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MAY 28 1985

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.

IND.  
REG.  
COMP.  
NO.

STATE OF IOWA,  
Cerro Gordo County, ss:

6913

FILED FOR RECORD

June 7 1985

at 1:00 o'clock P.M. and recorded in  
book 150 of MDC page 306

JEANNE L. ARGOS  
Recorder - Cerro Gordo County

311

150 306

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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 19<sup>th</sup> day of April, 1985.

B-Y COMMUNICATIONS

By: Gerald J. Bretey  
Its: President

By: Lewis Van Nostrand, Jr.  
Its: Treasurer

Paul M. Collison  
Paul M. Collison

STATE OF IOWA )  
COUNTY OF Cerro Gordo ) SS.

Darlene Peterson  
4/19/85  
Notary Public in and for  
the State of Iowa

STATE OF IOWA )  
COUNTY OF CERRO GORDO ) SS.

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  
4/19/85  
Notary Public in and for  
the State of Iowa

OFFICE OF THE SECRETARY OF STATE  
Des Moines, Iowa  
This instrument recorded in Book F-45, Page 211, May 13, 1985.  
Clerk: Mary  
Filing Fee: 50.00  
Recording Fee: 50.00  
Secretary of State