

BYLAWS
of
BROOKE COMMUNICATIONS, INC.

ARTICLE I.

Stockholders

Section 1. A meeting of the stockholders shall be held annually at the offices of the corporation, or at such other place as may be designated by the Board of Directors, on the 1st day of June of each year at 10 o'clock A.M., for the purpose of electing directors and for the transaction of any other business authorized or required to be transacted by the stockholders.

Section 2. Special meetings of the stockholders may be held whenever called by the President, the Board of Directors, or a majority of the stockholders.

Section 3. Notice of the annual meetings shall be mailed at least five (5) days prior to the meeting and notice of any special meetings shall be mailed at least five (5) days prior to the holding of the meeting to each stockholder at his address as the same appears on the books of the corporation, or at his last known address. Notices of special meetings shall state briefly the object of such meeting.

Section 4. Notices of stockholders meetings shall be signed by the Secretary and state the time and place of the

meeting. In the absence of the Secretary, or in the event of his inability to act, such notice may be signed by any officer of the corporation.

Section 5. All and each of the stockholders shall be entitled to one vote in person or by proxy for each share of capital stock held by him and standing in his name on the books of the corporation. All proxies or powers of attorney to vote must be in writing and filed with the Secretary of the corporation or of the meeting, as the case may be.

Section 6. At any meeting of the stockholders, the holders of the majority of the shares issued and outstanding being present in person or by proxy shall constitute a quorum for all purposes. If there be no quorum at such meeting, a majority of those present or by proxy may adjourn the meeting from time to time without notice until a quorum shall attend.

ARTICLE II.

Board of Directors

Section 1. The business and affairs of the corporation shall be managed and controlled by a board of directors numbering one (1) to fifteen (15) directors who shall have arrived at the age of majority under the laws of the State of Oregon and be qualified persons to hold said offices in the judgment of the stockholders who elect them. A majority of board of directors shall constitute a quorum, but if a majority are not present,

then a less number may adjourn such meeting from time to time without notice until a quorum shall attend.

Section 2. At the annual meeting of the stockholders, the stockholders shall fix the number of directors who shall serve the corporation for the ensuing year. Upon so having determined the number of directors to serve on the corporation's board for the ensuing year, a full board of directors shall be elected to serve one year and until their successors have been elected and qualified. In the event of any vacancy in the board of directors, the remaining directors may fill such vacancy.

Section 3. Immediately after each annual election of directors, the newly elected directors shall meet for the purpose of organization, the election of officers and the transaction of other business. No notice of such meeting shall be required.

Section 4. Special meetings of the board of directors may be called by the Chairman of the Board, by the President of the corporation, or by any two directors upon two (2) days' notice being first given orally, by telephone, telegraph, or United States mail. Any business authorized or required to be transacted by the directors may be transacted at such special meeting.

Section 5. Regular meetings of the board of directors may be called by the Chairman of the Board, by the President of the corporation, or by any two directors upon two (2) days' notice being first given orally, by telephone, telegraph, or by

United States mail. Any business authorized or required to be transacted by the directors may be transacted at such special meeting.

Section 6. At all meetings of the board of directors, the President of the corporation shall preside. The Secretary of the corporation, or in his absence, a temporary secretary chosen by the directors shall keep the minutes of all meetings of the directors.

ARTICLE III.

Officers

Section 1. The officers of this corporation shall be a President, Vice-President, Secretary and Treasurer, and such subordinate officers as the board of directors shall from time to time appoint, and any two of the principal offices of the corporation, except for the office of President and Secretary, may be held by one individual. The officers shall be elected by the board of directors at its first meeting and thereafter at annual meetings held after the annual meetings of the stockholders, and they shall hold office at the pleasure of the board.

Section 2. President. It shall be the duty of the President to preside at all meetings of the stockholders, to sign all certificates of stock, bonds, deeds, or other documents made or entered into by or on behalf of the corporation requiring the corporate seal as the board of directors may direct and in

general to perform the usual duties pertaining to this office.

Section 3. Vice-President. The Vice-President shall in the absence of the President, or in case of his inability to act, perform the duties pertaining to the office of the President.

Section 4. Secretary. The Secretary shall be an ex officio clerk and shall give notices as required. He shall keep the minutes of all meetings and make due record thereof, shall countersign all certificates of stock and other documents requiring the seal of the corporation, and shall perform such other duties as are incident to the office of Secretary, and shall have custody of the corporate seal.

Section 5. Treasurer. The Treasurer shall have custody of all of the funds and securities of the corporation which may come into his hands. He shall deposit the same to the credit of the corporation in such bank or banks or depositories as the board of directors may designate. He shall render definite statements of the accounts of the corporation whenever required by the board of directors, and shall perform all of the duties incident to the office of Treasurer, subject to the control of the board of directors.

ARTICLE IV.

Signing of Checks and Drafts

Section 1. All checks and drafts shall be signed in such manner as the board of directors may determine and all

instruments, notes and other obligations and evidence of indebtedness other than checks and drafts shall be signed by the President and Secretary of the corporation.

ARTICLE V.

Waiver of Notice

Section 1. Any stockholder or director may waive any notice required to be given under these Bylaws.

ARTICLE VI.

Amendments

Section 1. The Bylaws of the corporation may be altered, amended, or repealed and new Bylaws may be adopted by the affirmative vote of a majority of the Directors present at any duly and regularly called and held meeting of the Board of Directors.

ARTICLE VII.

Corporate Seal

Section 1. The seal of this corporation shall be the seal set forth immediately below this Article.