

Document Number Only

669707

CT CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

EFFECTIVE DATE

12/27/96

FILED
96 DEC 24 PM 2:30
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

600002049326--2

-01/07/97--01156--019

*****70.00 *****70.00

F & F Productions, Inc.

600002049326--2

-01/07/97--01156--020

*****105.00 *****105.00

merging into:

F & F Productions Transition Corp

☐ Profit

☐ NonProfit

☐ Limited Liability Co.

☐ Foreign

☐ Amendment

☐ Dissolution/Withdrawal

☒ Merger

☐ Mark

☐ Limited Partnership

☐ Reinstatement

☐ Annual Report

☐ Reservation

☐ Other ucc Filing

☐ Change of R.A.

☐ Fic. Name

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12/24/96

N. HENDRICKS DEC 26 1996

ARTICLES OF MERGER
Merger Sheet

MERGING:

F & F PRODUCTIONS, INC., A FLORIDA CORPORATION, 669707.

INTO

F&F PRODUCTIONS TRANSITION CORP., a Delaware corporation.
corporation not qualified in Florida

File date: December 24, 1996, effective December 27, 1996

Corporate Specialist: Nancy Hendricks

ARTICLES OF MERGER
OF
F&F PRODUCTIONS, INC.,
A FLORIDA CORPORATION,
INTO
F&F PRODUCTIONS TRANSITION CORP.,
A DELAWARE CORPORATION

FILED
96 DEC 24 PM 2:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
12/27/96

Pursuant to the provisions of Section 607.1107 of the Florida Business Corporation Act, the undersigned corporations do hereby adopt and verify the following Articles of Merger:

1. The laws of the State of Delaware permit the merger described in the attached Plan and Agreement of Merger, and F&F Productions Transition Corp. has complied with the laws of the State of Delaware in effecting said merger.

2. F&F Productions Transition Corp., the surviving corporation, complies with Section 607.1105 of the Florida Business Corporation Act, and F&F Productions, Inc., the merged corporation, complies with Sections 607.1101-1104 of the Florida Business Corporation Act.

3. The terms and provisions of the merger are contained in the attached Plan and Agreement of Merger.

4. The effective date of the merger shall be December 27, 1996.

5. The attached Plan and Agreement of Merger was adopted by the Board of Directors and the sole shareholder of F&F Productions, Inc. by unanimous written consent in lieu of a meeting on the 9th day of December, 1996, and was adopted by the Board of Directors and the sole stockholder of F&F Productions Transition Corp. by unanimous written consent in lieu of a meeting on the 9th day of December, 1996.

Signed this 6th day of December, 1998.

F&F PRODUCTIONS TRANSITION CORP.
(surviving corporation)

By [Signature]
Its Chairman of the Board of Directors

By Kathryn Hubbard Rominski
Its Secretary

STATE OF MINNESOTA)
) ss.
COUNTY OF HENNEPIN)

The foregoing instrument was acknowledged before me this 10th day of December, 1996, by Stanley E. Hubbard II, the Chairman of the Board of Directors of F&F Productions Transition Corp., a Delaware corporation, on behalf of the corporation.



Gail E. Patton
Notary Public

Signed this 10th day of December, 1996.

F&F PRODUCTIONS, INC.
(merged corporation)

By 
Its Chairman of the Board of Directors

By Kathleen Lukowinski
his Secretary

STATE OF MINNESOTA)
) ss.
COUNTY OF HENNEPIN)

The foregoing instrument was acknowledged before me this 16th day of December, 1996, by Stanley E. Hubbard II, the Chairman of the Board of Directors of F&F Productions, Inc., a Florida corporation, on behalf of the corporation.

