

# STATE OF CALIFORNIA



## DEPARTMENT OF STATE

*To all to whom these presents shall come, Greetings:*

*I, FRANK M. JORDAN, Secretary of State of the State of California, hereby certify:*

That the annexed transcript has been compared with the RECORD on file in my office, of which it purports to be a copy, and that the same is full, true and correct.

In testimony whereof, I, FRANK M. JORDAN, Secretary of State, have hereunto caused the Great Seal of the State of California to be affixed and my name subscribed, at the City of Sacramento, in the State of California,  
this 27<sup>th</sup> day of November, 1957

  
*Frank M. Jordan*  
Secretary of State

By *William J. ...*  
Assistant Secretary of State

347023

ARTICLES OF INCORPORATION

OF

EUREKA BROADCASTING COMPANY

ENDORSED  
FILED

In the Office of the Secretary of State  
of the State of California

NOV 27 1957

FRANK M. JOHNSON Secretary of State  
By THOMAS W. PICKETT

KNOW ALL MEN BY THESE PRESENTS:

We, the undersigned, have this day voluntarily associated ourselves together for the purpose of forming a corporation under the laws of the State of California and, pursuant thereto, we do hereby certify:

FIRST: The name of this corporation shall be  
EUREKA BROADCASTING COMPANY

SECOND: The primary business in which the corporation is intended to initially engage is the business of radio broadcasting. The purposes for which this corporation is formed are as follows:

1. To engage in the business of broadcasting by means of radio and television, and by any or all other means of wireless communications, and to do such things and exercise such powers as shall be appropriate to serve the public interest, convenience and necessity in connection therewith; to apply for, receive, hold and enjoy any and all licenses, permits and grants necessary, appropriate or convenient for the erection, construction, maintenance and operation of radio and television broadcasting stations, transmitters, studios, auditoriums, equipment and facilities and to erect, construct, purchase, acquire, lease, maintain, operate, let, sell, dispose of and otherwise deal in and with respect to the same.

2. To own and operate a radio station or radio stations and television stations; to employ, engage, train, present or otherwise utilize, artists, performers, singers, speakers, lecturers, musicians, actors, specialty performers, entertainers, experts, technicians, and such other talent and assistance as may be necessary, useful or advantageous in the conduct of any business of this corporation; upon its own behalf or upon behalf of others, to arrange, present, produce and to broadcast through its own radio or television stations or through other radio or television stations, programs of entertainment, amusement, education, or otherwise, and to make any and all contracts and arrangements and to provide all facilities and equipment necessary, useful or advantageous in the operation of radio and television stations.



3. To manufacture, invent, buy, sell, license, lease, design, construct, install, own, operate, repair, maintain and otherwise deal in and with radio and television broadcasting apparatus and equipment and devices of whatever nature or description, television transmitting and receiving apparatus, radio stations of all types, sound producing and reproducing apparatus, apparatus for the transmission or reception of all or any signals, sound, intelligence, information, entertainment, music, pictures, images, light, heat, power and energy, whether by radio, wireless, wired wireless, wire telephone, telegraph or by any other method or combination of methods now known or hereafter discovered.

4. To carry on the business of furnishing amusement and information to the public, to own, operate, lease, buy, sell and generally deal in and with amusement and communication devices of every kind and nature and studios, concert halls, theatres and other places for the information and amusement of the public.

5. As principal or as agent for others to own, acquire, buy, hold, sell, transfer, convey, improve, lease, rent, exchange, mortgage, encumber, hypothecate, obtain loans on, manage, develop, improve, subdivide, partition, divide, distribute, collect the rents and income from, and generally dispose of and deal in and with licenses, real and personal property of every class and description, improved and unimproved, and with all interests, rights, privileges and equities therein.

6. To manufacture, produce, procure the production of, rent, buy, or otherwise acquire, to sell, lease, sublease or otherwise dispose of, to hold, own, exhibit, utilize, control, mortgage, pledge or otherwise hypothecate, to license the use of, and, generally, and without restriction, to export, import, trade, deal and otherwise traffic in and with moving pictures and moving picture films of any and all kinds.

7. To furnish advertising matter and material, both in connection with radio and television programs and otherwise, and to deal in and in connection with advertising generally, and to carry on any businesses or do any acts or things in connection with the business of advertising.

8. To borrow or raise moneys for any of the purposes of this corporation without limit as to amount, and, from time to time, to issue bonds, debentures, notes or other obligations, secured or unsecured, of this corporation for moneys so borrowed or in payment for property acquired, or for any of the other objects or purposes of this corporation or in connection with its business; and to acquire and pay for in cash or otherwise shares of stock, bonds and notes or other obligations of this corporation, and to issue, purchase or otherwise acquire, hold, sell, transfer, re-issue or cancel shares of its own capital stock or its own securities or obligations in the manner and to the extent now or hereafter authorized or permitted by the laws of the State of California and by these Articles of Incorporation.

9. To enter into arrangements for sharing profits, union of interest, reciprocal concessions, or cooperations with any person, corporation, association, partnership, business trust, syndicate, government or any political subdivision thereof, in carrying on any business or enterprise.

