

ARTICLES OF INCORPORATION
as amended
OF
LISTENERS COMMUNITY RADIO OF UTAH,
INC.

ARTICLE I

The name of the corporation is Listeners Community Radio of Utah, Inc.

ARTICLE II

The period of its duration is perpetual.

ARTICLE III

The purpose or purposes for which the corporation is organized are: To construct and operate non-commercial educational and civic broadcast facilities; to operate the broadcast station in the public's interest, convenience and necessity; to train people in broadcast work, with special attention to the disadvantaged; to broadcast important city and county commission meetings, public hearings, and meetings of the state legislature; to develop cultural, educational, political and innovative programming with special emphasis upon problems of disadvantaged persons and minority groups; to purchase and own, buy, lease and contract for all types of personal property in connection with the stated purposes of the corporation; to exercise all the general powers of a non-profit corporation as provided by the Utah Non-Profit Corporation and Cooperative Association Act.

ARTICLE IV

There shall be no members of this corporation.

ARTICLE V

There shall be no stock or certificates evidencing membership therein and no classes of stocks.

25th OCT 1985

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AMENDMENT TO
ARTICLES OF INCORPORATION
OF
LISTENERS COMMUNITY RADIO OF UTAH, INC.

By action of the Board of Trustees at a duly convened meeting held September 13, 1984, 2/3 of the Board concurring, the Articles of Incorporation of Listeners Community Radio of Utah were amended as follows:

Article VI was amended to read:

ARTICLE VI

The provisions for the regulation of the internal affairs of the corporation are: The affairs and management of this corporation shall be under the control of the Board of Trustees as specified in the By-Laws. The day-to-day operations shall be directed by the President of the Corporation who shall be the General Manager of KRCL-FM. The General Manager shall be selected by a majority vote of the Board of Trustees.

The number of Trustees may be altered at any time by a majority vote of the Trustees, but the number shall not be fewer than three.

The Board of Trustees shall by a majority vote of its membership designate its officers.


The Board of Trustees may by resolution designate one or more committees, each of which shall consist of at least two trustees. Committees shall have and may exercise any authority given to them by the Board in the management of the corporation; provided, however, that such authority does not conflict with the Utah Nonprofit Corporation and Cooperative Association Act.

Upon the dissolution of the corporation, the Board of Trustees shall, after paying or making provision for the

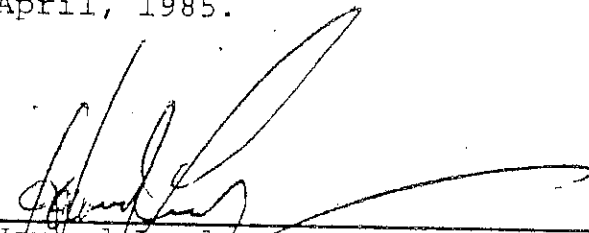
payment of all of the liabilities of the corporation, dispose of all of the remaining assets of the corporation exclusively for the purposes of the corporation, in such manner or to such organization or organizations organized and operated exclusively for charitable, educational, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law), as the Board of Trustees shall determine. Any such assets not so disposed of shall be disposed of by the Third Judicial District Court for Salt Lake County in the State of Utah, exclusively for such purposes or to such organizations as said Court shall determine, which are organized and operated exclusively for such purposes.

DATED this 1 day of April, 1985.

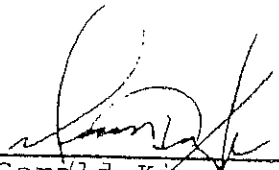
Subscribed by:



W. Paul Wharton
Member, Board of Trustees



Howard Lundgren
Member, Board of Trustees



Gerald Kinghorn
Chairman, Board of Trustees

ARTICLE VII

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE VIII

The board of trustees shall consist of not more than 29 members, who shall be elected by the existing trustees, and who shall be selected from the community or communities served by the corporation and in accordance with the by-laws of the corporation.

ARTICLE IX

The incorporators of this non-profit corporation are Stephen Holbrook, 235 Elizabeth Street, Salt Lake City, Utah; Glen N. Greener, 2177 Roosevelt Avenue, Salt Lake City, Utah; and Dr. Helmut Hoffman, Westminster College, Salt Lake City, Utah.

ARTICLE X

The location and street address of the initial principal office shall be Westminster College, 17th South and 13th East, Salt Lake City, Utah. The registered agent is Stephen Holbrook.

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I HEREBY CERTIFY that the preceding Articles of Incorporation of Listeners Community Radio of Utah, Inc., are a true and correct conformed copy of the Articles with the Amendments thereto duly adopted by the board of trustees of the corporation at meetings on December 2, 1975 and March 20, 1980.



W. PAUL WHARTON
Attorney at Law
Vice President, Board of Trustees

DATED this 12th day of November, 1980.