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SECRETARY OF STATE

ARTICLES OF INCORPORATION  
OF  
POSITIVE IMPACT MEDIA, INC.

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To the Secretary of State  
of the State of Iowa

The undersigned, a natural person, acting as the incorporator of a corporation under the Iowa Nonprofit Corporation Act under Chapter 504A, Code of Iowa 1983, adopt the following Articles of Incorporation for such corporation:

FIRST: The name of the corporation (hereinafter called the "corporation") is:

**Positive Impact Media, Inc.**

SECOND: The duration of the corporation is to be perpetual.

THIRD: The nature of the purposes to be conducted by the corporation is as follows:

to engage in any and all aspects of managing, operating and owning a radio station, including owning, leasing or otherwise holding interest in real and personal property; borrowing money from any individual, bank or credit association; and encumbering any real property owned by the corporation. Pursuant to the policies of the Federal Communications Commission, the corporation shall produce, distribute and/or broadcast programming that is designed to serve the entertainment, educational and/or religious needs of the radio station's community of license and overall service area.

The corporation shall have the authority to exercise all of the powers conferred upon corporations organized not for profit and without authority to issue capital stock under the provisions of the Iowa Nonprofit Corporation Act, provided, that the exercise of any such powers shall be in furtherance of any one or more of the aforesaid exempt purposes of the corporation.

FOURTH: The address of the initial registered office in the State of Iowa is 111 West 76th Street, in the City of Davenport 52806, County of Scott, and its initial registered agent at such address is Mike Whalen.

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FIFTH: The number of directors constituting the initial board of directors of the corporation is one, and the name and address of the person to serve as the initial director is:

Mike Whalen  
111 West 76th Street  
Davenport, IA 52806

SIXTH: The date on which the corporate existence shall begin is April 19, 1996.

SEVENTH: The name and address of the incorporator is:

Mike Whalen  
111 West 76th Street  
Davenport, IA 51806

EIGHTH: The corporation is not to have authority to issue capital stock.

NINTH: For the management of the business and for the conduct of the affairs of the corporation, and for the creation, definition, limitation, and regulation of the powers of the corporation and of its governing body and the member or members thereof, as the case may be, it is hereby provided:


1. After the original or other Bylaws of the corporation have been adopted, amended, or repealed, as the case may be, by the incorporator, the power to adopt, amend, or repeal the Bylaws of the corporation may be exercised by the Board of Directors of the corporation.
2. The activities and affairs of the corporation shall be managed by or under the direction of its governing body, which in this certificate of incorporation is referred to as a Board of Directors, although said Board may consist of one member, and although the member or members of said governing body may be designated as a trustee or trustees, a manager or managers, a governor or governors, or otherwise under any provision of the Bylaws.
3. The number of directors constituting the initial whole Board of Directors shall be the number fixed in the original or initial Bylaws. Thereafter, the number of directors constituting the whole Board shall be fixed from time to time in the manner prescribed in the Bylaws. The phrase "whole Board" shall be deemed to mean the total number of directors which the corporation would have if there were no vacancy or vacancies.
4. All directors shall have such qualifications as may be prescribed in the Bylaws. The initial Board of Directors shall be elected by the incorporator. Thereafter, each successive Board of Directors shall be elected by the members of the corporation; provided, that, in the interim between annual or special elections by such members, the directors in office, though less

- than a quorum, may fill any newly created directorship and any vacancy, including a vacancy which results from the removal of any director or directors by such members, but which is unfilled by such members.
5. Except as may otherwise be provided under the provisions of the Iowa Nonprofit Corporation Act, any or all of the directors may be removed for or without cause by action of a majority of the members.
  6. Any person who is or was a director, officer, agent, or employee of the corporation or is or was serving, at the request of the corporation, as a director, officer, agent, or employee of another corporation, trust, or enterprise shall be entitled to be indemnified by the corporation upon the same terms, under the same conditions, and to the same extent as though he were a present or past director, officer, agent, or employee of a corporation of any type or kind organized under the Iowa Nonprofit Corporation Act; provided that his conduct or action was in furtherance of, or in connection with, the exempt purposes of the corporation.
  7. The corporation shall have one class of members. Each member shall be entitled to vote in the election of directors of the corporation, to vote for the adoption, amendment, or repeal of the Bylaws pursuant to the provisions of this certificate of incorporation and the provisions of the Iowa Nonprofit Corporation Act, and to vote in such other proceedings as the Iowa Nonprofit Corporation Act shall confer voting power on members entitled to vote in the election of directors of the corporation. A member shall be entitled to one vote in all proceedings in which a member is entitled as of right to vote under any of the provisions of the Iowa Nonprofit Corporation Act and in all proceedings in which a member is entitled to vote under any provisions of this certificate of incorporation and of the Bylaws. Except as may be otherwise provided by the Iowa Nonprofit Corporation Act, a majority of the members, or the sole member if there be only one, shall constitute a quorum at any meeting of members, and, except in the election of directors, a majority of the votes cast, a quorum being present, shall be the act of said member or members. In the election of directors, at which voting need not be by ballot, a plurality of the votes cast shall elect. The Bylaws shall provide for the conditions of membership in the corporation.
  8. Meetings of the members shall be held at such place within or without the State of Iowa as may be designated by or in the manner provided in the Bylaws. Except as the Iowa Nonprofit Corporation Act or as this certificate of incorporation may otherwise provide, the Bylaws of the corporation shall or may provide, as the case may be, for the record date, time, call, lapse of period of time after notice, actual or constructive notice of meetings of said members or of actual or constructive waiver of notice thereof, the

authority to vote, consent, or dissent in person or by proxy representation and the duration of any proxy, and the conduct of meetings, including provisions for the adjournment thereof.

TENTH: From time to time, and in furtherance of the purposes for which the corporation is being organized, any of the provisions of this certificate of incorporation may be amended, altered, or repealed, and other provisions authorized by the laws of the State of Iowa at the time in force may be added or inserted in the manner and at the time prescribed by said laws, and all rights at any time conferred upon the members of the corporation by this certificate of incorporation are granted subject to the provisions of this Article TENTH.

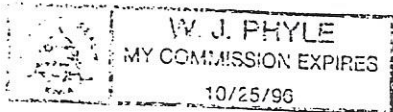
Signed on 4-18, 1996.

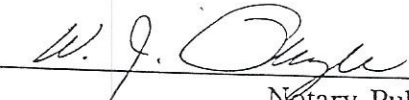
  
Mike Whalen  
Incorporator

STATE OF IOWA     )  
                                  )   SS.:  
COUNTY OF SCOTT )

On this 18<sup>th</sup> day of April, 1996, before me, the undersigned, a notary public in and for said county in the State of Iowa, personally appeared Mike Whalen known to me to be the person named in and who executed the foregoing Articles of Incorporation, and acknowledged the same to be his voluntary act and deed, and that the facts therein stated are true.

GIVEN under my hand on April 18<sup>th</sup>, 1996.

  
W. J. PHYLE  
MY COMMISSION EXPIRES  
10/25/96

  
Notary Public

PAUL D. PATE  
Secretary of State  
FILED  
Date: 4-19-96  
Time: 11:17  
Receipt: W107768

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