

CT CORPORATION

PD 2000062131

CORPORATION(S) NAME

Jones Broadcast Group, Inc.

FILED  
02 AUG -2 PM 3:49  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED  
02 AUG -2 AM 11:10  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

<input type="checkbox"/> Profit	<input checked="" type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input type="checkbox"/> Nonprofit		
<input type="checkbox"/> Foreign	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
	<input type="checkbox"/> Reinstatement	
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> LLC	<input type="checkbox"/> Name Registration	<input type="checkbox"/> Change of RA
	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> UCC
<input type="checkbox"/> Certified Copy	<input type="checkbox"/> Photocopies	<input type="checkbox"/> CUS
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> After 4:30
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up
<input type="checkbox"/> Mail Out		

Name \_\_\_\_\_  
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Examiner \_\_\_\_\_  
Updater \_\_\_\_\_  
Verifier \_\_\_\_\_  
W.P. Verifier \_\_\_\_\_

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Order#: 5518208

Ref#: \_\_\_\_\_

Amount: \$ \_\_\_\_\_

660 East Jefferson Street  
Tallahassee, FL 32301  
Tel. 850 222 1092  
Fax 850 222 7615

C. Coulllette AUG 06 2002



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

August 2, 2002

C T CORPORATION

TALLAHASSEE, FL

SUBJECT: JONES BROADCAST GROUP, INC.  
Ref. Number: P02000062131

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02 AUG -6 PM 2:24  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

We have received your document for JONES BROADCAST GROUP, INC. and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

If shareholder approval was not required, a statement to that effect must be contained in the document.

The date of adoption/authorization of this document must be a date on or prior to submitting the document to this office, and this date must be specifically stated in the document. If you wish to have a future effective date, you must include the date of adoption/authorization and the effective date. The date of adoption/authorization is the date the document was approved.

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) 245-6903.

Cheryl Coulliette  
Document Specialist

Letter Number: 702A00046534

8/6

Please backdate filing to:

August 2<sup>nd</sup>.

Thank You!

**AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF**

**Jones Broadcast Group, Inc.**

The undersigned, acting in his capacity as the sole director of Jones Broadcast Group, Inc. (the "Corporation"), a Florida corporation, on behalf of the Corporation, has executed these Amended and Restated Articles of Incorporation, as approved in an action by written consent of the sole Director of the Board of Directors of the Corporation pursuant to Florida Statutes Section 607.0821, without shareholder action. Shareholder action is not required for the adoption and approval of these Amended and Restated Articles of Incorporation.

These Amended and Restated Articles of Incorporation amend and restate in the entirety the Corporation's Articles of Incorporation, as filed with the Florida Department of State on June 2, 2002. These Amended and Restated Articles of Incorporation are adopted by the sole Director of the Board of Directors of the Corporation on July 30, 2002, and shall be effective as of August 2, 2002.

**ARTICLE I. NAME**

The name of the Corporation is Jones Broadcast Group, Inc.

**ARTICLE II. PRINCIPAL OFFICE**

The principal place of business and mailing address for the Corporation is: P.O. Box 2316, Palm Beach, Florida 33480

**ARTICLE III. PURPOSE**

The Corporation is organized for the purpose of transacting any lawful act or activity for which corporations may be incorporated under the State of Florida.

**ARTICLE IV. AUTHORIZED CAPITAL STOCK**

The Corporation is authorized to issue 20,000,000 shares of capital stock, of which 10,000,000 shares shall be Common Stock, par value \$0.01 per share ("Common Stock"), consisting of 5,000,000 shares of Class A Common Stock ("Class A Common Stock") and 5,000,000 shares of Class B Common Stock ("Class B Common Stock"), and 10,000,000 shares shall be shares of Preferred Stock, par value \$0.01 per share ("Preferred Stock").

**A. Common Stock.**

The powers, preferences and rights, and the qualifications, limitations and restrictions of each class of the Common Stock are as follows:

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1. Identical Rights.

