

BY-LAWS
OF
COMMUNITY FAMILY BROADCASTING, INC.

ARTICLE I
BOARD OF DIRECTORS

1. General Authority. The property, affairs, and business, of the corporation shall be managed by its Board of Directors. The Board of Directors may by general resolution delegate to officers of the corporation and to committees such powers as are provided for in these By-Laws.
2. Membership. The number of Directors shall be not less than three, may be increased, or if more than three, decreased, as shall be decided by the directors from time to time. Vacancies among the Directors, whether caused by resignation, death, removal, or expiration of a term, may be filled by a majority vote of the Board of Directors.
3. Terms. The Directors shall serve terms of three years or until their successors are elected and qualified. Directors may succeed themselves in office. The Board of Directors shall establish procedures so that, one-third of the membership of the Board of Directors is elected each year.
4. Resignation. Any director may at any time resign by giving written notice to the President. Such resignation shall take effect at the time specified therein, or, if no time is specified, at the time of acceptance thereof as determined by the President or Board of Directors.
5. Removal. A Director may be removed from office prior to the expiration of the term for which that Director has been elected, with or without cause, upon the vote of a majority of the Directors in office.
6. Meetings. (a) The Board of Directors shall provide by resolution the time and place for the holding of one or more regular meetings of the Board each year.

(b) Special meetings of the Board of Directors may be called by the President, or by a majority of the Directors then in office, who may fix any place, within or without the Commonwealth of Pennsylvania, as the place for holding the special meeting.

7. Notice. Notice of any meeting of the Board of Directors shall be given at least ten (10) days previous thereto by written notice delivered personally or sent by mail, telegram, or facsimile transmission to each Director at his address or facsimile machine telephone number, as shown by the records of the Corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. If notice is given by telegram or facsimile transmission, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company, or when the notice is transmitted to the recipient's facsimile machine number. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except when 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. The business to be transacted at, or the purpose of, any special meeting of the Board of Directors shall be specified in the notice or waiver of such meeting.

8. Quorum. The presence in person of a majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of the Directors are present at said meeting, a majority of the Directors may adjourn the meeting from time to time without further notice.

9. Manner of Acting. Each Director shall have one vote. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these By-Laws. Directors may attend a meeting by telephonic or similar equipment by means of which all persons participating in the meeting can hear each other. In the absence of a quorum, any action taken shall be recommendatory only, but may be ratified by a majority vote of the Board of Directors at a subsequent meeting at which a quorum is present.

10. Informal Action. Any action required by these By-Laws, or any action permitted, to be taken at a meeting of Directors may be taken without a meeting if a consent in writing setting forth the action so taken is signed by all of the Directors.

11. Compensation. Directors shall not receive any stated salaries for their services as such, but by resolution of the Board of Directors a fixed sum and expenses of attendance may be allowed for attendance at each regular or special meeting of the Board. However, nothing herein contained shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving reasonable compensation therefor.

ARTICLE II OFFICERS

1. Officers. The officers of the Corporation shall be a President, a Secretary, a Treasurer, and such other officers as may be elected in accordance with other provisions of this Article. The Board of Directors may appoint such other officers or agents, an Executive Director, one or more Vice Presidents, one or more Assistant Secretaries, and one or more Assistant Treasurers, as it shall deem desirable, and such officers shall have the authority and perform the duties prescribed from time to time by the Board of Directors.

2. Election. The officers of the Corporation shall be elected by the Board of Directors at the annual meeting of the Board. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as convenient. New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office until the earliest of his resignation, removal, death, or the election and qualification of his successor.

3. Removal. Any officer may be removed by a majority vote of the Directors then in office whenever the officer has engaged in conduct prejudicial to the best interests of the Corporation, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

4. Vacancy. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, shall be filled by the Board of Directors.

5. President. The President shall be the principal executive officer of the Corporation and shall exercise general supervision over the affairs of the Corporation, its officers, and personnel consistent with policies established by the Board of Directors. The President shall preside at all meetings of the Board of Directors; may sign any deeds, mortgages, bonds, contracts, or other instruments, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these By-Laws or by statute to some other officer or agent of the Corporation; and in general shall perform all duties incident to the office of the President and such other duties as may be prescribed by the Board of Directors. The President may authorize and approve expenditures and take such other steps he or she shall deem necessary to advance the purposes of the Corporation, provided such steps do not exceed the scope of authority determined by the Board.

