

143805.88

ARTICLES OF INCORPORATION  
OF  
BROOKE COMMUNICATIONS, INC.

**FILED**  
IN THE OFFICE OF THE SECRETARY  
OF STATE OF THE STATE OF OREGON.  
JAN 25 1989  
CORPORATION DIVISION

The undersigned, a natural person of more than 21 years of age, acting as incorporator under the Oregon Business Corporation Act, does hereby adopt the following Articles of Incorporation:

ARTICLE I

The name of this corporation is BROOKE COMMUNICATIONS, INC. and its duration shall be perpetual.

ARTICLE II

The purpose for which this corporation is organized is to engage in any lawful activity for which corporations may be organized under the Oregon Business Corporation Act and also to own and operate a radio station.

ARTICLE III

The corporation is authorized to issue Five Hundred (500) shares of no par value common stock, each share entitled to one vote, and no other stock.

ARTICLE IV

The initial registered office of the corporation is 316 Woodoak Dr., Roseburg, Oregon 97470, and the initial registered agent is Patrick A. Markham. This is also the address to which all mail from the Oregon Corporation Division should be sent.

ARTICLE V

The number of Directors constituting the initial Board of Directors of the corporation is one and he shall serve until the first annual meeting of shareholders or until his successor is elected and qualified. His name and address is:

NAME

ADDRESS

Patrick A. Markham

316 Woodoak Dr.  
Roseburg, Oregon 97470

ARTICLE VI

The name and address of the incorporator is:

NAME

ADDRESS

Patrick A. Markham

316 Woodoak Dr.  
Roseburg, Oregon 97470

ARTICLE VII

At each election for Directors, every shareholder entitled to vote at such election shall have the right to vote, in person or by proxy, and shall have the right to cumulate his votes either by giving one candidate as many votes as the number such Directors multiplied by the number of his shares shall equal, or by distributing such votes on the same principle among any number of such candidates.

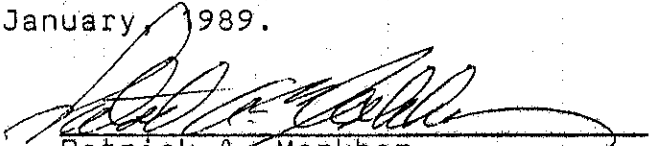
ARTICLE VIII

Any vacancy occurring in the Board of Directors shall be filled by election at the next meeting or at a special meeting of shareholders called for that purpose.

ARTICLE IX

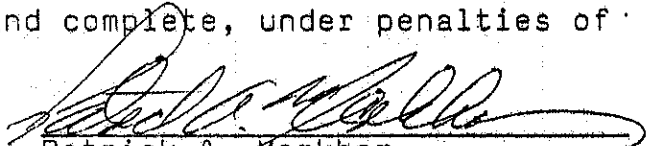
The corporation shall not issue or sell its shares to its officers or employees or to the officers or employees of any subsidiary corporation without first offering such shares to its shareholders in proportion to their respective holdings. This provision is applicable to newly issued stock of the corporation and also to treasury stock of the corporation.

DATED this 18<sup>th</sup> day of January, 1989.

  
Patrick A. Markham

STATE OF OREGON        )  
                                  ) ss.  
County of Douglas     )

I, Patrick A. Markham, being first duly sworn, say that I am the incorporator in the above Articles of Incorporation, I examined this document, and to the best of my knowledge and belief, it is true, correct and complete, under penalties of perjury.

  
Patrick A. Markham

SUBSCRIBED and SWORN to before me this 18 day of  
January, 1989.

Darise Prince  
Notary Public for Oregon  
My Commission Expires: 3/10/92

Darise Prince  
DARISE PRINCE  
NOTARY PUBLIC - OREGON  
My Commission Expires 3/10/92