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File Number 6070-422-8

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CHAMPAIGN COUNTY, ILL

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Barbara A. Procca
RECORDER

State of Illinois

Office of The Secretary of State

Whereas, APPLICATION FOR CERTIFICATE OF AUTHORITY TO TRANSACT BUSINESS IN THIS STATE OF PRITCHARD BROADCASTING CORPORATION INCORPORATED UNDER THE LAWS OF THE STATE OF IOWA HAS BEEN FILED IN THE OFFICE OF THE SECRETARY OF STATE AS PROVIDED BY THE BUSINESS CORPORATION ACT OF ILLINOIS, IN FORCE JULY 1, A.D. 1984.

Now Therefore, I, Jesse White, Secretary of State of the State of Illinois, by virtue of the powers vested in me by law, do hereby issue this certificate and attach hereto a copy of the Application of the aforesaid corporation.

In Testimony Whereof, I hereto set my hand and cause to be affixed the Great Seal of the State of Illinois, at the City of Springfield, this 5TH day of OCTOBER A.D. 1999 and of the Independence of the United States the two hundred and 24TH



Jesse White

Secretary of State

APPLICATION FOR CERTIFICATE
OF AUTHORITY TO
TRANSACTION BUSINESS IN ILLINOIS

99R01489
99R31489
SUBMIT IN DUPLICATE!

Jesse White, Secretary of State
Department of Business Services
Springfield, IL 62756
Telephone (217) 782-1834
http://www.sos.state.il.us

This space for use by Secretary of State

FILED

OCT 05 1999

JESSE WHITE
SECRETARY OF STATE

This space for use by
Secretary of State

Date _____
License Fee \$ 25
Franchise Tax \$ 75
Filing Fee \$ _____
Penalties \$ _____
Approved: [Signature] 105

Payment must be made by
certified check, cashier's check,
Illinois attorney's check, Illinois
C.P.A.'s check or money order,
payable to "Secretary of State."

COPY

1. (a) CORPORATE NAME: Pritchard Broadcasting Corporation

(Complete item 1 (b) only if the corporate name is not available in this state.)

(b) ASSUMED CORPORATE NAME: N/A
(By electing this assumed name, the corporation hereby agrees NOT to use its corporate name in the transaction of business in Illinois. Form BCA 4.15 is attached.)

2. (a) State or Country of Incorporation: state of Iowa

(b) Date of Incorporation: 25 March 1979

(c) Period of Duration: perpetual

3. (a) Address of the principal office, wherever located:
2850 Mt. Pleasant St.
Post Office Box 832
Burlington, Iowa 52601

(b) Address of principal office in Illinois:
(If none, so state)
None

4. Name and address of the registered agent and registered office in Illinois.

Registered Agent	<u>John</u>	<u>T.</u>	<u>Pritchard</u>
	<i>First Name</i>	<i>Middle Name</i>	<i>Last Name</i>
	<u>c/o David C. Thies</u>		
Registered Office	<u>202 Lincoln Square</u>		
	<i>Number</i>	<i>Street</i>	<i>Suite #</i>
	<u>Urbana</u>	<u>61801</u>	<u>Champaign</u>
	<i>City</i>	<i>ZIP Code</i>	<i>County</i>

5. States and countries in which it is admitted or qualified to transact business: (Include state of incorporation)
state of Iowa

6. Names and residential addresses of officers and directors:

	Name	No. & Street	City	State	ZIP
President	<u>John T. Pritchard</u>	<u>345 Park Lane Dr.</u>	<u>Galesburg</u>	<u>IL</u>	<u>61401</u>
Secretary					
Director	<u>John T. Pritchard</u>	<u>345 Park Lane Dr.</u>	<u>Galesburg</u>	<u>IL</u>	<u>61401</u>
Director					
Director					

7. Purpose or purposes proposed to be pursued in transacting business in this state:
 (If not sufficient space to cover this point, add one or more sheets of this size.)

