



DATE	DOCUMENT ID	DESCRIPTION	FILING	EXPED	CERT	COPY
12/28/2017	201736001212	Merger (MER)	99.00	100.00	0.00	0.00

Receipt

This is not a bill. Please do not remit payment.

CORPORATION SERVICE COMPANY
DEANNE E. SCHAUSEIL
50 W. BROAD STREET, SUITE 1330
COLUMBUS, OH 43215

**STATE OF OHIO
CERTIFICATE**

Ohio Secretary of State, Jon Husted
968648

It is hereby certified that the Secretary of State of Ohio has custody of the business records for

SALEM COMMUNICATIONS HOLDING CORPORATION

and, that said business records show the filing and recording of:

Document(s)

Merger

Document No(s):

201736001212

Effective Date: 12/31/2017



United States of America
State of Ohio
Office of the Secretary of State

Witness my hand and the seal of the
Secretary of State at Columbus, Ohio this
26th day of December, A.D. 2017.

Jon Husted
Ohio Secretary of State

DATE	DOCUMENT ID	DESCRIPTION	FILING	EXPED	CERT	COPY
12/26/2017	201736001212	Merged Out Of Existence (MEX)	0.00	0.00	0.00	0.00

Receipt

This is not a bill. Please do not remit payment.

CORPORATION SERVICE COMPANY
DEANNE E. SCHAUSEIL
50 W. BROAD STREET, SUITE 1330
COLUMBUS, OH 43215

**STATE OF OHIO
CERTIFICATE**

Ohio Secretary of State, Jon Husted
966725

It is hereby certified that the Secretary of State of Ohio has custody of the business records for

COMMON GROUND BROADCASTING, INC.

and, that said business records show the filing and recording of:

Document(s)

Merged Out Of Existence

Document No(s):

201736001212

Effective Date: 12/31/2017



United States of America
State of Ohio
Office of the Secretary of State

Witness my hand and the seal of the
Secretary of State at Columbus, Ohio this
26th day of December, A.D. 2017.

Jon Husted
Ohio Secretary of State



Form 551 Prescribed by:
JON HUSTED
OHIO SECRETARY OF STATE

Toll Free: (877) 808-FILE (877-761-3413)
Central Office: (614) 466-3910
www.OhioSecretaryofState.gov
AsstSecr@OhioSecretaryofState.gov
File online or for more information: www.OHBusinessCentral.com

Mail this form to one of the following:

Regular Filing (non expedite)
P.O. Box 1329
Columbus, OH 43268

Expedite Filing (Two business day processing time)
Requires an additional \$160.00
P.O. Box 1380
Columbus, OH 43268

Certificate of Merger

Filing Fee: \$99

(154-MER)

Forms Must Be Typed

In accordance with the requirements of Ohio law, the undersigned corporations, banks, savings banks, savings and loan associations, limited liability companies, partnerships, limited partnerships and/or limited liability partnerships, desiring to effect a merger, set forth the following facts

I. (Surviving) Entity

A. Name of Entity Surviving the Merger

Caron Broadcasting, Inc.

B. Name Change: As a result of this merger, the name of the surviving entity has changed to the following

Salem Communications Holding Corporation

(Complete only if name of surviving entity is changing through the merger)

C. The surviving entity is a (Please check the appropriate box and fill in the appropriate blanks)

1. ☒ Domestic (Ohio entity)

☐ Foreign (Non-Ohio Entity)

Jurisdiction of formation

2. Charter/Registration/License Number

968648

(If licensed in Ohio as domestic or foreign)

3. ☒ For-Profit Corporation

☐ Nonprofit Corporation

☐ For-Profit Limited Liability Company

☐ Nonprofit Limited Liability Company

☐ Partnership

☐ Limited Partnership

☐ Limited Liability Partnership

☐ Unincorporated Nonprofit Association

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2017 DEC 22 AM 11:52
CLERK - JACOB CENTER

II. CONSTITUENT ENTITY

Provide the name, Ohio charter/license/registration number, type of entity, jurisdiction of formation, for each entity merging out of existence. (If this is insufficient space to reflect all merging entities, please attach a separate sheet listing the additional merging entities).

Entity Name	Ohio Charter/License/ Registration Number	Jurisdiction of Formation	Type of Entity
Salem Communications Holding Corporation	N/A	Delaware	Corporation
Salem Publishing, Inc.	N/A	Tennessee	Corporation
Pennsylvania Media Associates, Inc.	N/A	Pennsylvania	Corporation
South Texas Broadcasting, Inc.	N/A	Texas	Corporation

III. MERGER AGREEMENT ON FILE

The name and mailing address of the person or entity from whom/which eligible persons may obtain a copy of the merger agreement upon written request

Mallorie Klemens

Name

4880 Santa Rosa Rd.

Mailing Address

Camarillo

City

CA

State

93012

Zip Code

IV. EFFECTIVE DATE OF MERGER

This merger is to be effective on 12/31/2017 (The date specified must be on or after the date of the filing. If no date is specified, the date of filing will be the effective date of the merger).

