

22658

# Commonwealth of Kentucky

## Department of State



### Office of Secretary of State

CHARLES K. O'CONNELL, SECRETARY

#### ARTICLES OF AMENDMENT

I, CHARLES K. O'CONNELL, Secretary of State of the Commonwealth of Kentucky, do hereby certify that Articles of Incorporation of

Henderson Broadcasting Company, Inc.

Henderson, Kentucky

have been amended pursuant to Articles of Amendment, duly signed and acknowledged according to law, this day filed in my office by said corporation, and that all taxes, fees and charges payable upon the filing of said Articles of Amendment have been paid.

Witness my official signature this 24th day

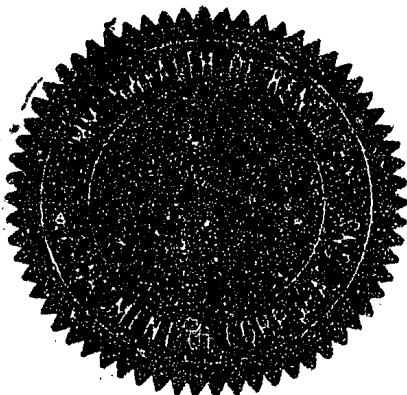
of October, 19 47.

Charles K. O'Connell

Secretary of State

H. I. Reed

Chief Clerk, Corporation Department



SECRETARY OF STATE

CERTIFICATE OF AMENDMENT AND SUBSTITUTION  
TO THE ARTICLES OF INCORPORATION OF  
HENDERSON BROADCASTING COMPANY, INC.

This certificate of amendment and substitution to the Articles of Incorporation of the Henderson Broadcasting Company, Inc., is as follows:

WHEREAS, the owners and holders of a majority of the issued and outstanding capital stock of the Henderson Broadcasting Company, Inc., a corporation organized and existing under and pursuant to the laws of the State of Kentucky, have consented in writing that the Articles of Incorporation of the Henderson Broadcasting Company, Inc., may be amended and substituted as hereinafter set forth.

NOW, THEREFORE, we, the undersigned, President and Secretary of the Henderson Broadcasting Company, Inc., in order to carry into effect said written consent of a majority of the owners and holders of the issued and outstanding capital stock of said corporation, at a meeting duly called and held for that purpose, do hereby certify that the Articles of Incorporation of the Henderson Broadcasting Company, Inc. be and are amended and substituted as follows, to-wit:

That Article III of the Original Articles of Incorporation reads as follows:

The nature of the business proposed and carried on by this corporation shall be as follows: The ownership, control and operation of a radio broadcasting station or stations located in or near Henderson in the county of Henderson and State of Kentucky and elsewhere in the State of Kentucky and other states of the United States of America; and the acquisition by purchase or otherwise of radio broadcasting stations and associated equipment connected therewith and interest in real estate, and any and all other things necessary to the

operation of such broadcasting stations. The corporation shall have the power to acquire, purchase, hold, lease, improve, pledge, mortgage, sell and convey real estate and personal property; to engage in all sorts of advertising for or without compensation, for commercial, business, religious, education, political or other legal purposes; to foster and promote music, drama and any and all such artistic and educational development as may be properly developed and promoted by Radio Broadcasting, and to engage in giving, leasing or selling its facilities to any legitimate business or commercial venture, or charitable or educational undertaking in the interest and for the benefit of this or other communities or states.

And that said Article III remain as written and be amended by adding the following thereto:

The corporation shall have power to become the surety and guarantor of debts of other corporations, without or with the payment of any consideration therefor, and shall have the right to become accommodation makers, indorsers, or guarantors of the debts or liabilities of such other corporation.

Substitution to Article VI:

That the last literary paragraph of Article VI of the original Articles of Incorporation now reads as follows:

The corporation shall continue for fifty (50) years, unless sooner dissolved by a vote of at least two-thirds of the capital stock issued.

That the said last literary paragraph be cancelled in its entirety and that there be substituted therefor the following:

The duration of the corporation shall be perpetual unless sooner dissolved in accordance with the law.

Amendment to Article VIII:

That Article VIII of the original Articles of Incorporation now reads as follows:

The highest amount of indebtedness or liability which the corporation may at any time incur shall be fifty-thousand dollars (\$50,000.00).

