

11/18/2013 5:30 PM

From: Vcorp Services To: 18506176380

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Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

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To:

Division of Corporations
Fax Number : (850) 617-6380

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Account Name : Vcorp SERVICES, LLC
Account Number : I20080000067
Phone : (845) 425-0077
Fax Number : (845) 816-3588

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TALLAHASSEE, FLORIDA

MERGER OR SHARE EXCHANGE

Radioio, Inc.

Certificate of Status	0
Certified Copy	1
Page Count	38
Estimated Charge	\$78.75

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13 NOV 19 AM 8:01

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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EFFECTIVE DATE
11-26-13**FILED**
2013 NOV 19 PM 2:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**Articles of Merger
For
Florida Profit or Non-Profit Corporation**

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 or 617.0302, 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>
<u>ioWorldMedia, Incorporated</u>	<u>Florida</u>	<u>Corporation</u>
<u>RadioIo, Inc.</u>	<u>Nevada</u>	<u>Corporation</u>
_____	_____	_____
_____	_____	_____

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>
<u>RadioIo, Inc.</u>	<u>Nevada</u>	<u>Corporation</u>

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, 608, 617, and/or 620, Florida Statutes.

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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:

November 26, 2013

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:

c/o Vcorp Services, LLC

1645 Village Center Circle, Suite 170

Las Vegas, NV 89134

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

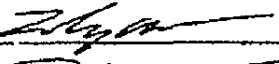
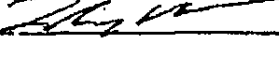
a.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting shareholders of each domestic corporation that is party to the merger.

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.

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EIGHTH: Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
ioWorldMedia, Incorporated		Zachary McAdoo
RadioIo, Inc.		Zachary McAdoo

Corporations:

Chairman, Vice Chairman, President or Officer
(If no directors selected, signature of incorporator.)

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

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AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger (this "Agreement") is entered into as of this 28th day of October, 2013 by and between ioWorldMedia, Incorporated, a Florida corporation ("IWDM"), and Radioio, Inc., a Nevada corporation ("Radioio").

WHEREAS, Radioio is a corporation duly organized and existing under the laws of the State of Nevada;

WHEREAS, IWDM is a corporation duly organized and existing under the laws of the State of Florida;

WHEREAS, on the date of this Agreement, Radioio has authority to issue 100,000,000 shares of common stock, par value \$.001 per share ("Radioio Common Stock"), of which 100 shares are issued and outstanding and held by IWDM, and 10,000,000 shares of preferred stock, par value \$.001 per share, of which no shares are issued and outstanding;

WHEREAS, on the date of this Agreement, IWDM has authority to issue 250,000,000 shares of common stock, par value \$.001 per share ("IWDM Common Stock"), of which 238,050,660 are issued and outstanding, and 5,000,000 shares of preferred stock, par value \$.001 per share ("IWDM Preferred Stock"), of which 3,000,000 shares are issued and outstanding;

WHEREAS, the respective boards of directors of IWDM and Radioio have determined that, for the purpose of effecting the redomestication of IWDM to the State of Nevada, it is advisable, to the advantage of, and in the best interests of IWDM and its shareholders and Radioio and its stockholder that IWDM merge with and into Radioio upon the terms and subject to the conditions herein provided;

WHEREAS, the parties intend, by executing this Agreement, to adopt a plan of reorganization within the meaning of Section 368 of the Internal Revenue Code of 1986, as amended (the "Code"), and to cause the merger described herein to qualify as a reorganization under the provisions of Section 368 of the Code; and

WHEREAS, the respective boards of directors of IWDM and Radioio and the shareholders of IWDM and the stockholder of Radioio have approved and adopted this Agreement;

NOW, THEREFORE, in consideration of the mutual agreements and covenants set forth herein, IWDM and Radioio hereby agree as follows:

1. Merger. At the Effective Time (as such term is hereafter defined), IWDM shall be merged with and into Radioio (the "Merger"), and Radioio, a Nevada corporation, shall be the surviving corporation (the "Surviving Corporation") in the Merger. To effectuate the Merger, (a) this Agreement together with Articles of Merger (the "Nevada Articles of Merger") shall be filed with the office of the Nevada Secretary of State in accordance with the provisions of Chapter 92-A of the Nevada Revised Statutes (the "NRS") and (b) a duly certified counterpart of this Agreement and Articles of Merger (the "Florida Articles of Merger") shall be filed with the

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office of the Florida Secretary of State in accordance with the provisions of Chapter 607 of the Florida Statutes Annotated (the "FSA"). The "Effective Time" of the Merger shall be the date and time set forth in the Nevada Articles of Merger and the Florida Articles of Merger, and if no date and time is set forth in the Nevada Articles of Merger and Florida Articles of Merger, the "Effective Time" of the Merger shall be the date and time of the later of such filings.

2. Governing Documents. The Articles of Incorporation of Radioio, a copy of which is attached hereto as Exhibit A, shall be the Articles of Incorporation of the Surviving Corporation, and the Bylaws of Radioio, a copy of which is attached hereto as Exhibit B, shall be the Bylaws of the Surviving Corporation.

3. Directors and Officers. The directors and officers of Radioio shall be the directors and officers of the Surviving Corporation from and after the Effective Time until their successors are duly elected or appointed.

4. Succession. At the Effective Time, Radioio shall succeed to IWDM in the manner of and as more fully set forth in FSA 607.1106 and NRS 92A.250.

5. Further Assurances. From time to time, as and when required by Radioio or by its successors and assigns, there shall be executed and delivered on behalf of IWDM such deeds and other instruments, and there shall be taken or caused to be taken by it such further and other action, as shall be appropriate or necessary in order to vest, perfect or confirm, of record or otherwise, in Radioio the title to and possession of all the property, interests, assets, rights, privileges, immunities, powers, franchises and authority of IWDM, and otherwise to carry out the purposes of this Agreement, and the officers and directors of Radioio are fully authorized in the name and on behalf of IWDM or otherwise to take any and all such action and to execute and deliver any and all such deeds and other instruments.

