

# Delaware

PAGE 1

## The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "KXLA TV 44, INC." AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF INCORPORATION, FILED THE FIFTEENTH DAY OF JUNE, A.D. 1999, AT 9 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, FILED THE SIXTH DAY OF AUGUST, A.D. 2001, AT 9 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, CHANGING ITS NAME FROM "RPVB LENDER, INC." TO "KXLA TV 44, INC.", FILED THE THIRTIETH DAY OF NOVEMBER, A.D. 2001, AT 6 O'CLOCK P.M.

CERTIFICATE OF CORRECTION, CHANGING ITS NAME FROM "KXLA TV 44, INC." TO "RPVB LENDER, INC.", FILED THE FIFTH DAY OF DECEMBER, A.D. 2001, AT 2:30 O'CLOCK P.M.

CERTIFICATE OF AMENDMENT, CHANGING ITS NAME FROM "RPVB LENDER, INC." TO "KXLA TV 44, INC.", FILED THE TWENTY-SIXTH DAY OF DECEMBER, A.D. 2001, AT 1 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

3056307 8100H

AUTHENTICATION: 2512118

030442578

DATE: 07-03-03

# Delaware

PAGE 2

*The First State*

AFORESAID CORPORATION.



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

3056307 8100H

030442578

AUTHENTICATION: 2512118

DATE: 07-03-03

**CERTIFICATE OF INCORPORATION  
OF  
RPVB LENDER, INC.**

**FIRST:** The name of the corporation is RPVB Lender, Inc.

**SECOND:** The address of the corporation's registered office in the State of Delaware is 15 East North Street, County of Kent, Dover, Delaware 19903-0899. The name of its registered agent at such address is Incorporating Services, Ltd.

**THIRD:** The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the Delaware General Corporation Law.

**FOURTH:** This corporation is authorized to issue two classes of stock to be designated, respectively, "Class A Voting Common Stock" and "Class B Non-Voting Common Stock." The total number of shares which the corporation is authorized to issue is 1,500,000 shares of Common Stock, and the par value of each such share is \$0.001 per share. Of the total number of authorized shares of Common Stock, 1,000,000 shares shall be Class A Voting Common Stock and 500,000 shares shall be Class B Non-Voting Common Stock. The rights of the holders of the shares of Class A Voting Common Stock and Class B Non-Voting Common Stock are identical except that The Class B Non-Voting Common Stock shall have no voting rights on any matter.

**FIFTH:** The name and mailing address of the incorporator is Kenneth D. Polin, Zevnik Horton Guibord McGovern Palmer & Fognani, L.L.P., 101 West Broadway, 17th Floor, San Diego, California 92101.

**SIXTH:** The corporation shall have perpetual existence.

**SEVENTH:** The Board of Directors of the corporation is expressly authorized to make, alter or repeal bylaws of the corporation, but the stockholders may make additional bylaws and may alter or repeal any bylaw whether adopted by them or otherwise.

**EIGHTH:** Elections of directors need not be by written ballot except and to the extent provided in the bylaws of the corporation.

**NINTH:** To the fullest extent permitted by the Delaware General Corporation Law, a director of the corporation shall not be liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director.

**TENTH:** Each person who is or was a director or officer of the corporation (including the heirs, executors, administrators or estate of such person) shall be indemnified by the corporation as of right to the fullest extent permitted or authorized by the Delaware General Corporation Law

against any liability, cost or expense asserted against such director or officer and incurred by such director or officer in any such person's capacity as a director or officer, or arising out of any such person's status as a director or officer. The corporation may, but shall not be obligated to, maintain insurance, at its expense, to protect itself and any such person against any such liability, cost or expense.

**ELEVENTH:** The corporation shall not be subject to the provisions of Section 203 of the Delaware General Corporation Law.

The undersigned incorporator hereby acknowledges that the foregoing Certificate of Incorporation of RPVB Lender, Inc. is his act and deed and that the facts stated therein are true.

Dated: June 15, 1999

*K + D Polin*

\_\_\_\_\_  
Kenneth D. Polin

**CERTIFICATE OF AMENDMENT  
OF  
CERTIFICATE OF INCORPORATION  
OF  
RPVB LENDER, INC.**

The undersigned, Ronald Ulloa, hereby certifies that:

1. He is the duly elected and acting President and Secretary of RPVB Lender, Inc.
2. Article Fourth of the Certificate of Incorporation of this corporation is amended in its entirety to read as follows:

**FOURTH:** This corporation is authorized to issue two classes of stock to be designated, respectively, "Class A Voting Common Stock" and "Class B Non-Voting Common Stock." The total number of shares which the corporation is authorized to issue is 18,000 shares of Common Stock, and the par value of each such share is \$0.001 per share. Of the total number of authorized shares of Common Stock, 10,000 shares shall be Class A Voting Stock and 8,000 shares shall be Class B Non-Voting Stock. The rights of the holders of Class A Voting Common Stock and Class B Non-Voting Common Stock are identical except that the Class B Non-Voting Common Stock shall have no voting rights on any matter.

3. The foregoing amendment of Certificate of Incorporation has been duly approved by the sole director.
4. The foregoing amendment of Certificate of Incorporation has been duly approved by the required vote of shareholders in accordance with Section 242 of the Delaware General Corporation Law. The percentage vote required was more than 50%.

I further declare under penalty of perjury under the laws of the State of Delaware that the matters set forth in this certificate are true and correct of my own knowledge.

Date: January 1, 2001

  
\_\_\_\_\_  
Ronald Ulloa, President & Secretary

**CERTIFICATE OF AMENDMENT  
OF  
CERTIFICATE OF INCORPORATION  
For RPVB LENDER, INC.**

RPVB LENDER, INC., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware,

DOES HEREBY CERTIFY:

**FIRST:** That the Board of Directors of said corporation, by the unanimous written consent of its members, filed with the minutes of the Board adopted a resolution proposing and declaring advisable the following amendment to the Certificate of Incorporation of said corporation:

**RESOLVED**, that the Certificate of Incorporation of RPVB LENDER, INC. be amended by changing the First Article thereof so that, as amended, said Article shall be and read as follows:

"The name of the corporation is KXLA TV 44, Inc."

**SECOND:** That in lieu of a meeting and vote of stockholders, the stockholders have given unanimous written consent to said amendment in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware.

**THIRD:** That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Sections 242 and 228 of the General Corporation Law of the State of Delaware.

**FOURTH:** That this Certificate of Amendment of the Certificate of Incorporation shall be effective on November 30, 2001.

/s/ Ronald Ulloa  
Secretary

STATE OF DELAWARE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED 06:00 PM 11/30/2001  
010612660 - 3056307

CERTIFICATE OF CORRECTION FILED TO CORRECT  
A CERTAIN ERROR IN THE CERTIFICATE OF  
Amendment<sup>OF</sup>

FILED IN THE OFFICE OF THE SECRETARY OF STATE  
OF DELAWARE ON Nov. 30, 2001

KXLA TV 44, INC. corporation  
organized and existing under and by virtue of the General Corporation Law of the  
State of Delaware.

DOES HEREBY CERTIFY:

1. The name of the corporation is KXLA TV 44, INC.

2. That a Certificate of Amendment  
(Title of Certificate Being Corrected)

was filed by the Secretary of State of Delaware on Nov. 30, 2001  
and that said Certificate requires correction as permitted by Section 103 of the  
General Corporation Law of the State of Delaware.

3. The inaccuracy or defect of said Certificate to be corrected is as  
follows:

Amendment filed in error, company does not wish to change name  
(Make a general statement as to the inaccuracy or defect)

4. Article \_\_\_\_\_ of the Certificate is corrected to  
read as follows:  
or

4. Article \_\_\_\_\_ of the Certificate is hereby  
eliminated.

or  
✓ 4. The execution, sealing or acknowledgment of the Certificate is  
corrected as follows: Certificate of Amendment be  
null and void

IN WITNESS WHEREOF, said KXLA-TV44, INC.  
has caused this Certificate to be signed by Ronald Ulloa  
its Secretary, this 5 day of  
December 2001

S/S Ronald Ulloa  
By Secretary (Title)

\*Any authorized officer or the Chairman or Vice-Chairman of the Board of Directors may execute this certificate.