

BY-LAWS

OF

MIDWEST COMMUNICATIONS, INC.  
(a Wisconsin corporation)

INTRODUCTION -  
VARIABLE REFERENCES

0.01. Date of annual shareholders' meeting  
(See Section 2.01):

4 P.M.      2nd      Wednesday      September      19 71  
(Hour)      (Week)      (Day)      (Month)      (First year)

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0.02. Required notice of shareholders' meeting  
(See Section 2.04): not less than 10 days.

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0.03. Authorized number of directors (See Section  
3.01): 4

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0.04. Required notice of directors' meetings (See  
Section 3.05):

(a) not less than 48 hours if by mail, and

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(b) not less than 24 hours if by telegram or  
personal delivery.

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0.05. Authorized number of Vice-Presidents (See  
Section 4.01): 1

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\* These spaces are reserved for official notation of future  
amendments to these sections.

## ARTICLE I. OFFICES

1.01. Principal and Business Offices. The corporation may have such principal and other business offices, either within or without the State of Wisconsin, as the Board of Directors may designate or as the business of the corporation may require from time to time.

1.02. Registered Office. The registered office of the corporation required by the Wisconsin Business Corporation Law to be maintained in the State of Wisconsin may be, but need not be, identical with the principal office in the State of Wisconsin, and the address of the registered office may be changed from time to time by the Board of Directors. The business office of the registered agent of the corporation shall be identical to such registered office.

## ARTICLE II. SHAREHOLDERS

2.01. Annual Meeting. The annual meeting of the shareholders shall be held at the date and hour in each year set forth in Section 0.01, or at such other time and date within thirty days before or after said date as may be fixed by or under the authority of the Board of Directors, for the purpose of electing directors and for the transaction of such other business as may come before the meeting. If the day fixed for the annual meeting shall be a legal holiday in the State of Wisconsin, such meeting shall be held on the next succeeding business day. If the election of directors shall not be held on the day designated herein, or fixed as herein provided, for any annual meeting of the shareholders, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the shareholders as soon thereafter as conveniently may be.

2.02. Special Meeting. Special meetings of the shareholders, for any purpose or purposes, unless otherwise prescribed by statute, may be called by the President or the Board of Directors or by the person designated in the written request of the holders of not less than one-tenth of all shares of the corporation entitled to vote at the meeting.

2.03. Place of Meeting. The Board of Directors may designate any place, either within or without the State of Wisconsin, as the place of meeting for any annual meeting or for any special meeting called by the Board of Directors. A waiver of notice signed by all shareholders entitled to vote at

a meeting may designate any place, either within or without the State of Wisconsin, as the place for the holding of such meeting. If no designation is made, or if a special meeting be otherwise called, the place of meeting shall be the principal business office of the corporation in the State of Wisconsin or such other suitable place in the county of such principal office as may be designated by the person calling such meeting, but any meeting may be adjourned to reconvene at any place designated by vote of a majority of the shares represented thereat.

2.04. Notice of Meeting. Written notice stating the place, day and hour of the meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than the number of days set forth in Section 0.02 (unless a longer period is required by law or the articles of incorporation) nor more than fifty days before the date of the meeting, either personally or by mail, by or at the direction of the President, or the Secretary, or other officer or persons calling the meeting, to each shareholder of record entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the shareholder at his address as it appears on the stock record books of the corporation, with postage thereon prepaid.

2.05. Closing of Transfer Books or Fixing of Record Date. For the purpose of determining shareholders entitled to notice of or to vote at any meeting of shareholders or any adjournment thereof, or shareholders entitled to receive payment of any dividend, or in order to make a determination of shareholders for any other proper purpose, the Board of Directors may provide that the stock transfer books shall be closed for a stated period but not to exceed, in any case, fifty days. If the stock transfer books shall be closed for the purpose of determining shareholders entitled to notice of or to vote at a meeting of shareholders, such books shall be closed for at least ten days immediately preceding such meeting. In lieu of closing the stock transfer books, the Board of Directors may fix in advance a date as the record date for any such determination of shareholders, such date in any case to be not more than fifty days and, in case of a meeting of shareholders, not less than ten days prior to the date on which the particular action, requiring such determination of shareholders, is to be taken. If the stock transfer books are not closed and no record date is fixed for the determination of shareholders entitled to notice of or to vote at a meeting of shareholders, or shareholders entitled to

receive payment of a dividend, the close of business on the date on which notice of the meeting is mailed or on the date on which the resolution of the Board of Directors declaring such dividend is adopted, as the case may be, shall be the record date for such determination of shareholders. When a determination of shareholders entitled to vote at any meeting of shareholders has been made as provided in this section, such determination shall be applied to any adjournment thereof except where the determination has been made through the closing of the stock transfer books and the stated period of closing has expired.

2.06. Voting Lists. The officer or agent having charge of the stock transfer books for shares of the corporation shall, before each meeting of shareholders, make a complete list of the shareholders entitled to vote at such meeting, or any adjournment thereof, with the address of and the number of shares held by each, which list shall be produced and kept open at the time and place of the meeting and shall be subject to the inspection of any shareholder during the whole time of the meeting for the purposes of the meeting. The original stock transfer books shall be prima facie evidence as to who are the shareholders entitled to examine such list or transfer books or to vote at any meeting of shareholders. Failure to comply with the requirements of this section shall not affect the validity of any action taken at such meeting.

2.07. Quorum. Except as otherwise provided in the articles of incorporation, a majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders. If a quorum is present, the affirmative vote of the majority of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders unless the vote of a greater number or voting by classes is required by law or the articles of incorporation. Though less than a quorum of the outstanding shares are represented at a meeting, a majority of the shares so represented may adjourn the meeting from time to time without further notice. At such adjourned meeting at which a quorum shall be present or represented, any business may be transacted which might have been transacted at the meeting as originally notified.

2.08. Conduct of Meetings. The President, and in his absence, a Vice-President in the order provided under Section 4.06, and in their absence, any person chosen by the shareholders present shall call the meeting of the shareholders

to order and shall act as chairman of the meeting, and the Secretary of the corporation shall act as secretary of all meetings of the shareholders, but, in the absence of the Secretary, the presiding officer may appoint any other person to act as secretary of the meeting.

2.09. Proxies. At all meetings of shareholders, a shareholder entitled to vote may vote in person or by proxy appointed in writing by the shareholder or by his duly authorized attorney in fact. Such proxy shall be filed with the Secretary of the corporation before or at the time of the meeting. Unless otherwise provided in the proxy, a proxy may be revoked at any time before it is voted, either by written notice filed with the Secretary or the acting secretary of the meeting or by oral notice given by the shareholder to the presiding officer during the meeting. The presence of a shareholder who has filed his proxy shall not of itself constitute a revocation. No proxy shall be valid after eleven months from the date of its execution, unless otherwise provided in the proxy. The Board of Directors shall have the power and authority to make rules establishing presumptions as to the validity and sufficiency of proxies.

2.10. Voting of Shares. Each outstanding share shall be entitled to one vote upon each matter submitted to a vote at a meeting of shareholders, except to the extent that the voting rights of the shares of any class or classes are enlarged, limited or denied by the articles of incorporation.

2.11. Voting of Shares by Certain Holders.

(a) Other Corporations. Shares standing in the name of another corporation may be voted either in person or by proxy, by the president of such corporation or any other officer appointed by such president. A proxy executed by any principal officer of such other corporation or assistant thereto shall be conclusive evidence of the signer's authority to act, in the absence of express notice to this corporation, given in writing to the Secretary of this corporation, of the designation of some other person by the board of directors or the by-laws of such other corporation.

(b) Legal Representatives and Fiduciaries. Shares held by an administrator, executor, guardian, conservator, trustee in bankruptcy, receiver, or assignee for creditors may be voted by him, either in person or by proxy, without a transfer of such shares into his name, provided that

there is filed with the Secretary before or at the time of meeting proper evidence of his incumbency and the number of shares held. Shares standing in the name of a fiduciary may be voted by him, either in person or by proxy. A proxy executed by a fiduciary, shall be conclusive evidence of the signer's authority to act, in the absence of express notice to this corporation, given in writing to the Secretary of this corporation, that such manner of voting is expressly prohibited or otherwise directed by the document creating the fiduciary relationship.

(c) Pledges. A shareholder whose shares are pledged shall be entitled to vote such shares until the shares have been transferred into the name of the pledgee, and thereafter the pledgee shall be entitled to vote the shares so transferred.

(d) Treasury Stock and Subsidiaries. Neither treasury shares, nor shares held by another corporation if a majority of the shares entitled to vote for the election of directors of such other corporation is held by this corporation, shall be voted at any meeting or counted in determining the total number of outstanding shares entitled to vote, but shares of its own issue held by this corporation in a fiduciary capacity, or held by such other corporation in a fiduciary capacity, may be voted and shall be counted in determining the total number of outstanding shares entitled to vote.

(e) Minors. Shares held by a minor may be voted by such minor in person or by proxy and no such vote shall be subject to disaffirmance or avoidance, unless prior to such vote the Secretary of the corporation has received written notice or has actual knowledge that such shareholder is a minor.

(f) Incompetents and Spendthrifts. Shares held by an incompetent or spendthrift may be voted by such incompetent or spendthrift in person or by proxy and no such vote shall be subject to disaffirmance or avoidance, unless prior to such vote the Secretary of the corporation has actual knowledge that such shareholder has been adjudicated an incompetent or spendthrift or actual knowledge of filing of judicial proceedings for appointment of a guardian.

(g) Joint Tenants. Shares registered in the names

of two or more individuals who are named in the registration as joint tenants may be voted in person or by proxy signed by any one or more of such individuals if either (i) no other such individual or his legal representative is present and claims the right to participate in the voting of such shares or prior to the vote files with the Secretary of the corporation a contrary written voting authorization or direction or written denial of authority of the individual present or signing the proxy proposed to be voted or (ii) all such other individuals are deceased and the Secretary of the corporation has no actual knowledge that the survivor has been adjudicated not to be the successor to the interests of those deceased.

2.12. Waiver of Notice by Shareholders. Whenever any notice whatever is required to be given to any shareholder of the corporation under the articles of incorporation or by-laws or any provision of law, a waiver thereof in writing, signed at any time, whether before or after the time of meeting, by the shareholder entitled to such notice, shall be deemed equivalent to the giving of such notice; provided that such waiver in respect to any matter of which notice is required under any provision of the Wisconsin Business Corporation Law, shall contain the same information as would have been required to be included in such notice, except the time and place of meeting.

2.13. Unanimous Consent without Meeting. Any action required or permitted by the articles of incorporation or by-laws or any provision of law to be taken at a meeting of the shareholders, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the shareholders entitled to vote with respect to the subject matter thereof.

### ARTICLE III. BOARD OF DIRECTORS

3.01. General Powers and Number. The business and affairs of the corporation shall be managed by its Board of Directors. The number of directors of the corporation shall be as set forth in Section 0.03.

3.02. Tenure and Qualifications. Each director shall hold office until the next annual meeting of shareholders and until his successor shall have been elected, or until his prior death, resignation or removal. A director may be removed from

office by affirmative vote of a majority of the outstanding shares entitled to vote for the election of such director, taken at a meeting of shareholders called for that purpose. A director may resign at any time by filing his written resignation with the Secretary of the corporation. Directors need not be residents of the State of Wisconsin or shareholders of the corporation.

3.03. Regular Meetings. A regular meeting of the Board of Directors shall be held without other notice than this by-law immediately after the annual meeting of shareholders, and each adjourned session thereof. The place of such regular meeting shall be the same as the place of the meeting of shareholders which precedes it, or such other suitable place as may be announced at such meeting of shareholders. The Board of Directors may provide, by resolution, the time and place, either within or without the State of Wisconsin, for the holding of additional regular meetings without other notice than such resolution.

3.04. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President, Secretary or any two directors. The President or Secretary calling any special meeting of the Board of Directors may fix any place, either within or without the State of Wisconsin, as the place for holding any special meeting of the Board of Directors called by them, and if no other place is fixed the place of meeting shall be the principal business office of the corporation in the State of Wisconsin.

3.05. Notice; Waiver. Notice of each meeting of the Board of Directors (unless otherwise provided in or pursuant to Section 3.03) shall be given by written notice delivered personally or mailed or given by telegram to each director at his business address or at such other address as such director shall have designated in writing filed with the Secretary, in each case not less than that number of hours prior thereto as set forth in Section 0.04. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage thereon prepaid. If notice be given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. Whenever any notice whatever is required to be given to any director of the corporation under the articles of incorporation or by-laws or any provision of law, a waiver thereof in writing, signed at any time, whether before or after the time of meeting, by the director entitled to such notice, shall be deemed equivalent to the giving of such notice. The



attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting and objects thereto to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting.

3.06. Quorum. Except as otherwise provided by law or by the articles of incorporation or these by-laws, a majority of the number of directors set forth in Section 0.03 shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but a majority of the directors present (though less than such quorum) may adjourn the meeting from time to time without further notice.

3.07. Manner of Acting. The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by the articles of incorporation or these by-laws.

3.08. Conduct of Meetings. The President, and in his absence, a Vice-President in the order provided under Section 4.06, and in their absence, any director chosen by the directors present, shall call meetings of the Board of Directors to order and shall act as chairman of the meeting. The Secretary of the corporation shall act as secretary of all meetings of the Board of Directors, but in the absence of the Secretary, the presiding officer may appoint any Assistant Secretary or any director or other person present to act as secretary of the meeting.

3.09. Vacancies. Any vacancy occurring in the Board of Directors, including a vacancy created by an increase in the number of directors, may be filled until the next succeeding annual election by the affirmative vote of a majority of the directors then in office, though less than a quorum of the Board of Directors; provided, that in case of a vacancy created by the removal of a director by vote of the shareholders, the shareholders shall have the right to fill such vacancy at the same meeting or any adjournment thereof.

3.10. Compensation. The Board of Directors, by affirmative vote of a majority of the directors then in office, and irrespective of any personal interest of any of its members, may establish reasonable compensation of all directors for services to the corporation as directors, officers or otherwise,

or may delegate such authority to an appropriate committee. The Board of Directors also shall have authority to provide for or to delegate authority to an appropriate committee to provide for reasonable pensions, disability or death benefits, and other benefits or payments, to directors, officers and employes and to their estates, families, dependents or beneficiaries on account of prior services rendered by such directors, officers and employes to the corporation.

