

UNITED STATES OF AMERICA
State of Louisiana
Al Ater

SECRETARY OF STATE

As Secretary of State, of the State of Louisiana, I do hereby Certify that
a copy of the Articles of Organization and Initial Report of

MINDEN TELEVISION COMPANY, LLC

Domiciled at SHREVEPORT, LOUISIANA,

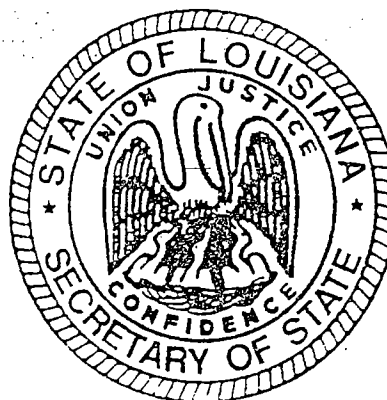
Was filed and recorded in this Office on December 05, 2005,

And all fees having been paid as required by law, the
limited liability company is authorized to transact business
in this State, subject to the restrictions imposed by law,
including the provisions of R.S. Title 12, Chapter 22.

*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,
December 5, 2005*

LLA 36064244K

Secretary of State



STATE OF LOUISIANA :
:
PARISH OF CADDO :

STATE OF LOUISIANA
Office of the Secretary of State
I hereby certify that this is a true and correct copy
as taken from the original on file in this office.
Date: DEC 5 2005
Secretary of State

**ARTICLES OF ORGANIZATION
OF
MINDEN TELEVISION COMPANY, LLC**

BEFORE ME, the undersigned authority, a Notary Public in and for said Parish and State, duly commissioned, qualified, and acting, and in the presence of the undersigned competent witnesses, personally came and appeared:

LAUREN B. WRAY OSTENDORFF (*hereinafter referred to as "Member" or Managing Member*"), wife of Mathew Seth Ostendorff, a person of the full age of majority, legally competent, and a resident and domiciliary of Caddo Parish, Louisiana, with mailing address of 9099 Ferry Creek Drive, Shreveport, LA 71006, dealing with her separate and paraphernal property under her separate administration and control; and

Also appearing herein is **MATHEW SETH OSTENDORFF**, husband of Lauren B. Wray Ostendorff, for the purpose of acknowledging that Minden Television Company, LLC, is the separate and paraphernal property of Lauren B. Wray Ostendorff, under her separate administration and control;

who, after being duly sworn by me, the said Lauren B. Wray Ostendorff declared that, availing herself of the provisions of the Limited Liability Company Law of the State of Louisiana, LSA-R.S. 12:1301, et seq., she does hereby organize herself into a limited liability company in pursuance of said law, under and in accordance with the following Articles of Organization, to-wit:

**ARTICLE I
NAME**

The name of this limited liability company is:

MINDEN TELEVISION COMPANY, LLC.

ARTICLE II
LOCATION OF PRINCIPAL PLACE OF BUSINESS

The location of the principal place of business of the limited liability company is 9099 Ferry Creek Drive, Shreveport, LA 71106, until such time as removed elsewhere by the members of the limited liability company.

ARTICLE III
OBJECTS, PURPOSES AND POWERS

The objects and purposes for which the limited liability company is organized, the powers it shall have and the nature of the business to be carried on by it are stated and declared to be as follows, to-wit:

1. To engage in any lawful activity for which a limited liability company may be formed under the Limited Liability Company Law of Louisiana.
2. To enter into any kind of lawful activity, and to perform and carry out contracts of any kind necessary to, or in connection with, or incidental to the accomplishment of the purposes of the limited liability company.
3. To purchase, own, acquire, develop, improve, hold, construct improvements upon, mortgage or otherwise encumber and to lease, sell, exchange, convey, transfer, or in any manner dispose of all types of property, both movable and immovable, of whatever nature or kind and wherever situated, whether for investment or in connection with its business and for such other purposes as are or may be permitted by law.
4. To enter into any and all kinds of contracts of whatever nature and kind, and particularly to acquire the good will, rights and property and to undertake the whole or any part of the assets and liabilities of any person, firm, association, partnership, limited liability company or corporation; to pay for the same in cash, the stock of the company, bonds, or otherwise, to hold or in any lawful manner to dispose of the whole or any part of the property

so purchased; to conduct in any lawful manner the whole or any part of the business so acquired and to exercise all the powers necessary or convenient in and about the conduct and management of such business.

