

# *Michigan Department of Consumer and Industry Services*

## *Filing Endorsement*

*This is to Certify that the MERGER DOCUMENT*

*for*

*LANSER BROADCASTING CORPORATION*

*ID NUMBER: 308292*

*received by facsimile transmission on December 4, 1997 is hereby endorsed*

*Filed on December 5, 1997 by the Administrator.*

*Effective Date: December 31, 1997.*

*In testimony whereof, I have hereunto set my hand and affixed the Seal of the Department, in the City of Lansing, this 4th day of December, 1997.*

*Julie Croll*

*, Director*

*Corporation, Securities and Land Development Bureau*



C&S 550 (10/93)

**MICHIGAN DEPARTMENT OF COMMERCE - CORPORATION AND SECURITIES BUREAU**

Date Received		( FOR BUREAU USE ONLY )

Name: Siebers Mohney Associates, P.L.C.

Address: 125 Ottawa Ave., N.W., Suite 340

City: Grand Rapids, Michigan      State: Michigan      ZIP Code: 49503

↑ Document will be returned to the name and address you enter above. ↓

EFFECTIVE DATE: \_\_\_\_\_

### CERTIFICATE OF MERGER / CONSOLIDATION

For use by Domestic or Foreign Corporations

(Please read information and instructions on last page)

*Pursuant to the provisions of Act 284, Public Acts of 1972 (profit corporations), and/or Act 162, Public Acts of 1982 (nonprofit corporations), the undersigned corporations execute the following Certificate:*

1. The Plan of Merger (Consolidation) is as follows:

a. The name of each constituent corporation and its identification number is:

Lanser Broadcasting Corporation

3 0 8 - 2 9 2

Beacon Broadcasting Company of West Michigan

0 3 8 - 0 2 5

b. The name of the surviving (new) corporation and its identification number is:

Lanser Broadcasting Corporation

3 0 8 - 2 9 2

c. For each constituent stock corporation, state:

Name of corporation	Designation and number of outstanding shares in each class or series	Indicate class or series of shares entitled to vote	Indicate class or series entitled to vote as a class
<u>Lanser Broadcasting Corporation</u>	<u>common</u>	<u>common</u>	<u>common</u>
	<u>1,000</u>	<u>1,000</u>	<u>1,000</u>
<u>Beacon Broadcasting Company of West Michigan</u>	<u>common</u>	<u>common</u>	<u>common</u>
	<u>10,000</u>	<u>10,000</u>	<u>10,000</u>

If the number of shares is subject to change prior to the effective date of the merger or consolidation, the manner in which the change may occur is as follows:

d. For each constituent nonstock corporation

- (i) If it is organized on a membership basis, state (a) the name of the corporation, (b) a description of its members, and (c) the number, classification and voting rights of its members.
- (ii) If it is organized on a directorship basis, state (a) the name of the corporation, (b) a description of the organization of its board, and (c) the number, classification and voting rights of its directors.

e. The terms and conditions of the proposed merger (consolidation), including the manner and basis of converting the shares of, or membership or other interests in, each constituent corporation into shares, bonds, or other securities of, or membership or other interest in, the surviving (consolidated) corporation, or into cash or other consideration, are as follows:

Lanser Broadcasting Corporation shall issue 1,000 shares of common stock in exchange for 100% of the common stock of Beacon Broadcasting Company of West Michigan.

f. If a consolidation, the Articles of Incorporation of the consolidated corporation are attached to this Certificate and are incorporated herein. If a merger, the amendments to the Articles, or a restatement of the Articles, of the surviving corporation to be effected by the merger are as follows:

No amendments

g. Other provisions with respect to the merger (consolidation) are as follows:

The plan of merger will be furnished by the surviving profit corporation, on request and without cost, to any shareholder of any constituent profit corporation.

2. (Complete for any foreign corporation only)

This merger (consolidation) is permitted by the laws of the state of \_\_\_\_\_ the jurisdiction under which \_\_\_\_\_

(name of foreign corporation)

is organized and the plan of merger (consolidation) was adopted and approved by such corporation pursuant to and in accordance with the laws of that jurisdiction.

3. (Complete only if an effective date is desired other than the date of filing. The date must be no more than 90 days after receipt of this document in this office).

The merger (consolidation) shall be effective on the 31st day of December, 19 97.

4. (Complete applicable section for each constituent corporation)

a. (For domestic profit corporations only)

The plan of merger was approved by the unanimous consent of the incorporators of \_\_\_\_\_

\_\_\_\_\_ , which has not commenced business, has not issued any shares, and has not elected a Board of Directors. (Incorporators must sign on this page of the Certificate.)

b. (For profit corporations involved in a merger only)

The plan of merger was approved by the Board of Directors of Lanser Broadcasting Corporation

\_\_\_\_\_ , the surviving corporation, without the approval of the shareholders of that corporation in accordance with Section 701 of the Act.

c. (For profit corporations only)

The plan of merger was adopted by the Board of Directors of the following constituent corporations:

**Beacon Broadcasting Company of West Michigan**

and was approved by the shareholders of those corporations in accordance with Section 703a.

d. (For nonprofit corporations only)

The plan of merger or consolidation was adopted by the Board of Directors

(i) (Complete if organized upon a stock or membership basis)

of \_\_\_\_\_ and was approved by the shareholders or members of that corporation in accordance with Sections 701 and 703(1) and (2), or pursuant to Section 407 by written consent and written notice, if required.

(ii) (Complete if organized upon a directorship basis)

of \_\_\_\_\_ in accordance with Section 703(3).

Sign this area for item 4(a).

Signed this \_\_\_\_\_ day of \_\_\_\_\_, 19\_\_\_\_.

Sign this area for items 4(b), 4(c), or 4(d).

Signed this 22nd day of October, 1997.

Lanser Broadcasting Corporation  
(Name of Corporation)

By [Signature]  
(Only signature of: President, Vice-President, Chairperson or Vice-Chairperson)

Leslie J. Lanser President  
(Type or Print Name and Title)

Signed this 22nd day of October, 1997.

Beacon Broadcasting Company of West Michigan  
(Name of Corporation)

By [Signature]  
(Only signature of: President, Vice-President, Chairperson or Vice-Chairperson)

Jerry E. Horne Vice President  
(Type or Print Name and Title)