3.11. Presumption of Assent. A director of the Corporation who is present at a meeting of the Board of Directors or a committee thereof of which he is a member at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his dissent shall be entered in the minutes of the meeting or unless he shall file his written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

3.12. Committees. The Board of Directors by resolution adopted by the affirmative vote of a majority of the number of directors set forth in Section 0.03 may designate one or more committees, each committee to consist of three or more directors elected by the Board of Directors, which to the extent provided in said resolution as initially adopted, and as thereafter supplemented or amended by further resolution adopted by a like vote, shall have and may exercise, when the Board of Directors is not in session, the powers of the Board of Directors in the management of the business and affairs of the corporation, except action in respect to dividends to shareholders, election of the principal officers or the filling of vacancies in the Board of Directors or committees created pursuant to this section. The Board of Directors may elect one or more of its members as alternate members of any such committee who may take the place of any absent member or members at any meeting of such committee, upon request by the President or upon request by the chairman of such meeting. Each such committee shall fix its own rules governing the conduct of its activities and shall make such reports to the Board of Directors of its activities as the Board of Directors may request.

3.13. Unanimous Consent without Meeting. Any action required or permitted by the articles of incorporation or by-laws or any provision of law to be taken by the Board of Directors at a meeting or by resolution may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the directors then in office.

#### ARTICLE IV. OFFICERS

4.01. Number. The principal officers of the corporation shall be a President, the number of Vice-Presidents as set forth in Section 0.05, a Secretary, and a Treasurer, each of whom shall be elected by the Board of Directors. Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the Board of Directors. Any two or more offices may be held by the same person, except the offices of President and Secretary and the offices of President and Vice-President.

4.02. Election and Term of Office. The officers of the corporation to be elected by the Board of Directors shall be elected annually by the Board of Directors at the first meeting of the Board of Directors held after each annual meeting of the shareholders. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Each officer shall hold office until his successor shall have been duly elected or until his prior death, resignation or removal.

4.03. Removal. Any officer or agent may be removed by the Board of Directors whenever in its judgment the best interests of the corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment shall not of itself create contract rights.

4.04. Vacancies. A vacancy in any principal office because of death, resignation, removal, disqualification or otherwise, shall be filled by the Board of Directors for the unexpired portion of the term.

4.05. President. The President shall be the principal executive officer of the corporation and, subject to the control of the Board of Directors, shall in general supervise and control all of the business and affairs of the corporation. He shall, when present, preside at all meetings of the shareholders and of the Board of Directors. He shall have authority, subject to such rules as may be prescribed by the Board of Directors, to appoint such agents and employes of the corporation as he shall deem necessary, to prescribe their powers, duties and compensation, and to delegate authority to them. Such agents and employes shall hold office at the discretion of the President. He shall have authority to sign, execute and acknowledge, on behalf of the corporation, all deeds, mortgages, bonds, stock certificates, contracts, leases,

reports and all other documents or instruments necessary or proper to be executed in the course of the corporation's regular business, or which shall be authorized by resolution of the Board of Directors; and, except as otherwise provided by law or the Board of Directors, he may authorize any Vice-President or other officer or agent of the corporation to sign, execute and acknowledge such documents or instruments in his place and stead. In general he shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

4.06. The Vice-Presidents. In the absence of the President or in the event of his death, inability or refusal to act, or in the event for any reason it shall be impracticable for the President to act personally, the Vice-President (or in the event there be more than one Vice-President, the Vice-Presidents in the order designated by the Board of Directors, or in the absence of any designation, then in the order of their election) shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. Any Vice-President may sign, with the Secretary or Assistant Secretary, certificates for shares of the corporation; and shall perform such other duties and have such authority as from time to time may be delegated or assigned to him by the President or by the Board of Directors. The execution of any instrument of the corporation by any Vice-President shall be conclusive evidence, as to third parties, of his authority to act in the stead of the President.

4.07. The Secretary. The Secretary shall: (a) keep the minutes of the meetings of the shareholders and of the Board of Directors in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these by-laws or as required by law; (c) be custodian of the corporate records and of the seal of the corporation and see that the seal of the corporation is affixed to all documents the execution of which on behalf of the corporation under its seal is duly authorized; (d) keep or arrange for the keeping of a register of the post office address of each shareholder which shall be furnished to the Secretary by such shareholder; (e) sign with the President, or a Vice-President, certificates for shares of the corporation, the issuance of which shall have been authorized by resolution of the Board of Directors; (f) have general charge of the stock transfer books of the corporation; and (g) in general perform all duties incident to the office of Secretary and have such other duties and exercise such authority as from time to time may be delegated or assigned to him by the President or by the Board of Directors.

4.08. The Treasurer. The Treasurer shall: (a) have charge and custody of and be responsible for all funds and securities of the corporation; (b) receive and give receipts for moneys due and payable to the corporation from any source whatsoever, and deposit all such moneys in the name of the corporation in such banks, trust companies or other depositaries as shall be selected in accordance with the provisions of Section 5.04; and (c) in general perform all of the duties incident to the office of Treasurer and have such other duties and exercise such other authority as from time to time may be delegated or assigned to him by the President or by the Board of Directors. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Directors shall determine.

4.09. Assistant Secretaries and Assistant Treasurers. There shall be such number of Assistant Secretaries and Assistant Treasurers as the Board of Directors may from time to time authorize. The Assistant Secretaries may sign with the President or a Vice-President certificates for shares of the corporation the issuance of which shall have been authorized by a resolution of the Board of Directors. The Assistant Treasurers shall respectively, if required by the Board of Directors, give bonds for the faithful discharge of their duties in such sums and with such sureties as the Board of Directors shall determine. The Assistant Secretaries and Assistant Treasurers, in general, shall perform such duties and have such authority as shall from time to time be delegated or assigned to them by the Secretary or the Treasurer, respectively, or by the President or the Board of Directors.

4.10. Other Assistants and Acting Officers. The Board of Directors shall have the power to appoint any person to act as assistant to any officer, or as agent for the corporation in his stead, or to perform the duties of such officer whenever for any reason it is impracticable for such officer to act personally, and such assistant or acting officer or other agent so appointed by the Board of Directors shall have the power to perform all the duties of the office to which he is so appointed to be assistant, or as to which he is so appointed to act, except as such power may be otherwise defined or restricted by the Board of Directors.

4.11. Salaries. The salaries of the principal officers shall be fixed from time to time by the Board of Directors or by a duly authorized committee thereof, and no officer shall be prevented from receiving such salary by reason of the fact that he is also a director of the corporation.

ARTICLE V. CONTRACTS, LOANS, CHECKS  
AND DEPOSITS; SPECIAL CORPORATE ACTS

5.01. Contracts. The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute or deliver any instrument in the name of and on behalf of the corporation, and such authorization may be general or confined to specific instances. In the absence of other designation, all deeds, mortgages and instruments of assignment or pledge made by the corporation shall be executed in the name of the corporation by the President or one of the Vice-Presidents and by the Secretary, an Assistant Secretary, the Treasurer or an Assistant Treasurer; the Secretary or an Assistant Secretary, when necessary or required, shall affix the corporate seal thereto; and when so executed no other party to such instrument or any third party shall be required to make any inquiry into the authority of the signing officer or officers.