Except as otherwise provided herein all shares of Common Stock shall be identical and shall entitle the holders thereof to the same rights and privileges.

2. Voting Rights.

(a) Except as otherwise required by law, at each annual or special meeting of shareholders, in the case of any written consent of shareholders in lieu of a meeting, and for all other purposes, (i) each holder of record of shares of Class A Common Stock shall be entitled to ten (10) votes, in person or by proxy, for each one share of Class A Common Stock held by such holder, and (ii) each holder of record of shares of Class B Common Stock shall be entitled to one (1) vote, in person or by proxy, for each one share of Class B Common Stock held by such holder, on all matters submitted to a vote of shareholders of the Corporation. Except as provided in Section 2(b) below, the holders of shares of Common Stock shall vote together as one class on all matters submitted to a vote of shareholders of the Corporation.

(b) Unless the consent or approval of a greater number of shares shall then be required by law, the affirmative vote of the holders of a majority of the outstanding shares of the Class A Common Stock, voting together as a separate class, in person or by proxy, at a special or annual meeting of shareholders or by written consent, shall be necessary for the Corporation to (i) alter or change the rights, preferences or privileges of the Class A Common Stock, (ii) alter or change the rights, preferences or privileges of other capital stock of the Corporation so as to adversely affect the Class A Common Stock, or (iii) issue or agree to issue additional shares of Class A Common Stock or any securities convertible into or exchangeable for shares of Class A Common Stock.

3. Dividend Rights.

The holders of shares of Common Stock shall be entitled to receive, when, as, and if declared by the Board of Directors of the Corporation, out of the assets of the Corporation which are by law available therefor, dividends payable in cash, in property, or in shares of capital stock of the Corporation.

4. Dissolution, Liquidation, or Winding Up

In the event of any dissolution, liquidation or winding up of the affairs of the Corporation, whether voluntary or involuntary, after payment or provision for payment of the debts and other liabilities of the Corporation and after making provision for the holders of each series of Preferred Stock, if any, the remaining assets and funds of the Corporation, if any, shall be divided among and paid ratably to the holders of the shares of the Class A Common Stock and the Class B Common Stock treated as a single class.

**B. Preferred Stock.**

The Corporation may issue Preferred Stock from time to time in one or more series as the Board of Directors may establish by the adoption of a resolution or resolutions relating thereto, each series to have such voting powers, full or limited, or no voting powers, and such designations, preferences and relative, participating, optional or other special rights and qualifications, limitations or restrictions thereof, as shall be stated and expressed in the resolution or resolutions providing for the issue of such series adopted by the Board of Directors pursuant to authority to do so, which authority is hereby granted to the Board of Directors.

**ARTICLE V. AMENDMENTS**

The Corporation reserves the right to adopt, repeal, rescind, or amend in any respect any provisions contained in the Articles of Incorporation in the manner now or hereafter prescribed by applicable law and in accordance with the terms of the Articles of Incorporation, and all rights conferred on shareholders herein are granted subject to this reservation.

**ARTICLE VI. BOARD OF DIRECTORS****A. Function.**

All corporate powers, as well as all responsibilities relating to the management and conduct of Corporation business, shall be vested in the Corporation's Board of Directors ("Board of Directors") as provided by law, this Amended and Restated Articles of Incorporation, and the By-laws.

**B. Composition of the Board of Directors.**

The number of directors constituting the whole Board of Directors shall be fixed by, or in the manner provided in, the Bylaws of the Corporation. Any vacancies and newly created directorships resulting from any increase in the authorized number of Directors may be filled, and Directors may be removed, as provided in the Bylaws.

**C. Election of Directors.**

Directors shall be elected by a majority of the votes cast at the annual meeting of shareholders, or, when the annual meeting is not held or directors are not elected thereat, at a special meeting called and held for that purpose. Election of directors need not be by written ballot unless the Bylaws of the Corporation shall so provide.

