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APR 15 1969

AMENDED AND RESTATED CHARTER OF
PARTNERS FOR CHRISTIAN RADIO, INC.

Pursuant to the provisions of Sections 48-60-101 and 48-60-106 of the Tennessee Nonprofit Corporation Act, the undersigned corporation adopts the following amended and restated charter:

1. Name. The name of the corporation is
PARTNERS FOR CHRISTIAN RADIO, INC.
2. For Public Benefit. The corporation is a public benefit corporation.
3. Religious Corporation. This corporation is a religious corporation.
4. Registered Office and Registered Agent. The complete address of the corporation's registered office in Tennessee is 167 Carriage Drive, N.E., Cleveland 37312, in Bradley County. The name of the registered agent at that address is Robert H. Lubell.
5. Incorporator. The name and address of the incorporator are Robert H. Lubell, 167 Carriage Drive N. E., Cleveland, Tennessee 37312.
6. Principal Office. The complete address of the principal office of the corporation in the State of Tennessee shall be 167 Carriage Drive, N. E. Cleveland, Tennessee 37312, in Bradley County.
7. Nonprofit. The corporation is nonprofit.
8. Purposes. The purposes for which this corporation is organized are the establishment and support of any religious, charitable, scientific, literary or educational activities,

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STATE OF TENNESSEE

within the meaning of Section 501(c)(3) of the Internal Revenue Code, either directly or indirectly through its cooperation with public or private agencies having like purposes or objects, including, but not limited to:

To promote and disseminate Christian beliefs and ideals through Christian oriented radio stations.

To solicit, collect, receive, accumulate, administer and disburse funds and property in such a manner as will, in the sole discretion of the board of directors, most effectively operate to further religious, charitable, scientific, literary, or educational purposes, either directly or by contributions to any organization described in Section 501(c)(3) of the Internal Revenue Code, with the exception of organizations testing for public safety.

To do any or all of the things hereinabove set forth, and all things usual, necessary or proper in furtherance of or incidental to said purposes.

9. Powers. As a means of accomplishing the purposes for which it is organized, the corporation shall have the rights and powers now or hereafter conferred upon nonprofit corporations by the laws of the State of Tennessee, including but not by way of limitation, those enumerated in Sections 48-53-102 and 48-53-103 of the Tennessee Code Annotated (Official Edition), and limited in certain respects as follows:

The purposes for which the corporation is organized are exclusively religious, charitable, scientific, literary, and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code.

The corporation shall not be operated for the primary purpose of carrying on a trade or business for profit. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the corporate purposes.

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STATE OF TENNESSEE

SEP 15 11:03

SECRET

Except as may be permitted from time to time under Section 501 of the Internal Revenue Code, no substantial part of the activities of the corporation shall consist of carrying on propoganda, or otherwise attempting to influence legislation; and the corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of or in opposition to any candidate for public office; nor shall the corporation engage in any activities that are unlawful under applicable federal, state, or local laws.

The territory in which the corporation's operations are principally to be conducted is the United States of America; the corporation may conduct operations in foreign countries, subject, however, to the laws of Tennessee, or any restrictions or limitations under federal law.

The corporation is not being formed for any purpose for which there are other specific statutory provisions in the State of Tennessee concerning its formation and is not being organized for a purpose or purposes which require authorization under the laws or statutory regulations of the State of Tennessee.

But if this corporation shall undertake to do any of the things hereinabove set forth in any state other than Tennessee, in the District of Columbia, in any territory, colony or dependency of the United States, or in any foreign country or any colony or dependency thereof, then as to such jurisdictions and to each of them, this corporation shall be deemed to have such powers insofar as such jurisdictions respectively permit such corporations within their several respective jurisdictions to execute such powers.

Notwithstanding any other provisions of this amended and restated charter, the corporation shall not carry on activities not permitted to be carried on (1) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code and (2) by a corporation, contributions to which are deductible under Section 170(c)(2) of such Code, so long as they may be in effect.