5.02. Loans. No indebtedness for borrowed money shall be contracted on behalf of the corporation and no evidences of such indebtedness shall be issued in its name unless authorized by or under the authority of a resolution of the Board of Directors. Such authorization may be general or confined to specific instances.

5.03. Checks, Drafts, etc. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation, shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by or under the authority of a resolution of the Board of Directors.

5.04. Deposits. All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as may be selected by or under the authority of a resolution of the Board of Directors.

5.05. Voting of Securities Owned by this Corporation. Subject always to the specific directions of the Board of Directors, (a) any shares or other securities issued by any other corporation and owned or controlled by this corporation may be voted at any meeting of security holders of such other corporation by the President of this corporation if he be present, or in his absence by any Vice-President of this corporation who may be present, and (b) whenever, in the judgment of

the President, or in his absence, of any Vice-President, it is desirable for this corporation to execute a proxy or written consent in respect to any shares or other securities issued by any other corporation and owned by this corporation, such proxy or consent shall be executed in the name of this corporation by the President or one of the Vice-Presidents of this corporation, without necessity of any authorization by the Board of Directors, affixation of corporate seal or countersignature or attestation by another officer. Any person or persons designated in the manner above stated as the proxy or proxies of this corporation shall have full right, power and authority to vote the shares or other securities issued by such other corporation and owned by this corporation the same as such shares or other securities might be voted by this corporation.

#### ARTICLE VI. CERTIFICATES FOR SHARES AND THEIR TRANSFER

6.01. Certificates for Shares. Certificates representing shares of the corporation shall be in such form, consistent with law, as shall be determined by the Board of Directors. Such certificates shall be signed by the President or a Vice-President and by the Secretary or an Assistant Secretary. All certificates for shares shall be consecutively numbered or otherwise identified. The name and address of the person to whom the shares represented thereby are issued, with the number of shares and date of issue, shall be entered on the stock transfer books of the corporation. All certificates surrendered to the corporation for transfer shall be cancelled and no new certificate shall be issued until the former certificate for a like number of shares shall have been surrendered and cancelled, except as provided in Section 6.06.

6.02. Facsimile Signatures and Seal. The seal of the corporation on any certificates for shares may be a facsimile. The signatures of the President or Vice-President and the Secretary or Assistant Secretary upon a certificate may be facsimiles if the certificate is countersigned by a transfer agent, or registered by a registrar, other than the corporation itself or an employe of the corporation.

6.03. Signature by Former Officers. In case any officer, who has signed or whose facsimile signature has been placed upon any certificate for shares, shall have ceased to be such officer before such certificate is issued, it may be issued by the corporation with the same effect as if he were such officer at the date of its issue.

6.04. Transfer of Shares. Prior to due presentment of a certificate for shares for registration of transfer the corporation may treat the registered owner of such shares as the person exclusively entitled to vote, to receive notifications and otherwise to exercise all the rights and powers of an owner. Where a certificate for shares is presented to the corporation with a request to register for transfer, the corporation shall not be liable to the owner or any other person suffering loss as a result of such registration of transfer if (a) there were on or with the certificate the necessary endorsements, and (b) the corporation had no duty to inquire into adverse claims or has discharged any such duty. The corporation may require reasonable assurance that said endorsements are genuine and effective and compliance with such other regulations as may be prescribed under the authority of the Board of Directors.

6.05. Restrictions on Transfer. The face or reverse side of each certificate representing shares shall bear a conspicuous notation of any restriction imposed by the corporation upon the transfer of such shares.

6.06. Lost, Destroyed or Stolen Certificates. Where the owner claims that his certificate for shares has been lost, destroyed or wrongfully taken, a new certificate shall be issued in place thereof if the owner (a) so requests before the corporation has notice that such shares have been acquired by a bona fide purchaser, and (b) files with the corporation a sufficient indemnity bond, and (c) satisfies such other reasonable requirements as the Board of Directors may prescribe.

6.07. Consideration for Shares. The shares of the corporation may be issued for such consideration as shall be fixed from time to time by the Board of Directors, provided that any shares having a par value shall not be issued for a consideration less than the par value thereof. The consideration to be paid for shares may be paid in whole or in part, in money, in other property, tangible or intangible, or in labor or services actually performed for the corporation. When payment of the consideration for which shares are to be issued shall have been received by the corporation, such shares shall be deemed to be fully paid and nonassessable by the corporation. No certificate shall be issued for any share until such share is fully paid.

6.08. Stock Regulations. The Board of Directors shall have the power and authority to make all such further rules and regulations not inconsistent with the statutes of the State of Wisconsin as it may deem expedient concerning the issue, transfer and registration of certificates representing shares of the corporation.



## ARTICLE VII. SEAL

7.01. The Board of Directors shall provide a corporate seal which shall be circular in form and shall have inscribed thereon the name of the corporation and the state of incorporation and the words, "Corporate Seal."

## ARTICLE VIII. AMENDMENTS

8.01. By Shareholders. These by-laws may be altered, amended or repealed and new by-laws may be adopted by the shareholders by affirmative vote of not less than a majority of the shares present or represented at any annual or special meeting of the shareholders at which a quorum is in attendance.

8.02. By Directors. These by-laws may also be altered, amended or repealed and new by-laws may be adopted by the Board of Directors by affirmative vote of a majority of the number of directors present at any meeting at which a quorum is in attendance; but no by-law adopted by the shareholders shall be amended or repealed by the Board of Directors if the by-law so adopted so provides.

8.03. Implied Amendments. Any action taken or authorized by the shareholders or by the Board of Directors, which would be inconsistent with the by-laws then in effect but is taken or authorized by affirmative vote of not less than the number of shares or the number of directors required to amend the by-laws so that the by-laws would be consistent with such action, shall be given the same effect as though the by-laws had been temporarily amended or suspended so far, but only so far, as is necessary to permit the specific action so taken or authorized.

## **AMENDMENT TO BYLAWS**

Pursuant to action of the shareholders dated January 8, 1997, the Bylaws of the Corporation are amended as follows:

The annual meeting of the shareholders of the Corporation and the annual meeting of the directors of the Corporation shall be held on the first Tuesday of each November, with the annual meeting of the shareholders commencing at noon, and the annual meeting of the directors commencing immediately upon the adjournment of the annual meeting of shareholders.