That the said Article VIII be cancelled in its entirety and there shall be substituted therefor the following:

There shall be no limit to the amount of indebtedness or liability which the corporation may at any time incur.

Henderson Broadcasting Company, Inc., by its President Hecht Lachy and by its Secretary Hecht Lachy have this day duly signed and acknowledged the foregoing Amended and Substituted Articles of Incorporation on this 6 day of October, 1947.

HENDERSON BROADCASTING COMPANY, INC.  
By: Hecht Lachy President  
By: Hecht Lachy Secretary

STATE OF KENTUCKY )  
COUNTY OF Henderson ) SS:

I, the undersigned, a Notary Public in and for the state and county aforesaid, do hereby certify that the foregoing Amended and Substituted Articles of Incorporation of the Henderson Broadcasting Company, Inc., were this day produced to me in said county and state, and were signed and acknowledged by Hecht Lachy and \_\_\_\_\_, ~~President and Secretary~~, respectively, of the Henderson Broadcasting Company, Inc., to be the voluntary act and deed of said Henderson Broadcasting Company, Inc., and of himself ~~themselves~~ as ~~President~~ and Secretary thereof.

Witness my hand and seal of office this 7 day of Oct, 1947.

My commission expires Nov. 15, 1950.

Elvie Chestnut  
Notary Public

I, the under-signed, a Notary Public in and for the state and county aforesaid, do hereby certify that the foregoing Amended and Substituted Articles of Incorporation of the Henderson Broadcasting Company, Inc., were this day produced to me in said count and state, and were signed and acknowledged by Paul E. Leary, President of the Henderson Broadcasting Company, Inc., to be the valid by act and deed of said Hopkinsville Broadcasting Company and of himself as President thereof.

Witness my hand and seal of office this 6 day of October,

1941.

My commission expires 12 13 50.

Paul E. Leary  
Notary Public  
HENDERSON BROADCASTING CO.

January 13th, 1949.

Paducah Broadcasting Co.,  
Paducah, Ky.

Gentlemen:

On October 14th, 1947, we issued a certificate of amendment to the articles of incorporation of Henderson Broadcasting Company and mailed same to you with our bill for \$4.00 for the recording fee and certificate. To date we have not received this fee. Kindly let us have check for \$4.00 at once in order that we may record this amendment.

If we can be of any further service to you, do not hesitate to call on us.

Yours very truly,

George Glenn Hatcher,  
Secretary of State,  
Commonwealth of Kentucky.

b.

CONSENT OF STOCKHOLDERS TO AMEND ITS  
ORIGINAL ARTICLES OF INCORPORATION PURSUANT  
TO KRS 271.445, SUB-SECTION 2.

We, the undersigned, being the owners and holders of a majority of the voting power of all shareholders entitled to vote of Henderson Broadcasting Company, Inc., a corporation organized and existing under and pursuant to the laws of the State of Kentucky, do hereby consent and agree that its Articles of Incorporation may be amended in the following particulars, to-wit:

That Article III of the original Articles of Incorporation reads as follows:

The nature of the business proposed and carried on by this corporation shall be as follows: The ownership, control and operation of a radio broadcasting station or stations located in or near Henderson in the county of Henderson and state of Kentucky and elsewhere in the State of Kentucky and other states of the United States of America; and the acquisition by purchase or otherwise of radio broadcasting stations and associated equipment connected therewith and interest in real estate, and any and all other things necessary to the operation of such broadcasting stations. The corporation shall have the power to acquire, purchase, hold, lease, improve, pledge, mortgage, sell and convey real estate and personal property; to engage in all sorts of advertising for or without compensation, for commercial, business, religious, education, political or other legal purposes; to foster and promote music, drama any and all such artistic and educational development as may be properly developed and promoted by Radio Broadcasting, and to engage in giving, leasing or selling its facilities to any legitimate business or commercial venture, or charitable or educational undertaking in the interest and for the benefit of this or other communities or states.

And that said Article III remain as written and be amended by adding the following thereto:

The corporation shall have power to become the surety and guarantor of debts of other corporations, with or without the payment of any consideration therefor, and shall have the right to become accommodation makers, indorsers or guarantors of the debts or liabilities of such other corporation.

Substitution to Article VI:

That the last literary paragraph of Article VI of the original Articles of Incorporation now reads as follows: