

ARTICLES OF MERGER
~~CONSOLIDATION~~
OF DOMESTIC AND FOREIGN
CORPORATION

(Strike Inapplicable Words)

(Do not write in this space)

Date Paid 3-19-76
Filing Fee \$ 100.00
Clerk [Signature]
Jan. 27, 1976

To ~~XXXXXXXXXX~~ Secretary of State,

The undersigned corporations, pursuant to Section 69a of "The Business Corporation Act" of the State of Illinois, hereby execute the following articles of ~~consolidation~~ merger :

ARTICLE ONE

The names of the corporations proposing to ~~consolidate~~ merge and the names of the States under the laws of which such corporations are organized, are as follows:

Name of Corporation	State of Incorporation
<u>LA SALLE COUNTY BROADCASTING CORP.</u>	<u>Illinois</u>
<u>MILLER BROADCASTING CORP.</u>	<u>Wyoming</u>

ARTICLE TWO

The laws of Wyoming the State under which such foreign ~~corporation is~~ corporation is ~~organized~~ organized, permit such ~~merger~~ merger

ARTICLE THREE

The name of the ~~surviving~~ surviving corporation shall be LA SALLE COUNTY BROADCASTING CORP. and it shall be governed by the laws of the State of Wyoming

ARTICLE FOUR

The plan of ~~merger~~ merger ~~is as follows:~~ is as follows:

SEE ATTACHMENT 1

ARTICLE FIVE

As to each corporation, the number of shares outstanding, the number of shares entitled to vote, and the number and designation of the shares of any class entitled to vote as a class, are:

Name of Corporation	Total Number of Shares Outstanding	Total Number of Shares Entitled to Vote	Designation of Class Entitled to Vote as a Class (if any)	Number of Shares of Such Class (if any)
<u>LA SALLE COUNTY BROADCASTING CORP.</u>	<u>1020</u>	<u>1020</u>	<u>None</u>	<u>None</u>
<u>MILLER BROADCASTING CORP.</u>	<u>10</u>	<u>10</u>	<u>None</u>	<u>None</u>

ARTICLE SIX

As to each corporation, the number of shares voted for and against the plan, respectively, and the number of shares of any class entitled to vote as a class voted for and against the plan, are:

Name of Corporation	Total Shares Voted for	Total Shares Voted Against	Class	Shares Voted for	Shares Voted Against
<u>LA SALLE COUNTY BROADCASTING CORP.</u>	<u>1020</u>	<u>None</u>	<u>Common</u>	<u>1020</u>	<u>None</u>
<u>MILLER BROADCASTING CORP.</u>	<u>10</u>	<u>None</u>	<u>Common</u>	<u>10</u>	<u>None</u>

ARTICLE SEVEN

All provisions of the laws of the State of Illinois and the State of Wyoming applicable to the proposed ~~consolidation~~ ^{merger} have been complied with.

ARTICLE EIGHT

(Delete this article if surviving or new corporation is to be governed by the laws of the State of Illinois.)

It is agreed that, upon and after the issuance of a certificate of merger by the Secretary of State of the State of Illinois:

- 1. The surviving corporation may be served with process in the State of Illinois in any proceeding for the enforcement of any obligation of any corporation organized under the laws of the State of Illinois which is a party to the merger and in any proceeding for the enforcement of the rights of a dissenting shareholder of any such corporation organized under the laws of the State of Illinois against the surviving or new corporation;
2. The Secretary of State of the State of Illinois shall be and hereby is irrevocably appointed as the agent of the surviving corporation to accept service of process in any such proceedings; and
3. The surviving corporation will promptly pay to the dissenting shareholders of any corporation organized under the laws of the State of Illinois which is a party to the merger the amount, if any, to which they shall be entitled under the provisions of "The Business Corporation Act" of the State of Illinois with respect to the rights of dissenting shareholders.

IN WITNESS WHEREOF each of the undersigned corporations has caused these articles of merger to be executed in its name by its president or vice president and its corporate seal to be hereunto affixed, attested by its secretary or assistant secretary, this 27th day of January, 1976

LA SALLE COUNTY BROADCASTING CORP.

By [Signature] Its President, M. Peter Miller, Jr

ATTEST:

Secretary F. C. Miller Assistant Secretary

MILLER BROADCASTING CORP.