5. To enter into any and all kinds of contracts, and particularly with reference to the acquisition, ownership and sale of the properties of the limited liability company; to sell, assign, lend, mortgage, pledge, or otherwise transfer or hypothecate all or any portion of said properties; to issue checks, notes and other evidences of indebtedness and to do any and everything which a limited liability company may do or perform under the provisions of the laws of Louisiana.

6. To guarantee, purchase or otherwise acquire, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of shares of the capital stock, bonds, or other evidences of indebtedness created by other corporations and while the holder of such stock or other interest to exercise all the rights and privileges of ownership, including the right to vote thereon; to the same extent as a natural person might or could do.

7. To purchase or otherwise acquire, apply for, register, hold, use, sell or in any manner dispose of and to grant licenses, or other rights in and in any manner deal with patents, inventions, improvements, processes, formulas, trademarks, trade names, rights and licenses secured under letters patent, copyrights or otherwise.

8. To enter into, make and perform contracts of every kind for any lawful purpose, with any person, firm, association or corporation, town, city, parish or county, body politic, state, territory or government.

9. To borrow money for any of the purposes of the limited liability company and to draw, make, accept, endorse, discount, execute, issue, sell, pledge or otherwise dispose of promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable

or non-negotiable, transferable or non-transferable instruments and evidences of indebtedness and to secure the payment thereof by mortgage or pledge, conveyance or assignment in trust of the whole or any part of the property of the limited liability company at the time owned or thereafter acquired.

10. To have one or more offices and to conduct any or all of its operations and businesses and to promote its objects within or without the State of Louisiana, without restriction as to place or amount, and to carry on any other business in connection therewith.

11. To do any or all of the things herein set forth as principal, agent, members, joint venturer, contractor, trustee or otherwise, along or in company with others.

The objects and purposes specified herein shall be regarded as independent objects and purposes, and, except where otherwise expressed, shall in no way be limited nor restricted by reference to or inference from the terms of any clause or paragraph of these articles of organization.

The foregoing shall be construed both as objects, purposes and powers of the limited liability company and the enumeration thereof shall not be held to limit or restrict in any manner the general powers conferred on this limited liability company by the laws of the State of Louisiana.

ARTICLE IV **DURATION**

The duration of this limited liability company shall be perpetual.

ARTICLE V **MEMBERSHIP**

Lauren B. Wray Ostendorff is the only member of the limited liability company. The membership of this limited liability company may be altered only by an amendment to these

Articles, accomplished by authentic act duly recorded with the Louisiana Secretary of State.

ARTICLE VI **MANAGEMENT**

Lauren B. Wray Ostendorff shall manage the business of the limited liability company. All contracts, deeds, mortgages, notes, leases, and instruments of whatever nature and kind, when executed on behalf of the limited liability company by Lauren B. Wray Ostendorff shall be the binding acts and obligations of the limited liability company.

Lauren B. Wray Ostendorff shall have the power to bind the limited liability company in all other matters, including borrowing money and giving security therefor, buying and selling any type of property, leasing or otherwise contracting with respect to property or any other matter. Any third party dealing with the limited liability company shall be entitled to rely on the signature of Lauren B. Wray Ostendorff as fully authorized and binding the limited liability company for all purposes. The limited liability company shall not be managed by designated managers but shall be managed by its member, Lauren B. Wray Ostendorff.

Lauren B. Wray Ostendorff is authorized to appoint an agent in writing to represent the limited liability company. Such agent may be either an individual or an entity. This agent shall have full authority to act as if named and appointed in this Article. Such appointment as agent shall be durable and shall survive the death, interdiction, withdrawal, expulsion, bankruptcy, or dissolution of Lauren B. Wray Ostendorff, said appointment being considered an appointment by the limited liability company itself.

ARTICLE VII **RESTRICTIONS ON TRANSFER OF INTERESTS**

The assignment or transfer of the interest of a Member in the Company is subject to all restrictions set forth in the Louisiana Limited Liability Company Law, La. R.S. 12:1301, et seq.

and to such further restrictions as are set forth in the Operating Agreement of the Company.
No new Member may be admitted without the prior unanimous written consent of the Members.

