

THE B. STEPHEN DEMCHUK FOUNDATION

The undersigned, constituting all of the Directors of The B. Stephen Demchuk Foundation ("Corporation"), a New York non profit corporation, do hereby consent without a meeting to the adoption of the following resolutions:

Resolved: that the officers pursue submitting an application to the Federal Communications Commission for authority to operate a radio station and to comply in all respects with the rules of the Commission.

Resolved: that a new Article be inserted into the Bylaws, and if necessary into the Certificate of Incorporation, to read as follows:

At no time shall the Corporation, nor any parent or subsidiary, nor any officer, director or employee, have an attributable interest, in any construction application or any interest, in another radio station, as defined in Section 73.7003(b)(2) of the rules of the Federal Communications Commission. The Corporation, its Board of Directors, its officers and its employees shall maintain this diversity of ownership set forth in these rules.

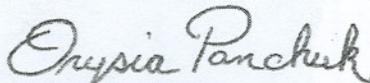
Resolved: that a new Article be inserted into the Bylaws, and if necessary the Certificate of Incorporation, to read as follows:

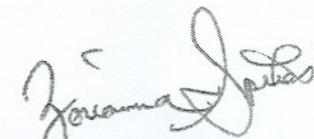
The Corporation shall at all times maintain the characteristics necessary to be an "established local entity" pursuant to Section 73.7003(b)(1) of the rules of the Federal Communications Commission. At all times the Corporation shall be physically headquartered in, or have a campus or have at least 75% of the Members of its Board reside within 25 miles of the reference coordinates of the community to be served by a new noncommercial radio station for which the Corporation files an application for and during such time as it may hold a license to operate such radio station.

Resolved: that the officers of the Corporation are hereby authorized and directed to cause to be done any and all acts and things as they or any of them may be necessary or advisable to implement these resolutions, including but not limited to, the execution of all papers or documents incidental thereto, and the payment of all expenses, including any fees to amend the Bylaws and if necessary the Certificate of Incorporation or to file an application with the Federal Communications Commission.

IN WITNESS WHEREOF, the undersigned directors have executed this Written Consent as of the 18th day October 2007.


Lubomyr Demchuk


Orysta Panchuk


Zorianna Spies