10. No Members. This corporation shall have no members.
11. Directors. There shall be no fewer than three (3) members of the board of directors. The bylaws may provide that the

STATE OF TENNESSEE
 NOV 10 1960
 directors be divided into two (2) or more classes for terms of office which may expire at different times. From and after this date, until changed by the board of directors, the board of directors shall consist of:

Robert H. Lubell
 167 Carriage Drive, N. E.
 Cleveland, Tennessee 37312

Rev. Samuel J. Kirk
 5422 Forest Glen Drive
 Grove City, Ohio 43123

Al Taylor
 910 Dockery Lane, S. E.
 Cleveland, Tennessee 37312

Terry L. Kelly
 2885 Freedom Trail
 Reynoldsburg, Ohio 43068

12. Limited Liability of Directors. The personal liability of each director of the corporation for monetary damages for breach of fiduciary duty as a director shall be eliminated to the full extent permitted by Section 48-52-102((b)(3) of the Tennessee Code Annotated.

13. Indemnification. The corporation shall indemnify any individual who is a party to a proceeding because such individual is or was a member of the Board of Directors, or an officer of the corporation or an employee or agent of the corporation against any liability incurred in the proceeding and, prior to the disposition thereof, advance the reasonable expenses incurred by such individual to the extent permitted under Sections 48-58-502, 48-58-504, and 48-58-507 of the Tennessee Code Annotated. The determination of entitlement to indemnification and advancement of expenses shall be made in accordance with Section 48-58-506 of the Tennessee Code Annotated. Every reference herein to a member of the Board of Directors, officer, employee or agent of the corporation shall include every director, officer, employee and agent thereof and every former director,

officer, employee and agent thereof. The right of indemnification herein provided shall be in addition to any and all rights to which any director, officer, employee or agent of the corporation might otherwise be entitled and provisions hereof shall neither impair nor adversely affect such rights.

14. Dissolution. In the event of dissolution, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code or to the federal, state, or local government for exclusively public purposes.

15. Amendments. The provisions of this amended and restated charter are subject to amendment as provided under the laws of the State of Tennessee; provided that no provision shall be changed, modified or repealed in such a manner as to be inconsistent with the objects and purposes for which this corporation is formed.

16. Other Provisions. This corporation shall enjoy and be subject to the benefits, privileges and immunities, restrictions, liabilities and obligations, as provided for nonprofit corporations generally by the law of the land and which are held applicable to nonprofit corporations organized under the provisions of Title 48 of the Tennessee Code Annotated (Official Edition) or such title as amended or modified.

17. Internal Revenue Code and Regulations. All references in this amended and restated charter to the Internal Revenue Code shall include the Internal Revenue Code of 1986 as it now exists,

Secretary of State

Corporations Section

James K. Polk Building, Suite 1800

Nashville, Tennessee 37243-0306

DATE: 09/16/93
REQUEST NUMBER: 2735-0489
TELEPHONE CONTACT: (615) 741-0537
FILE DATE/TIME: 09/16/93 1103
EFFECTIVE DATE/TIME: 09/16/93 1103
CONTROL NUMBER: 0254224

Mail to:

TO:
STOPHEL & STOPHEL, P.C.
500 TALLAN BUILDING
CHATTANOOGA, TN 37402-2571

RE:
PARTNERS FOR CHRISTIAN RADIO, INC.
AMENDED AND RESTATED CHARTER

THIS WILL ACKNOWLEDGE THE FILING OF THE ATTACHED DOCUMENT WITH AN EFFECTIVE DATE AS INDICATED ABOVE.

WHEN CORRESPONDING WITH THIS OFFICE OR SUBMITTING DOCUMENTS FOR FILING, PLEASE REFER TO THE CORPORATION CONTROL NUMBER GIVEN ABOVE.