ARTICLE VIII **LIMITED LIABILITY**

No Member, manager, employee, or agent of the Company shall ever be liable under a judgment, decree, or order of any court, agency, or other tribunal in Louisiana or any other state, or on any other basis for a debt obligation, or liability of the Company.

ARTICLE IX **CERTIFICATIONS**

Persons dealing with the Company may rely upon a certificate signed on behalf of the Company by the member, initially Lauren B. Wray Ostendorff, to establish the following: the membership of any member of the Company; the authenticity of any records of the Company; or the authority of any person to act on behalf of the Company.

ARTICLE X **DISSOLUTION OR LIQUIDATION**

In the event of dissolution or liquidation of the Company, 100% of the members are entitled to vote to approve dissolution or liquidation of the Company.

ARTICLE XI **AMENDMENT**

These Articles of Organization may be modified or amended, as the case may be, only with the written consent of all the members of the limited liability company.

THUS DONE AND SIGNED in multiple originals before me, Notary, and the two undersigned competent witnesses, on this 2nd day of December, 2005.

WITNESSES:

Sharon L. Arbaugh
Sharon L. Arbaugh

Jessica Penn
Jessica Penn

Lauren B. Wray Ostendorff
LAUREN B. WRAY OSTENDORFF
Managing Member

Winnie M. Scott
Winnie M. Scott NOTARY PUBLIC
In and for Caddo Parish, Louisiana

Notary Identification Number: 69165

My Commission Is Permanent.

THUS DONE AND SIGNED in multiple originals before me, Notary, and the two undersigned competent witnesses, on this 2nd day of Dec, 2005.

WITNESSES:

Sharon L. Arbough
Sharon L. Arbough

Jessica Penn
Jessica Penn

Mathew Seth Ostendorf
MATHEW SETH OSTENDORFF

Winnie M. Scott
Winnie M. Scott
In and for Caddo Parish, Louisiana

Notary Identification Number: 69165

My Commission Is Permanent.

STATE OF LOUISIANA

PARISH OF CADDO

INITIAL REPORT OF
MINDEN TELEVISION COMPANY, LLC
AND
ACCEPTANCE OF APPOINTMENT
BY DESIGNATED REGISTERED AGENT
ACT 769 OF 1987

As required by La. R.S. 12:1305E, the undersigned member of MINDEN TELEVISION COMPANY, LLC, a limited liability company organized under the Limited Liability Company Law of the State of Louisiana, certify that:

1.

The location and municipal address of the limited liability company's registered office is:

9099 Ferry Creek Drive
Shreveport, LA 71106

2.

The limited liability company's registered agent is W. James Hill III, Esquire, with municipal address of AmSouth Bank Building, 333 Texas Street, Suite 717, Shreveport, Louisiana 71101-3673.

3.

W. James Hill III, by his execution of this Initial Report, does hereby accept his appointment as Registered Agent of **Minden Television Company, LLC**; and he does hereby agree to fulfill all the duties and responsibilities incumbent upon him as such as set forth in the laws of the State of Louisiana.

4.

The name and municipal address of the member of the limited liability company is as follows:

LAUREN B. WRAY OSTENDORFF, 9099 Ferry Creek Drive, Shreveport, LA 71106.

THUS DONE AND SIGNED in multiple originals before me, Notary, and the two undersigned competent witnesses, on this 2nd day of December, 2005.

WITNESSES:

Sharon L. Arbaugh
Sharon L. Arbaugh
Jessica Penn
Jessica Penn

Lauren B. Wray Ostendorff
LAUREN B. WRAY OSTENDORFF
Managing Member

Winnie M. Scott
Winnie M. Scott NOTARY PUBLIC
In and for Caddo Parish, Louisiana

Notary Identification Number: 69165

My Commission Is Permanent

THUS DONE AND SIGNED in multiple originals before me, Notary, and the two undersigned competent witnesses, on this 2nd day of December, 2005.

WITNESSES:

Cynthia Ann McDaniel
Cynthia Ann McDaniel

Cynthia Denise Bradford
Cynthia Denise Bradford

W. James Hill III
W. JAMES HILL III,
Registered Agent

Pamela H. East
PAMELA H. EAST, NOTARY PUBLIC
In and for Bossier Parish, Louisiana

Notary Identification Number: 5067

My Commission Is Permanent.

Pamela H. East, Notary Public
in and for Bossier Parish, Louisiana
Notary ID Number: 5067
My Commission Is Permanent