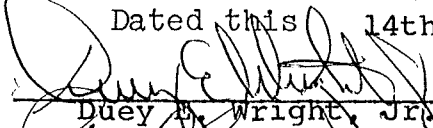

MINUTES OF FIRST MEETING OF INCORPORATORS AND SUBSCRIBERS

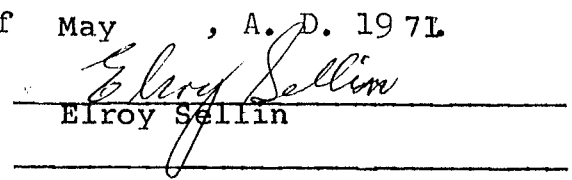
Minutes of the first meeting of the incorporators and subscribers to the shares of Midwest Communications, Inc.

held at the office of said corporation at Wausau, Wisconsin, on the 14th day of May, A. D. 1971, at 2:30 o'clock, P. M., pursuant to the following waiver of notice and consent to the holding of said meeting signed by all the incorporators and subscribers to the shares of this corporation on the record of said meeting:

We, the undersigned, being all of the incorporators and all of the subscribers to the shares of Midwest Communications, Inc. do hereby severally waive notice of the time, place and purpose of the first meeting of all of the subscribers to the shares of said Company, and do hereby call said meeting and consent to the holding thereof at the office of said corporation in the City of Wausau, Wisconsin, on the 14th day of May, A.D. 1971, at the hour of 2:30 o'clock, P.M., of said day; and we do hereby severally consent to the transaction of any and all business that may come before said meeting, including the perfecting of the organization of said corporation, the adopting of a code of By-Laws and the election of a Board of Directors.

Dated this 14th day of May, A. D. 1971

  
\_\_\_\_\_  
Duey E. Wright, Jr.  
  
\_\_\_\_\_  
Roger R. Morrison

  
\_\_\_\_\_  
Elroy Sellin

Julia F. Wright was also in attendance.

The meeting was called to order by Duey E. Wright, Jr. one of the subscribers to Shares of said corporation;

Thereupon, the meeting proceeded to organize and, upon motion duly made, seconded and unanimously carried, Duey E. Wright, Jr. was elected Chairman of the meeting and thereafter acted as such.

Thereupon, on motion duly made, seconded and unanimously carried, Julia F. Wright was elected Secretary of the meeting and thereafter acted as such.

Thereupon, the subscription agreement to the shares of this corporation was presented to the meeting as the same appears upon the preceding pages of this record. Upon motion duly made, seconded and unanimously carried, the same was approved and ordered made a part of the record of this corporation and the subscriptions so made were accepted on behalf of this corporation.

MINUTES OF FIRST MEETING OF INCORPORATORS AND SUBSCRIBERS, (Cont'd.)

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Thereupon, on motion duly made, seconded and unanimously carried, the powers of attorney from the subscribers to the shares of this corporation not present in person were ordered filed with the Secretary.

Thereupon, after an examination of such powers of attorney, the same were upon motion duly made, seconded and unanimously carried, approved.

Thereupon, on motion duly made, seconded and unanimously carried, the Secretary called the roll of the subscribers to the shares of this corporation and, it appearing that all of the subscribers were present in person or by duly authorized attorney; and, it further appearing that the \$500.00 minimum amount of capital with which the corporation will commence business has been subscribed, the meeting was declared competent to transact any and all business that might lawfully come before it, including the adoption of By-Laws and the election of a Board of Directors.

Thereupon, the incorporators reported that they had caused to be prepared and filed in the office of the Secretary of State a verified copy of the Articles of Incorporation of this corporation, of which a true and correct copy appears on the preceding pages of this record; and that they had paid the required filing fee to the Secretary of State and had caused to be filed in the office of the Register of Deeds of the County of **Marathon**, State of Wisconsin, a copy of such Articles duly certified by the Secretary of State, and had received from the Secretary of State the Certificate of Incorporation of which a true and correct copy appears on the preceding pages of this record. After a full examination of the Articles and Certificate of Incorporation, upon motion duly made and seconded, the following resolution was unanimously adopted and ordered spread at length upon the records of this meeting.

RESOLUTION

"BE IT RESOLVED: That the Articles of Incorporation of this corporation be, and the same are hereby, approved and ordered made a part of the records of this corporation and that all action taken by the incorporators in connection therewith be, and the same is hereby ratified, approved and confirmed; and

"BE IT FURTHER RESOLVED: That this corporation shall pay any and all legal and other expenses incurred in connection with its incorporation and its organization."

Thereupon, the meeting proceeded to consider By-Laws. The Secretary presented a proposed set of By-Laws, which after a thorough consideration and a full and complete discussion thereof and all of those present being fully conversant therewith, the following By-Laws were, on motion, duly made and seconded unanimously adopted as and for the By-Laws of this corporation, to-wit:

MINUTES OF FIRST MEETING OF INCORPORATORS AND SUBSCRIBERS (CONTINUED.)

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Thereupon, the meeting proceeded to the election of a Board of Directors and the following Directors were unanimously elected:

Duey E. Wright, Jr.  
Elroy Sellin  
Julia F. Wright  
Roger R. Morrison

The chairman of the meeting stated to the subscribers in attendance that the attorney for the corporation had suggested that a Section 1244 plan for the issuance of stock be adopted covering all the stock to be issued by the corporation, including the initial stock issue. Thereupon the following plan was unanimously adopted:

"This corporation hereby adopts a plan for the issuance of small business corporation stock on this 14th day of May, 1971, such stock to be offered for a period ending not later than two years from the date this plan is adopted. Such stock shall be common stock and shall be issued for money or property, the value of which shall be determined by the Board of Directors. The sum of the aggregate amount of money and other property received for such stock under this plan, plus amounts received by the corporation since June 30, 1958 for stock, as capital contributions, and as paid-in surplus, shall not exceed \$500,000; and the aggregate amount offered under this plan plus the equity capital of the corporation shall not exceed \$1 Million. It is hereby stated that this corporation has, as of the adoption of this plan of stock issuance, no assets and no equity capital and that this plan constitutes the plan of initial stock issuance. It is intended that this corporation constitute a small business corporation as defined in Section 1244 of the Internal Revenue Code, and this plan shall be construed and interpreted to effectuate this purpose."

It was suggested that the various subscribers wish to keep the stock of the corporation closely held so it <sup>would</sup> be appropriate for the subscribers to enter into an agreement among themselves with the corporation restricting the sale or transfer of the stock and requiring that the stockholders first offer the stock to the corporation or the other stockholders before placing it on the market. Thereupon the following resolution was adopted unanimously:

"BE IT RESOLVED; That the corporation is hereby authorized to enter into an agreement with the stock-

STOCK RESTRICTION AGREEMENT

This agreement made this 14<sup>th</sup> day of May, 1971, between and among MIDWEST COMMUNICATIONS, INC., hereinafter called the "company" and DUEY E. WRIGHT, JR., ELROY SELLIN, and ROGER R. MORRISON, hereinafter called the "stockholders";

WHEREAS, the stockholders are collectively the owners of all of the capital stock of Midwest Communications, Inc., a corporation organized under the laws of the State of Wisconsin, each stockholder owning shares in the company as hereinafter set forth:

Duey E. Wright, Jr.	385 shares
Roger R. Morrison	90 shares
Elroy Sellin	25 shares

AND WHEREAS, the stockholders believe it to be for their best interest and the best interest of the company that the ownership of the stock be restricted in order to give the Corporation and the other stockholders the right to purchase the shares of any stockholder wishing to dispose of his shares.

IT IS THEREFORE AGREED:

1. Upon execution of this agreement the certificates for the stock subject hereto shall be surrendered to the company for endorsement as follows:

"This certificate is transferable only upon compliance with the provisions of an agreement dated May 14, 1971, between Duey E. Wright, Jr., Elroy Sellin and Roger R. Morrison, and Midwest Communications, Inc., a copy of which is on file in the office of the Secretary of Midwest Communications, Inc."

