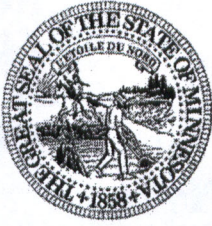


1150563.2

NP-CN

22873080002



STATE OF MINNESOTA SECRETARY OF STATE

AMENDMENT OF ARTICLES OF INCORPORATION

READ INSTRUCTIONS LISTED BELOW, BEFORE COMPLETING THIS FORM.

1. Type or print in black ink.
2. There is a \$35.00 fee payable to the Secretary of State (YOUR CANCELLED CHECK IS YOUR RECEIPT) for filing this "Amendment of Articles of Incorporation".
3. Return Completed Amendment Form and Fee to the address listed on the bottom of the form.

CORPORATE NAME: (List the name of the company prior to any desired name change)

Southern Minnesota Quality Broadcasting, Inc.

This amendment is effective on the day it is filed with the Secretary of State, unless you indicate another date, no later than 30 days after filing with the Secretary of State.

Format (mm/dd/yyyy)

The following amendment(s) to articles regulating the above corporation were adopted: (Insert full text of newly amended article(s) indicating which article(s) is (are) being amended or added.) If the full text of the amendment will not fit in the space provided, attach additional numbered pages. (Total number of pages including this form ____.)

ARTICLE I

The name of the corporation shall be KSMQ Public Service Media, Inc.

This amendment has been approved pursuant to Minnesota Statutes chapter 302A or 317A. I certify that I am authorized to execute this amendment and I further certify that I understand that by signing this amendment, I am subject to the penalties of perjury as set forth in section 609.48 as if I had signed this amendment under oath.

(Signature of Authorized Person)

Name and telephone number of contact person: Sandra Session-Robertson, CEO (507) 433-0678

Please print legibly

If you have any questions please contact the Secretary of State's office at (651)296-2803.

MAIL TO: Secretary of State
Corporate Division
180 State Office Building
100 Rev. Dr. Martin Luther King Jr. Blvd
St. Paul, MN 55155-1299

(No walk-in service available at this location for corporate, UCC or notary)

STATE OF MINNESOTA
DEPARTMENT OF STATE
FILED

APR - 2 2007

Walk-in service is available at our public counter located in the Minnesota State Retirement System Building, 600 Exchange Drive, Suite #100, St. Paul, MN 55103.

Mark Ritchie
Secretary of State

All of the information on this form is public and required in order to process this filing. Failure to provide the requested information will prevent the Office from approving or further processing this filing.

The Secretary of State's Office does not discriminate on the basis of race, creed, color, sex, sexual orientation, national origin, age, marital status, disability, religion, reliance on public assistance, or political opinions or affiliations in employment or the provision of services. This document can be made available in alternative formats, such as large print, Braille or audio tape, by calling (651)296-2803/Voice. For TTY communication, contact the Minnesota Relay Service at 1-800-627- 3529 and ask them to place a call to (651)296-2803.

ARTICLES OF INCORPORATION

OF

Southern Minnesota Quality Broadcasting

We, the undersigned, being of majority age, do hereby form a body corporate and adopt the following Articles of Incorporation pursuant to the provisions of the Minnesota Non-Profit Corporation Act, Minnesota Statutes Chapter 317A and laws supplemental thereto.

ARTICLE I.

The name of the corporation shall be **Southern Minnesota Quality Broadcasting Inc.**

ARTICLE II.

This corporation is organized and shall be operated exclusively for charitable, scientific, and educational purposes within the meaning of Section 501(C) (3) of the Internal Revenue Code. This corporation may receive and disburse funds or other property incident to or necessary for the accomplishment of the aforesaid purposes and do any and all acts incidental to the transaction of the business of this corporation or expedient for the attainment of the purposes stated herein.

In furtherance of its purposes, this corporation may engage in, advance, promote, and administer charitable, scientific, and educational, as well as artistic activities and projects of every kind and nature whatsoever in its own behalf or as the agent, trustee, or representative of others, and may aid, assist and contribute to the support of corporations, associations, and institutions which are organized and operated exclusively for such purposes and which are described in Section 501(C) (3) of the Internal Revenue Code of 1986.

For its purposes and not otherwise, this corporation shall have only such powers as are required by and consistent with the foregoing purposes, including the power to acquire and receive funds and property of every kind and nature whatsoever, whether by purchase, conveyance, lease, gift, grant, bequest, legacy, devise, or otherwise, and to own, hold, expend, make gifts, grants and contributions of, and to convey, transfer and dispose of any funds and property and the income therefrom for the furtherance of the purposes of this corporation hereinabove set forth, or any of them, and to lease, mortgage, encumber, and use the same, and such other powers which are consistent with the foregoing purposes and which are afforded to this corporation by the Minnesota Non-Profit Corporation Act, as now enacted or as hereafter amended. All the powers of this corporation shall be exercised only so that this corporation's operation shall be exclusively within the contemplation of Section 501(C) (3) of the Internal Revenue Code of 1986.

