



No. W00029942  
Date: 04/01/1994

## SECRETARY OF STATE

490 DP-000174356  
HAWKEYE COMMUNICATIONS, INC.  
RONALD M ANDERSON  
1905 HARNEY ST - STE 704  
OMAHA, NE 68102

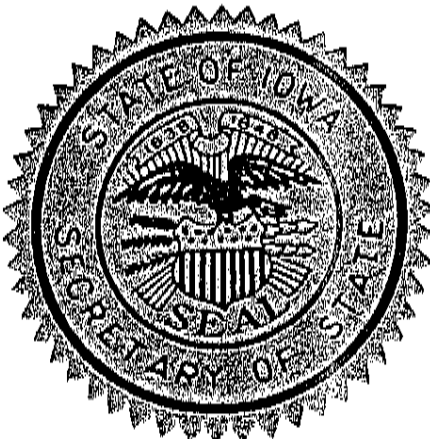
### ACKNOWLEDGMENT OF DOCUMENT FILED

The Secretary of State acknowledges receipt of the following document from the filing party named above:

Articles of Incorporation

The document was filed on March 25, 1994, at 01:43 PM.

The amount of \$50.00 was received in full payment of the filing fee.



*Elaine Baxter*

SECRETARY OF STATE



ARTICLES OF INCORPORATIONOFHAWKEYE COMMUNICATIONS, INC.

I, the undersigned, acting as incorporator of a corporation under the Iowa Business Corporation Act, do hereby adopt the following Articles of Incorporation:

1. The name of the corporation is HAWKEYE COMMUNICATIONS, INC.
2. The period of its duration is perpetual.
3. The purposes for which the corporation is organized are the operation of a radio broadcasting business and the transaction of any or all lawful business for which corporations may be organized under this Act.
4. The aggregate number of shares which the corporation shall have authority to issue is 10,000 shares of common stock having a par value of \$1.00 per share.
5. The address of the initial registered office of the corporation is Route 2, Box 21AA, Council Bluffs, Iowa 51503, and the name of its initial registered agent at such address is Ronald M. Anderson.
6. The affairs of the corporation shall be conducted by a Board of Directors consisting of not less than one nor more than five members, the exact number to be determined each year by the stockholders at their annual meeting. The Directors need not be stockholders and shall have the power to fill vacancies on the Board.
7. The officers of the corporation shall consist of a president, vice president, a secretary, a treasurer, and such other officers as may be designated from time to time by the Board of Directors. Any two or more offices may be held by the same person. Officers need not be elected by ballot.
8. No stockholder of this corporation shall by reason of his holding shares, have any preemptive rights or preferential rights to purchase or subscribe to any shares of this corporation now or hereafter to be authorized other than such rights, if any, as the Board of Directors in its discretion from time to time may grant and at such price as the Board of Directors in its discretion may fix; and the Board of Directors may issue shares of this corporation without offering any such shares, either in whole or in part, to the existing stockholders.

0329941224D.CA 8338JAKIA SOS \$30.00

9. The number of directors constituting the initial Board of Directors shall be one. His name and address is:

Jerry V. Dietz  
P.O. Box 1086  
Ozark, Arkansas 72949

10. The name and street address of the incorporator is:

Ronald M. Anderson  
1905 Harney Street, Suite 704  
Omaha, NE 68102

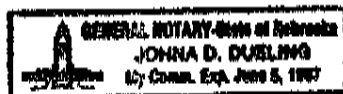
Dated this 23 day of March, 1994.



STATE OF NEBRASKA )  
                              ) SS.:  
COUNTY OF DOUGLAS )

Before me, the undersigned Notary Public, duly appeared Ronald M. Anderson, personally known to me, who being first duly sworn, did depose and say that he executed the foregoing Articles of Incorporation as his voluntary act and deed.

IN WITNESS WHEREOF, I have hereunto fixed by hand and notarial seal at Omaha, Nebraska, on the date last above written.