2. After endorsement certificates shall be returned to the stockholders. All stock hereafter issued to any stockholder shall bear the same endorsement.

3. In the event any stockholder desires to sell all or part of his stock, he shall give written notice of such election to the Corporation which shall then have the right, exercisable within thirty (30) days, to purchase such stock at the price hereinafter set forth. In the event that the Corporation does not exercise its right to purchase said shares, the remaining stockholders shall have an additional ten (10) days in which to purchase such stock in the same proportion as their share holdings bear to each other at the date of the written notice. In the event one or more of the other stockholders elect not to purchase the shares of stock which he could otherwise purchase hereunder, the remaining stockholder may purchase all of the said shares. The stockholder shall not be required to sell any of the said shares to the Corporation or to the other stockholders unless the Corporation or the other stockholders agree to purchase all of the shares so offered.

4. In the event neither the Corporation nor the other shareholders agree to purchase the stock after receiving the notice as aforesaid, the selling stockholder may sell the stock free and clear of restrictions under this agreement.

5. In the event the selling stockholder elects to sell the said shares within three (3) years from the issuance of a Federal Communications Commission permit to purchase Station WNRR in Appleton, Wisconsin, the price at which the Corporation and/or the remaining stockholders shall have the right to purchase the stock shall be the price at which the selling stockholder originally purchased the stock.

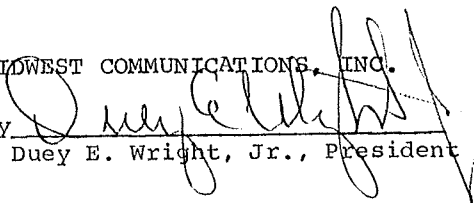
6. After the expiration of the said three (3) year period the price at which the Corporation and/or the remaining stockholders shall have the right to purchase the stock from the selling stockholder shall be the fair market value at the time the notice is given. The value shall be determined by determining the fair market value of all of the assets of the Corporation, including any reasonable amount of good will consistent with generally accepted accounting principles in this type of business, from which the liabilities of the Corporation shall be deducted. The per share value shall then be arrived at by dividing the number of shares set into the net worth figure arrived at aforesaid. In the event the parties are unable to agree as to the fair market value of the said stock, they shall jointly appoint a mutually agreeable third party who shall make such determination. In the event the parties are unable to agree on the party to make said determination, the parties agree that the Circuit Judge for Marathon County, Wisconsin, shall be authorized to pick such arbitrator and the parties agree to accept the party named by the said judge.

7. It is agreed that no transfer of the stock of this Corporation maybe made except in accordance with the terms of this agreement.

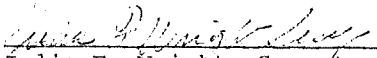
8. The parties hereto agree for themselves, their heirs, personal representatives, successors, and assigns, to be bound by the terms hereof.

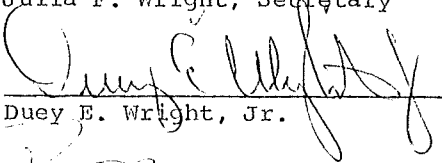
IN WITNESS WHEREOF, the parties hereto have set their hands and seals the day and year above written.

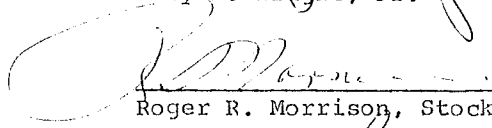
MIDWEST COMMUNICATIONS, INC.

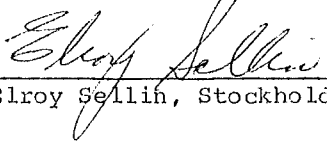
By   
Duey E. Wright, Jr., President



  
\_\_\_\_\_  
Julia F. Wright, Secretary

  
\_\_\_\_\_  
Duey E. Wright, Jr.

  
\_\_\_\_\_  
Roger R. Morrison, Stockholder

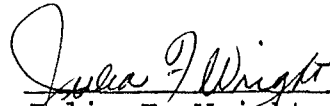
  
\_\_\_\_\_  
Elroy Sellin, Stockholder

MINUTES OF FIRST MEETING OF INCORPORATORS AND SUBSCRIBERS (CONTINUED.)


holders-subscribers restricting the transfer of the stock of the corporation and requiring the the holders of the stock to first offer the stock to the corporation or the other stockholders before putting it on the open market. The said agreement to be in the form attached to these minutes and made a part hereof the same as if set forth herein in full."

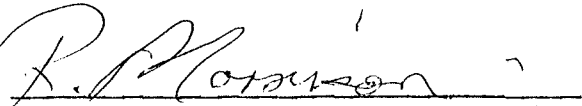
There being no further business to come before said meeting, on motion duly made, seconded and unanimously carried, the meeting adjourned sine die.


A true record,

  
\_\_\_\_\_  
Julia F. Wright  
Secretary of said Meeting.

APPROVED:

  
\_\_\_\_\_  
Duey E. Wright, Jr.  
Chairman of said Meeting

  
\_\_\_\_\_  
Roger R. Morrison, Shareholder

  
\_\_\_\_\_  
Elroy Sellin, Shareholder

MINUTES OF FIRST MEETING OF BOARD OF DIRECTORS, (Continued.)

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to hold office until the next annual meeting of the Shareholders and until their respective successors are elected and qualify.

Thereupon, Duey E. Wright, Jr. and Julia F. Wright, acted as permanent Chairman and permanent Secretary of the meeting.

Thereupon, at the direction of the President, the Secretary read the minutes of the first meeting of the subscribers to the Shares of this corporation held upon this same day and the code of By-Laws adopted at said meeting; and, after full and complete discussion of said minutes and said By-Laws and of all action taken at said meeting, the following resolution was duly made, seconded and unani- mously adopted:

"BE IT RESOLVED: That all action taken by the sub- scribers to the Shares of this corporation at their first meeting, including the adoption of By-Laws, and the By-Laws so adopted by them be, and the same are hereby, ratified, approved and confirmed.

"BE IT FURTHER RESOLVED: That all resolutions adopted and all motions carried at said meeting and the By-Laws adopted at said meeting be, and the same are hereby, re- enacted and adopted by this Board of Directors, with the same force and effect as though herein set forth at length and made a part hereof."

Thereupon, the following resolution was duly made, seconded and unaniously adopted:

"BE IT RESOLVED: That this corporation does hereby accept the subscriptions to the Shares of this corpora- tion as the same appear from the subscription agreement set forth in the preceding pages of this record.

"BE IT FURTHER RESOLVED: That the subscriptions to the Shares of this corporation be, and they are hereby called for payment in full in cash on or before the 8th day of June, A. D. 19 71, at the office of this corporation, and that the Secretary give a ten days notice of said call by mail to each Shareholder, said notice to consist of a copy of this resolution and a statement by the Secretary as to the fact and date of its passage; and of the amount due from the Shareholder so notified; and

MINUTES OF FIRST MEETING OF BOARD OF DIRECTORS.