PLEASE BE ADVISED THAT THIS DOCUMENT MUST ALSO BE FILED IN THE OFFICE OF THE REGISTER OF DEEDS IN THE COUNTY WHEREIN A CORPORATION HAS ITS PRINCIPAL OFFICE IF SUCH PRINCIPAL OFFICE IS IN TENNESSEE.

FOR: AMENDED AND RESTATED CHARTER

ON DATE: 09/16/93

FROM:
STOPHEL & STOPHEL (500 TALLAN BLDG)
500 TALLAN BLDG
2 UNION SQUARE
CHATTANOOGA, TN 37402-0000

RECEIVED: FEE \$10.00 TAX \$10.00
TOTAL PAYMENT: \$20.00
RECEIPT NUMBER: 00001552327
ACCOUNT NUMBER: 00000461



321

Riley C. Darnell

RILEY C. DARNELL
SECRETARY OF STATE

RECORDED
STATE OF TENNESSEE
OCT 10 11:00

future amendments to the sections cited, and corresponding sections of future laws, together with all valid regulations thereunder.

The Amended and Restated Charter amends the charter of the corporation which was granted by the Secretary of State of Tennessee on June 10, 1992, as previously amended on June 30, 1993, to add provisions concerning the limitation of liability of directors, to change the information concerning the registered office and registered agent, to change the principal address of the corporation and to add provisions concerning the operation of the corporation and the conduct of its business. The amendments and the restatement of the charter were duly adopted by the unanimous written consent of the Board of Directors dated September 7, 1993, there being no members of the corporation. Executed September 9, 1993.

PARTNERS FOR CHRISTIAN RADIO, INC.
By Robert H. Lubell
(Robert H. Lubell) President

mhk930907.10

STATE OF TENNESSEE, BRADLEY COUNTY
The foregoing instrument and certificate were noted
in Note Book W, Page 274 At 10:15 Clock AM
9-17-1993 and recorded in Misc Book 207
Page 321 State Tax Paid \$ _____ Fee _____
Recording Fee 6.00 Total \$ 6.00 Witness my hand
Receipt No. 19432
Odeil Swafford, Register.

OFFICIAL RECEIPT

ODELL SWAFFORD

REGISTER OF BRADLEY COUNTY, TENNESSEE

SEP 21 1993

No 19435

Cleveland, Tenn., 9-17 1993

Received of Stephel & Stephel
For Amended Charter

Transfer Item S(a)	Mortgage Item S(b)
\$	\$

Greater of Consideration or Value

From State of Tennessee
To Partners for Christian Radio, Inc.

Notebook Reference _____ Book _____ Page _____

Cash Check

11281-Mathis Co., Knoxville

Recording Fees:

- Warranty Deed \$ _____
- Trust Deed \$ _____
- Certified Copy and Marginal Release \$ _____
- U. C. C. \$ _____
- Miscellaneous \$ 6.00

State Tax:

- Transfer—Item S(a) \$ _____
- Mortgage—Item S(b) \$ _____
- Register's Fee \$ _____

Other Revenue: \$ _____

Total \$ 6.00

Odell Swafford
REGISTER

Naomi Fithole
DEPUTY REGISTER

Adopted: September 16, 1993

BYLAWS OF
PARTNERS FOR CHRISTIAN RADIO, INC.
(A Tennessee Nonprofit Corporation)

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BYLAWS OF

MW 6/09

PARTNERS FOR CHRISTIAN RADIO, INC.

(A Tennessee Nonprofit Corporation)

ARTICLE 1

NAME AND PURPOSES

1.1 Name. The name of the corporation is Partners for Christian Radio, Inc.

1.2 Purposes. The purposes of this corporation shall be as provided in its Charter. The aims of this corporation are to be carried out through any and all lawful activities, including others not specifically stated in the Charter but incidental to the stated aims and purposes, both directly and through contributions to any other corporation, trust, fund or foundation whose purposes are religious, charitable, scientific, literary or educational, provided that any such activity or contribution shall conform to any applicable restrictions or limitations set forth in the corporation's Charter or which are imposed on corporations described in Section 501(c)(3) of the Internal Revenue Code or on any corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code as presently enacted, or as such Code sections may hereafter be amended or supplemented, or replaced by new sections of similar import, and to the final regulations thereunder.