10. To enter into and carry out any arrangement with any domestic or foreign government, territorial, municipal or public authority, or with any corporation, association, partnership, entity, or person, domestic or foreign, to obtain therefrom or to acquire by purchase, lease, assignment or otherwise, any powers, rights, privileges, immunities, guaranties, rents, and concessions, and to hold, own, exercise, exploit, dispose of and realize upon same.

11. To loan its uninvested funds and surplus from time to time to such extent and upon such terms as the corporation may deem advisable.

12. To enter into, perform and carry out contracts of every sort and kind which may be necessary or convenient for the business of this corporation with any person, firm, corporation, private, public or municipal, body politic, any state, territory or municipality of the United States or any foreign government, colony or body politic.

13. To acquire by purchase, subscription or otherwise hold, mortgage, pledge, sell, assign, transfer, exchange or otherwise dispose of or deal in shares of stock of, or voting trust certificates for shares of the stock of, or any bonds or other securities, evidences of indebtedness or obligations created by any other corporation or corporations organized under the laws of the State of California or of any other state, or of any country, nation or government, and to pay therefor, in whole or in part, with cash or other property or with shares, bonds or other obligations of this corporation, and, while the owner or holder of any such shares or voting trust certificates for shares, or bonds or other securities or evidences of indebtedness or obligations of any such other corporation or corporations to possess and exercise in respect thereof all the rights, powers and privileges of ownership, including the right to vote thereon and to consent in respect thereof for any and all purposes.

14. To obtain, register, purchase, lease or otherwise acquire, and to own and maintain, and to sell, assign, or grant licenses or other rights in respect of, or otherwise dispose of any trade-marks, trade names, patents, patent rights, copyrights and distinctive marks and rights analogous thereto, and inventions, improvements, processes, formulas and the like.

15. To acquire all or any part of the good will, rights, assets and business and to undertake the liabilities of any person, firm, association or corporation heretofore or hereafter engaged in any business, in whole or in part, similar to the business of this corporation, and to hold, utilize and in any other manner dispose of, the whole or any part of the rights and assets so acquired, and to conduct in any lawful manner the whole or any part of the business thus acquired.

16. To carry on any other lawful business whatsoever which the corporation may deem proper or convenient in connection with the foregoing, and to do any and all things necessary, suitable, convenient or proper for, or in connection with, or incidental to, the accomplishment of any of the purposes or attainments of any one or more of the objects herein

enumerated, or designed directly or indirectly to promote the interests of this corporation, or to enhance the value of any of its properties; and in general to do any and all things and exercise any and all powers which it may now or hereafter be lawful for the corporation to do or to exercise under the laws of the State of California that may now or hereafter be applicable to this corporation.

17. The objects specified herein shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause or paragraph of these Articles. The objects, purposes and powers specified in these Articles shall be regarded as independent objects, purposes or powers of which the corporation shall have the right to exercise all or any part thereof.

The foregoing shall be construed as objects and powers, and the enumeration thereof shall not be held to limit or restrict in any manner the general powers now or hereafter conferred on this corporation by the laws of the State of California.

THIRD: The principal office for the transaction of the business of the corporation shall be located in Humboldt County, California.

FOURTH: This corporation is authorized to issue only one class of shares of stock. The total number of shares which this corporation shall have authority to issue shall be Two Thousand (2,000); the aggregate par value of all said shares shall be Twenty Thousand Dollars (\$20,000.00); and the par value of each share shall be Ten Dollars (\$10.00).

FIFTH: This corporation shall not, without first obtaining the consent of the holders of at least three-fourths of the total number of shares of its capital stock then outstanding, expressed by vote in favor of a Resolution adopted at a special meeting of shareholders called for that purpose, or, if permitted by law, given in writing, increase the number of shares of capital stock which this corporation is authorized to issue.

This corporation shall not issue any authorized shares of stock without first obtaining the consent of three-fourths of all the directors of the corporation expressed by vote in favor of a resolution adopted at a regular or special meeting of the directors, or, if permitted by law, given in writing.

SIXTH: No distinction shall exist between the shares of this corporation or the rights of the respective holders thereof with respect thereto.

SEVENTH: The number of directors of said corporation shall be four (4) in number, and the names and addresses of the directors who are appointed to act until the first annual meeting of shareholders, or until the selection and qualification of their successors, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Lester W. Spillane	109 Tapia Drive, San Francisco, Calif.
Irving C. Phillips	530 Comstock Drive, Tiburon, Calif.
Elsie A. Phillips	530 Comstock Drive, Tiburon, Calif.
Rena Coturri	405 Central Tower Bldg., San Francisco, Calif.

EIGHTH: Shares of this corporation may be transferred only in accordance with the provisions of these Articles. In the event any shareholder proposes to sell or otherwise dispose of all or any part of his shares, he shall sign and deliver to this corporation a written notice stating: That he has received a bona fide offer of purchase of a designated number of his shares of the corporation; that he proposes to accept said offer; the name and address of the real party in interest making such offer; the price per share for which he proposes to sell said shares; and the terms and conditions of payment.

