

F98000005037

Stacey C. Garrison, Legal Assistant
Requestor's Name

Dow, Lohnes & Albertson, PLLC
Address
1200 New Hampshire Ave. NW, Suite 800
Washington, DC 20036-6802
City/State/Zip Phone #
202-776-2000

900002657719--8

-10/07/98-01063-001

Office Use Only
****105.00 *****52.50

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. _____
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

☐ Walk in

☐ Pick up time _____

☐ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

| NEW FILINGS | |
|--------------------------|-------------------|
| <input type="checkbox"/> | Profit |
| <input type="checkbox"/> | NonProfit |
| <input type="checkbox"/> | Limited Liability |
| <input type="checkbox"/> | Domestication |
| <input type="checkbox"/> | Other |

| AMENDMENTS | |
|--------------------------|--|
| <input type="checkbox"/> | Amendment |
| <input type="checkbox"/> | Resignation of R.A., Officer/ Director |
| <input type="checkbox"/> | Change of Registered Agent |
| <input type="checkbox"/> | Dissolution/Withdrawal |
| <input type="checkbox"/> | Merger |

| OTHER FILINGS | |
|--------------------------|------------------|
| <input type="checkbox"/> | Annual Report |
| <input type="checkbox"/> | Fictitious Name |
| <input type="checkbox"/> | Name Reservation |

| REGISTRATION/ QUALIFICATION | |
|--------------------------------|---------------------|
| <input type="checkbox"/> | Foreign |
| <input type="checkbox"/> | Limited Partnership |
| <input type="checkbox"/> | Reinstatement |
| <input type="checkbox"/> | Trademark |
| <input type="checkbox"/> | Other |

NC

FILED
98 OCT 30 PM 2:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

OCT 30 1998

DOW, LOHNES & ALBERTSON, PLLC
ATTORNEYS AT LAW

WASHINGTON, D.C.

1200 NEW HAMPSHIRE AVENUE, N.W. • SUITE 800 • WASHINGTON, D.C. 20036-6802
TELEPHONE 202-776-2000 • FACSIMILE 202-776-2222

MEMORANDUM

TO: Thelma Lewis

FROM: Kimberley J. Quezada, LA

DATE: October 29, 1998

RE: Media General Broadcasting, Inc., a Virginia corporation ("MGBI-VA")-
Amendment

Pursuant to your letter dated October 9, 1998 (a copy of which is attached hereto) enclosed for filing is the following:

1. Application by Foreign Profit Corporation to file Amendment to Application for Authorization to Transact Business in Florida (one original and two copies) for MGBI-VA and a certified copy of the Articles of Merger of Media General Broadcasting, Inc. into Media General Broadcasting of Virginia, Inc. dated October 8, 1998. A check for \$52.50 is being held by your office pending receipt of the enclosed.

Please return the evidence of filing and a certified copy of the Application of Authorization of MGBI-VA which was filed in your office on September 8, 1998 to me in the enclosed federal express envelope. A check for \$8.75 is enclosed to cover the cost of the certified copy.

If you have any questions regarding the enclosed you may call me at 1-800-858-2500.
Thank you.

Enclosures



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

October 9, 1998

KIMBERLY J. QUEZADA
DOW, LOHNES & ALBERTSON, PLLC
1200 NEW HAMPSHIRE AVE., NW., SUITE 800
WASHINGTON, DC 20036-6802

SUBJECT: MEDIA GENERAL BROADCASTING OF VIRGINIA, INC.
Ref. Number: F98000005037

We have received your document for MEDIA GENERAL BROADCASTING OF VIRGINIA, INC. and check(s) totaling \$52.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

An original, duly authenticated certificate from the state of incorporation/organization evidencing the amendment, must be submitted with the application. The certificate must have been issued within the past 90 days.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6905.

Thelma Lewis
Corporate Specialist Supervisor

Letter Number: 998A00050425

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

1. Media General Broadcasting of Virginia, Inc.
Name of corporation as it appears on the records of the Department of State.
2. Virginia 3. September 8, 1998
Incorporated under laws of Date authorized to do business in Florida

FILED
98 OCT 30 PM 2:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? September 25, 1998
5. Media General Broadcasting, Inc.
Name of corporation after the amendment, adding suffix "corporation" "company" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation.