6. Stock of IWDM. At the Effective Time, by virtue of the Merger and without any action on the part of any holder of IWDM Common Stock or IWDM Preferred Stock:

(a) each holder of the IWDM Common Stock shall receive one fully paid and non-assessable share of Radioio Common Stock for every 100 shares of IWDM Common Stock then held, with one whole share of Radioio Common Stock being issued in lieu of a fractional share of Radioio Common Stock;

(b) each holder of IWDM Preferred Stock shall receive .4950495 of one fully paid and non-assessable share of Radioio Common Stock for each share of IWDM Preferred Stock then held, with one whole share of Radioio Common Stock being issued in lieu of a fractional share of Radioio Common Stock; and

(c) each share of IWDM Common Stock or IWDM Preferred Stock held in treasury shall be cancelled without consideration given therefor.

7. Outstanding Stock of Radioio. At the Effective Time, the 100 shares of Radioio Common Stock presently issued and outstanding in the name of IWDM shall be canceled and retired and resume the status of authorized and unissued shares of Radioio Common Stock, and

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no shares of Radioio Common Stock or other securities of Radioio shall be issued in respect thereof.

8. Stock Certificates. From and after the Effective Time, all of the outstanding certificates that prior to that time represented shares of IWDM Common Stock and IWDM Preferred Stock shall be deemed for all purposes to evidence ownership and to represent the shares of Radioio Common Stock into which the shares of IWDM Common Stock and IWDM Preferred Stock represented by such certificates have been converted as herein provided. The registered owner on the books and records of IWDM or its transfer agent of any such outstanding stock certificate shall, until such certificate shall have been surrendered for transfer to or otherwise accounted for by Radioio or its transfer agent, have and be entitled to exercise any voting and other rights with respect to and to receive any dividend and other distributions upon the shares of Radioio Common Stock represented by such outstanding certificate after the Effective Time.

9. Covenants of Radioio. Radioio covenants and agrees that it will: (a) qualify to do business as a foreign corporation in all states in which IWDM is so qualified and in which the failure to so qualify would have a material adverse effect on the business or financial condition of Radioio and its subsidiaries, taken together as a whole, and, in connection therewith, shall irrevocably appoint an agent for service of process as required under applicable provisions of state law in the states in which qualification is required hereunder; and (b) file any and all documents with the Florida Franchise Tax Board necessary for the assumption by Radioio of all of the franchise tax liabilities of IWDM.

10. Book Entries. As of the Effective Time, entries shall be made upon the books of Radioio in accordance with the following: (a) the assets and liabilities of IWDM shall be recorded at the amounts at which they were carried on the books of IWDM immediately prior to the Effective Time; (b) there shall be credited to the capital stock of Radioio the aggregate amount of the par value of all shares of Radioio Common Stock resulting from the conversion of the outstanding IWDM Common Stock and IWDM Preferred Stock pursuant to the Merger; (c) there shall be credited to the capital surplus of Radioio the aggregate of the amounts shown in the capital stock and capital surplus accounts of IWDM immediately prior to the Effective Time, less the amount credited to the common stock account of Radioio pursuant to subsection (b) above; and (d) there shall be credited to the retained earnings account of Radioio an amount equal to that carried in the retained earnings account of IWDM immediately prior to the Effective Time.

11. Appraisal Rights. The holders of outstanding shares of IWDM Common Stock shall not be entitled to appraisal rights as set forth in FSA 607.1302. In addition, inasmuch as each holder of the outstanding shares of IWDM Preferred Stock have approved the Merger, such holders have waived their appraisal rights.

12. Condition. It shall be a condition precedent to the consummation of the Merger and the other transactions contemplated by this Agreement that the shares of Radioio Common Stock shall, upon official notice of issuance, be quoted on the OTC markets as of the Effective Time.

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13. Amendment. At any time prior to the Effective Time, whether before or after approval and adoption of this Agreement by the shareholders of IWDM and the stockholder of Radioio, this Agreement may be amended in any manner as may be determined in the judgment of the respective board of directors of IWDM and Radioio to be necessary, desirable or expedient in order to clarify the intention of the parties hereto or to effect or facilitate the purposes and intent of this Agreement; provided that any amendment made subsequent to the approval or adoption of this Agreement by the shareholders of IWDM or the stockholder of Radioio shall be subject to all applicable limitations of the applicable provisions of the NRA and FSA.

14. Abandonment. At any time before the Effective Time, this Agreement may be terminated and the Merger may be abandoned by the board of directors of either IWDM or Radioio, or both, notwithstanding the approval of this Agreement by the shareholders of IWDM.

15. Counterparts. In order to facilitate the filing and recording of this Agreement, this Agreement may be executed in counterparts, each of which shall be deemed to be an original and all of which taken together shall constitute one and the same instrument.

16. Third Parties. Except as provided in this Agreement, nothing herein expressed or implied is intended or shall be construed to confer upon or give any person, firm or corporation, other than the parties hereto or their respective successors and assigns, any rights or remedies under or by reason of this Agreement.

17. Governing Law. This Agreement and the legal relations between the parties hereto shall be governed by and construed in accordance with the internal laws of the State of Nevada, without reference to its conflict of laws principles.

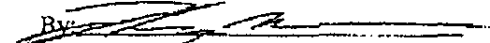
[Signature page follows.]

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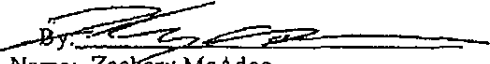
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IN WITNESS WHEREOF, this Agreement, having been duly approved by resolutions of the respective board of directors of IWDM and Radioio, is hereby executed on behalf of each of said two corporations by their respective officers duly authorized.

IOWORLDMEDIA, INCORPORATED

By: 
Name: Zachary McAdoo
Title: Chairman, President, Chief Executive
Officer and Chief Financial Officer

RADIOIO, INC.

By: 
Name: Zachary McAdoo
Title: Chairman, President, Chief Executive
Officer and Chief Financial Officer

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Exhibit A

[Articles of Incorporation of Radioio, Inc.]