Upon receipt by this corporation of a written notice from a shareholder as above-provided, the corporation shall have the first right for a period of thirty (30) days after receipt of such notice to buy, on the same terms as set forth in the notice, all, or a portion of such stock provided the remaining portion is purchased by other shareholders of this corporation under the conditions set forth in this Article. If the corporation does not desire to purchase any or desires only a portion of such stock, the secretary of this corporation shall within ten days (10) after receipt of the aforesaid written notice deliver or mail a copy of such shareholder's notice to each other shareholder of record of this corporation, together with a notice that offers are

invited for the purchase of all or the portion not desired by the corporation, of such shares so offered for sale at the price and upon the terms designated in such shareholder's notice. Such notice may be delivered to such shareholders personally or may be mailed to the last known address of such shareholders, as the same may appear on the books of this corporation. Each such other shareholder who wishes to purchase any of such shares shall notify the secretary of the corporation in writing within ten (10) days after the mailing or delivery to him of such selling shareholder's notice, of the number of such shares so offered for sale he offers to purchase, shall state that such offer to purchase shall be valid as to all or any lesser number of shares than the number specified, that he agrees to the terms designated in the selling shareholder's notice and shall accompany said notification with cash or a certified check in an amount sufficient to meet the initial payment on the total number of shares which he offers to purchase. At the end of twenty (20) days from the receipt by the corporation of such selling shareholder's notice, the secretary of the corporation shall allot all of such shares so offered for sale and not desired to be purchased by the corporation among the respective purchasing shareholders in the following manner: Each shareholder who has offered to purchase such shares shall be allotted whichever is the lesser of (1) the number of shares which he has offered to purchase, or (2) a number of the shares offered for sale which bears the same proportion to the total number of shares so available to the shareholders as the number of shares then owned by such shareholder bears to the aggregate number of shares then outstanding exclusive of the number of shares so offered for sale. If any shares so offered for sale remain unallotted thereafter, the secretary shall allot the same among the shareholders then remaining who have offered to purchase a number of shares in excess of those allotted to them in the first instance in the following manner: Each remaining shareholder shall be

allotted whichever is the lesser of, the number of shares such shareholder has offered to purchase minus the initial allotment of shares to such shareholder, or a number of such shares which bears the same proportion to the remaining unallotted shares available to the shareholders as the number of shares then owned by such shareholder bears to the aggregate number of shares then owned by all shareholders among which such allotment is to be made. This procedure shall be followed by the secretary of the corporation until all such shares so available for sale to the shareholders have been allotted to all shareholders offering to purchase the same. In the event that offers of purchase are not received by the secretary of the corporation for all of the shares not desired by the corporation within a period of ten (10) days following mailing or delivery of the selling shareholder's notice to the other shareholders as above-provided, the corporation may purchase such remaining shares, but if the corporation and/or the other shareholders do not agree to purchase all shares offered, the shareholder giving such written notice may sell all such shares at the expiration of the thirty (30) day period for the price, to the person or persons, and upon the terms and conditions set forth in said notice but not otherwise, and such sale shall be consummated within ten (10) days, subject to Government consent where necessary; provided, however, that if within the thirty (30) day period the corporation and all the shareholders of this corporation other than the shareholder giving such written notice shall have filed with the secretary of this corporation consents in writing to the proposed sale, the same may be consummated without waiting for the expiration of said thirty (30) day period; and provided further that these restrictions on the sale or transfer of shares shall not, upon the death of a shareholder, be applicable to, affect, or restrict the transfer of shares to his legatees or lawful successors.



NINTH: Each shareholder or subscriber to shares of this corporation shall be entitled to full preemptive or preferential rights, as such rights have been heretofore defined at common law, to purchase and/or subscribe for his proportionate part of any shares which may be issued at any one time by this corporation.

TENTH: Authority is hereby granted to the holders of the shares of this corporation entitled to vote to change, from time to time, the authorized number of directors of this corporation by a duly adopted amendment of the By-Laws of this corporation.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of California, we the undersigned, constituting the incorporators of this corporation and the persons named herein as the first Directors of this corporation, have executed these Articles of Incorporation this 14th day of November, 1957.

Lester W. Spillane  
Lester W. Spillane

Irving C. Phillips  
Irving C. Phillips

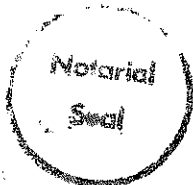
Elsie A. Phillips  
Elsie A. Phillips

Rena Coturri  
Rena Coturri

STATE OF CALIFORNIA )  
 )  
CITY AND COUNTY OF SAN FRANCISCO ) SS

On this 14th day of November, 1957, before me, a Notary Public in and for said County, residing therein, duly commissioned and sworn, personally appeared LESTER W. SPILLANE, IRVING C. PHILLIPS, ELSIE A. PHILLIPS and RENA COTURRI, known to me to be the persons whose names are subscribed to the foregoing instrument, and they duly acknowledged to me that they executed the same.

WITNESS my hand and official seal the day and year in this certificate first above-written.



/s/Frances G. Wysong  
Notary Public in and for the  
City and County of San Francisco,  
State of California.

My Commission Expires: March 4, 1958  
3/4/58