Minutes of the first meeting of the Board of Directors of Midwest Communications, Inc. held at the office of said corporation at Wausau, Wisconsin this 14th day of May, A. D. 1971, at 3:30 o'clock, P. M., pursuant to the following waiver of notice and consent to the holding of such meeting signed by all of the Directors of this corporation on the records of said meeting, to-wit:

We the undersigned, being all of the Directors of Midwest Communications, Inc.

electd to said Board at the first meeting of the incorporators and subscribers to the stock of said corporation held this day, do hereby severally waive notice of the time, place and purpose of the first meeting of said Board of Directors and do hereby call said meeting and consent to the holding thereof at this time and place, to-wit: At the office of said corporation in the City of Wausau, Wisconsin, on the 14th day of May, A. D. 1971, immediately following the adjournment of the first meeting of the incorporators and subscribers to the shares of the corporation and we do hereby severally consent to the transaction of any and all business that may come before the meeting.

Handwritten signatures of Duey E. Wright, Jr., Roger R. Morrison, Julia F. Wright, and Elroy Sellin, each with a horizontal line underneath.

The meeting was called to order by Duey E. Wright, Jr. one of the Directors.

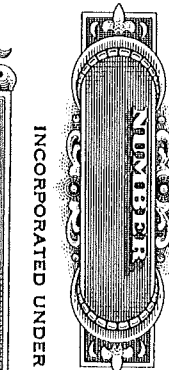
Thereupon, on motion duly made, seconded and unanimously carried, Duey E. Wright, Jr. was elected temporary Chairman of the meeting, and thereafter acted as such.

Thereupon, on motion duly made, seconded and unanimously carried, Julia F. Wright was elected temporary Secretary of the meeting and thereafter acted as such.

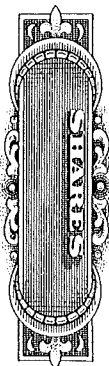
Thereupon, the Directors proceeded to the election of officers:

Thereupon the following were duly elected to the offices set opposite their respective names below:

- President: Duey E. Wright, Jr.
Vice-President: Elroy Sellin
Secretary: Julia F. Wright
Treasurer: Julia F. Wright



INCORPORATED UNDER THE LAWS



OF THE STATE OF WISCONSIN

# Midwest Communications, Inc.

AUTHORIZED SHARES 2,500 WITHOUT PAR VALUE

This Certifies That \_\_\_\_\_

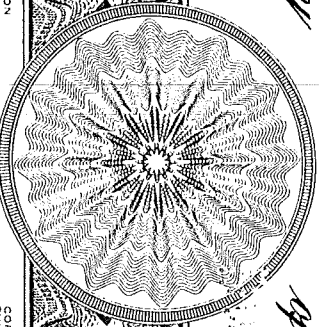
COMMON SHARES OF MIDWEST COMMUNICATIONS, INC.,

*Full paid and now available*  
*is the ownership*

*represented on the books of the Corporation in person or by duly authorized officer in person*  
*and under this Certificate properly endorsed.*  
*Am Witness Whereof the said Corporation has caused this Certificate to be signed by its duly*  
*authorized officers and sealed with the Seal of the Corporation,*  
*this \_\_\_\_\_ day of \_\_\_\_\_ 19\_\_\_\_*

SECRETARY

PRESIDENT



For Value Received, \_\_\_\_\_ hereby sell, assign and transfer  
unto \_\_\_\_\_

\_\_\_\_\_ Shares  
represented by the within Certificate, and do hereby  
irrevocably constitute and appoint

\_\_\_\_\_ Attorney  
to transfer the said Shares on the books of the within  
named Corporation with full power of substitution in  
the premises.

Dated \_\_\_\_\_ 19 \_\_\_\_\_

In presence of \_\_\_\_\_  
\_\_\_\_\_

NOTICE: THE SIGNATURE TO THIS ASSIGNMENT  
MUST CORRESPOND WITH THE NAME AS WRITTEN UPON THE  
FACE OF THE CERTIFICATE IN EVERY PARTICULAR WITHOUT  
ALTERATION OR ENLARGEMENT OR ANY CHANGE WHATSOEVER.

THIS SPACE IS NOT TO BE  
COVERED IN ANY WAY

MINUTES OF FIRST MEETING OF BOARD OF DIRECTORS, (Continued.)

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"BE IT FURTHER RESOLVED; That no business be transacted by this corporation with any others than its members until there shall have been actually paid in for its shares consideration of a value of at least \$500.00."

Thereupon, on motion duly made, and seconded, the following resolution was unanimously adopted:

"BE IT RESOLVED: That the First Wisconsin National Bank in the City of Wausau, State of Wisconsin, be, and it is hereby, selected and designated as the depository of and for the moneys and funds of this corporation; that all of the moneys and all of the funds of this corporation shall hereafter be deposited in and with said Bank and that such moneys and funds may be withdrawn only upon checks, orders and drafts signed by the Treasurer of this corporation."

"BE IT FURTHER RESOLVED: That the form of borrowing resolution drawn by the said First Wisconsin National Bank, of Wausau, a copy of which is attached at the end of these minutes as "ExhibitA" and made a part hereof, be adopted as the resolution of this corporation, the same as if set forth herein in full."

The chairman stated that he had been advised by the attorneys for the corporation that it would be appropriate for the Board of Directors to adopt a Section 1244 plan covering the issuance of stock of the corporation and the following plan and resolution was adopted:

"This corporation hereby adopts a plan for the issuance of small business corporation stock on this 14th day of May, 1971, such stock to be offered for a period ending not later than two years from the date this plan is adopted. Such stock shall be common stock and shall be issued for money or property, the value of which shall be determined by the Board of Directors. The sum of the aggregate amount of money and other property received for such stock under this plan, plus amounts received by the corporation since June 30, 1958 for stock, as capital contributions, and as paid-in surplus, shall not exceed \$500,000; and the aggregate amount offered under this plan plus the equity capital of the corporation shall not exceed \$1 Million. It is hereby stated that this corporation has, as of the adoption of this plan of stock issuance,

MINUTES OF FIRST MEETING OF BOARD OF DIRECTORS, (Continued.)

no assets and no equity capital and that this plan constitutes the plan of initial stock issuance. It is intended that this corporation constitute a small business corporation as defined in Section 1244 of the Internal Revenue Code, and this plan shall be construed and interpreted to effectuate this purpose."

Thereupon, on motion duly made and seconded, the following resolution was unanimously adopted:

"BE IT RESOLVED: That the stock certificates to represent the shares of this corporation, the transfer blanks on the reverse side thereof and the stubs thereto appertaining respectively, shall be in the form appearing on the face and reverse sides respectively of the certificate and stub submitted herewith and marked for identification in red ink as follows:

'Form of Certificate, cancelled the 14th day of May, A.D. 1971.'

"BE IT FURTHER RESOLVED: That the Certificate and stub be, by the Secretary, inserted in the record book of this corporation so as to precede the page on which this resolution shall appear."

Thereupon, on motion duly made and seconded, the following resolution was unanimously adopted:

"BE IT RESOLVED; That the Secretary shall at once procure for the corporation a sufficient number of certificates referred to in the preceding resolution and a corporate seal for this corporation, which seal shall have inscribed thereon the name of this corporation and the words CORPORATE SEAL and WISCONSIN, and that such seal shall be, and the same is hereby, adopted as and for the corporate seal of this corporation; and that, for the purpose of identification, the said Secretary is hereby directed to impress said seal upon the page of the record where this resolution appears."