All references in these Articles of Incorporation to any section of the Internal Revenue Code of 1986 include any provisions thereof adopted by future amendments thereto and any cognate provisions in future Internal Revenue Codes to the extent such provisions are applicable to this corporation.

ARTICLE III.

This corporation shall not afford pecuniary gain, incidentally or otherwise, to its members. No part of the net income or net earnings of this corporation shall inure to the benefit of any member, private shareholder or individual. No substantial part of its activities shall consist of carrying on propaganda or otherwise attempting to influence legislation. This corporation shall not participate in or intervene in (including the publishing or distributing of

statements) any political campaign on behalf of (or in opposition to) any candidate or public office.

This corporation shall distribute for each of its taxable years amounts at least sufficient to avoid liability for the tax imposed by Section 4942(a) of the Internal Revenue Code of 1986. For purposes of these Articles of Incorporation, the term "income" means, for each taxable year of this corporation, the distributable amount with respect to this corporation as defined in Section 4942(d) of the Internal Revenue Code of 1986.

This corporation may not engage in an act of "self-dealing" (as defined in Section 4941(d) of the Internal Revenue Code of 1986) that would give rise to liability for the tax imposed by Section 4941(a) of the Internal Revenue Code of 1986.

This corporation may not retain "excess business holdings" (as defined in Section 4943(c) of the Internal Revenue Code of 1986) that would give rise to liability for the tax imposed by Section 4943(a) of the Internal Revenue Code of 1986.

This corporation may not make any investments that would jeopardize the carrying out of the exempt purposes of this corporation, within the meaning of Section 4944 of the Internal Revenue Code of 1986, so as to give rise to liability for the tax imposed by Section 4944(a) of the Internal Revenue Code of 1986.

This corporation may not make a "taxable expenditure" (as defined in Section 4945(d) of the Internal Revenue Code of 1986) that would give rise to liability for the tax imposed by Section 4945(a) of the Internal Revenue Code of 1986.

Except as permitted by Minnesota Statutes, Section 317A.501, this corporation shall not lend any of its assets to any officer or director of this corporation or guarantee to any other person the repayment of a loan made to an officer or director of this corporation.

Nothing herein shall be construed to establish or prohibit the payment of reasonable compensation to officers or directors of this corporation for services actually rendered by them to this corporation.

ARTICLE IV.

The period of duration of this corporation's corporate existence shall be perpetual.

ARTICLE V.

The registered office of this corporation shall be located at 2000 8th Avenue N.W. Austin, MN 55912.

ARTICLE VI.

The management and direction of the business of this corporation shall be vested in a Board of Directors known as the Board of Directors. The number, terms of office, powers, authorities and duties of the directors of this corporation, the time and place of their meetings, and such other regulations with respect to them as are not inconsistent with the express provisions of these Articles of Incorporation shall be as specified from time to time in the By-laws of this corporation. Any action, other than an action required membership approval, may be taken by the Board of Directors by written action signed by the number of Directors that would be required to take the same action at a meeting of the Board of Directors at which all Directors were present; provided that all Directors shall be notified of the text of the written action prior to the signing by any of the Directors. All Directors shall be notified immediately of the effective

date of any such written action that is duly taken.

ARTICLE VII.

The members of the Board of Directors of the corporation shall be the voting members of the corporation. In accordance with the By-laws promulgated by the Board of Directors, the Board of Directors may establish classifications and procedures for the selection of additional members (if any). Each voting member of the Board of Directors shall continue to be such a member as long as he or she is a member of such Board of Directors. Members of the Board of Directors shall have voting rights both as directors and as members.

ARTICLE VIII.

The names and addresses of the first Directors of the corporation are as follows:

Dr. Michael Bequette, 1973 Century Valley Road NE, Rochester, MN 55906

Julie Craven, 2801 8th Avenue SW, Austin, MN 55912

Gary Evans, 4820 8th Street, Winona, MN 55987

Trixie Golberg, 1827 Creekside Dr. Owatonna, MN 55060, MN 55060

James Hurm, 603 24th Street S.W., Austin, MN 55912

Dr. Terrence Leas, 22171 733 Avenue, Albert Lea, MN 56007

Dr. Candace Raskin, 2502 7th Avenue SW, Austin, MN 55912

Liliana Silvestry, 610 4th Avenue SW, Austin, MN 55912

Victoria Simonsen, 1209 Crestview Road, Albert Lea, MN 56007