  
Notary Public

STATE OF IOWA  
SECRETARY OF STATE

FILED ON 03/25/94 AT 01:43 PM  
FILE# 000174356400022942  
WD:94011265-WS:94011267

## EXHIBIT "A"

## BY-LAWS OF

## HAWKEYE COMMUNICATIONS, INC.

ARTICLE I

## OFFICES

The principal office of the Corporation in the State of Iowa shall be located in Montgomery County, Iowa. The Corporation may have such other offices, either within or without the State of Iowa, as the Board of Directors may designate or as the business of the Corporation may require from time to time.

The Registered Office of the Corporation required by the Iowa Business Corporation Act to be maintained in the State of Iowa may, but need not be, identical with the principal office in the State of Iowa and the address of the Registered Officer may be changed from time to time by the Board of Directors.

ARTICLE II

## SHAREHOLDERS

**Section 1. Annual Meeting.** The annual meeting of the Shareholders shall be held on the 28th day of the month of March in each year beginning with the year 1995 at the hour of 2:00 o'clock p.m. for the purpose of electing directors and for the transaction of such other business as may come before the meeting. If the day fixed for the annual meeting shall be a legal holiday, or a Saturday or Sunday, such meeting shall be held on the next succeeding business day. If the election of directors shall not be held on the day designated herein for any annual meeting of the Shareholders, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the Shareholders as soon thereafter as conveniently may be.

**Section 2. Special Meeting.** Special meeting of the Shareholders, for any purpose or purposes, unless otherwise prescribed by statute, may be called by the President or by the Board of Directors of the Corporation, and shall be called by the President at the request of the holders of not less than one-tenth (1/10th) of all the outstanding shares of the Corporation entitled to vote at the meeting.

**Section 3. Place of Meeting.** The Board of Directors may designate any place, either within or without the State of Iowa, as the place of meeting for any annual meeting or for any special meeting called by the Board of Directors. A waiver of Notice signed by all Shareholders entitled to vote at any meeting may designate any place, either within or without the State of Iowa, as the place for the holding of such meeting. If no designation is made, or if a special meeting be otherwise called, the place of the meeting shall be the Registered Office of the Corporation in the State of Iowa; except as otherwise provided in this Article.

**Section 4. Notice of Meeting.** Written or printed notice stating the place, day and hour of the meeting, and in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than ten (10) nor more than fifty (50) days before the date of the meeting, either personally or by mail, by or at the direction of the President, the Secretary, or the officer or persons calling the meeting, to each Shareholder of record entitled to vote at such meeting. If mailed, such Notice shall be deemed to be delivered when deposited in the United State mail, addressed to the Shareholder at his address as it appears on the stock transfer books of the Corporation, with postage thereon prepaid.

**Section 5. Informal Action by Shareholders.** Any action required to be taken at the meeting of the Shareholders or any other action which may be taken at the meeting of the Shareholders may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all of the Shareholders entitled to vote with respect to the subject matter thereof.

### **ARTICLE III**

#### **BOARD OF DIRECTORS**

**Section 1. General Powers.** The business and affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instruments in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

**Section 2. Number, Tenure and Qualifications.** The number of directors of the Corporation shall be 2. Each director shall hold office until the next annual meeting of the Shareholders and until his successor shall have been elected and shall qualify. Directors need not be residents of the State of Iowa or Shareholders of the Corporation.

**Section 3 Regular Meeting.** A regular meeting of the Board of Directors shall be held without other Notice than this By-Law immediately after, and at the same place as, the annual meeting of the Shareholders. The Board of Directors may provide, by resolution, the time and place, either within or without the State of Iowa, for the holding of additional regular meetings without other Notice than such resolution.

**Section 4. Special Meeting.** Special meeting of the Board of Directors may be called by or at the request of the President or any one Director. The person or persons authorized to call special meetings of the Board of Directors may fix any place, either within or without the State of Iowa, as the place for holding special meetings of the Board of Directors called by them.