By [Signature] Its President M. Peter Miller Jr Vice President

ATTEST:

Secretary F. C. Miller Assistant Secretary

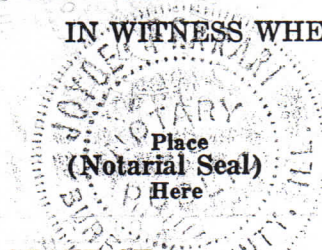
(over)

STATE OF ILLINOIS }
COUNTY OF LA SALLE } ss.

I, Joyce Ferraris, a Notary Public, do hereby certify that on the 29th day of January, A.D. 1976, personally appeared before me M. Peter Miller, Jr.

who declares that he is the President of LaSalle County Broadcasting Corp. one of the corporations executing the foregoing documents, and being first duly sworn, acknowledged that he signed the foregoing articles of merger ~~consolidation~~ in the capacity therein set forth and declared that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year before written.



Joyce Ferraris

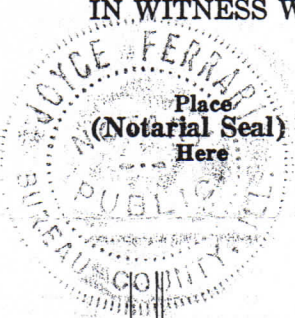
Notary Public

STATE OF ILLINOIS }
COUNTY OF LA SALLE } ss.

I, Joyce Ferraris, a Notary Public, do hereby certify that on the 29th day of Jan, A.D. 1976, personally appeared before me M. Peter Miller, Jr.

who declares that he is the President of Miller Broadcasting Corp. one of the corporations executing the foregoing documents, and being first duly sworn, acknowledged that he signed the foregoing articles of merger ~~consolidation~~ in the capacity therein set forth and declared that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year before written.



Joyce Ferraris

Notary Public

Form BCA-69a

File

ARTICLES OF
MERGER
CONSOLIDATION

OF
LA SALLE COUNTY
BROADCASTING CORP.

and
MILLER BROADCASTING
CORP.

FILED

MAR 19 1976

Michael J. Howlett
Secretary of State

(File in Duplicate)

Filing Fee \$100.00

If merger involves more than two corporations, \$50.00 for each additional corporation.

(08962-5M-5-69) 10

ATTACHMENT 1
~~WYOMING~~
MILLER BROADCASTING CORP.

PLAN OF MERGER

A. The names of the corporations proposing to merge are LA SALLE COUNTY BROADCASTING CORP., an Illinois corporation (hereinafter referred to as the absorbed corporation), and ~~WYOMING~~ MILLER BROADCASTING CORP., a Wyoming corporation. They shall merge into the Wyoming corporation (hereinafter designated as the surviving corporation), which shall thereafter bear the name LA SALLE COUNTY BROADCASTING CORP.

B. The merger shall take place as of the date of approval by the Federal Communications Commission of the assignment of licenses, in accordance with the applicable

provisions of the laws of the State of Illinois and the State of Wyoming. The separate existence of the absorbed corporation shall cease and the existence of the surviving corporation shall continue unaffected and unimpaired by the merger with all the rights, privileges, immunities and powers, and subject to all the duties and liabilities of a corporation organized under the General Corporation Law of the State of Wyoming.

C. The manner and basis of converting the shares of stock of each of the Constituent Corporations into shares of stock of the surviving corporation are as follows:

1. The shares of Common Stock of the surviving corporation, whether authorized or issued on the effective date of the merger shall not be converted or exchanged as a result of the merger, but upon said date, all shares of Common Stock of the surviving corporation theretofore authorized (whether issued or unissued) shall be and be deemed to be shares of Common Stock of the surviving corporation, and all such shares of stock of the surviving corporation outstanding on the effective date of the merger shall remain outstanding, shall be and be deemed fully-paid and non-assessable and shall retain all rights to accrued and unpaid dividends, if any.

2. Each share of Common Stock of the absorbed corporation issued and outstanding on the effective date of the merger and all rights in respect thereof, shall, on said date, be converted into and exchanged for one share of presently authorized and unissued Common Stock of the surviving corporation.

3. As soon as practicable after the effective date of the merger, each holder of an outstanding certificate or certificates theretofore representing shares of Common Stock of the absorbed corporation shall surrender the same to the surviving corporation, and such holder shall be entitled, upon such surrender, to receive in exchange therefor a certificate or certificates representing the number of whole shares of Common Stock of the surviving corporation into which the shares of Common Stock of the absorbed corporation theretofore represented by the surrendered certificate or certificates shall have been converted as aforesaid. Until so surrendered for exchange, each outstanding certificate which, prior to the effective date of the merger, represented shares of Common Stock of the absorbed corporation shall be deemed for all corporate purposes to evidence the ownership of the number of whole shares of Common Stock of the surviving corporation which the holder of the certificates for shares of Common Stock of the

absorbed corporation would be entitled to receive upon surrender thereof for exchange as aforesaid.

