

70000000592

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CORPORATION SERVICE COMPANY
1201 Hays Street
Tallahassee, FL 32301
Phone: 850-558-1500

ACCOUNT NO. : I20000000195
REFERENCE : 559157 4338256
AUTHORIZATION : *[Signature]*
COST LIMIT : \$ 78.75

ORDER DATE : March 16, 2017
ORDER TIME : 10:40 AM
ORDER NO. : 559157-035
CUSTOMER NO: 4338256

ARTICLES OF MERGER

PROFESSIONAL COMMUNICATIONS
SYSTEMS, INC.

INTO

MEDIA GENERAL OPERATIONS, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY

CONTACT PERSON: Melissa Zender

EXAMINER'S INITIALS: _____

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Media General Operations, Inc.

Name of Surviving Party

Please return all correspondence concerning this matter to:

Laura-Jayne Urso

Contact Person

Kirkland & Ellis LLP

Firm/Company

601 Lexington Avenue, 35th Floor

Address

New York, NY 10022

City, State and Zip Code

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Name of Contact Person

at (_____) _____

Area Code and Daytime Telephone Number

☐ Certified Copy (optional) \$8.75

STREET ADDRESS:

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

Amendment Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

**Articles of Merger
For
Florida Profit or Non-Profit Corporation
Into
Other Business Entity**

The following Articles of Merger are submitted to merge the following Florida Profit and/or Non-Profit Corporation(s) in accordance with s. 607.1109, 617.0302 or 605.1025, Florida Statutes.

FIRST: The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Professional Communications Systems, Inc.	FLORIDA	Corporation
Media General Operations, Inc.	DELAWARE	Corporation

SECOND: The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Media General Operations, Inc.	DELAWARE	Corporation

THIRD: The attached plan of merger was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with the applicable provisions of Chapters 607, 605, 617, and/or 620, Florida Statutes.

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CLERK OF DISTRICT COURT
JULIA H. STEFAN

FOURTH: The attached plan of merger was approved by each other business entity that is a party to the merger in accordance with the applicable laws of the state, country or jurisdiction under which such other business entity is formed, organized or incorporated.

FIFTH: If other than the date of filing, the effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State:

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

SIXTH: If the surviving party is not formed, organized or incorporated under the laws of Florida, the survivor's principal office address in its home state, country or jurisdiction is as follows:

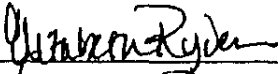
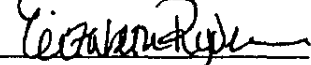
545 E. John Carpenter Freeway, Suite 700, Irving, TX 75062

SEVENTH: If the surviving party is an out-of-state entity, the surviving entity:

a.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting shareholders of each domestic corporation that is party to the merger.

b.) Agrees to promptly pay the dissenting shareholders of each domestic corporation that is a party to the merger the amount, if any, to which they are entitled under s. 607.1302, F.S.

EIGHTH: Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
Professional Communications Systems, Inc.		Elizabeth Ryder, Secretary
Media General Operations, Inc.		Elizabeth Ryder, Secretary

Corporations:	Chairman, Vice Chairman, President or Officer <i>(If no directors selected, signature of incorporator.)</i>
General Partnerships:	Signature of a general partner or authorized person
Florida Limited Partnerships:	Signatures of all general partners
Non-Florida Limited Partnerships:	Signature of a general partner
Limited Liability Companies:	Signature of a member or authorized representative

Fees: \$35.00 Per Party

Certified Copy (optional): \$8.75

AGREEMENT AND PLAN OF MERGER

MERGING

PROFESSIONAL COMMUNICATIONS SYSTEMS, INC.
a Florida corporation

INTO

MEDIA GENERAL OPERATIONS, INC.
a Delaware corporation

AGREEMENT AND PLAN OF MERGER dated as of March 17, 2017 (the "Merger Agreement"), is by and between Professional Communications Systems, Inc., a Florida corporation, and Media General Operations, Inc., a Delaware corporation.

FIRST: Professional Communications Systems, Inc., which is sometimes hereinafter referred to as the "Merger Corporation", shall be merged with and into Media General Operations, Inc., which is sometimes hereinafter referred to as the "Surviving Company" (the "Merger"). The Delaware General Corporation Law permits the merger of a business corporation with and into another business corporation. The Florida Business Corporation Act permits the merger of a business corporation with and into business corporation.

SECOND: The separate existence of the Merger Corporation shall cease upon the effective date of the Merger in accordance with the provisions of the Delaware General Corporation Law and the Florida Business Corporation Act.

THIRD: The Surviving Company shall continue its existence under the name of Nexstar Broadcasting, Inc. pursuant to the provisions of the Delaware General Corporation Law.

FOURTH: The Plan of Merger shall be submitted to the Board of Directors and Stockholders of the Merger Corporation and the Surviving Corporation in accordance with the laws of the State of Delaware.

FIFTH: The outstanding shares of the Merger Corporation, by virtue of the Merger and without any action by the Merger Corporation or Surviving Company or any other person, will be canceled and extinguished.

SIXTH: The effective date of the Merger shall be upon filing.

SEVENTH: The street address of the Surviving Company is 545 E. John Carpenter Freeway, Suite 700, Irving, TX 75062.
