

Jay Dardenne
SECRETARY OF STATE

As Secretary of State of the State of Louisiana, I do hereby Certify that

a copy of a Conversion Application of

KTBS INC.

Organized under the laws of Louisiana,

Converting the corporation to a limited liability company, and changing the name to

KTBS LLC

Was filed and recorded in this Office on December 31, 2009, with an effective date of December 31, 2009.

STATE OF LOUISIANA
PARISH OF CADDO

I hereby certify this to be a full and true copy of an original instrument filed in my office on the date and hour and under the Registry Number stamped hereon to be

recorded in the
Conveyance ☒ } Records
Mortgage ☒
UCC ☐

Given under my hand and seal of office on said date of filing.

Wendy Clark
DEPUTY CLERK & EX-OFFICIO RECORDER

Gary Loftin
Caddo Parish Clerk of Court

2268069

01/11/2010 03:46 PM

In testimony whereof, I have hereunto set my hand and caused the Seal of my Office to be affixed at the City of Baton Rouge on,

January 6, 2010



Certificate ID: 10034559#2OJ51

To validate this certificate, visit the following web site, go to **Commercial Division, Certificate Validation**, then follow the instructions displayed.
www.sos.louisiana.gov

PA 19801870K



Jay Dardenne
SECRETARY OF STATE

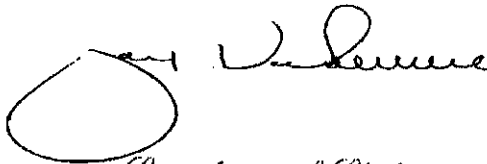
As Secretary of State of the State of Louisiana I do hereby Certify that
the attached document(s) of

KTBS LLC

are true and correct and are filed in the Louisiana Secretary of State's Office.
40083061 Conversion (Corp./ 12/31/2009 4 pages

In testimony whereof, I have hereunto set my
hand and caused the Seal of my Office to be
affixed at the City of Baton Rouge on,

January 6, 2010



Secretary of State

PA 19801870K



Certificate ID: 10034560#1NJ51

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**APPLICATION FOR CONVERSION
OF
KTBS INC.
TO
KTBS LLC**

This Application for Conversion sets forth the following statutorily required information:

- (1) The names of the converting entity and the converted entity:
 - (a) The name of the converting entity is:
KTBS Inc.
 - (b) The name of the converted entity is:
KTBS LLC
- (2) The resulting converted entity is a Louisiana limited liability company.
- (3) The converting entity shall continue its existence in the organizational form of the converted entity.
- (4) The manner and basis of converting the ownership interests of the converting entity into limited liability company membership interests of the converted entity are:

Each one (1%) percent of no par value common shares of stock in the converting entity shall be exchanged for one (1%) percent membership interest of the converted entity.
- (5) The conversion has been authorized and approved fully in accordance with La. R.S. 12:1603.
- (6) This conversion shall be filed, and deemed effective, as of midnight, December 31, 2009, such that the converted entity initially shall be recognized as of January 1, 2010, and the last day in the corporate organizational form of the converting entity shall be December 31, 2009.
- (7) The following information, as required in the Articles of Organization of the converted entity, herewith is provided:

ARTICLE I. NAME

The name of this limited liability company shall be:

KTBS LLC

ARTICLE II. PURPOSE

This limited liability company is authorized to engage in any lawful activity for which limited liability companies may be formed under Louisiana law.

ARTICLE III. MANAGEMENT

The affairs of this limited liability company shall be managed by a manager. The initial manager of this limited liability company is Edwin N. Wray. The authority of the manager to bind this limited liability company, and all other matters pertaining to the operations of this limited liability company, may rely upon a certificate signed by Edwin N. Wray to establish the membership of any member, the authority of any manager, the authenticity of any records of the limited liability company, or the authority of any person to act on behalf of the limited liability company including, but not limited to, the authority to take actions referred to in Louisiana Revised Statutes 12:1318(B).

ARTICLE IV. LIABILITY OF MANAGER AND MEMBERS

The manager and the members shall not be personally liable or bear any responsibility whatsoever for any of the debts, obligations, or liabilities of this limited liability company.

ARTICLE V. INDEMNIFICATION OF MEMBERS/MANAGERS

No manager or member shall be held personally liable for monetary damages for breach of any duty provided in La. R.S. 12:1314. Each manager shall be indemnified for judgments, settlements, penalties, fines, or expenses incurred because he or she is or was a manager. However, this limitation in liability shall not apply to the liability for the amount of a financial benefit received

as a result of an intentional violation of a criminal law. This Article is intended to provide the full limitation of liability and indemnification for managers allowed under La. R.S. 12:1315 and any successor provisions. Should La. R.S. 12:1315, or any successor provision, be amended to provide additional limitations in liability or indemnification, to the extent allowed by law this indemnification and limitation in liability shall be construed to provide such additional protection.

ARTICLE VI. DURATION

This existence of this limited liability company shall be perpetual.

7. Attached hereto is the initial report of the converted entity.

KTBS Inc.

By: 

Edwin N. Wray, President

**INITIAL REPORT
OF
KTBS LLC**

This Initial Report of KTBS LLC, signed by Edwin N. Wray in his capacity as Manager of the Limited Liability Company, and the person who signed the Application for Conversion in his then capacity as President of KTBS Inc., is as follows:

1. Location and municipal address of the limited liability company's registered office:

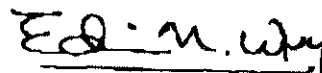
312 B. Kings Hwy.
Shreveport, LA 71104
2. Full name and municipal address of each registered agent:

Edwin N. Wray
312 B. Kings Hwy.
Shreveport, LA 71104

Sherrie McCallie
312 B. Kings Hwy.
Shreveport, LA 71104
3. The registered agents of the limited liability company are the same persons who serve as the registered agents of the converted company, KTBS Inc.
4. Management is vested in the manager; the name and municipal address of the manager are as follows:

Edwin N. Wray
312 B. Kings Hwy.
Shreveport, LA 71104

This Initial Report is executed on this 29th day of December, 2009.


Edwin N. Wray, Manager