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7327417452 01:14:43 p.m. 10-04-2013 4/12




ROSS MILLER
Secretary of State
204 North Carson Street, Suite 4
Carson City, Nevada 89701-4620
(775) 684-5705
Website: www.mysos.gov



040102

Articles of Incorporation

(PURSUANT TO NRS CHAPTER 78)

Filed in the office of 	Document Number 20130652836-84
Ross Miller Secretary of State State of Nevada	Filing Date and Time 10/02/2013 10:18 AM
	Entry Number E0481872013-3

USE BLACK INK ONLY - DO NOT HIGHLIGHT

ABOVE SPACE IS FOR OFFICE USE ONLY

1. Name of Corporation:	RadioIo, Inc.
2. Registered Agent for Service of Process: (check only one box)	<input checked="" type="checkbox"/> Commercial Registered Agent: <u>Vcorp Services, LLC</u> Name <input type="checkbox"/> Noncommercial Registered Agent (name and address below) <u>OR</u> <input type="checkbox"/> Office or Position with Entity (name and address below) Name of Noncommercial Registered Agent OR Name of Title of Office or Other Position with Entity Street Address City Nevada Zip Code Mailing Address (if different from street address) City Nevada Zip Code
3. Authorized Stock: (number of shares corporation is authorized to issue)	Number of shares with par value: <u>110,000,000</u> Par value per share: \$ <u>0.001</u> Number of shares without par value:
4. Names and Addresses of the Board of Directors/Trustees: (each Director/Trustee must be a natural person at least 18 years of age; attach additional page if more than two directors/trustees)	1) <u>Thomas J. Bean</u> Name <u>475 Park Avenue South</u> <u>New York</u> <u>NY</u> <u>10016</u> Street Address City State Zip Code 2) <u>Zachary McAdoo</u> Name <u>475 Park Avenue South</u> <u>New York</u> <u>NY</u> <u>10016</u> Street Address City State Zip Code
5. Purpose: (optional; see instructions)	<u>The purpose of the corporation shall be:</u>
6. Name, Address and Signature of Incorporator: (attach additional page if more than one Incorporator)	<u>Paul T. Colella, Esq.</u> <input checked="" type="checkbox"/> <u>Paul T. Colella</u> Name Incorporator Signature <u>Giordano, Halleran & Ciesla PC</u> <u>Red Bank</u> <u>NJ</u> <u>07701</u> Address <u>125 Half Mile Rd., Ste. 300</u> City State Zip Code
7. Certificate of Acceptance of Appointment of Registered Agent:	I hereby accept appointment as Registered Agent for the above named Entity. <input checked="" type="checkbox"/> see attached Authorized Signature of Registered Agent or On Behalf of Registered Agent Entity Date

This form must be accompanied by appropriate fees.

Nevada Secretary of State NRS 78 Articles
Revised: 3-10-11

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01:15:00 p.m. 10-04-2013

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**ARTICLES OF INCORPORATION
OF
RADIOIO, INC.**

4. Names and Addresses of the Board of Directors/Trustees (continued):

Julia Miller
475 Park Avenue South
New York, NY 10016

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**ARTICLES OF INCORPORATION
OF
RADIOIO, INC.**

The undersigned, natural person of eighteen years or more of age, acting as incorporator of Radioio, Inc. (the "Corporation") under the Nevada Revised Statutes, adopts the following Articles of Incorporation for the Corporation.

**ARTICLE I
NAME OF CORPORATION**

The name of the Corporation is Radioio, Inc.

**ARTICLE II
CAPITAL STOCK**

Section 2.1 Total Number of Shares of Capital Stock. The total number of shares of all classes of capital stock which the Corporation has authority to issue is one hundred ten million (110,000,000), consisting of one hundred million (100,000,000) shares of common stock, par value \$0.001 per share ("Common Stock"), and ten million (10,000,000) shares of preferred stock, par value \$0.001 per share ("Preferred Stock").

Section 2.2 Common Stock.

(a) The holders of shares of Common Stock shall be entitled to one vote for each share so held with respect to all matters voted on by the stockholders of the Corporation.

(b) Upon any voluntary or involuntary liquidation, dissolution or winding up of the affairs of the Corporation, and after payment shall have been made to the holders of Preferred Stock of the full amount to which they are entitled, the holders of Common Stock shall be entitled to receive that portion of the remaining funds to be distributed to the holders of capital stock. Such funds shall be paid to the holders of Common Stock on the basis of the number of shares of Common Stock held by each of them.

(c) Dividends may be paid on the Common Stock as and when declared by the board of directors of the Corporation in accordance with the Nevada Revised Statutes.

Section 2.3 Preferred Stock.

(a) The Preferred Stock may from time to time be divided into and issued in series. The different series of Preferred Stock shall be established and designated, and the variations in the relative rights and preferences as between the different series shall be fixed and determined, by resolution or resolutions of the board of directors of the Corporation as hereinafter provided. In all other respects, all shares of the Preferred Stock shall be identical.

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(b) The board of directors of the Corporation is hereby expressly authorized, subject to the provisions hereof and in accordance with the Nevada Revised Statutes, to establish by resolution or resolutions series of Preferred Stock and to fix and determine for each series:

- (i) the distinctive designation of such series and the number of shares which shall constitute such series, which number may be increased (except as otherwise provided by the board of directors of the Corporation in creating such series) or decreased (but not below the number of shares then outstanding) from time to time by the board of directors of the Corporation;
- (ii) the dividend rate or rates and preferences, if any, to which the shares of such series shall be entitled, the times at and conditions upon which dividends shall be paid, any limitations, restrictions or conditions on the payment of dividends, and whether dividends shall be cumulative and, if cumulative, the terms upon and dates from which such dividends shall be cumulative, which dates may differ for shares of any one series issued at different times;
- (iii) whether or not the shares of such series shall be redeemable, and, if redeemable, the redemption prices which the shares of such series shall be entitled to receive and the terms and manner of redemption;
- (iv) the preferences, if any, and the amounts which the shares of such series shall be entitled to receive and all other special or relative rights of the shares of such series, upon any voluntary or involuntary liquidation, dissolution or winding up of, or upon any distribution of the assets of, the Corporation;
- (v) the obligation, if any, of the Corporation to maintain a purchase, retirement or sinking fund for shares of such series and the provisions with respect thereto;
- (vi) the terms, if any, upon which the shares of such series shall be convertible into, or exchangeable for, shares of any other class or classes or of any other series of the same or any other class or classes of stock of the Corporation, including the rate of conversion or exchange and the terms of adjustments, if any;
- (vii) the terms and conditions of the voting rights, if any, of the holders of the shares of such series, including the conditions under which the shares of such series shall vote as a separate class; and
- (viii) such other designating preferences, powers, qualifications and special or relative rights or privileges of such series to the full extent now or hereafter permitted by the laws of the State of Nevada.