Any and all business allowed under the corporation laws of the state of Iowa and permitted under the Business Corporation Act of Illinois.

8. Authorized and issued shares:

Class	Series	Par Value	Number of Shares Authorized	Number of Shares Issued
Common		\$100.00	20,000	100

9. Paid-in Capital: \$ 10,000.00
 ("Paid-in Capital" replaces the terms Stated Capital & Paid-in Surplus and is equal to the total of these accounts.)

10. (a) Give an estimate of the total value of all the property* of the corporation for the following year: \$ 450,000.00
- (b) Give an estimate of the total value of all the property* of the corporation for the following year that will be located in Illinois: \$ -0-
- (c) State the estimated total business of the corporation to be transacted by it everywhere for the following year: \$ 1,200,000.00
- (d) State the estimated annual business of the corporation to be transacted by it at or from places of business in the State of Illinois: \$ 50,000.00

11. Interrogatories: (Important - this section must be completed.)

- ** (a) Office or offices to which all contracts with the corporation are forwarded for final acceptance: see attached sheet.
- (b) Number of shares of all classes owned by residents of Illinois: 100
- (c) Number of shares of all classes owned by non-residents of Illinois: 0
- (d) Is the corporation transacting business in this state at this time? NO
- (e) If the answer to item 11(d) is yes, state the exact date on which it commenced to transact business in Illinois:

12. This application is accompanied by a certified copy of the articles of incorporation, as amended, duly authenticated, within the last ninety (90) days, by the proper officer of the state or country wherein the corporation is incorporated.

13. The undersigned corporation has caused this statement to be signed by its duly authorized officers, each of whom affirms, under penalties of perjury, that the facts stated herein are true. (All signatures must be in **BLACK INK.**)

Dated September 20, 1999
 (Month & Day) (Year)

Pritchard Broadcasting Corporation
 (Exact Name of Corporation)

attested by [Signature]
 (Signature of Secretary or Assistant Secretary)
John T. Pritchard, Secretary
 (Type or Print Name and Title)

[Signature]
 (Signature of President or Vice President)
 by John T. Pritchard, President
 (Type or Print Name and Title)

* PROPERTY as used in this application shall apply to all property of the corporation, real, personal, tangible, intangible, or mixed without qualifications.

** When the response to #11(a) lists ONLY an Illinois address, then the total business as reflected in #10(c) is also considered to be Illinois business for the purpose of computing the Illinois allocation factor. By signing this application, the corporation affirms that it is aware that the amount of paid-in capital, and consequently the amount of license fees and franchise taxes, may be proportionately higher due to the Illinois address shown under #11(a).

STATE OF IOWA
ARTICLES OF AMENDMENT

Pursuant to the provisions of the corporation laws of the State of Iowa, the undersigned corporation hereby adopts these Articles of Amendment to its Articles of Incorporation.

ARTICLE I

The name of the corporation is Hensley Broadcasting, Inc.

ARTICLE II

The following amendment of the Articles of Incorporation was adopted on September 1, 1991 by the Shareholders of the corporation, a resolution of the Board of Directors having been duly adopted and submitted to the Shareholders. A consent in writing has been signed by all the Shareholders entitled to vote on this amendment.

RESOLVED, that the Articles of Incorporation be amended to change the name of the corporation from Hensley Broadcasting, Inc. to Pritchard Broadcasting Corporation.

ARTICLE III

The manner in which any exchange, reclassification or cancellation of issued shares, or any reduction of the number of authorized shares of any class below the number of issued shares of that class, provided for or effected by this amendment, is as follows: no change.

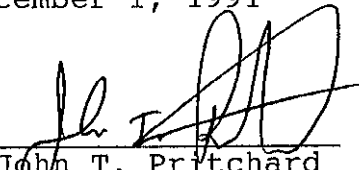
ARTICLE IV

The manner in which said amendment effects a change in the amount of paid in capital is as follows: no change. The amount of paid in capital as changed by this amendment is as follows: no change.

