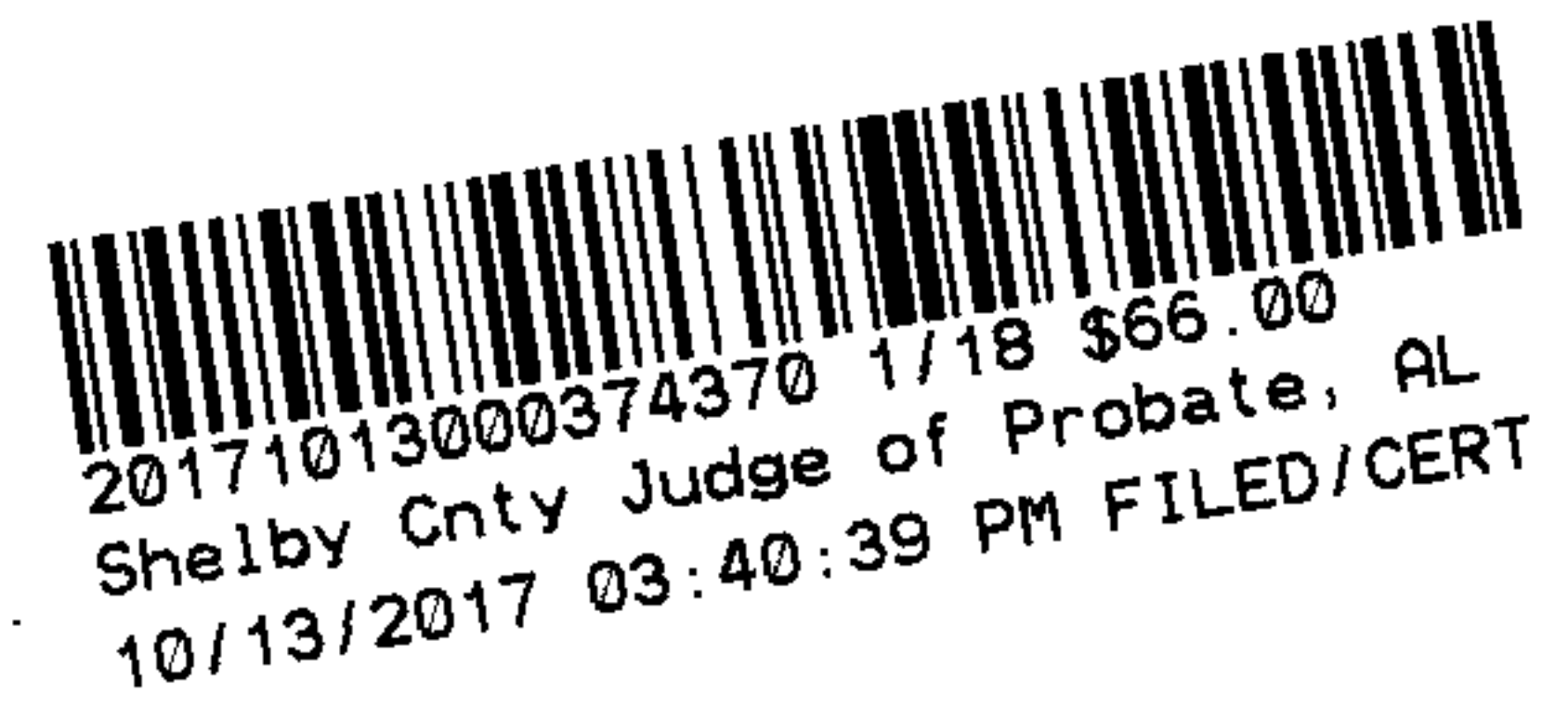


This Instrument Prepared By:
T. Michael Brown
Bradley Arant Boult Cummings LLP
1819 Fifth Avenue North
Birmingham, AL 35203

STATE OF NEW YORK)

NEW YORK COUNTY)



AFFIDAVIT OF MERGER

BEFORE ME, the undersigned Notary Public, personally appeared Thomas S. Summer, who is known to me as the Chief Financial Officer of The Birmingham News Company, an Alabama corporation, and who, having been first duly sworn according to law, deposes and states under oath as follows:

1. My name is Thomas S. Summer, and I am over nineteen (19) years of age, and I am of sound mind.

2. I am the Chief Financial Officer of The Birmingham News Company, an Alabama corporation (hereinafter "the Birmingham News" or "the Company"), and I am duly authorized to make this Affidavit of Merger.

3. As the Chief Financial Officer of the Birmingham News, I am familiar with the corporate history of the Birmingham News and am familiar with the mergers of various entities into the Birmingham News over the last several years.

4. I am also familiar with the corporate records and documents of the Company and its related entities, particularly as those relate to various mergers of related corporate entities.

5. Attached hereto as Exhibit A is a true, correct and complete copy of Articles of Merger recorded with the Secretary of State of the State of Alabama on December 12, 2008, with an effective date and time of December 31, 2008 at 11:59 p.m., pursuant to which BN Properties, Inc., an Alabama corporation, merged with and into the Birmingham News.