**Section 5. Notice.** Notice of any Special meeting shall be given at least two (2) days previously thereto by written notice delivered personally or mailed to each Director at his business address or by telegram. If mailed, such Notice shall be deemed to be delivered when deposited in the United States mail, so addressed with postage thereon prepaid. Any Director may waive Notice of any meeting. The attendance of any Director at a meeting shall constitute a waiver of Notice of such meeting; except where a Director attends a meeting for the express purpose of objection to the transactions of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at nor the purpose of any regular or special meeting of the Board of Directors need be specified in the Notice by waiver or Notice of such meeting.

#### **ARTICLE IV**

##### **OFFICERS**

**Section 1. Number.** The officer of the Corporation shall be a President, one or more Vice Presidents, (the number thereof to be determined by the Board of Directors), a Secretary, and a Treasurer, each of whom shall be elected by the Board of Directors. Such other officers and assistant officers as may be deemed necessary, may be elected or appointed by the Board of Directors. Any two (2) or more offices may be held by the same person.

**Section 2. Election and Term of Office.** The officers of the Corporation to be elected by the Board of Directors shall be elected by the Board of Directors at the first meeting of the Board of Directors held after each annual meeting of the Shareholders. If the election of officers shall not be held at such meeting, such election of officers shall be held as soon thereafter as conveniently may be. Each officer shall hold office until his successor shall have been duly elected and shall be qualified or until his death or until he shall resign or shall have been removed or in the manner hereinafter provided.

**Section 3. Removal.** Any officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors whenever, in its judgment, the best interest of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

**Section 4. Vacancies.** A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

**Section 5. President.** The President shall be the principal executive officer of the Corporation to put into effect the decisions of the Board of Directors. Subject to such decisions, he shall supervise and control the business of the Corporation. He shall preside at the meeting of the Shareholders and Directors.

**Section 6. Vice President.** In the absence of the President, or in the event of his death, inability or refusal to act, the Vice President or in the event there be more than one Vice President), the Vice Presidents, in the order designated by the time of their election, or in the absence of any designation, then in the order of their election, shall perform the duties of the President, and when so acting, shall have all the power of and be subject to all the restrictions upon the President. The Vice President shall perform, in addition, such other duties as may be assigned them by the President or by the Board of Directors or prescribed by the By-Laws.

**Section 7. Secretary.** The Secretary shall countersign all certificates of stock of the Corporation; she shall keep a record of all votes and minutes of the proceeding of all Stockholders' and Directors' meetings, and shall give notice as required by these By-Laws of all meetings of Stockholders and Directors. She shall have the custody of all books, records, and papers of the Corporation, except such as the Treasurer shall have charge of.

**Section 8. Treasurer.** The Treasurer shall keep account of all monies of the Corporation received or disbursed, and shall deposit all monies and valuables in the name of and to the credit of the Corporation in such banks or depositories as the Directors shall designate.

## **ARTICLE V**

### **MISCELLANEOUS**

#### **PROVISIONS**

**Section 1. Authority to Sign Contracts.** The Board of Directors may authorize any officer or agent to enter into any contract or to execute any instrument for the Corporation. Such authority may be general or be confined to specific instances.

**Section 2. Certificates of Shares.** Certificates representing shares of the Corporation shall be such form as the Board of Directors shall determine. The transfer of shares shall be made only on the stock transfer books of the Corporation. The person in whose name the shares are recorded on the books of the Corporation shall be considered thereof for all purposes of the Corporation.

**Section 3. Waiver of Notice.** Whenever any notice is required to be given to any Shareholder or Director of the Corporation under the provisions of these By-Laws or under the provisions of the Articles of Incorporation or under the provisions of the Iowa Business Corporation Act, a waiver thereof, in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

**Section 4. Amendments.** These By-Laws may be altered, amended or repealed and new By-Laws may be adopted by the Board of Directors at the regular or special meeting of the Board of Directors.

I hereby certify that the above By-Laws were adopted at the meeting of the Board of Directors held on 28 day of March, 1994.

X

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Jerry V. Dietz, President