6. Vice President. Any Vice President shall perform such duties as may be assigned by the President or the Board of Directors.

7. Treasurer. The Treasurer shall be the principal financial officer of the Corporation; have charge and custody of, and be responsible for, all funds and securities of the Corporation; receive and give receipts for monies due and payable to the Corporation from any source whatsoever and deposit all such monies in the name of the Corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article IV of these By-Laws; and in general perform all of the duties incident to the office of Treasurer and other such duties as from time to time may be assigned by the President or by the Board of Directors. The Treasurer shall be responsible for the administration and oversight of the Corporation's financial records, initiation of an annual audit, compliance with statutory reporting requirements, tax returns, and tax payments.

8. The Secretary. The Secretary shall keep the minutes of the Board of Directors and shall oversee the keeping preparation, and filing of all other records required by law or by the policies of the Board; be custodian of the corporate records and of the seal of the Corporation and see that the seal of the Corporation is affixed to all documents, the execution of which on behalf of the Corporation under its seal is duly authorized in accordance with the provisions of these By-Laws or required by applicable law, regulation, or ordinance; keep a register of the post office address of each Director, which shall be furnished to the Secretary by such Director; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or by the Board of Directors.

9. Assistant Vice Presidents, Treasurers, and Secretaries. Each Assistant Vice President, Assistant Treasurer, and Assistant Secretary, in general, shall perform such duties as shall be assigned to him by the Vice President, the Treasurer, or the Secretary, respectively; or by the President or the Board of Directors.

ARTICLE III
COMMITTEES

1. Authority. (a) The Board of Directors may designate and appoint one or more committees of its members, each of which shall consist of two or more persons, which committees, to the extent provided in said resolution, shall have and exercise the authority of the Board of Directors in the management of the Corporation; provided, however, that no such committee shall have the authority of the Board of Trustees in reference to amending, altering, or repealing these By-Laws; electing, appointing, or removing any member of any such committee or any Director or officer of the Corporation; amending the Articles of Incorporation; adopting a plan of merger or adopting a plan of consolidation with another corporation; authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the Corporation; authorizing the voluntary dissolution of the Corporation or revoking proceedings therefor; adopting a plan for the distribution of the assets of the Corporation; or amending, altering, or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered, or repealed by such committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors or any individual Director of any responsibility imposed upon it or him by law.

(b) Other committees not having and exercising the authority of the Board of Directors in the management of the Corporation may be designated and appointed by the President. Membership on such committees need not be limited to Directors.

2. Term. Each member of a committee shall continue as such until the next annual meeting of the Directors of the Corporation or until his successor is appointed, unless the committee shall be sooner terminated, such member be removed or resign from the committee, or such member shall cease to qualify as a member thereof. Any member of a committee may be removed for any or no cause by a majority vote of the Directors.

3. Chairman. One member of each committee shall be appointed by the person or persons authorized to appoint the members thereof.

4. Vacancies. Vacancies in the membership of any committee may be filled by the appointing authority.

5. Manner of Acting. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee. Each committee may adopt rules for its own governance not inconsistent with these By-Laws or with the rules adopted by the Board of Directors.

ARTICLE IV
CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

1. Contracts. The Board of Directors may authorize any officer or officers, agent, or agents of the Corporation, in addition to the officers so authorized by these By-Laws, 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.

2. Checks. All checks, drafts, or 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. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer or an Assistant Treasurer and countersigned by the President or a Vice President of the Corporation.

3. Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

4. Funds. The Board of Directors 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.

5. Real Property. The corporation shall not purchase, sell, mortgage, lease away, or otherwise dispose of any real property except by the affirmative vote of two-thirds of the members of the Board of Directors then in office, or if there are at least 21 Directors in office, by the affirmative vote of a majority of the Directors in office.

ARTICLE V
BOOKS AND RECORDS

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and committees.

ARTICLE VI
FISCAL YEAR

The fiscal year of the Corporation shall begin on the first day of January and end on the last day of December.

ARTICLE VII
SEAL

The Board of Directors shall provide a corporate seal which shall be in a form selected by a resolution of the Board of Directors.

