

**UNANIMOUS WRITTEN CONSENT  
OF THE DIRECTORS OF  
BEASLEY BROADCAST GROUP, INC., A DELAWARE CORPORATION  
IN LIEU OF A SPECIAL MEETING**

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Pursuant to Section 141(f) of the  
General Corporation Law of the  
State of Delaware

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**December \_\_, 2014**

The undersigned, being all of the directors (the “Directors”) of Beasley Broadcast Group, Inc., a Delaware corporation (the “Corporation”), acting by written consent in lieu of a special meeting, as permitted pursuant to Section 141(f) of the Delaware General Corporation Law, hereby adopt the following resolution as of the date first written above:

**WHEREAS**, it has been proposed that the structure of the Corporation and its subsidiaries be consolidated and simplified (the “Restructuring”);

**WHEREAS**, in connection with proposed Restructuring, all of the assets of the Corporation will remain within the Corporation and its subsidiaries;

**WHEREAS**, as part of the proposed Restructuring, the Corporation, as sole member of Beasley Mezzanine Holdings, LLC and as the indirect managing member, majority shareholder or general partner of certain other subsidiaries of the Corporation, will be required to consent to certain contribution agreements, merger agreements or other similar documents (the “Restructuring Documents”); and

**WHEREAS**, the Directors of the Corporation have determined that it is advisable and in the best interests of the Corporation for the Corporation to approve and ratify the Restructuring;

**NOW, THEREFORE, BE IT RESOLVED**, the Restructuring is hereby approved and ratified;

**RESOLVED FURTHER**, that each officer of the Corporation, acting on behalf of the Corporation as sole member of Beasley Mezzanine Holdings, LLC and as the indirect managing member, majority shareholder or general partner of certain other subsidiaries of the Corporation, is hereby authorized and directed, in the name of and on behalf of the Corporation, to execute and deliver the Restructuring Documents and to perform or cause to be performed on behalf of the Corporation, all of the obligations and exercise all of the rights thereunder on such terms and conditions as any such officer of the Corporation deems to be advisable and in the best interests

of the Corporation in order to implement the Restructuring, which determination shall be evidenced by any such officer's execution of any such Restructuring Documents;

**RESOLVED FURTHER**, that each officer of the Corporation is hereby authorized and directed, in the name of and on behalf of the Corporation, to prepare or cause to be prepared and to execute, deliver, verify, acknowledge, file or record any documents, instruments, certificates, statements, papers, consents or any amendments thereto, as in their sole judgment may be necessary, appropriate or advisable in order to effect the transactions contemplated in the Restructuring and the foregoing resolutions, and to take such further steps and do all such further acts or things as in their sole judgment may be necessary, appropriate or advisable to carry out the transactions contemplated by the Restructuring and the foregoing resolutions; and

**RESOLVED FURTHER**, that the authority and power given hereunder be deemed retroactive and any and all actions previously taken by any officer of the Corporation in connection with the transactions contemplated by these resolutions are hereby adopted, ratified, confirmed and approved in all respects.

*[Signature page to follows]*

**IN WITNESS WHEREOF**, the undersigned, being all of the directors of Beasley Broadcast Group, Inc. do hereby consent to the foregoing action as of the date first written above.

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George G. Beasley  
Director

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Brian E. Beasley  
Director

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Bruce G. Beasley  
Director

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Joe B. Cox  
Director

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Allen B. Shaw  
Director

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Mark S. Fowler  
Director

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B. Caroline Beasley  
Director

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Herbert W. McCord  
Director