The undersigned corporation has caused these articles to be signed by its duly authorized officers, each of whom affirm, under penalties of perjury, that the facts stated herein are true.

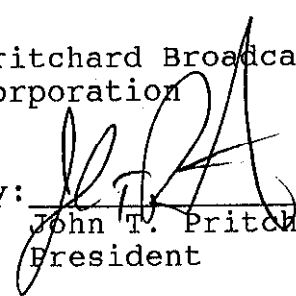
Dated: September 1, 1991

Attested By:


John T. Pritchard
Secretary

Pritchard Broadcasting
Corporation

By:


John T. Pritchard
President

HENSLEY BROADCASTING, INC.
BOARD OF DIRECTORS ACTION

This action taken without a meeting, as if a meeting had occurred pursuant to the Bylaws of the corporation and the corporation statutes of the State of Iowa.

RESOLVED: That the Board of Directors recommends to the Shareholder to the corporation that the corporation amend its Articles of Incorporation to change the name of the corporation from Hensley Broadcasting, Inc. to Pritchard Broadcasting Corporation.

This action taken as of the 1st day of September, 1991.



John T. Pritchard

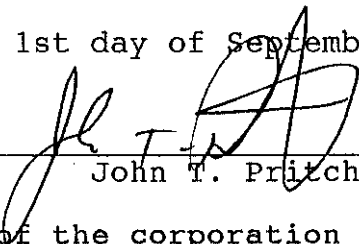
Being all of the Directors of the corporation

HENSLEY BROADCASTING, INC.
SHAREHOLDER ACTION

This action taken by the Shareholder of the Corporation without a meeting as if a meeting had occurred pursuant to the Bylaws of the corporation and the corporation statutes of the State of Iowa.

RESOLVED: Upon the recommendation of the Board of Directions of the Corporation, the Articles of Incorporation are hereby amended to change the name of the corporation from Hensley Broadcasting, Inc. to Pritchard Broadcasting Corporation.

This action taken as of the 1st day of September, 1991.



John T. Pritchard

Being the sole Shareholder of the corporation

WEBBER & THIES, P. C.
ATTORNEYS AT LAW
202 LINCOLN SQUARE
P.O. Box 189
URBANA, ILLINOIS 61801

RICHARD L. THIES
CRAIG R. WEBBER
CARL M. WEBBER
DAVID C. THIES
HOLTEN D. SUMMERS
DANIEL P. WURL
SHERYL A. BAUTCH
JOHN E. THIES

CHARLES M. WEBBER
OF COUNSEL
TELEPHONE
(217) 367-1126
TELECOPIER
(217) 367-3752

October 4, 1991

Mr. John T. Pritchard
2850 Mt. Pleasant Street
P.O. Box 832
Burlington, Iowa 52601

Dear John:

I have enclosed herewith the acknowledgement of document filed as to the change of name, change of registered office and registered agent relating to Pritchard Broadcasting Corporation. I will retain the originals in my files.

With best regards.

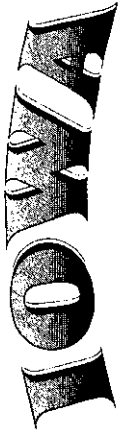
Very truly yours,

WEBBER & THIES, P.C.

BY: 

DAVID C. THIES

DCT:aps
Enclosure



Receipt No. R186750

SECRETARY OF STATE

490 DP-018630
PRITCHARD BROADCASTING CORPORATION
C/O WEBBER LAW FIRM
ATTN: DAVID C THIES
202 LINCOLN SQ. PO BOX 189
URBANA IL 61801

ACKNOWLEDGMENT OF DOCUMENT FILED

The secretary of state acknowledges receipt of the following document from the filing party named above:

Articles of Amendment

The document was filed on Sep. 23, 1991, at 09:22.

The amount of \$50.00 was received in full payment of the filing fee.

SECRETARY OF STATE

Receipt No. R186751

IOWA

SECRETARY OF STATE

490 DP-018630
PRITCHARD BROADCASTING CORPORATION
C/O WEBBER LAW FIRM
ATTN: DAVID C THIES
202 LINCOLN SQ. PO BOX 189
URBANA, IL 61801

ACKNOWLEDGMENT OF DOCUMENT FILED

The secretary of state acknowledges receipt of the following document from the filing party named above:

Application for Change of Registered Office, Registered Agent, or Both

The document was filed on Sep. 23, 1991, at 09:22.

No filing fee was required.



SECRETARY OF STATE

BY-LAWS
OF
HENSLEY BROADCASTING, INC.

ARTICLE I

Meeting of Stockholders

The stockholders of this corporation shall meet in the office of the corporation or at such other place as may be designated by the Board of Directors, at such time and after such notice as the Articles of Incorporation, these By-Laws, or the corporate laws of the State of Iowa may provide.

ARTICLE II

Stock

A. Certificates of stock shall be in a form adopted by the Board of Directors and shall be signed by the President and Secretary of the corporation.

B. All certificates shall be consecutively numbered and shall contain the name of the person owning the share represented thereby, the number of shares represented by such certificates and the date of issue.

C. All certificates shall be recorded on the books of the corporation and shall contain the name of the owner, the number of the certificate, the number of shares represented by the certificate, and the date issued.

D. Certificates shall be transferred by endorsement thereon, which stock shall be surrendered for cancellation and a new certificate issued to the purchaser or assignee.

ARTICLE III

Directors

A. There shall be not more than seven (7) nor less than one (1) director and such directors shall be elected as provided for in the Articles of Incorporation and the applicable corporate laws of the State of Iowa.

B. Vacancies in the Board of Directors by reasons of death, resignation or other causes shall be filled by the remaining directors from the stockholders of this corporation to fill the unexpired term.

C. The directors of this corporation shall have the management and control of the business and the affairs of this corporation and shall exercise all powers that may be exercised or performed by the corporation.

ARTICLE IV

Officers

A. The officers of this corporation shall consist of a President, a Vice President, a Secretary and a Treasurer, and shall be elected annually at the regular meeting of

the Board of Directors held after each annual meeting of stockholders. Vacancies may be filled or new officers created at any meeting of the Board of Directors.

B. President shall preside at all meetings of directors and stockholders and shall have charge of carrying out the policies of the Board of Directors.

C. The Vice President or Vice Presidents shall perform such duties that are assigned to them by the Board of Directors and in the absence of the President, one of the Vice Presidents as designated by the Board, shall carry out the duties of the office of President.

D. The Secretary shall keep and maintain all the corporate records of the corporation, including the minutes of all meetings of the stockholders and directors.

E. The Treasurer shall keep a full and complete accounting and record of all money of the corporation.

ARTICLE V

Seal

The Board of Directors may provide for a corporation seal which seal shall be in the form of a circle and shall have inscribed thereon the name of the corporation and the words "Corporate Seal, Iowa". Until provided for by resolution of the Board of Directors, this corporation shall no seal.

ARTICLE VI

Amendments or Additions

Amendments to these By-Laws may be accomplished as provided by the applicable corporate laws of the State of Iowa.

ARTICLE VII

Bank Deposits

All money received except a petty cash fund which shall not exceed \$500.00 shall be deposited in any commercial bank or such other depository as may be designated by the Board of Directors and such depository shall be made in the name of the Corporation.

ARTICLE VIII

Powers of Board of Directors

The Board of Directors shall have the power to do all acts not contrary to law and not in conflict with these By-Laws or the Articles of Incorporation.

ARTICLE IX

Assessments of Stock

Shares of stock in this corporation, when fully paid for, shall not be assessable.