*W. J. ...  
R. J. ...*



MINUTES OF FIRST MEETING OF BOARD OF DIRECTORS, (Continued.)  
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Thereupon, on motion duly made and seconded, the following resolution was unanimously adopted:

"That the stated value of the common stock of this corporation at which price the stock is to be issued shall be \$100."

Thereupon, on motion duly made and seconded, the following resolution was unanimously adopted:

"The fiscal year of the corporation shall end on JUNE 30th of each year and shall commence on JULY 1st of each year."

Thereupon, on motion duly made and seconded, the following resolution was unanimously adopted:

"The action of the subscribers and incorporators in authorizing a stock restriction agreement on the stock to be issued by the corporation is hereby ratified and confirmed."

Thereupon, on motion duly made and seconded, the following resolution was unanimously adopted:

"BE IT RESOLVED: That the President and/or the Secretary of the corporation are hereby authorized to enter into negotiations with the corporation owning Station WNRR in Appleton, Wisconsin, for the purchase of the assets of the station, and in connection therewith the said President and/or Secretary are hereby authorized and directed to make application to the Federal Communications Commission for such or other appropriate state or federal regulatory agencies for authority to operate the said station, and to take all such action as may be appropriate or necessary in conjunction therewith."

Thereupon, on motion duly made and seconded, the following resolution was unanimously adopted:

"BE IT RESOLVED: That the President and Secretary of the corporation are authorized to borrow from the First Wisconsin National Bank, of Wausau, Wisconsin, up to \$35,000 on such terms as may be deemed appropriate by the said President and Secretary and to give such corporate security as may be necessary to procure the said loan."

CORPORATE RESOLUTION DESIGNATING DEPOSITORY

RESOLVED, that First Wisconsin Nat. Bank of Wausau,  
(Bank)

Wisconsin, is hereby designated as a depository of this Corporation in which the funds of this Corporation may, from time to time, be deposited by its officers, agents, and employees, and that any 1 of the following officers of this Corporation, to-wit: Duey E. Wright, Jr.

be and hereby is/are authorized on behalf of this Corporation and in its name to sign checks, drafts, notes, bills of exchange, acceptances or other orders for the payment of money or withdrawal of funds or money deposited in the account or to the credit of this Corporation in said Bank; to endorse for deposit or negotiation any and all checks, notes, bills, certificates of deposit or other instruments owned or held by this Corporation for deposit in said account or for collection or discount by said Bank; to accept drafts, acceptances, and other instruments payable at said Bank; and said Bank is hereby authorized to honor, receive, certify, or pay all instruments signed in accordance with the foregoing resolution.

FURTHER RESOLVED, that aforementioned officers shall be and hereby is/are authorized (1) to receive, for and on behalf of this Corporation, bonds, stocks, stock certificates, interim certificates, participation and other certificates, securities of all kinds, money, currency, bullion, or any other property of whatsoever nature held by, sent to, consigned to, or delivered to said Bank for the account of or for delivery to this Corporation, and to give receipts therefor, and said Bank is hereby authorized to make delivery of any of the aforementioned property in accordance herewith; (2) to sell, transfer and endorse for sale or transfer, or cause to be sold or transferred, or give directions for the sale or transfer of bonds, stocks, stock certificates, interim certificates, participation and other certificates, securities of all kinds, or other property of whatsoever nature held by, sent to, consigned to, or delivered to said Bank for the account of this Corporation, and to receive the proceeds of any such sale or apply the proceeds of any such sale on any indebtedness of this Corporation to said Bank; said Bank is hereby authorized to make sale or transfer of any of the aforementioned property in accordance herewith; (3) to identify or guarantee signatures and endorsements on bonds, notes, stock certificates, interim certificates, participation and other certificates, stock powers of attorney, and securities of all kinds.

FURTHER RESOLVED, that a copy of this resolution, certified by the Secretary hereof to be correct, shall be delivered to said Bank, and said Bank may rely on this resolution until notice in writing of any change therein is given to the Cashier of said Bank.

STATE OF WISCONSIN, }  
Marathon County. } ss.

I, Julia F. Wright, do hereby certify that I am the duly elected and qualified Secretary and the custodian of the records and corporate seal of Midwest Communications, Inc.

a Corporation organized and existing under and by virtue of the laws of the State of Wisconsin; that the foregoing is a true and correct copy of a resolution duly adopted at a meeting of the board of directors of said Corporation convened and held in accordance with law and the Articles of Association and By-Laws of said Corporation, at its office at Wausau, Wisconsin, on the 25th day of June, 1971, and that such resolution is now in full force and effect.

IN WITNESS WHEREOF, I have affixed my name as Secretary of said Corporation, and have caused the corporate seal of said Corporation to be hereunto affixed this 28th day of June, 1971.

( AFFIX CORPORATE SEAL )

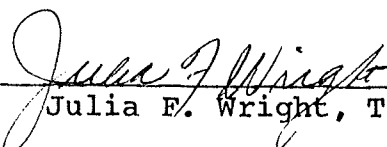
Julia F. Wright  
Julia F. Wright Secretary

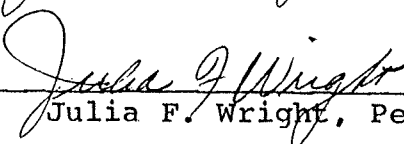
I, Duey E. Wright, Jr., a director of said Corporation, do hereby certify that the foregoing is a correct copy of a resolution passed as above set forth.

Duey E. Wright, Jr.  
Duey E. Wright, Jr. Director

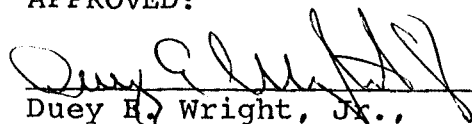
MINUTES OF FIRST MEETING OF BOARD OF DIRECTORS. (Continued)

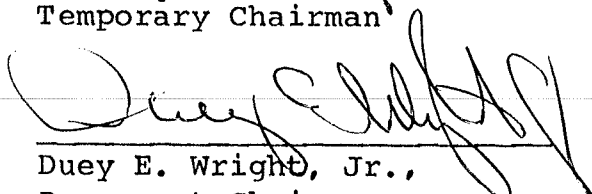
There being no further or other business to come before the meeting, the same was, on motion duly made, seconded and unanimously carried, adjourned sine die.

  
\_\_\_\_\_  
Julia F. Wright, Temporary Secretary

  
\_\_\_\_\_  
Julia F. Wright, Permanent Secretary

APPROVED:

  
\_\_\_\_\_  
Duey E. Wright, Jr.,  
Temporary Chairman

  
\_\_\_\_\_  
Duey E. Wright, Jr.,  
Permanent Chairman

## AMENDMENT TO BYLAWS

Pursuant to action of the directors dated July 1, 1998, the Bylaws of the Corporation are amended as follows:

In addition to other officer positions provided for in the Bylaws of the Corporation, the principal officers of the Corporation shall include the position of executive vice-president, who shall be appointed by the shareholders or the Board of Directors. The executive vice-president shall have such authority, duties, and powers as assigned to him by the president or the Board of Directors.

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