**D. Personal Liability of Directors.**

The Corporation eliminates the personal liability of each member of its Board of Directors to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director to the fullest extent permitted by applicable law. If applicable law is amended in the future to further eliminate or limit the personal liability

of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted, as so amended from time to time. Neither any amendment nor repeal of this Article, nor the adoption of any provision of the Articles of Incorporation inconsistent with this Article, shall eliminate or reduce the effect of this Article in respect to any matter occurring, or any cause of action, suit, or claim that, but for this Article, would accrue or arise, prior to such amendment, repeal, or adoption of an inconsistent provision.

## **ARTICLE VII. INDEMNIFICATION.**

### **A. Indemnification by the Corporation.**

To the extent not prohibited by law, the Corporation shall indemnify any person who is or was made, or threatened to be made, a party to any threatened, pending or completed action, suit or proceeding (a "Proceeding"), whether civil, criminal, administrative or investigative, including, without limitation, an action by or in the right of the Corporation to procure a judgment in its favor, by reason of the fact that such person, or a person of whom such person is the legal representative, is or was a director or officer of the Corporation, or, at the request of the Corporation, is or was serving as a director or officer of any other corporation or in a capacity with comparable authority or responsibilities for any partnership, joint venture, trust, employee benefit plan or other enterprise (an "Other Entity"), against judgments, fines, penalties, excise taxes, amounts paid in settlement and costs, charges and expenses (including attorneys' fees, disbursements and other charges). Persons who are not directors or officers of the Corporation (or otherwise entitled to indemnification pursuant to the preceding sentence) may be similarly indemnified in respect of service to the Corporation or to an Other Entity at the request of the Corporation to the extent the Board of Directors at any time specifies that such persons are entitled to the benefits of this Article VII.

### **B. Reimbursement or Advancement of Expenses.**

The Corporation shall, from time to time, reimburse or advance to any director or officer or other person entitled to indemnification hereunder the funds necessary for payment of expenses, including attorneys' fees and disbursements, incurred in connection with any Proceeding, in advance of the final disposition of such Proceeding; provided, however, that, if required by the law, such expenses incurred by or on behalf of any director or officer or other person may be paid in advance of the final disposition of a Proceeding only upon receipt by the Corporation of an undertaking, by or on behalf of such director or officer (or other person indemnified hereunder), to repay any such amount so advanced if it shall ultimately be determined by final judicial decision from which there is no further right of appeal that such director, officer or other person is not entitled to be indemnified for such expenses.

### **C. Rights Not Exclusive.**

The rights to indemnification and reimbursement or advancement of expenses provided by, or granted pursuant to, this Article VII shall not be deemed exclusive of any other rights to which a person seeking indemnification or reimbursement or advancement of expenses may have or hereafter be entitled under any statute, these Articles of Incorporation, the By-laws of the Corporation, any agreement, any vote of shareholders or disinterested directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office.

**D. Continuation of Benefits.**

The rights to indemnification and reimbursement or advancement of expenses provided by, or granted pursuant to, this Article VII shall continue as to a person who has ceased to be a director or officer (or other person indemnified hereunder) and shall inure to the benefit of the executors, administrators, legatees and distributees of such person.

**E. Insurance.**

The Corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of an Other Entity, against any liability asserted against such person and incurred by such person in any such capacity, or arising out of such person's status as such, whether or not the Corporation would have the power to indemnify such person against such liability under the provisions of this Article VII, the By-laws or under the Florida Statutes Section 607.0850 or any other provision of law.

**F. Binding Effect.**

The provisions of this Article VII shall be a contract between the Corporation, on the one hand, and each director and officer who serves in such capacity at any time while this Article VII is in effect and any other person entitled to indemnification hereunder, on the other hand, pursuant to which the Corporation and each such director, officer, or other person intend to be, and shall be, legally bound. No repeal or modification of this Article VII shall affect any rights or obligations with respect to any state of facts then or theretofore existing or thereafter arising or any proceeding theretofore or thereafter brought or threatened based in whole or in part upon any such state of facts.