6. If the amendment changes the period of duration, indicate new period of duration.

New Duration

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

New Jurisdiction

Signature

10/2/98
Date

George L. Mahoney
Typed or printed name

Secretary
Title
Media General Broadcasting, Inc.

ARTICLES OF MERGER
OF
MEDIA GENERAL BROADCASTING, INC.
INTO
MEDIA GENERAL BROADCASTING OF VIRGINIA, INC.
UNDER SECTION 13.1-722
OF THE VIRGINIA STOCK CORPORATION ACT

←
F1296575
84993465

FIRST: Media General Broadcasting, Inc., a New York corporation originally incorporated under the name of Roy H. Park Broadcasting of Utica-Rome, Inc. on May 5, 1969 (the "Disappearing Corporation"), shall merge with and into Media General Broadcasting of Virginia, Inc. (the "Merger"), a Virginia corporation incorporated on March 5, 1998 (the "Surviving Corporation" together with Disappearing Corporation collectively referred to herein as the "Constituent Corporations"); the Surviving Corporation will survive and be governed by the laws of the Commonwealth of Virginia. *Non d*

SECOND: The Disappearing Corporation has one hundred (100) issued and outstanding shares of common stock, constituting all of its capital stock; all such stock is owned by Media General Communications, Inc., a Delaware corporation (the "Parent"). The Surviving Corporation has one hundred (100) issued and outstanding shares of common stock, constituting all of its capital stock; all such stock is owned by the Parent. The Parent is entitled to vote on the Merger and has approved the Merger by unanimous written consent without a meeting in compliance with the Virginia Stock Corporation Act. *Non d*

THIRD: The boards of directors of the Constituent Corporations approved the agreement and plan of merger between the Disappearing Corporation and the Surviving Corporation (the "Agreement and Plan of Merger") by unanimous written consent without a meeting in compliance with the Virginia Stock Corporation Act.

FOURTH: The Merger was approved in accordance with the laws of the State of New York and is in compliance therewith.

FIFTH: The effective date of the Merger shall be the date on which these Articles of Merger are filed with the State Corporation Commission of Virginia.

SIXTH: Pursuant to the Agreement and Plan of Merger, the Articles of Incorporation of the Surviving Corporation shall be the Articles of Incorporation of the surviving corporation; provided, that Paragraph First of the

Articles of Incorporation of the Surviving Corporation shall be amended to read in its entirety as follows:

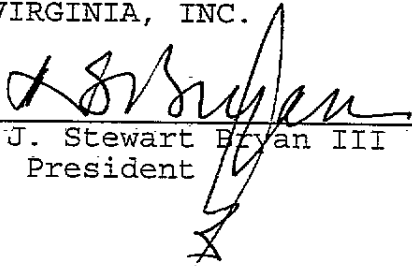
FIRST: The name of the corporation (hereinafter called the "Corporation") is Media General Broadcasting, Inc.

SEVENTH: The Agreement and Plan of Merger is attached hereto as Exhibit A.

IN WITNESS WHEREOF, the undersigned have caused and authorized these Articles of Merger as of this 24 day of September, 1998, as their act and the act and deed of the Surviving Corporation.

Surviving Corporation

MEDIA GENERAL BROADCASTING
OF VIRGINIA, INC.

By: 
Name: J. Stewart Bryan III
Title: President

By: _____
Name: George L. Mahoney
Title: Secretary

Exhibit A

AGREEMENT AND PLAN OF MERGER
OF
MEDIA GENERAL BROADCASTING, INC.
INTO
MEDIA GENERAL BROADCASTING OF VIRGINIA, INC.

AGREEMENT AND PLAN OF MERGER, dated as of this 24 day of September, 1998, by and between Media General Broadcasting, Inc., a New York corporation (the "Disappearing Corporation") and Media General Broadcasting of Virginia, Inc., a Virginia corporation (the "Surviving Corporation"). Pursuant to Section 13.1-722 of the Code of Virginia and Section 907 of the Business Corporation Law of the State of New York, the parties agree that the Disappearing Corporation shall merge with and into the Surviving Corporation (the "Merger") according to the terms set forth below:

FIRST: The Disappearing Corporation, which was originally incorporated under the name Roy H. Park Broadcasting of Utica-Rome, Inc. on May 5, 1969, shall merge with and into the Surviving Corporation and will be governed by the laws of the Commonwealth of Virginia.

