

MAILED

MAY 28 1985

MAY 13

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ARTICLES OF INCORPORATION

OF

CARROLL BROADCASTING COMPANY

The undersigned, acting as incorporators of a corporation organized under the Iowa Business Corporation Act, Chapter 496A of the 1985 Code of Iowa as amended, hereby adopt the following Articles of Incorporation for such corporation.

ARTICLE I

The name of this corporation is Carroll Broadcasting Company.

ARTICLE II

This corporation shall commence its existence upon the issuance of an appropriate Certificate of Incorporation by the Secretary of State of the State of Iowa and shall continue perpetually thereafter until dissolved by the stockholders or otherwise as provided by law.

ARTICLE III

This corporation shall have unlimited power to engage in and to do any lawful act concerning any or all lawful businesses for which corporations may be organized under the Iowa Business Corporation Act.

ARTICLE IV

Section 1. The total authorized capital stock of this corporation shall consist of 250,000 shares of common stock. All of said shares are to be without par value. All of such stock shall consist of one class only.

Section 2. The consideration, terms and conditions for such shares as may be issued by the corporation, whether original or thereafter authorized, shall be fixed from time to time by the Board of Directors.

STATE OF IOWA,
Cerro Gordo County, ss:

FILED FOR RECORD

6913

at 10:00 clock P.M. and recorded in

book 150 of page 306

JEANNE L. ARGOS
Recorder - Cerro Gordo County

Section 3. Shareholders shall have no preemptive rights with respect to acquisition of additional shares of the capital stock of the corporation.

Section 4. Each outstanding share of the corporation's capital stock shall entitle the holder thereof to one (1) vote on all questions properly brought before a shareholders meeting. All shares of the corporation's capital stock from time to time issued and outstanding, including shares held by a controlled corporation, excluding shares of this corporation held in its own treasury, shall be entitled to a vote at any meeting of the shareholders and shall be deemed to be outstanding for the purpose of determining a quorum. A controlled corporation under the terms hereof is a corporation in which a majority of the shares entitled to vote for the election of directors of such controlled corporation is held by this corporation.

ARTICLE V

The address of the initial registered office of this corporation is 800 Brick & Tile Building, Mason City, Iowa 50401, and the name of its initial registered agent at such address is Socrates G. Pappajohn.

ARTICLE VI

The initial Board of Directors of this corporation shall consist of three (3) directors who shall hold office until the first annual meeting of the shareholders. From and after the first annual meeting of the shareholders, the number of directors of the corporation from time to time shall be fixed by the By-Laws. The following constitutes the name and address of the initial Board of Directors:

Paul M. Collison	640 Hidden Valley Road Carroll, Iowa, 51401
Gerald J. Bretey	341 Yorktown Pike P. O. Box 1300 Mason City, Iowa, 50401
Lewis W. Van Nostrand	3803 Trailridge Road S.E. Cedar Rapids, Iowa, 52403

ARTICLE VII

The names and addresses of the Incorporators are:

B-Y Communications, Inc.

341 Yorktown Pike
Mason City, Iowa 50401

Paul M. Collison

640 Hidden Valley Road
Carroll, Iowa 51401

IN WITNESS WHEREOF, the incorporator hereof has executed
this document on this 19th day of April, 1985.

B-Y COMMUNICATIONS

By: Gerald J. Bretey
Its: President

By: Lewis W. Van Nostrand, Jr.
Its: Treasurer

Paul M. Collison
Paul M. Collison

STATE OF IOWA)
COUNTY OF Cerro Gordo) SS.

STATE OF IOWA)
COUNTY OF CERRO GORDO) SS.

Darlene Peterson
Notary Public in and for
the State of Iowa

On this 19 day of April, A. D. 1985, before me,
the undersigned, a Notary Public in and for the State of Iowa,
personally appeared Gerald J. Bretey and Lewis Van Nostrand, Jr.,
to me personally known, who, being by me duly sworn, did say that
they are the President and Treasurer, respectively, of said
corporation executing the within and foregoing instrument, that
no seal has been procured by the said corporation, that said
instrument was signed on behalf of said corporation by authority
of its Board of Directors; and that the said Gerald J. Bretey and
Lewis W. Van Nostrand, Jr. as such officers acknowledged the
execution of said instrument to be the voluntary act and deed of
said corporation, by it and by them voluntarily executed.

Darlene Peterson
Notary Public in and for
the State of Iowa

- 3 -

OFFICE OF THE SECRETARY OF STATE
Des Moines, Iowa

This instrument recorded in Book F-45, Page 211, dated May 13, 1985.
L. J. Pappajohn, Secretary of State
Filing Fee 50.00