ARTICLE VIII
INDEMNIFICATION

1. Third Party Actions. The Corporation shall be authorized to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation) by reason of the fact that he is or was a representative of the Corporation, or is or was serving at the request of the Corporation as a representative of another corporation, partnership, joint venture, trust, or other enterprise against all expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement, actually and reasonably incurred by him in connection with such action, suit, or proceeding.

2. Fiduciary claims. The Corporation shall be authorized to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he is or was a representative of the Corporation, or is or was serving at the request of the Corporation as a representative of another corporation, partnership, joint venture, trust, or other enterprise against all expenses (including attorneys' fees) actually and reasonably incurred by him in connection with the defense or settlement of such action, suit, or proceeding.

3. Restrictions. The indemnification otherwise authorized by sections 1 and 2 of this Article shall be authorized only (1) if the Board of Directors, acting by majority vote of a quorum consisting of disinterested directors approves; (2) if such a quorum is not obtainable, or, even if obtainable, a majority vote of a quorum of disinterested directors so directs, by independent legal counsel in a written opinion; or (3) if the Court of Chancery of the county in which the registered office of the corporation is located or the court in which such action, suit, or proceeding was brought, determines in the specific case that the representative acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. If the Board of Directors makes such a determination, it may rely on the advice of independent legal counsel as to all questions of law. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that this conduct was unlawful. Notwithstanding the foregoing

provisions, no indemnification shall be made in respect to any claim, issue, or matter as to which such person shall have been adjudged to be liable to the Corporation unless and only to the extent that the Court of Chancery of the county in which the registered office of the Corporation is located, or the court in which such action, suit, or proceeding was brought, shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the court shall deem proper.

4. Advances. Expenses incurred by an officer or director in defending a civil or criminal action, or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit, or proceeding upon receipt of an undertaking by or on behalf of such director or officer to repay such amount if it shall ultimately be determined that he is not entitled to be indemnified by the Corporation as authorized in this section. Such expenses incurred by other employees and agents may be so paid upon such terms and conditions, if any, as the Board of Directors deems appropriate.

ARTICLE IX
PROCEDURE

The rules contained in the most recent editions of Robert's Rules of Order shall provide the rules of procedure for the Corporation where they are not inconsistent with the provisions of the Articles of Incorporation or these By-Laws.

ARTICLE X
AMENDMENTS

These By-Laws may be altered, amended, or repealed, and new By-Laws may be adopted only by a majority vote of the Directors then in office at any regular or special meeting, if at least fourteen (14) days' written notice, including the text of the proposed changes, is given of the intention to alter, amend, or repeal, or to adopt new By-Laws at such meeting. Any amendment adopted shall be effective immediately upon adoption unless another date is specified in the resolution adopting the amendment.

CERTIFICATE OF AMENDMENT

OF

COMMUNITY FAMILY BROADCASTING, INC.

Pursuant to Section 242(b)(3) of the General Corporation Law of the State of Delaware, Community Family Broadcasting, Inc., certifies as follows:

FIRST: That its original Certificate of Incorporation was filed with the Secretary of State on October 10, 1986.

SECOND: That at a meeting of the Board of Directors of Community Family Broadcasting, Inc., held on July 27, 1993, a resolution was duly adopted setting forth a proposed amendment to the Corporation's Certificate of Incorporation, and declaring the advisability of the proposed amendment.

THIRD: That the proposed amendment is that Article FIRST of the Certificate of Incorporation be amended to read as follows:

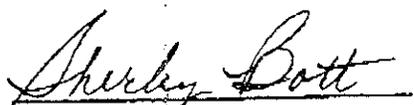
FIRST: The name of the Corporation is: COMMUNITY BROADCASTING, INC.

FOURTH: That the Board of Directors, after due notice of a meeting for the purpose of approving the proposed amendment to Certificate of Incorporation, approved the proposed amendment on August 10, 1993.

IN WITNESS WHEREOF, Community Family Broadcasting, Inc., has caused this Certificate of Amendment to be signed by its President and its Secretary this 10th day of August, 1993.

COMMUNITY FAMILY BROADCASTING, INC.

By: 
President

ATTEST: 
Secretary

CERTIFICATE OF AMENDMENT
OF
COMMUNITY BROADCASTING, INC.

