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Articles of Incorporation

of

Midwest FM, Inc.

VOL 27 PAGE 393

Office of Register of Deeds } ss.
Dane County, Wisconsin }

Received for Record May 15
A. D. 1968 at 11:15 o'clock A.M

and recorded in vol. 27
on page 390

Harold K. Nier Register.

ORE, ISAKSEN, WERNER, LATHROP & HEANEY
Attorneys
122 West Washington Avenue
Madison, Wisconsin 53703

SECRETARY OF STATE

THIS MUST BE RECORDED WITH THE REGISTER OF DEEDS

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United States of America

State of Wisconsin — Department of State

To All to Whom These Presents Shall Come, Greeting:

The undersigned, as Secretary of State of the State of Wisconsin, certifies that
Articles of Incorporation
of
MIDWEST FM, INC.

of which the attached is a duplicate, was on the date hereof, accepted and filed in my office.



In Testimony Whereof, I have hereunto set my hand and affixed
my official seal at the Capitol, in the city of Madison, this
15th day of May, A.D., 1968

Robert C. Zimmerman
ROBERT C. ZIMMERMAN
Secretary of State

ARTICLES OF INCORPORATION

The address of the initial registered office of the corporation is c/o of Radio Station WISM, Syms Road, Madison, Wisconsin 53713, and the name of its initial registered agent at such address is William S. Walker.

MIDWEST FM, INC.

I, the undersigned natural person of the age of twenty-one years or more, acting as incorporator of a corporation under the Wisconsin Business Corporation Law, (Chapter 180 of the Wisconsin Statutes) adopt the following Articles of Incorporation for such corporation.

FIRST. The name of the corporation is MIDWEST FM, INC.

SECOND. The period of its existence is perpetual.

THIRD. The purpose or purposes for which the corporation is organized is to engage in any lawful activity within the purposes for which corporations may be organized under the Wisconsin Business Corporation Law, Chapter 180 of the Wisconsin Statutes.

FOURTH. The total number of shares of stock which the Corporation shall have authority to issue is 3,000 consisting of one class only, designated as common stock, all of which shall be without par value.

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5.000

FIFTH. The address of the initial registered office of the corporation is c/o of Radio Station WISM, Syene Road, Madison, Wisconsin 53713, and the name of its initial registered agent at such address is William R. Walker.

SIXTH. The number of directors constituting the initial Board of Directors of the corporation is four, and thereafter the number of directors shall be such number (not less than three) as is fixed from time to time by the By-laws.

SEVENTH. The By-laws may restrict the sale or transfer of shares of the corporation in such manner as the shareholders determine, not inconsistent with law.

EIGHTH. The name and address of the incorporator is William R. Walker, 226 South Owen Drive, Madison, Wisconsin, 53705.

NINTH. These Articles may be amended at any time and from time to time by a vote of not less than 2/3 of the shares entitled to vote.

Dated: May 15, 1968.

William R. Walker
Incorporator

FILED
MAY 15 1968

DIRECTORS RESOLUTION
MID-WEST MANAGEMENT, INC.

The undersigned, being all of the directors of Mid-West Management, Inc. (a Wisconsin corporation hereinafter referred to as the Corporation), do hereby consent to and approve the adoption of the following resolutions pursuant to a unanimous affirmative vote at a meeting of the directors of the Corporation, duly called and held:

WHEREAS, effective September 30, 1986, WISM, Inc. (formerly a Wisconsin corporation, hereafter referred to as WISM), Town and Country Radio, Inc. (formerly an Illinois corporation, hereafter referred to as Town and Country), and Heart Interstate, Inc. (formerly a Wisconsin corporation, hereafter referred to as Interstate), merged into Heart O'Wisconsin Broadcasters, Inc. (formerly a Wisconsin corporation, hereafter referred to as Heart), such that effective as of September 30, 1986, WISM, Town and Country, and Interstate no longer existed as separate corporate entities; and

WHEREAS, effective September 30, 1986, following the merger of WISM, Town and Country and Interstate into Heart, Heart merged into the Corporation, such that Heart no longer existed as a separate corporate entity; and

WHEREAS, pursuant to the plan of merger, and the Assignment of Stock Powers and Escrow Agreement, all the shareholders of the corporations involved in the above-described mergers delivered their respective shares to William R. Walker, to be held in escrow, and exchanged for shares in the corporation pending a final re-evaluation of the various corporations involved in these mergers, upon the completion of the financial statements for the fiscal year ending September 30, 1986; and

WHEREAS, shares of the corporation were issued to all the shareholders in the various corporations involved in the above-described mergers based on estimated values of the shares of WISM, Town and Country, Heart and the Corporation, subject to final re-evaluation of the shares which final values have now been agreed upon by the shareholders and directors of the Corporation; and

NOW, THEREFORE, BE IT RESOLVED THAT: the undersigned directors of the Corporation do hereby unanimously agree that the value per share, as of September 30, 1986, in the various corporations involved in the above-described mergers is as follows:

WISM, Inc
Town and Country Radio, Inc.
Heart O'Wisconsin Broadcasters, Inc.
Mid-West Management, Inc.

<u>\$162.69</u>
<u>\$ 71.00</u>
<u>\$1,884.94</u>
<u>\$ 968.26</u>

Dated this 12th day of December, 1986

Richard D. Leonard, V.P.

Philip Peter Seery

Alvin M. Kishner

Joe Mathis

Chad Miller

William R. Walker