6. Attached hereto as Exhibit B is a true, correct and complete copy of the Articles of Merger recorded with the Secretary of State of Alabama on December 17, 2008, with an effective date and time of December 31, 2008 at 11:59 p.m., pursuant to which Mississippi Press Register, Inc., a Mississippi corporation, merged with and into The Mobile Press Register, Inc., an Alabama corporation.


7. Attached hereto as Exhibit C is a true, correct and complete copy of the Articles of Merger recorded with the Secretary of State of Alabama on or about October 29, 2015, with an effective date and time of December 31, 2015 at 11:59 p.m., pursuant to which The Huntsville

Times Co., Inc., an Alabama corporation, and The Mobile Press Register, Inc., an Alabama corporation, merged with and into the Birmingham News.

8. This Affidavit is made for the purpose of notifying third parties that all real property heretofore owned by Mississippi Press Register, Inc., The Mobile Press Register, Inc., the Huntsville Times Co., Inc., and BN Properties, Inc., are, as a result of the various mergers referenced above, now owned by the Birmingham News.

FURTHER AFFIANT SAYETH NOT.

[Signature Page Follows]


20171013000374370 2/18 \$66.00
Shelby Cnty Judge of Probate, AL
10/13/2017 03:40:39 PM FILED/CERT

Dated this 9th day of October, 2017.



STATE OF NEW YORK

NEW YORK COUNTY

I, the undersigned, a notary public in and for said county in said state, hereby certify that Thomas S. Summer, whose name as Chief Financial officer of The Birmingham News Company is signed to the foregoing instrument, and who is known to me, acknowledged before me on this day that, being informed of the contents of said instrument, he executed the same voluntarily as of the date hereof.

Given under my hand and official seal this 9th day of October, 2017.


Notary Public

[NOTARIAL SEAL]


My commission expires: February 27, 2018

ANDREW KRANSDORF
Notary Public, State of New York
No. 02KR6141736
Qualified in Westchester County
Certificate Filed in New York County
Commission Expires Feb. 27, 2018