ARTICLE 2

NO MEMBERS

The corporation shall have no members. The board may

take any action which is permitted or required to be taken by members of a nonprofit corporation under Tennessee law.

ARTICLE 3

DIRECTOR MEETINGS

3.1 Annual Meetings. An annual meeting of the Board of Directors shall be held on the third Thursday of the second month following the close of the corporation's fiscal year as set by the directors, or at any date within the last month of the fiscal year as set by the directors or at a time which is within the six months following the close of any fiscal year if the notice of the meeting designates it as an annual meeting.

3.2 Special Meetings. Special meetings of the board may be called by the chairman of the board, the president, the secretary, or by any two directors.

3.3 Place of Meetings. Board meetings shall be held at the principal office of the corporation, or at any other place within or without the State of Tennessee, as the directors may from time to time select or at any place designated in the notice of a meeting.

3.4 Notice Requirements. Written or printed notice stating the place, day and hour of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called and the person or persons calling the meeting, shall be delivered either personally or by mail by or at the direction of the president, the secretary or the person or persons calling the meeting, to each director. Such notice shall be delivered not less

than two, nor more than thirty days before the date of the meeting and shall be deemed to be delivered if mailed when deposited in the United States mail addressed to the director at his last known address, with postage thereon prepaid, and if delivered, when actually received by the director.

3.5 Waiver of Notice. Attendance of a director at a meeting shall constitute a waiver of notice of the meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Whenever the board or any committee of the board is authorized to take any action after notice to any person or persons, or the lapse of a prescribed period of time, the action may be taken without such requirements if at any time before or after the action is completed the person or persons entitled to such notice or entitled to participate in the action to be taken submit a signed waiver of notice or of such requirement.

3.6 Quorum. At all meetings of the board, a majority of the directors then in office shall constitute a quorum for the transaction of business. The presence of a majority of the membership of a committee of the board shall be required for the transaction of business. Except with respect to indemnification proceedings, interested directors may always be counted in determining the presence of a quorum at a meeting of the board or of a committee which authorizes, approves or ratifies a transaction of the corporation. When a quorum is once present to organize a

meeting, it is not broken by the subsequent withdrawal of any of those present. A meeting may be adjourned despite the absence of a quorum.

3.7 Voting. The affirmative vote of a majority of the directors present at a meeting at which a quorum is present shall be the act of the board or any committee.

3.8 Presumption of Assent. A director who is present at a meeting of the board, or any committee thereof, shall be presumed to have concurred in any action taken at the meeting, unless his dissent thereto shall be entered in the minutes of the meeting or unless he shall submit his written dissent to the person acting as the secretary of the meeting before the adjournment thereof, or shall deliver or send such dissent by registered or certified mail to the secretary of the corporation promptly after the adjournment of the meeting. Such rights to dissent shall not apply to a director who voted in favor of such action. A director who is absent from a meeting of the board, or any committee thereof, at which such action is taken shall be presumed to have concurred in the action unless he shall deliver or send by registered mail or certified mail his dissent thereto to the secretary of the corporation or shall cause such dissent to be filed in the minutes of the proceedings of the board or committee within a reasonable time after learning of such action.

3.9 Action by Consent. Directors and members of any committee designated by the board may take any action which the board or committee is required or permitted to take without a

meeting on written consent, setting forth the action so taken, signed by all of the directors or committee members, as the case may be, and indicating each signing director's vote or abstention on the action. The affirmative vote of the number of directors that would be necessary to authorize or take such action at a meeting is the act of the Board.