ARTICLE X

Dividends

Dividends shall be declared and paid out of the surplus profits of the corporation as often, and at such time, as the Board of Directors may determine. Such dividends shall be declared and paid at such times as not to curtail the efficient operation of the business.

ARTICLE XI

Dealings and Corporate Stock

This corporation shall have the power to buy and sell stock, including its own, at such time and whenever the board deems their dealings are in the best interest of the corporation and its stockholders.

ARTICLE XII

Inspection of Books of Corporation

Each stockholder shall have the right to inspect the books and records of the corporation at any time during regular business hours of said corporation providing said request for inspection is reasonable and in good faith.

ARTICLE XIII

Contracts

All written contract, except as to those governed by the Articles of Incorporation, entered into on behalf of the corporation shall be signed by the President or Vice President, and if pertaining to real estate, attested to by the Secretary.

ARTICLE XIV

Voting Stock

Stockholders may vote at all stockholders meetings either in person or by written proxy and each stockholder shall be entitled to one vote for each share of stock.

ARTICLE XV

Stockholders Action Without Meeting

Any action required to be taken at a meeting of the stockholders and directors may be taken without a meeting, if the consent in writing, setting forth the action and so taken, shall be signed by all the stockholders entitled to vote with respect to the subject matter thereof.

ARTICLE XVI

Waiver of Notice

Any stockholder or director may waive in writing, either before or after the

time therefor any notices required to be given under these By-Laws or under the provisions of the Articles of Incorporation, or of the general corporate laws of the State of Iowa.

ARTICLE XVII

Bonus

Bonus shall be paid to whom and at such times as the Board of Directors deems advisable and in accordance with sound business policy.

ARTICLE XVIII

Passage of Resolutions

Fifty-one percent (51%) vote of all directors shall be necessary for the passage of any resolutions before the Board of Directors.

ARTICLE XIX

Compensation Conditions

No person shall be employed by this corporation unless his or her employment agreement, whether oral or written, shall be conditioned that is his or her salary, bonus or other compensation, if any, shall be deductible by this corporation for income tax purposes and in the event such salary, bonus or other compensation is disallowed for income tax purposes, said disallowed portion shall be refunded to this corporation in cash within a period of time and is agreeable between such employee and the Board of Directors, however, such period of time shall not exceed 36 months from the date of such disallowance.

ARTICLE XX

Restrictions of Transfer of Stock

In the event any stockholder of this corporation desires to sell any of his or her capital stock, he or she shall first offer it to the Board of Directors for purchase as treasury shares of the corporation upon the same terms and conditions under which he or she proposes to sell the same and the Board of Directors shall have a period of thirty (30) days to exercise its right and option to purchase said stock before the sale can be made as proposed.

ARTICLE XXI

Annual Meeting of Stockholders

The regular annual meeting of stockholders of this corporation shall be held on the first Monday of January of each calendar year at such place as may be designated by the Board of Directors.

ARTICLE XXII

Meetings of Directors

A regular meeting of the Board of Directors shall be held without other notice than this By-Law, immediately after, and at the same place as, the annual meeting

of stockholders. The Board of Directors may provide by resolution the time and place of the holding of additional regular meetings without other notice as such resolution.

ARTICLE XXIII

Accounting

The accounting year of the corporation shall begin on the first day of January in each year and end on the last day of December of each each.

ARTICLE XXIV

Pre-emptive Rights

The stockholders from time to time holding the common stock of the corporation shall have the pre-emptive right to purchase, at such respective equitable prices, terms and conditions, (including adjustment of such cash for fractional shares as may be necessary to void the issuance of fractional shares). There shall be fixed by the Board of Directors, such of the common shares of the corporation (a) as may be authorized from time to time over and above the 20,000 shares of common stock authorized by the original Articles of Incorporation or (b) as may be common stock held in the treasury of the corporation.