Pursuant to Section 242(b)(3) of the General Corporation Law of the State of Delaware, Community Broadcasting, Inc. certifies as follows:

FIRST: That its original Certificate of Incorporation was filed with the Secretary of State on October 10, 1986.

SECOND: That at a meeting of the board of directors of Community Broadcasting, Inc., held on August 15, 1995, a resolution was duly adopted setting forth a proposed amendment to the Corporation's Certificate of Incorporation, and declaring the advisability of the proposed amendment.

THIRD: That the proposed amendments are as follows:

1. Article THIRD of the Certificate of Incorporation is amended to read as follows:

THIRD: This Corporation is organized, and shall be administered and operated, primarily to receive, administer, and expend funds for religious, charitable, educational, civic, and cultural purpose, including the following:

(1) To own and operate non-commercial radio broadcasting stations;

(2) To assist, by contributions of money or services, other organizations that are exempt from Federal income tax under Section 501(c)(3) or Section 501(c)(4) of the Internal Revenue Code of 1986; and

(3) To engage in any and all lawful activities for which corporations may be organized under the General Corporation Law of Delaware incidental to the foregoing purposes, except as restricted herein.

In order to accomplish the foregoing purposes, and for no other purpose or purposes, this Corporation shall have the power to:

(a) Sue and be sued;

(b) Make contracts;

(c) Receive property by devise or request, subject to the laws regulating the transfer of property by will and otherwise acquire and hold all property, real or personal, including shares of stocks, bonds, and securities of other corporations;

(d) Act as trustee under any trust whose objects are related to the principal object of the corporation, and to receive, hold, administer, and expend funds and property subject to such trust;

(e) Convey, exchange, lease, mortgage, encumber, transfer upon trust, or otherwise dispose of all property, real or personal;

(f) borrow money, contract debt, and issue bonds, notes, and debentures, and secure the payment or any performance of its obligations; and

(g) do all other acts necessary or expedient for the administration of the affairs and attainment of the purposes of this corporation.

2. Article FIFTH of the Certificate of Incorporation is amended to read as follows:

FIFTH: No part of the net income of the corporation shall inure to the benefit 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 actually rendered and to make payments and distributions in furtherance of the purposes and objects set forth in Article THIRD hereof.

3. Article EIGHTH of the Certificate of Incorporation is amended to read as follows:

EIGHTH: Notwithstanding any other provision of this Certificate, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from tax under §501(c)(4) of the Internal Revenue Code of 1986. Any reference in this Certificate to the Internal Revenue Code of 1986 shall be deemed to refer also to the corresponding provisions of any subsequent Federal tax laws.

4. Article NINTH of the Certificate of Incorporation is amended to read as follows:

NINTH: Upon the dissolution of the corporation or the winding up of its affairs, the assets of the corporation shall be distributed for public benefit, or to organizations that are then exempt from Federal income tax under Section 501(c)(3) or Section 501(c)(4) of the Internal Revenue Code of 1986.

FOURTH: The Board of Directors, after due notice of a meeting for the purposes of approving the proposed amendments to the

Certificate of Incorporation, approved the proposed amendments on August 29, 1995.

IN WITNESS WHEREOF, Community Broadcasting, Inc. has caused this Certificate of Amendment to be signed by its President, Richard P. Bott, and its Secretary, Sherley E. Bott, this 29th day of August, 1995.

COMMUNITY BROADCASTING, INC.

By: Richard P. Bott
Richard P. Bott
President

ATTEST:

Sherley E. Bott
Sherley E. Bott
Secretary

UNANIMOUS CONSENT MINUTES
OF
THE BOARD OF DIRECTORS
OF
COMMUNITY BROADCASTING, INC.

The undersigned Directors of Community Broadcasting, Inc. ("the Corporation"), being all of the Directors of the Corporation, hereby approve the adoption of the amendments to the Corporation's Certificate of Incorporation, as set forth in the attached Certificate of Amendment; authorize the President and Secretary of the Corporation to execute and file the attached Certificate of Amendment with the Secretary of State of Delaware; and authorize the officers of the Corporation to prepare and file all other documents necessary or helpful to implement the amendments approved above.

Effective this 29th day of August, 1995.

By: Richard P. Bott
Richard P. Bott

By: Sherley E. Bott
Sherley E. Bott

By: Charles M. Watkins
Charles M. Watkins