**G. Procedural Rights.**

The rights to indemnification and reimbursement or advancement of expenses provided by, or granted pursuant to, this Article VII shall be enforceable by any person entitled to such indemnification or reimbursement or advancement of expenses in any court of competent jurisdiction. The burden of proving that such indemnification or reimbursement or advancement of expenses is not appropriate shall be on the Corporation. Neither the failure of the Corporation (including its Board of Directors, its independent legal counsel and its shareholders) to have made a determination prior to the commencement of such action that such indemnification or reimbursement or advancement of expenses is proper in the circumstances nor an actual determination by the Corporation (including its Board of Directors, its independent legal counsel and its shareholders) that such person is not entitled to such indemnification or reimbursement or advancement of expenses shall constitute a defense to the action or create a presumption that such person is not so entitled. Such a person shall also be indemnified for any expenses incurred in connection with successfully establishing his or her right to such



indemnification or reimbursement or advancement of expenses, in whole or in part, in any such proceeding.

#### **H. Service Deemed at Corporation's Request.**

Any director or officer of the Corporation serving in any capacity of (i) another corporation of which a majority of the shares entitled to vote in the election of its directors is held, directly or indirectly, by the Corporation or (ii) any employee benefit plan of the Corporation or any corporation referred to in clause (i) shall be deemed to be doing so at the request of the Corporation.

#### **I. Election of Applicable Law.**

Any person entitled to be indemnified or to reimbursement or advancement of expenses as a matter of right pursuant to this Article VII may elect to have the right to indemnification or reimbursement or advancement of expenses interpreted on the basis of the applicable law in effect at the time of the occurrence of the event or events giving rise to the applicable Proceeding, to the extent permitted by law, or on the basis of the applicable law in effect at the time such indemnification or reimbursement or advancement of expenses is sought. Such election shall be made, by a notice in writing to the Corporation, at the time indemnification or reimbursement or advancement of expenses is sought; provided, however, that if no such notice is given, the right to indemnification or reimbursement or advancement of expenses shall be determined by the law in effect at the time indemnification or reimbursement or advancement of expenses is sought.

### **ARTICLE VIII. SPECIAL MEETING OF SHAREHOLDERS**

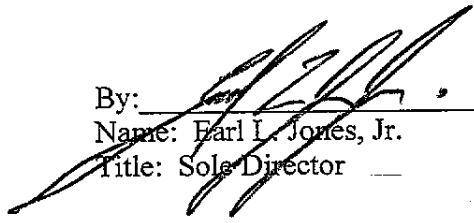
Special meetings of the shareholders of the Corporation may be called, for any purpose or purposes permitted by law, by the Board of Directors on its own initiative and shall be called by the Board of Directors upon written request by such person or persons authorized to do so by the bylaws or, upon delivery to the secretary of one or more signed and dated written demands for the meeting describing the purpose or purposes for which it is to be held, by the holders or not less than twenty percent (20%) of all the votes entitled to be cast on any issue proposed to be considered at the proposed special meeting. Only business within the purpose or purposes described in the special meeting notice may be conducted at special shareholders' meeting.

### **ARTICLE IX. BYLAWS**

In furtherance and not in limitation of the powers conferred by statute, the Board of Directors shall have the power, both before and after receipt of any payment for any of the Corporation's capital stock, to adopt, amend, repeal or otherwise alter the Bylaws of the Corporation without any action on the part of the shareholders; provided, however, that the grant of such power to the Board of Directors shall not divest the shareholders of nor limit their power to adopt, amend, repeal or otherwise alter the Bylaws.

IN WITNESS WHEREOF, these Amended and Restated Articles of Incorporation have been signed by the sole director of the Corporation this July 30th, 2002.

JONES BROADCAST GROUP, INC.

By:   
Name: Earl L. Jones, Jr.  
Title: Sole Director