Gail E. Partlow
Notary Public



**PLAN AND
AGREEMENT OF MERGER
MERGING
F&F PRODUCTIONS, INC.,
A FLORIDA CORPORATION,
INTO
F&F PRODUCTIONS TRANSITION CORP.,
A DELAWARE CORPORATION**

AGREEMENT made this 9th day of December, 1996, by and between F&F Productions, Inc., a Florida corporation (hereinafter "F&F-FL"), and F&F Productions Transition Corp., a Delaware corporation (hereinafter "F&F-DE" or the "Surviving Corporation"), each of which are hereinafter referred to as the "Constituent Corporations."

WITNESSETH:

WHEREAS, F&F-FL, by its Articles of Incorporation, has an authorized capital stock consisting of 3,000 shares of voting common stock, with a par value of \$1.00 (the "Voting Stock"), of which 2,000 shares of such Voting Stock are now issued and outstanding, and 4,500 shares of non-voting preferred stock, with a par value of \$100.00 (the "Non-Voting Stock"), of which 3,490 shares of such Non-Voting Stock are now issued and outstanding (Voting Stock and Non-Voting Stock shall be referred to herein collectively as the "Stock"); and

WHEREAS, F&F-DE, by its Certificate of Incorporation, has an authorized capital stock consisting of 1,000,000 shares of common stock, with a par value of \$.005 per share, of which 5,490 shares of such common stock are issued and outstanding; and

WHEREAS, F&F-FL is a wholly-owned subsidiary of Hubbard Broadcasting, Inc., a Minnesota corporation; and

WHEREAS, F&F-DE is a wholly-owned subsidiary of WTOG-TV, Inc.; and

WHEREAS, WTOG-TV, Inc. is a wholly-owned subsidiary of Hubbard Broadcasting, Inc.; and

WHEREAS, the Boards of Directors of F&F-FL and F&F-DE deem it desirable and in the best interest of the respective Constituent Corporations and their stockholders that F&F-FL be merged into and with F&F-DE (hereinafter, the "Merger") pursuant to Sections 302A.601 et. seq. of the Minnesota Business Corporation Act and Sections 607.1101 et. seq. of the Florida Business Corporation Act;

NOW, THEREFORE, in consideration of the premises and of the mutual covenants and agreements herein set forth and for the purpose of prescribing the terms and conditions of such merger, the parties hereto covenant and agree as follows:

1. Merger. The effective date of the Merger shall be December 27, 1996 (the "Effective Date"). On the Effective Date, F&F-FL shall be merged into and with F&F-DE, which shall survive the Merger.
2. Name of Surviving Corporation. The name of the Surviving Corporation shall be F&F Productions Transition Corp.
3. Governing Law; Certificate of Incorporation. The laws which shall govern the Surviving Corporation are the laws of the State of Delaware. On the Effective Date of the Merger, the Certificate of Incorporation of F&F-DE shall be the Certificate of Incorporation of the Surviving Corporation, until the same shall be amended in accordance with the provisions thereof.

4. Bylaws. On the Effective Date of the Merger, the Bylaws of F&F-DE shall be the Bylaws of the Surviving Corporation, until the same shall be amended in accordance with the provisions thereof.

5. Conversion of Outstanding Securities on Merger. Upon the Effective Date of the Merger, each outstanding share of Stock of F&F-FL shall be converted into one share of the Common Stock of the Surviving Corporation and shall immediately thereupon be cancelled.

6. Service of Process upon Surviving Corporation. The Surviving Corporation agrees that it may be served with process in the State of Florida in any proceeding for enforcement of any obligation of a Constituent Corporation, as well as for enforcement of the right of a dissenting shareholder of a Constituent Corporation against the Surviving Corporation. The Surviving Corporation hereby irrevocably appoints the Secretary of State of Florida as its agent to accept service of process in any such suit or proceeding. The address to which a copy of such process shall be mailed by the Secretary of State of Florida is:

3415 University Avenue
St. Paul, MN 55114

The Surviving Corporation agrees that it will promptly pay to the dissenting shareholders of F&F-FL, the Florida domiciled Constituent Corporation, the amount, if any, to which they are entitled under Section 607.1302 of the Florida Business Corporation Act.