SECOND: The Disappearing Corporation has one hundred (100) issued and outstanding shares of common stock which are entitled to vote, constituting all of its capital stock; all such stock is owned by Media General Communications, Inc. (the "Parent"), a Delaware corporation. The Surviving Corporation has one hundred (100) issued and outstanding shares of common stock which are entitled to vote, constituting all of its capital stock; all such stock is owned by the Parent.

THIRD: The Merger shall be effective as of the date on which the Certificate of Merger is filed with the respective state (the "Effective Date"). Upon the Merger, the corporate existence of the Surviving Corporation, with all its purposes, powers and objects, shall continue unaffected and unimpaired by the Merger, and the corporate identity and existence of the Disappearing Corporation, with all its purposes, powers and objects, shall be merged with and into the Surviving Corporation, and the Surviving Corporation shall be fully vested therewith. The separate existence and corporate organization of the Disappearing Corporation shall cease as of the Effective Date.

FOURTH: As of the Effective Date, the issued and outstanding shares of the capital stock of the Surviving Corporation and the Disappearing Corporation shall become and be converted as follows: (A) the shares of the Surviving Corporation stock which are outstanding immediately prior to the Effective Date shall remain issued and outstanding; and (B) the

certificates representing the shares of the Disappearing Corporation stock outstanding shall be canceled. At and after the Effective Date, the Surviving Corporation shall possess all the rights, privileges, immunities, powers, and purposes of each of the Surviving Corporation and the Disappearing Corporation; all the property, real and personal of the Surviving Corporation and the Disappearing Corporation, shall vest in the Surviving Corporation without further act or deed; and the Surviving Corporation shall assume and be liable for all the liabilities, obligations and penalties of the Surviving Corporation and the Disappearing Corporation.

FIFTH: As of the Effective Date, the certificate of incorporation and the bylaws of the Surviving Corporation shall be in the form of the existing certificate of incorporation and bylaws of the Surviving Corporation.

SIXTH: The Articles of Incorporation of the surviving corporation shall be the Articles of Incorporation of the Surviving Corporation; provided, that Paragraph First of the Articles of Incorporation of the Surviving Corporation shall be amended to read in its entirety as follows:

FIRST: The name of the corporation (hereinafter called the "Corporation") is Media General Broadcasting, Inc.

IN WITNESS WHEREOF, each of the parties has caused this Agreement and Plan of Merger to be executed on its behalf by its duly authorized officers, as of the day and year first written above.

Disappearing Corporation:

MEDIA GENERAL BROADCASTING, INC.

By: J. Stewart Bryan III
Name: J. Stewart Bryan III
Title: President

By: George L. Mahoney
Name: George L. Mahoney
Title: Secretary

Surviving Corporation:

MEDIA GENERAL BROADCASTING
OF VIRGINIA, INC.

By: J. Stewart Bryan III
Name: J. Stewart Bryan III
Title: President

By: George L. Mahoney
Name: George L. Mahoney
Title: Secretary

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COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

September 25, 1998

The State Corporation Commission finds the accompanying articles submitted on behalf of

MEDIA GENERAL BROADCASTING OF VIRGINIA, INC.

to comply with the requirements of law. Therefore, it is ORDERED that this

CERTIFICATE OF MERGER

be issued and admitted to record with the articles in the office of the Clerk of the Commission. Each of the following:

MEDIA GENERAL BROADCASTING, INC.

is merged into MEDIA GENERAL BROADCASTING, INC. (formerly MEDIA GENERAL BROADCASTING OF VIRGINIA, INC.), which continues to exist under the laws of VIRGINIA with the name MEDIA GENERAL BROADCASTING, INC.. The existence of each non-surviving entity ceases, according to the plan of merger.

The certificate is effective on September 25, 1998.

STATE CORPORATION COMMISSION

By



Commissioner

MERGACPT
CIS20317
98-09-25-0504

Commonwealth of Virginia



State Corporation Commission

I Certify the Following from the Records of the
Commission:

the foregoing is a true copy of the ARTICLES OF MERGER of MEDIA GENERAL
BROADCASTING, INC. issued September 25, 1998.

Nothing more is hereby certified.



Signed and Sealed at Richmond
on this Date: October 08, 1998

William J. Bridge

William J. Bridge, Clerk of the Commission