V. MERGER AUTHORIZED

Each constituent entity has complied with the laws under which it exists and the laws permit the merger. The agreement of merger is authorized on behalf of each constituent entity and each person who signed the certificate on behalf of each entity is authorized to do so.

CONSTITUENT ENTITY ATTACHMENT

Below are the additional constituent entities merging out of existence:

Entity Name	Ohio Charter Number	Jurisdiction of Formation	Type of Entity
Salem Media of Virginia, Inc.	N/A	Virginia	Corporation
Common Ground Broadcasting, Inc.	966725	Oregon	Corporation
Salem Media of Kentucky, Inc.	N/A	Kentucky	Corporation

VI. STATEMENT OF MERGER

Upon filing this Certificate of Merger, or upon such later date as specified herein, the merging entity/entities listed herein shall merge into the listed surviving entity.

VII. STATUTORY AGENT - To be filed ONLY if the surviving entity is a foreign entity not licensed in Ohio. If the surviving entity is a foreign entity NOT licensed to transact business in Ohio, provide the name and address of a statutory agent upon whom any process, notice or demand may be served.

Name

Mailing Address

City

Ohio

State

Zip Code

VIII. AMENDMENTS

If a domestic corporation, limited liability company or limited partnership survives the merger, any amendments to the entity's articles of incorporation, articles of organization, or certificate of limited partnership of the surviving domestic entity shall be filed with the certificate of merger.

☐ Amendments are attached

☒ No Amendments

IX. REQUIREMENTS OF CORPORATIONS MERGING OUT OF EXISTENCE

If a domestic corporation or foreign corporation licensed to transact business in Ohio is a constituent entity and the surviving entity is not a domestic corporation or foreign corporation to be licensed in Ohio, the certificate of merger must be accompanied by the affidavits, receipts, certificates, or other evidence required by division (H) of section 1701.86 division (G) of section 1702.47 of the Revised Code with respect to each domestic constituent corporation, and/or by the affidavits, receipts, certificates, or other evidence required by division (C) or (D) of section 1703.17 of the Revised Code with respect to each foreign constituent corporation licensed to transact business in Ohio.

X. QUALIFICATION OR LICENSE OF FOREIGN SURVIVING ENTITY

A surviving foreign entity that wishes to qualify in Ohio as part of the merger must file an additional form, as listed below, but no additional filing fee is required.

Foreign Qualifying Corporation - Form 530A or B and Certificate of Good Standing

Foreign Notice (if qualifying entity is a foreign bank, savings bank, or savings and loan association) - Form 552

Foreign Qualifying Limited Liability Company - Form 533B

Foreign Qualifying Limited Partnership - Form 531B

Foreign Qualifying Limited Liability Partnership - Form 537 and Evidence of Existence in Jurisdiction of Formation

The undersigned constituent entities (constituent entities include all merging and surviving entities) have caused this certificate of merger to be signed by their duly authorized officers, partners and representatives.

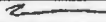
South Texas Broadcasting, Inc.
Name of entity
By: 
Signature
Its: SVP, General Counsel & Secretary
Title

Salem Media of Virginia, Inc.
Name of entity
By: 
Signature
Its: SVP, General Counsel & Secretary
Title

Common Ground Broadcasting, Inc.
Name of entity
By: 
Signature
Its: SVP, General Counsel & Secretary
Title

An authorized representative of each constituent corporation, partnership, or entity must sign the merger certificate (ORC 1701.81(A), 1702.43 (A), 1705.38(A), 1776.70(A), 1782.433(A)). this includes all merging and surviving entities.

The undersigned constituent entities (constituent entities include all merging and surviving entities) have caused this certificate of merger to be signed by their duly authorized officers, partners and representatives.

Salem Communications Holding Corporation
Name of entity
By: 
Signature
Its: SVP, General Counsel & Secretary
Title

Salem Publishing, Inc.
Name of entity
By: 
Signature
Its: SVP, General Counsel & Secretary
Title

Pennsylvania Media Associates, Inc.
Name of entity
By: 
Signature
Its: SVP, General Counsel & Secretary
Title

An authorized representative of each constituent corporation, partnership, or entity must sign the merger certificate (ORC 1701.81(A), 1702.43 (A), 1706.38(A), 1776.70(A), 1782.433(A)). this includes all merging and surviving entities.

The undersigned constituent entities (constituent entities include all merging and surviving entities) have caused this certificate of merger to be signed by their duly authorized officers, partners and representatives.

Salem Media of Kentucky, Inc.
Name of entity
By: 
Signature
Its: SVP, General Counsel & Secretary
Title

Caron Broadcasting, Inc.
Name of entity
By: 
Signature
Its: SVP, General Counsel & Secretary
Title

Name of entity
By: 
Signature
Its:
Title

An authorized representative of each constituent corporation, partnership, or entity must sign the merger certificate (ORC 1701.81(A), 1702.43 (A), 1705.38(A), 1776.70(A), 1782.433(A)). this includes all merging and surviving entities.