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(c) If upon any voluntary or involuntary liquidation, dissolution or winding up of the Corporation, the assets available for distribution to holders of shares of Preferred Stock of all series shall be insufficient to pay such holders the full preferential amount to which they are entitled, then such assets shall be distributed ratably among the shares of all series of Preferred Stock in accordance with the respective preferential amounts (including unpaid cumulative dividends, if any) payable with respect thereto.

(d) Dividends on outstanding shares of Preferred Stock shall be paid or declared and set apart for payment before any dividends shall be paid or declared and set apart for payment on the Common Stock with respect to the same dividend period.

Section 2.4 Stock Rights and Options. The Corporation shall have the power to create and issue rights, warrants or options entitling the holders thereof to purchase from the Corporation any shares of its capital stock of any class or classes, upon such terms and conditions and at such time and prices as the board of directors or a committee thereof may approve, which terms and conditions shall be incorporated in an instrument or instruments evidencing such rights, warrants or options. In the absence of fraud, the judgment of the board of directors or a committee thereof as to the adequacy of consideration for the issuance of such rights, warrants or options and the sufficiency thereof shall be conclusive.

ARTICLE III REGISTERED OFFICE AND AGENT

The address of the Corporation's registered office in the State of Nevada is 1645 Village Center Circle, Ste. 170, Las Vegas, Nevada 89134, and the Corporation's registered agent at such address is Vcorp Services, LLC.

ARTICLE IV INCORPORATOR

The name and address of the incorporator is:

Paul T. Colella, Esq.
Giordano, Halleran & Ciesla, P.C.
125 Half Mile Road, Suite 300
Red Bank, New Jersey 07701

ARTICLE V DIRECTORS

The members of the governing board of the Corporation shall be known as directors, and the number of directors may from time to time be increased or decreased in such manner as shall be provided by the bylaws of the Corporation, provided that the number of directors shall not be reduced to less than one (1). The name and post office address of the first board of directors, which shall be three in number, are as follows:

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<u>Name</u>	<u>Address</u>
Thomas J. Bean	475 Park Avenue South 4 th Floor New York, NY 10016
Zachary McAdoo	475 Park Avenue South 4 th Floor New York, NY 10016
Julia Miller	475 Park Avenue South 4 th Floor New York, NY 10016

ARTICLE VI GENERAL

Section 6.1 Place of Meetings; Corporate Records. The stockholders and directors of the Corporation shall have the power to hold their meetings, and keep the books, documents and papers of the Corporation, outside of the State of Nevada, and at such place as may from time to time be designated by the bylaws or by resolution of the board of directors or stockholders, except as otherwise required by the laws of the State of Nevada.

Section 6.2 Exclusion of Control Share Acquisition Provisions. The Corporation elects not to be governed by the control share acquisition provisions of Nevada law, namely Sections 78.378 through 78.3793 of the Nevada Revised Statutes.

Section 6.3 Exclusion of Combinations with Interested Stockholder Provisions. The Corporation elects not to be governed by the provisions of Section 78.411 through Section 78.444 of the Nevada Revised Statutes.

Section 6.4 Limited Liability of Officers and Directors. To the fullest extent permitted by the Nevada Revised Statutes, the officers and directors of the Corporation shall not be personally liable to the Corporation or its stockholders for damages for breach of fiduciary duty as a director or officer; provided, however, this limitation on personal liability shall not apply to acts or omissions which involve intentional misconduct, fraud, knowing violation of law, or unlawful distribution prohibited by Section 78.300 of the Nevada Revised Statutes. If the Nevada Revised Statutes are amended after these Articles of Incorporation are placed into effect, to further eliminate the liability of officers and directors, then the liability of an officer or director of the Corporation shall be eliminated to the fullest extent permitted by the Nevada Revised Statutes, as so amended. Any repeal or modification of this Section 4.6 shall not adversely affect any right or protection of an officer or director of the Corporation existing at the time of such repeal or modification.

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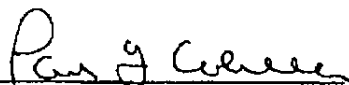
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The undersigned incorporator executed these Articles of Incorporation, certifying that the facts herein stated are true this 25th day of September, 2013.


Paul T. Colella, Esq.
Incorporator

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ROSS MILLER
Secretary of State
202 North Carson Street
Carson City, Nevada 89701-4201
(775) 684-6708
Website: www.nvsos.gov



18102

Registered Agent Acceptance

(PURSUANT TO NRS 77.310)

This form may be submitted by: a Commercial Registered Agent,
Noncommercial Registered Agent or Represented Entity. For more
information please visit <http://www.nvsos.gov/index.aspx?page=141>

USE BLACK INK ONLY - DO NOT HIGHLIGHT

ABOVE SPACE IS FOR OFFICE USE ONLY

Certificate of Acceptance of Appointment by Registered Agent

In the matter of Radio10, Inc.
Name of Represented Business Entity

I, Vcorp Services, LLC am a:
Name of Appointed Registered Agent OR Represented Entity Serving as Own Agent

(complete only one)

- a) ☒ commercial registered agent listed with the Nevada Secretary of State,
b) ☐ noncommercial registered agent with the following address for service of process:

Street Address _____ Nevada _____ Zip Code _____
City _____
Mailing Address (if different from street address) _____ Nevada _____ Zip Code _____
City _____

- c) ☐ represented entity accepting own service of process at the following address:

Title of Office or Position of Person in Represented Entity _____

Street Address _____ Nevada _____ Zip Code _____
City _____
Mailing Address (if different from street address) _____ Nevada _____ Zip Code _____
City _____

and hereby state that on _____ Date _____ I accepted the appointment as registered agent for
the above named business entity.

X

Authorized Signature of R.A. or On Behalf of R.A. Company

Date

9-21-13

*If changing Registered Agent when reinstating, officer's signature required.

X

Signature of Officer

Date

Nevada Secretary of State Form RA Acceptance
Revised 5-13-10

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SECRETARY OF STATE




CORPORATE CHARTER

I, ROSS MILLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that **RADIOIO, INC.**, did on October 2, 2013, file in this office the original Articles of Incorporation; that said Articles of Incorporation are now on file and of record in the office of the Secretary of State of the State of Nevada, and further, that said Articles contain all the provisions required by the law of said State of Nevada.



IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office on October 4, 2013.


ROSS MILLER
Secretary of State

Certified By: Stephen Loff
Certificate Number: C20131004-0868
You may verify this certificate
online at <http://www.nvsos.gov/>

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11/18/2013 5:30 PM

From: Vcorp Services To: 18506176380

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Exhibit B

[Bylaws of Radioio, Inc.]

Docs #1405244-v1

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BYLAWS
OF
RADIOIO, INC.

ARTICLE 1. OFFICES

1.1 Principal Office. The principal office of Radioio, Inc. (the "Corporation") shall be located at any place, either within or without the State of Nevada, as designated in the Corporation's most recent document on file with the Nevada Secretary of State, Division of Corporations. The Corporation may have such other offices, either within or without the State of Nevada, as the Board of Directors of the Corporation (the "Board of Directors" or "Board") may designate or as the business of the Corporation may require from time to time.

1.2 Registered Office. The registered office of the Corporation shall be located within the State of Nevada and may be, but need not be, identical with the Corporation's principal office. The address of the registered office may be changed from time to time as provided by the Nevada Revised Statutes.

ARTICLE 2. STOCKHOLDERS

2.1 Annual Stockholder Meeting. The annual meeting of the stockholders shall be fixed by the Board of Directors, for the purpose of electing directors and for the transaction of such other business as may come before the meeting.

2.2 Special Stockholder Meeting. A special meeting of the stockholders, for any purpose or purposes as described in the meeting notice, may be called by the President, or by the Board of Directors, and shall be called by the President or the Secretary at the request of at least two (2) directors serving on the Board.

2.3 Place of Stockholder Meeting. The Board of Directors may designate any place, either within or without the State of Nevada, as the place of meeting for any annual or special meeting of the stockholders.

2.4 Notice of Stockholder Meeting. Written notice stating the date, time and place of any annual or special meeting of the stockholders shall be delivered not less than ten (10) nor more than sixty (60) days before the date of the meeting, either personally or by mail, by or at the direction of the President, the Board of Directors, or such other person calling the meeting, to each stockholder of record entitled to vote at such meeting and to any other stockholder entitled by the Nevada Revised Statutes or the Corporation's Articles of Incorporation, as amended from time to time (the "Articles of Incorporation"), to receive notice of the meeting. Notice sent by mail shall be deemed to be effective when deposited in the United States mail, addressed to the stockholder at his, her or its address as it appears on the stock transfer books of the Corporation, with postage thereon prepaid, and notice delivered personally shall be deemed to be effective when received. A notice also may be sent in any other manner provided in Section 78.370 of the Nevada Revised Statutes.

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If any stockholder meeting is adjourned to another date, time or place, notice need not be given of the new date, time and place, if the new date, time and place is announced at the meeting before adjournment. However, if a new record date for the adjourned meeting is or must be fixed, then notice must be given pursuant to the requirements of the previous paragraph, to those persons who are stockholders as of the new record date.

2.5 Waiver of Notice. A stockholder may waive any notice required by the Nevada Revised Statutes, the Articles of Incorporation, or these Bylaws, by a writing signed by the stockholder entitled to the notice or by the transmission of an electronic record of such stockholder, which is delivered to the Corporation (either before or after the date and time stated in the notice) for inclusion in the minutes or filing with the corporate records.

2.6 Fixing of Record Date. For the purpose of determining stockholders of any voting group entitled to notice of or to vote at any meeting of stockholders, or stockholders entitled to receive payment of any distribution, or in order to make a determination of stockholders for any other proper purpose, the Board of Directors may fix in advance a date as the record date. Such record date shall not be more than sixty (60) nor less than ten (10) days prior to the date of the meeting. If no record date is so fixed by the Board for the determination of stockholders entitled to notice of, or to vote at a meeting of stockholders, the record date for determination of such stockholders shall be at the close of business on the day before the day the first notice is delivered to stockholders. If no record date is fixed by the Board for the determination of stockholders entitled to receive a distribution, the record date shall be the date the Board authorized the distribution.

When a determination of stockholders entitled to vote at any meeting of stockholders has been made as provided in this Section, such determination shall apply to any adjournment thereof unless the Board of Directors fixes a new record date.

2.7 Stockholder List. After fixing a record date for a stockholder meeting, the Corporation shall prepare a list of the names of its stockholders entitled to be given notice of the meeting. The stockholder list must be available for inspection by any stockholder, beginning on the earlier of ten (10) days before the meeting for which the list was prepared or two (2) business days after notice of the meeting is given for which the list was prepared and continuing through the meeting, and any adjournment thereof. The list shall be available at the Corporation's principal office or at a place identified in the meeting notice in the city where the meeting is to be held.

2.8 Stockholder Quorum and Voting Requirements.

2.8.1 Quorum. Except as otherwise required by the Nevada Revised Statutes or the Articles of Incorporation, a majority of the outstanding shares of the Corporation, represented by person or by proxy, shall constitute a quorum at each meeting of the stockholders. If a quorum exists, action on a matter, other than the election of directors, is approved if the votes cast favoring the action exceed the votes cast opposing the action, unless the Articles of Incorporation or the Nevada Revised Statutes require a greater number of affirmative votes.

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2.8.2 Voting of Shares. Unless otherwise provided in the Articles of Incorporation or these Bylaws, each outstanding share of capital stock, regardless of class, is entitled to one vote upon each matter submitted to a vote at a meeting of stockholders.

2.9 Quorum and Voting Requirements of Voting Groups. If the Articles of Incorporation or the Nevada Revised Statutes provide for voting by a single voting group on a matter, action on that matter is taken when voted upon by that voting group.

Once a share is represented for any purpose at a meeting, it is deemed present for quorum purposes for the remainder of the meeting and for any adjournment of that meeting unless a new record date is or must be set for that adjourned meeting.

Shares entitled to vote as a separate voting group may take action on a matter at a meeting only if a quorum of those shares exists with respect to that matter. Unless the Articles of Incorporation or the Nevada Revised Statutes provide otherwise, a majority of the votes entitled to be cast on the matter by the voting group constitutes a quorum of that voting group for action on that matter.

If the Articles of Incorporation or the Nevada Revised Statutes provide for voting by two or more voting groups on a matter, action on that matter is taken only when voted upon by each of those voting groups counted separately. Action may be taken by one voting group on a matter even though no action is taken by another voting group entitled to vote on the matter.

If a quorum exists, action on a matter, other than the election of directors, by a voting group is approved if the votes cast within the voting group favoring the action exceed the votes cast opposing the action, unless the Articles of Incorporation or the Nevada Revised Statutes require a greater number of affirmative votes.

2.10 Greater Quorum or Voting Requirements. The Articles of Incorporation may provide for a greater quorum or voting requirement for stockholders, or voting groups of stockholders, than is provided for by these Bylaws. An amendment to the Articles of Incorporation that adds, changes, or deletes a greater quorum or voting requirement for stockholders must meet the same quorum requirement and be adopted by the same vote and voting groups required to take action under the quorum and voting requirement then in effect or proposed to be adopted, whichever is greater.

2.11 Proxies. At all meetings of stockholders, a stockholder may vote in person or by proxy which is executed in writing by the stockholder or which is executed by his, her or its duly authorized attorney-in-fact. Such proxy shall be filed with the Secretary of the Corporation or other person authorized to tabulate votes before or at the time of the meeting. No proxy shall be valid after six (6) months from the date of its execution unless otherwise provided in the proxy. All proxies are revocable unless they meet specific requirements of irrevocability set forth in the Nevada Revised Statutes. The death or incapacity of a voter does not invalidate a proxy unless the Corporation is put on notice. A transferee for value who receives shares subject to an irrevocable proxy, can revoke the proxy if he, she or it had no notice of the proxy.

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2.12 Corporation's Acceptance of Votes.

2.12.1 Corresponding Name. If the name signed on a vote, consent, waiver, proxy appointment, or proxy appointment revocation corresponds to the name of a stockholder, the Corporation, if acting in good faith, is entitled to accept the vote, consent, waiver, proxy appointment, or proxy appointment revocation and give it effect as the act of the stockholder.

2.12.2 Non-Corresponding Name. If the name signed on a vote, consent, waiver, proxy appointment, or proxy appointment revocation does not correspond to the name of a stockholder, the Corporation, if acting in good faith, is nevertheless entitled to accept the vote, consent, waiver, proxy appointment, or proxy appointment revocation and give it effect as the act of the stockholder if:

- (a) The stockholder is an entity as defined in the Nevada Revised Statutes and the name signed purports to be that of an officer or agent of the entity;
- (b) The name signed purports to be that of an administrator, executor, guardian, or conservator representing the stockholder and, if the Corporation requests, evidence of fiduciary status acceptable to the Corporation has been presented with respect to the vote, consent, waiver, proxy appointment or proxy appointment revocation;
- (c) The name signed purports to be that of a receiver or trustee in bankruptcy of the stockholder and, if the Corporation requests, evidence of this status acceptable to the Corporation has been presented with respect to the vote, consent, waiver, proxy appointment, or proxy appointment revocation;
- (d) The name signed purports to be that of a pledgee, beneficial owner, or attorney-in-fact of the stockholder and, if the Corporation requests, evidence acceptable to the Corporation of the signatory's authority to sign for the stockholder has been presented with respect to the vote, consent, waiver, proxy appointment or proxy appointment revocation; or
- (e) Two or more persons are the stockholder as co-tenants or fiduciaries and the name signed purports to be the name of at least one of the co-tenants or fiduciaries and the person signing appears to be acting on behalf of all co-tenants or fiduciaries.

2.12.3 Shares Registered in the Names of Two or More Persons. If shares are registered in the names of two or more persons, whether fiduciaries, members of a partnership, co-tenants, husband and wife as community property, voting trustees, persons entitled to vote under a stockholder voting agreement or otherwise, or if two or more persons (including proxy holders) have the same fiduciary relationship respecting the same shares, unless the Secretary of the Corporation or other officer or agent entitled to tabulate votes is given written notice to the contrary and is furnished with a copy of the instrument or order appointing them or creating the relationship wherein it is so provided, their acts with respect to voting shall have the following effect:

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- (a) if only one votes, such act binds all;
- (b) if more than one votes, the act of the majority so voting bind all;
- (c) if more than one votes, but the vote is evenly split on any particular matter, each fraction may vote the securities in question proportionately.

2.12.4 Validity of Signature. The Corporation is entitled to reject a vote, consent, waiver, proxy appointment or proxy appointment revocation if the Secretary or other officer or agent authorized to tabulate votes, acting in good faith, has reasonable basis for doubt about the validity of the signature on it or about the signatory's authority to sign for the stockholder.

2.12.5 Limitation of Liability. The Corporation and its officer or agent who accepts or rejects a vote, consent, waiver, proxy appointment or proxy appointment revocation in good faith and in accordance with the standards of this Section are not liable in damages to the stockholder for the consequences of the acceptance or rejection.

2.12.6 Validity of Acceptance or Rejection. Corporate action based on the acceptance or rejection of a vote, consent, waiver, proxy appointment or proxy appointment revocation under this Section is valid unless a court of competent jurisdiction determines otherwise.

2.13 Action by Stockholders without a Meeting

2.13.1 Written Consent. Any action required or permitted to be taken at a meeting of the stockholders may be taken without a meeting and without prior notice if one or more consents in writing, setting forth the action so taken, shall be signed by the holders of outstanding shares having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all stockholders entitled to vote with respect to the subject matter thereof were present and voted. Action taken under this Section has the same effect as action taken at a duly called and convened meeting of stockholders and may be described as such in any document.

2.13.2 Post-Consent Notice. Unless the written consents of all stockholders entitled to vote have been obtained, notice of any stockholder approval without a meeting shall be given at least ten (10) days before the consummation of the action authorized by such approval to (a) those stockholders entitled to vote who did not consent in writing, and (b) those stockholders not entitled to vote. Any such notice must be accompanied by the same material that is required under the Nevada Revised Statutes to be sent in a notice of meeting at which the proposed action would have been submitted to the stockholders for action.

2.13.3 Effective Date and Revocation of Consents. No action taken pursuant to this Section shall be effective unless all written consents necessary to support the action are received by the Corporation within a sixty-day period and not revoked. Such action is effective as of the date the last written consent is received necessary to effect the action, unless all of the written consents specify an earlier or later date as the effective date of the action. Any stockholder giving a written consent pursuant to this Section may revoke the consent by a signed

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writing describing the action and stating that the consent is revoked, provided that such writing is received by the Corporation prior to the effective date of the action.

2.13.4 Unanimous Consent for Election of Directors. Notwithstanding Subsection 2.13.1, directors may not be elected by written consent unless such consent is unanimous by all shares entitled to vote for the election of directors.

2.14 Voting for Directors. Unless otherwise provided in the Articles of Incorporation, every stockholder entitled to vote for the election of directors has the right to cast, in person or by proxy, all of the votes to which the stockholder's shares are entitled for as many persons as there are directors to be elected and for whom election such stockholder has the right to vote. Directors are elected by plurality of the votes cast by the shares entitled to vote in the election at a meeting at which a quorum is present.

2.15 Conduct at Meetings. At each meeting of stockholders, the Chairman of the Board of Directors, or in his or her absence, the President of the Corporation, or in his or her absence, any Vice President of the Corporation, or in his or her absence, a chairman chosen by the vote of a majority in interest of the stockholders present in person or represented by proxy and entitled to vote thereat, shall act as chairman. The Secretary, or in his or her absence, an Assistant Secretary, or in the absence of the Secretary and all Assistant Secretaries, a person whom the chairman of the meeting shall appoint, shall act as secretary of the meeting and keep a record of the proceedings thereof. The Board of Directors shall be entitled to make such rules or regulations for the conduct of meetings of stockholders as it shall deem necessary, appropriate or convenient. Subject to such rules and regulations, the chairman shall have the authority to prescribe such rules, regulations and procedures and to do all such acts as, in the judgement of such chairman, are necessary, appropriate or convenient for the proper conduct of the meeting, including, without limitation, establishing an agenda or order of business for the meeting, rules and procedures for maintaining order at the meeting and the safety of those present, limitations on participation in such meeting to stockholders of record of the Corporation and their duly authorized and constituted proxies, and such other persons as the chairman shall permit, restrictions on entry at the meeting after the time fixed for the commencement thereof, limitations on the time allotted to questions or comments by participants and regulations with respect to the opening and closing of the polls for balloting on matters which are to be voted on by ballot. The chairman shall have absolute authority over matters of procedure and there shall be no appeal from the ruling of the chairman. The chairman may rule that a resolution, nomination or motion not be submitted to the stockholders for a vote unless seconded by a stockholder or a proxy for a stockholder. The chairman may require that any person who is neither a bona fide stockholder nor a proxy for a bona fide stockholder leave the meeting, and upon the refusal of a stockholder to comply with a procedural ruling of the chairman which the chairman deems necessary for the proper conduct of the meeting, may require that such stockholder leave the meeting. The chairman may, on his or her own motion, summarily adjourn any meeting for any period he or she deems necessary if he or she rules that orderly procedures cannot be maintained at the meeting. Unless, and to the extent, determined by the Board of Directors or the chairman of the meeting, meetings of stockholders shall not be required to be held in accordance with rules of parliamentary procedure.

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2.16 Procedure Necessary to Bring Business Before an Annual Meeting. To be properly brought before an annual meeting of stockholders, business must be either (a) specified in the notice of meeting (or any supplement thereto) given by or at the direction of the Board of Directors, (b) properly brought before the meeting by or at the direction of the Board, or (c) properly brought before the meeting by a stockholder. In addition to any other applicable requirements, for business to be properly brought before an annual meeting by a stockholder, the stockholder must have given timely notice thereof in writing, either by personal delivery or by United States mail, postage prepaid, to the Secretary of the Corporation not less than one hundred twenty (120) days in advance of the date of the Corporation's proxy statement released to stockholders in connection with the previous year's annual meeting of stockholders; provided, however, that if the Corporation did not release a proxy statement in connection with the previous year's annual meeting then the stockholder must give such notice not later than one hundred twenty (120) days prior to the anniversary date of the immediately preceding annual meeting. A stockholder's notice to the Secretary shall set forth as to each matter the stockholder proposes to bring before the annual meeting (i) a brief description of the business desired to be brought before the annual meeting and the reasons for conducting such business at the annual meeting, (ii) the name and record address of the stockholder proposing such business, (iii) the class and number of shares of the Corporation which are beneficially owned by the stockholder, and (iv) any material interest of the stockholder in such business.

Notwithstanding anything in these Bylaws to the contrary, no business shall be conducted at the annual meeting except in accordance with the procedures set forth in this Section 2.16 of Article 2 and any other applicable requirements; provided, however, that nothing in this Section 2.16 of Article 2 shall be deemed to preclude discussion by any stockholder of any business properly brought before the annual meeting.

The chairman of an annual meeting shall, if the facts warrant, determine and declare to the meeting that business was not properly brought before the meeting in accordance with the provisions of this Section 2.16 of Article 2 or any other applicable requirements, which determination shall be conclusive, and, as a result, any such business shall not be transacted.

2.17 Control Shares' Voting Rights. The Corporation has elected not to be governed by the control share acquisition provisions of Nevada law, namely Sections 78.378 through 78.3793 of the Nevada Revised Statutes.

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ARTICLE 3. BOARD OF DIRECTORS

3.1 General Powers. Unless the Articles of Incorporation have dispensed with or limited the authority of the Board of Directors by describing who will perform some or all of the duties of a Board of Directors, all corporate powers shall be exercised by or under the authority, and the business and affairs of the Corporation shall be managed under the direction, of the Board of Directors.

3.2 Number and Election of Directors. The number of directors which shall constitute the entire Board shall not be less than one (1) nor more than seven (7) directors. As of September ____, 2013, the Board shall consist of three (3) directors, and thereafter the number of directors which shall constitute the whole Board may be increased or decreased by resolution of the Board of Directors or stockholders, but in no case shall be less than one (1) director. The directors shall be elected at the annual meeting of stockholders, or at a special meeting of stockholders called for such purpose, and each director elected shall hold office until his or her successor is elected and qualifies. Directors need not be Nevada residents or stockholders.

3.3 Regular Meetings of the Board of Directors. A regular meeting of the Board of Directors shall be held without other notice than this Bylaw immediately after, and at the same place as, the annual meeting of stockholders, for the purpose of appointing officers and transacting such other business as may come before the meeting. The Board of Directors may provide, by resolution, the time and place for the holding of additional regular meetings without other notice than such resolution.

3.4 Special Meetings of the Board of Directors. Special meetings of the Board of Directors may be called by or at the request of the Chairman, the President or any two (2) directors. The person authorized to call special meetings of the Board of Directors may fix any place as the place for holding any special meeting of the Board of Directors.

3.5 Notice of, and Waiver of Notice for, Special Director Meeting. Unless the Articles of Incorporation provide for a longer or shorter period, notice of the date, time, and place of any special Board meeting shall be given at least two (2) days prior thereto either orally or in writing. Written notice may be delivered by hand delivery, overnight courier service, electronic (email) transmission, facsimile transmission, or by first class mail; provided, however, that if notice is to be given solely by first class mail, such notice must be given at least five (5) days prior to the special Board meeting. Any director may waive notice of any meeting. Except as provided in the next sentence, the waiver must be in writing and signed by the director entitled to the notice. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business and at the beginning of the meeting (or promptly upon his or her arrival) objects to holding the meeting or transacting business at the meeting, and does not thereafter vote for or assent to action taken at the meeting. Unless required by the Articles of Incorporation, neither the business to be transacted at, nor the purpose of, any special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting.

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3.6 Director Quorum, Participation and Voting.

3.6.1 Quorum. A majority of the number of directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors unless the Articles of Incorporation require a greater percentage.

3.6.2 Participation in a Meeting. Unless the Articles of Incorporation provide otherwise, any or all directors may participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all directors participating may simultaneously hear each other during the meeting. A director participating in a meeting by this means is deemed to be present in person at the meeting.

3.6.3 Presence and Voting at a Meeting. A director who is present at a meeting of the Board of Directors or a committee of the Board of Directors when corporate action is taken is deemed to have assented to the action taken unless: (a) the director objects at the beginning of the meeting (or promptly upon his or her arrival) to holding or transacting business at the meeting and does not thereafter vote for or assent to any action taken at the meeting; (b) the director contemporaneously requests his or her dissent or abstention as to any specific action be entered in the minutes of the meeting; or (c) the director causes written notice of his or her dissent or abstention as to any specific action be received by the presiding officer of the meeting before its adjournment or to the Corporation immediately after adjournment of the meeting. The right of dissent or abstention is not available to a director who votes in favor of the action taken.

3.7 Director Action Without a Meeting. Any action required or permitted to be taken by the Board of Directors at a meeting may be taken without a meeting if all the directors consent to such action in writing. Action taken by consent is effective when the last director signs the consent, unless, prior to such time, any director has revoked a consent by a signed writing received by the Corporation, or unless the consent specifies a different effective date. A signed consent has the effect of a meeting vote and may be described as such in any document.

3.8 Resignation of Directors. A director may resign at any time by giving a written notice of resignation to the Corporation. Such resignation is effective when the notice is received by the Corporation, unless the notice specifies a later effective date.

3.9 Removal of Directors. The stockholders may remove one or more directors at a meeting called for that purpose if notice has been given that a purpose of the meeting is such removal. The removal may be with or without cause unless the Articles of Incorporation provide that directors may only be removed with cause. If a director is elected by a voting group of stockholders, only the stockholders of that voting group may participate in the vote to remove him or her. A director may be removed only by the affirmative vote of stockholders representing not less than two-thirds (2/3) of the voting power of the issued and outstanding common stock of the Corporation.

3.10 Board of Director Vacancies. Unless the Articles of Incorporation provide otherwise, if a vacancy occurs on the Board of Directors, including a vacancy resulting from an increase in the number of directors, the stockholders or the Board of Directors may fill the

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vacancy. If the directors remaining in office constitute fewer than a quorum of the Board, they may fill the vacancy by the affirmative vote of a majority of all the directors remaining in office.

If the vacancy on the Board was held by a director elected by a voting group of stockholders:

(a) if there are one or more directors elected by the same voting group, only such directors are entitled to vote to fill the vacancy if it is filled by the directors; and

(b) only the holders of shares of that voting group are entitled to vote to fill the vacancy if it is filled by the stockholders.

A vacancy that will occur at a specific later date (by reason of a resignation effective at a later date) may be filled before the vacancy occurs but the new director may not take office until the vacancy occurs.

3.11 Director Compensation. By resolution of the Board of Directors, each director may be paid his or her expenses, if any, for attendance at each meeting of the Board of Directors and may be paid a stated salary as director or a fixed sum for attendance at each meeting of the Board of Directors or both. No such payment shall preclude any director from serving the Corporation in any other capacity and receiving compensation therefor. Members of special or standing committees may be allowed like compensation for attending committee meetings.

3.12 Director Committees.

3.12.1 Creation of Committees. Unless the Articles of Incorporation provide otherwise, the Board of Directors may create one or more committees and appoint members of the Board of Directors to serve on them. Each committee must have one or more members, who shall serve at the pleasure of the Board of Directors.

3.12.2 Selection of Members. The creation of a committee and appointment of members to it must be approved by the greater of (a) a majority of all the directors in office when the action is taken or (b) the number of directors required by the Articles of Incorporation to take such action.

3.12.3 Required Procedures. Those Sections of this Article 3 which govern meetings, actions without meetings, notice and waiver of notice, quorum and voting requirements of the Board of Directors, apply to committees and their members.

3.12.4 Authority. Unless limited by the Articles of Incorporation, each committee may exercise those aspects of the authority of the Board of Directors which the Board of Directors confers upon such committee in the resolution creating the committee; provided, however, a committee may not:

(a) authorize distributions;

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