7. Effect of Merger. On the Effective Date of the Merger, F&F-FL shall cease to exist separately and shall be merged with and into the Surviving Corporation in accordance with the provisions of this Agreement and with the provisions of, and with the effect

provided under, the laws of the States of Florida and Delaware. As provided therein, on the Effective Date of the Merger, the Surviving Corporation shall possess all of the rights, privileges, powers and franchises as well as of a public or of a private nature, and being subject to all the restrictions, disabilities and duties of the Constituent Corporations so merged; and all and singular, the rights, privileges, power and franchises of each of the Constituent Corporations, and all property, real, personal and mixed, and all debts due to either of the Constituent Corporations on whatever account, as well as for stock subscriptions and all other things in action or belonging to each of the Constituent Corporations shall be vested in the Surviving Corporation; and all property, rights, privileges, powers and franchises, and all and every other interest shall be thereafter as effectually the property of the Surviving Corporation as they were of the Constituent Corporations, and the title to any real estate vested by deed or otherwise, under the laws of Delaware, in either of the Constituent Corporations, shall not revert or be in any way impaired by reason of the Merger; but all rights of creditors and all liens upon any property of either of the Constituent Corporations shall be preserved unimpaired, and all debts, liabilities and duties of the Constituent Corporations shall thenceforth attach to the Surviving Corporation, and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by it.

8. Further Assurances. From time to time, as and when requested by the Surviving Corporation or by its successors or assigns, F&F-FL will execute and deliver, or cause to be executed and delivered, all such deeds and other instruments, and will take or cause to be taken such further or other action as the Surviving Corporation may deem

necessary or desirable in order to vest in and confirm to the Surviving Corporation title to, and possession of, all its property, rights, privileges, powers and franchises and otherwise to carry out the intent and purposes of this Agreement.

9. Directors of Surviving Corporation. The directors of the Surviving Corporation shall be the directors of F&F-DE, who shall serve until their successors shall have been elected and shall have qualified pursuant to the Bylaws of the Surviving Corporation.

10. Officers of Surviving Corporation. The principal officers of the Surviving Corporation shall be the officers of F&F-DE, who shall serve until their successors shall have been elected and shall have qualified pursuant to the Bylaws of the Surviving Corporation. The Surviving Corporation may have such other officers as shall be provided in its Bylaws.

11. Vacancies. If on the Effective Date of the Merger a vacancy shall exist in the Board of Directors of the Surviving Corporation or in any of the offices specified above by reason of the inability or failure of any of the above persons to accept a directorship in the Surviving Corporation or the office to which he is designated, as the case may be, such vacancy may thereafter be filled in the manner provided in the Bylaws of the Surviving Corporation.

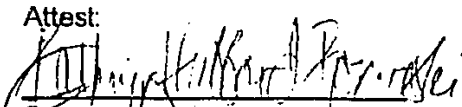
12. Abandonment of Merger. Anything herein contained to the contrary notwithstanding, this Plan and Agreement of Merger may be terminated or abandoned, before the Effective Date of the Merger, by mutual consent of the Boards of Directors of the Constituent Corporations.

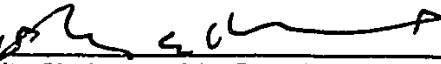
13. Counterparts. This Plan and Agreement of Merger may be executed in any number of counterparts, each of which when so executed shall be deemed an original and all such counterparts shall constitute one and the same Plan and Agreement of Merger.

IN WITNESS WHEREOF, each of the parties hereto have executed this Plan and Agreement of Merger the day and year first above mentioned.

F&F PRODUCTIONS, INC.


Attest:


Secretary

By 
Its Chairman of the Board of Directors

F&F PRODUCTIONS TRANSITION
CORP.

Attest:


Secretary

By 
Its Chairman of the Board of Directors