3.10 Telephone Meeting Allowed. Participation by members of the board or any committee designated by the board in any telephone meeting of the board or committee by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other shall be permitted. Participation in such a meeting pursuant to this Paragraph 3.10 shall constitute presence in person at such meeting. The directors shall be promptly furnished a copy of the minutes of any meeting held under this paragraph.

ARTICLE 4

DIRECTORS

4.1 Qualifications. The affairs of the corporation shall be managed by a Board of Directors., which may also be referred to as the Board of Trustees. Members of the Board of Directors need not be residents of the State of Tennessee. Directors are required by law to be of legal age.

4.2 Number. There shall be no fewer than three (3) directors, the exact number to be determined from time to time by the Board of Directors. All directors shall have equal and full voting responsibilities as members of the Board of Directors.

4.3 Election and Term. The original Board of Directors is named in the amended and restated charter, and succeeding directors shall be elected at the first annual meeting of directors and at annual meetings of directors thereafter, for terms which may be staggered, not to exceed three years. Each director shall hold office until the expiration of the term for which he is elected, and thereafter until his successor has been elected and qualified, or until removed as provided in Paragraph 4.4 below. Each director shall be entitled to one vote and the result will be determined by the majority of the votes cast.

4.4 Removal. All directors shall serve at the pleasure of the Board of Directors and any director may be removed at any time without cause by a majority vote of all the directors then serving, provided, however, that if the director being removed is not present at the meeting and has not otherwise waived notice of the meeting, such director must have received at least seven days' written notice that the matter will be voted upon at the meeting of the Board of Directors at which his removal as a director is being considered.

4.5 Vacancies in Board. A vacancy occurring in the board or any committee for any reason need not be filled prior to the next annual meeting unless the remaining directors are fewer in number than that required by law; any vacancy may be filled for the unexpired term by vote of a majority of the directors then in office, or, in the discretion of the executive committee, it may

elect a member to fill a vacancy until the next annual meeting is held.

4.6 Committees. The board, by resolution adopted by a majority of the entire board, may designate an executive committee, consisting of one or more directors, and other committees, consisting of one or more persons, who may or may not be directors, and may delegate to such committee or committees all such authority of the board that it deems desirable. Only the specific delegation of the board shall be effective to give a committee the authority to adopt, amend or repeal the bylaws. The committee shall report any action taken to the meeting of the board next following the taking of such action, unless the board otherwise requires. The board may designate one or more directors as alternate members of any such committee, who may replace any absent member or members at any meeting of the committee. Each such committee, and each member of each such committee, shall serve at the pleasure of the board. The designation of any such committee and the delegation thereto of authority shall not relieve any director of any responsibility imposed by law. So far as applicable, the provisions of law relating to the conduct of meetings of the board shall govern meetings of the executive and other committees.

4.7 Compensation. The board or the executive committee may fix the compensation, or provided for the fixing of the compensation, of the directors of the corporation and may authorize reimbursement of reasonable expenses incurred in the performance of their duties. Such authorization may prescribe the procedure for

approval and payment of such expenses by designated officers of the corporation.

ARTICLE 5

OFFICERS

5.1 Titles of Officers. The corporation shall have a president, a secretary and such other officers as are elected. One person may be elected to more than one office, except that the offices of president and secretary may not be held by the same person.

5.2 Election. All officers shall be elected or appointed at the annual meeting of the board or at any special meeting of the board.

5.3 Term of Office. The officers of the corporation shall be elected for terms of one year. Subject to the provisions of Paragraph 5.4, each officer shall hold office until the expiration of the term for which he is elected and thereafter until his successor has been elected or appointed and qualified.

5.4 Removal. Any officer may be removed by the vote of a majority of the entire board whenever in its judgment the best interests of the corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer shall not of itself create contract rights.

5.5 Chairman of the Board. The chairman of the board, if one is elected, shall, unless otherwise provided by the board, be the chief executive officer of the corporation, and shall be

considered an officer of the corporation for purposes of these bylaws and for all other purposes.

5.6 Duties. All officers as between themselves and the corporation shall have such authority and perform such duties in the management of the corporation, in addition to those described in these bylaws, as usually appertain to such officers of nonprofit corporations, except as may be otherwise prescribed by the board. The secretary, or such other officer as may be designated by the Board of Directors from time to time, shall have responsibility for preparing minutes of the directors' meetings and for authenticating records of the corporation.

5.7 Compensation. The board or the executive committee shall fix the compensation, or provide for fixing the compensation, of all officers of the corporation.

ARTICLE 6

LIMITED LIABILITY OF DIRECTORS

The personal liability of each director of the corporation for monetary damages for breach of fiduciary duty as a director shall be eliminated to the full extent permitted by Section 48-52-102(b)(3) of the Tennessee Code Annotated.

ARTICLE 7

INDEMNIFICATION

The corporation shall indemnify an individual who is a party to a proceeding because such individual is or was a member of the Board of Directors, or an officer of the corporation

or an employee or agent of the corporation against any liability incurred in the proceeding and, prior to the disposition thereof, advance the reasonable expenses incurred by such individual to the extent permitted under Sections 48-58-502, 48-58-504, and 48-58-507 of the Tennessee Code Annotated. The determination of entitlement to indemnification and advancement of expenses shall be made in accordance with Section 48-58-506 of the Tennessee Code Annotated. Every reference herein to a member of the Board of Directors, officer, employee or agent of the corporation shall include every director, officer, employee and agent thereof and former director, officer, employee and agent thereof. The right of indemnification herein provided shall be in addition to any and all rights to which any director, officer, employee or agent of the corporation might otherwise be entitled and provisions hereof shall neither impair nor adversely affect such rights.

ARTICLE 8

MISCELLANEOUS

8.1 Seal. The corporation may have a corporate seal which may be altered at pleasure; but the presence or absence of such seal on any instrument, or its addition thereto, shall not affect its character or validity or legal effect in any respect.

8.2 Investments, Contracts and Bank Accounts. In the absence of other arrangement by the board, the president of the corporation may vote, endorse for transfer or take any other action necessary with respect to shares of stock and securities issued by any corporation and owned by this corporation; and he may make,

execute and deliver any proxy, waiver or consent with respect thereto. This authority may be delegated by the president to another officer of the corporation in his discretion. The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances. All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the corporation shall be signed by such officer or officers, agent or agents, of the corporation and in such manner as shall from time to time be determined by resolution of the board of directors. All funds of the corporation not otherwise employed shall be deposited to the credit of the corporation in such banks or other depositories as the Board of Directors may select, or as may be designated by any officer or officers or agent or agents of the corporation to whom such power may be delegated by the Board of Directors.

8.3 Acceptance of Gifts. The Board of Directors or any officer of the corporation or any agent of the corporation to whom such authority may be delegated by the board, may accept on behalf of the corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the corporation.

8.4 Bond. At the direction of the directors, any officer or employee of the corporation shall be bonded. The expense of furnishing any such bond shall be paid by the corporation.

ARTICLE 9

AMENDMENT

These bylaws may be amended or repealed, and new bylaws may be adopted, by the vote of a majority of the entire board at any regular or special meeting of the board. The resulting bylaws may contain any provision for the regulation and management of business of the corporation not inconsistent with law and the charter. Any amendment of the charter inconsistent with these bylaws shall operate to amend the bylaws pro tanto, and those bylaws or parts of bylaws which merely summarize or restate the provisions of the charter or the provisions of the Tennessee Nonprofit Corporation Act or other law applicable to the corporation shall be operative with respect to the corporation only so far as they are descriptive of existing law and of the charter as amended.

MHK930922.20

HARDY, CAREY & CHAUTIN, L.L.P.
ATTORNEYS AT LAW
110 VETERANS BOULEVARD, SUITE 300
METAIRIE, LOUISIANA 70005
TELEPHONE: 504 830-4646
FACSIMILE: 504 830-4659

January 9, 2004

2624.001

Via Hand Delivery

Ms. Marlene Dortch, Secretary
Federal Communications Commission
445 12th Street, S.W.
Washington, D.C. 20554

**Re: WBDX(FM), Trenton, Georgia
WLP692, Trenton, Georgia
Facility Id. 54445**

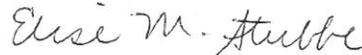
Name Change of Licensee

Dear Ms. Dortch:

Pursuant to Section 73.3544(c) of the Commission's rules, I am writing to inform you that the Partners for Christian Radio, Inc., the licensee of WBDX, Trenton, Georgia, changed its name. The licensee is now known as "Partners for Christian Media, Inc." Neither ownership nor control of the licensee changed. I am enclosing copies of the name change documents filed with the Tennessee Secretary of State to evidence the change.

Please ensure that the appropriate databases are updated to reflect this change. If you have any questions, please do not hesitate to contact me.

Sincerely,



Elise M. Stubbe

EMS:dbg
Encl.

cc: Bob Lubell (public inspection file)

FILED

COPY

ARTICLES OF AMENDMENT TO THE CHARTER OF

PARTNERS FOR CHRISTIAN RADIO, INC.

CHANGING THE NAME TO

PARTNERS FOR CHRISTIAN MEDIA, INC.

Pursuant to the provisions of Section 48-60-101 of the Tennessee Nonprofit Corporation Act, the undersigned corporation adopts the following articles of amendment to its Amended and Restated Charter filed September 16, 1993 (the "Charter"):

1. Name. The name of the corporation is

Partners for Christian Radio, Inc.

2. Amendments. The amendments adopted are:

Paragraphs 1 and 4 of the Charter are deleted and the following are inserted in lieu thereof:

1. Name. The name of the corporation is

PARTNERS FOR CHRISTIAN MEDIA, INC.

4. Registered Office and Registered Agent. The address of the corporation's registered office in Tennessee is 5512 Ringgold Road, Suite 214, East Ridge, Tennessee 37412, in Hamilton County. The name of the registered agent at that address is Robert H. Lubell. The street address of the registered office and the business office of the registered agent are identical.

3. Adoption of Amendments. The amendments were duly adopted by unanimous written consent of the directors on Sept. 30, 2000. No other consent was required.

Executed Sept. 30, 2000.

PARTNERS FOR CHRISTIAN RADIO, INC.

By [Signature] Pres.
(Robert H. Lubell) President

COPY

CERTIFIED RESOLUTIONS

OF

Book and Page: 61 2757 21

PARTNERS FOR CHRISTIAN RADIO, INC.

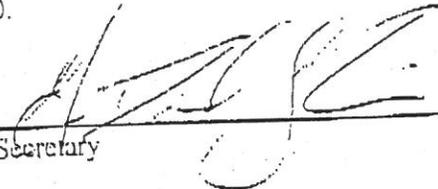
RESOLVED, that the Board of Directors of the Corporation deems it advisable to amend the Amended and Restated Charter (the Charter) of the Corporation to change the name of the Corporation to "Partners for Christian Media, Inc." and to change the registered address of the registered agent; and

FURTHER RESOLVED, that the President of the Corporation is authorized to execute the Articles of Amendment to the Charter of the Corporation to change the name of the Corporation and to change the registered address of the registered agent, and to do everything the President deems advisable in order to carry out these resolutions; and

FURTHER RESOLVED, that the Secretary of the Corporation is authorized to certify these resolutions.

I, the undersigned, Secretary of PARTNERS FOR CHRISTIAN RADIO, INC. (the "Corporation"), hereby certify that the foregoing resolutions were adopted by the unanimous consent of the directors on Sept. 30, 2000 and that these resolutions remain in full force and effect.

This 30th day of September, 2000.



Secretary