4. All shares of Common Stock of the surviving corporation into which shares of Common Stock of the absorbed corporation are converted, as above provided, shall be fully-paid and non-assessable.

D. The merger shall effect the following change in the Articles of Incorporation of the surviving corporation:

FIRST. The name of the corporation is
LA SALLE COUNTY BROADCASTING CORP.

E. Other provisions are as follows:

1. The By-Laws of the surviving corporation shall be and remain the surviving By-Laws of the surviving corporation until altered, amended or repealed.

2. The directors and officers of the absorbed corporation in office on the effective date of the merger shall continue in office and shall constitute the directors and officers of the surviving corporation for the term elected until their respective successors shall be elected or appointed and qualified.

3. On the effective date of the merger:

a. The surviving corporation shall possess all rights, privileges, immunities, powers and franchises as well of a public as of a private nature, and shall be subject to all of the restrictions, disabilities and duties of each of the Constituent Corporations; and all property, real, personal and mixed, including all licenses, applications for licenses, trademarks, trademark registrations and applications for registration of trademarks, together with the good will of the business in connection with which said licenses and marks are used, and all debts due on whatever account, including subscriptions to shares of capital stock, and all other choses

in action and all and every other interest of or belonging to or due to each of the Constituent Corporations shall be deemed to be transferred to and vested in the surviving corporation without further act or deed, and the title to any real estate, or any interest therein, vested in either of the Constituent Corporations shall not revert or be in any way impaired by reason of the merger.

b. The surviving corporation shall be responsible and liable for all the liabilities and obligations of each of the Constituent Corporations; and any claim existing or action or proceeding pending by or against either of the Constituent Corporations may be prosecuted to judgment as if the merger had not taken place, or the surviving corporation may be substituted in its place and neither the rights of creditors nor any liens upon the property of either of the Constituent Corporations shall be impaired by the merger. The surviving corporation shall execute and deliver any and all documents which may be required for it to assume or otherwise comply with outstanding obligations of the absorbed corporation.

c. The aggregate amount of the net assets of the Constituent Corporations which is available for payments of dividends immediately prior to the merger, to the extent that the value thereof is not transferred to stated capital by issuance of shares of stock or otherwise, shall continue to be available for the payment of dividends by the surviving corporation.

4. The surviving corporation shall pay all expenses of accomplishing the merger.

5. If at any time the surviving corporation shall consider or be advised that any further assignment or assurances in law are necessary or desirable to vest or to perfect or confirm of record in the surviving corporation the title to any property or rights of the absorbed corporation, or to otherwise carry out the provisions hereof, the proper officers and directors of the absorbed corporation as of the effective date of the merger shall execute and deliver any and all proper deeds, assignments and assurances in law, and do all things necessary or proper to vest, perfect or confirm title to such property or rights in the surviving corporation, and otherwise to carry out the provisions hereof.

6. Each of the Constituent Corporation shall take, or cause to be taken, all action or do or cause to be done, all things necessary, proper or advisable under the laws of the State of Illinois and of the State of Wyoming, or either of such States, to consummate and make effective the merger, subject, however, to the appropriate vote or consent of the stockholders of each of the Constituent Corporations in accordance with the requirements of the applicable provisions of the laws of the State of Illinois and of the State of Wyoming.

7. Anything herein or elsewhere to the contrary notwithstanding, this Agreement and Plan of Merger may be abandoned by action of the Board of Directors of either the surviving corporation or the absorbed corporation at any time prior to the effective date of the merger, whether before or after submission to their respective stockholders, upon the happening of the following event: If the merger fails to obtain the requisite vote of stockholders of the surviving corporation or of stockholders of the absorbed corporation not later than _____, 19 .

IN WITNESS WHEREOF each of the undersigned corporations has caused these articles of merger to be executed in its name by its president and its corporate seal to be hereunto affixed, attested by its secretary, and signed by its directors this _____ day of _____, 19__.

LA SALLE COUNTY BROADCASTING CORP.

Corporate Seal

By _____
Its President

ATTEST:

Its Secretary

W. J. ...
MILLER BROADCASTING CORP.

Corporate Seal

By _____
Its President

ATTEST:

Its Secretary