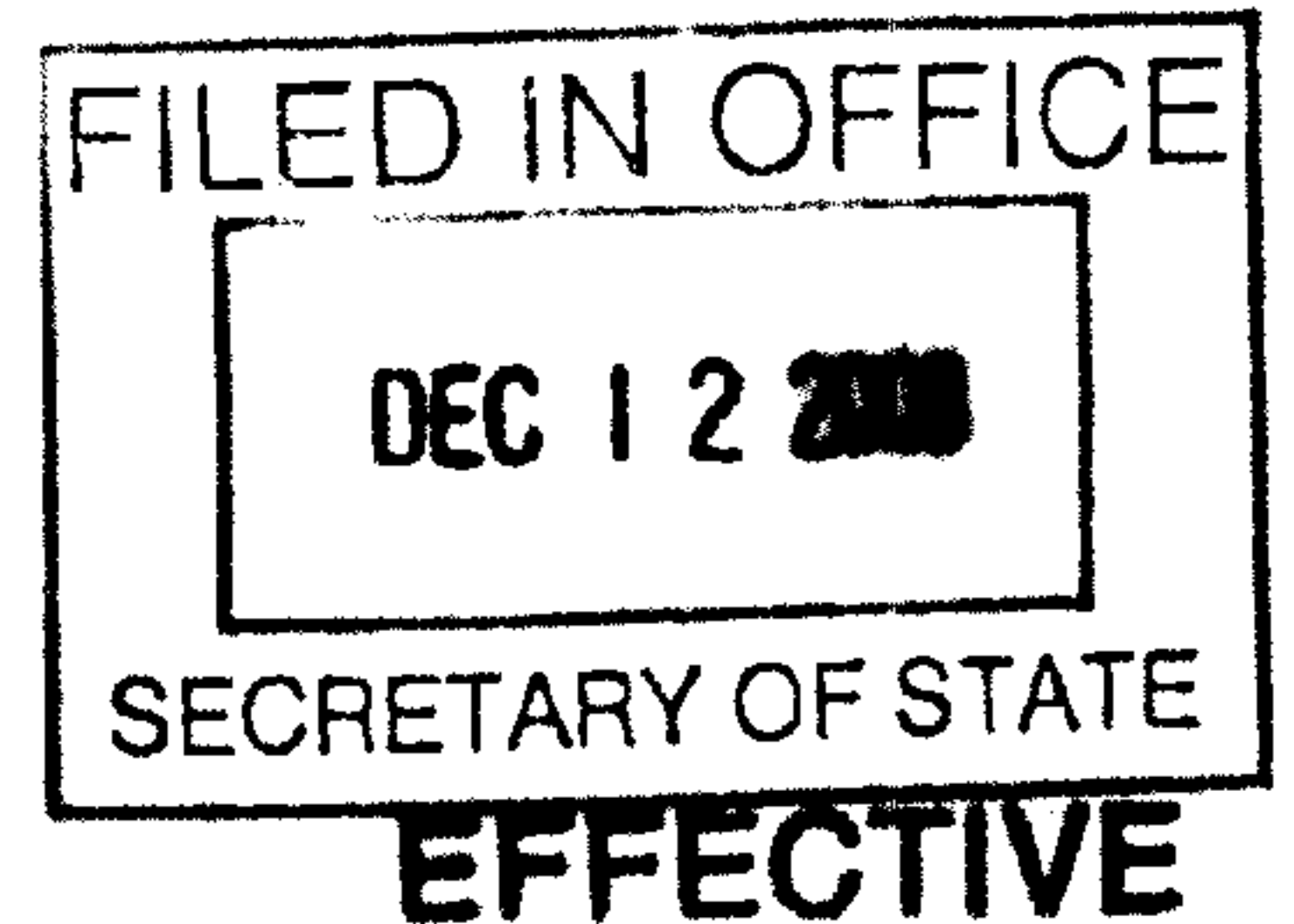


20171013000374370 3/18 \$66.00
Shelby Cnty Judge of Probate, AL
10/13/2017 03:40:39 PM FILED/CERT

EXHIBIT A


20171013000374370 4/18 \$66.00
Shelby Cnty Judge of Probate, AL
10/13/2017 03:40:39 PM FILED/CERT

**ARTICLES OF MERGER
OF
BN PROPERTIES, INC.
INTO
THE BIRMINGHAM NEWS COMPANY**



DEC 31 2008
11:59 PM

Pursuant to the provisions of Sections 10-2B-11.04 and 10-2B-11.05 of the Alabama Business Corporation Act, The Birmingham News Company, a corporation organized under the laws of the State of Alabama, and owning all of the shares of BN Properties, Inc., a corporation organized under the laws of the State of Alabama, hereby executes, with BN Properties, Inc., the following articles of merger:

ARTICLE ONE

The following plan of merger was approved by resolution of the Board of Directors of The Birmingham News Company adopted on December 8, 2008:

"PLAN OF MERGER

1. The name of the subsidiary corporation is BN Properties, Inc. The name of the corporation owning 100% of its shares is The Birmingham News Company, hereinafter designated as the surviving corporation.

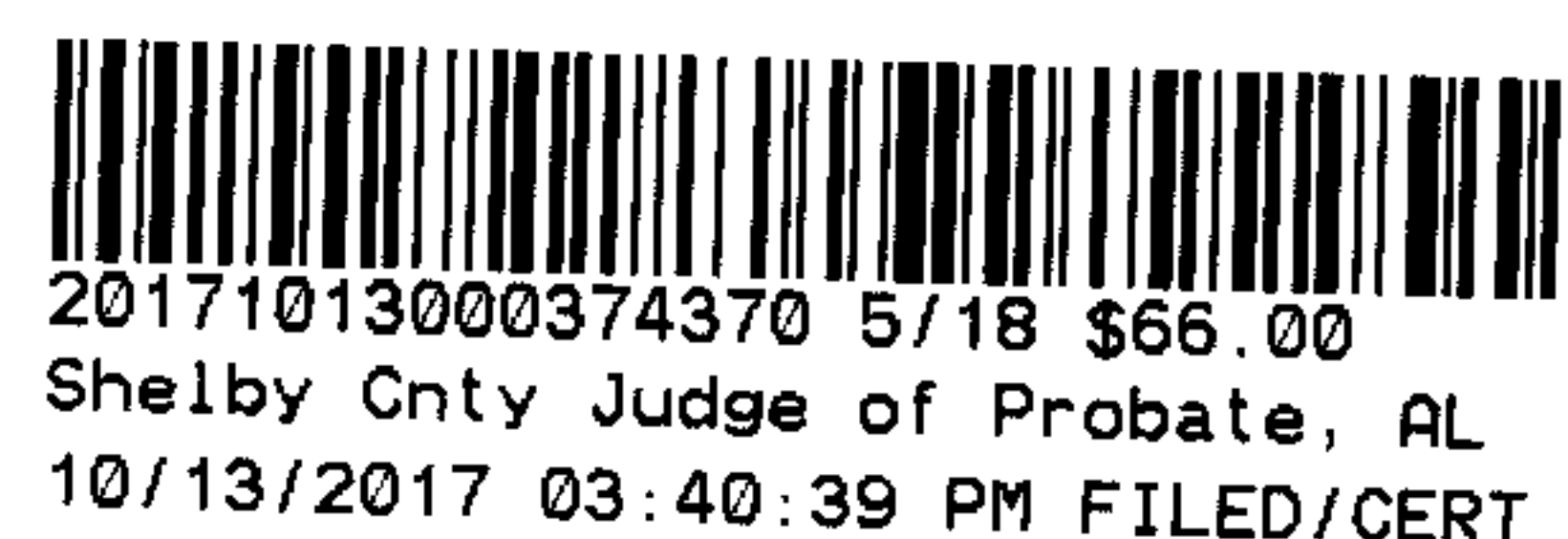
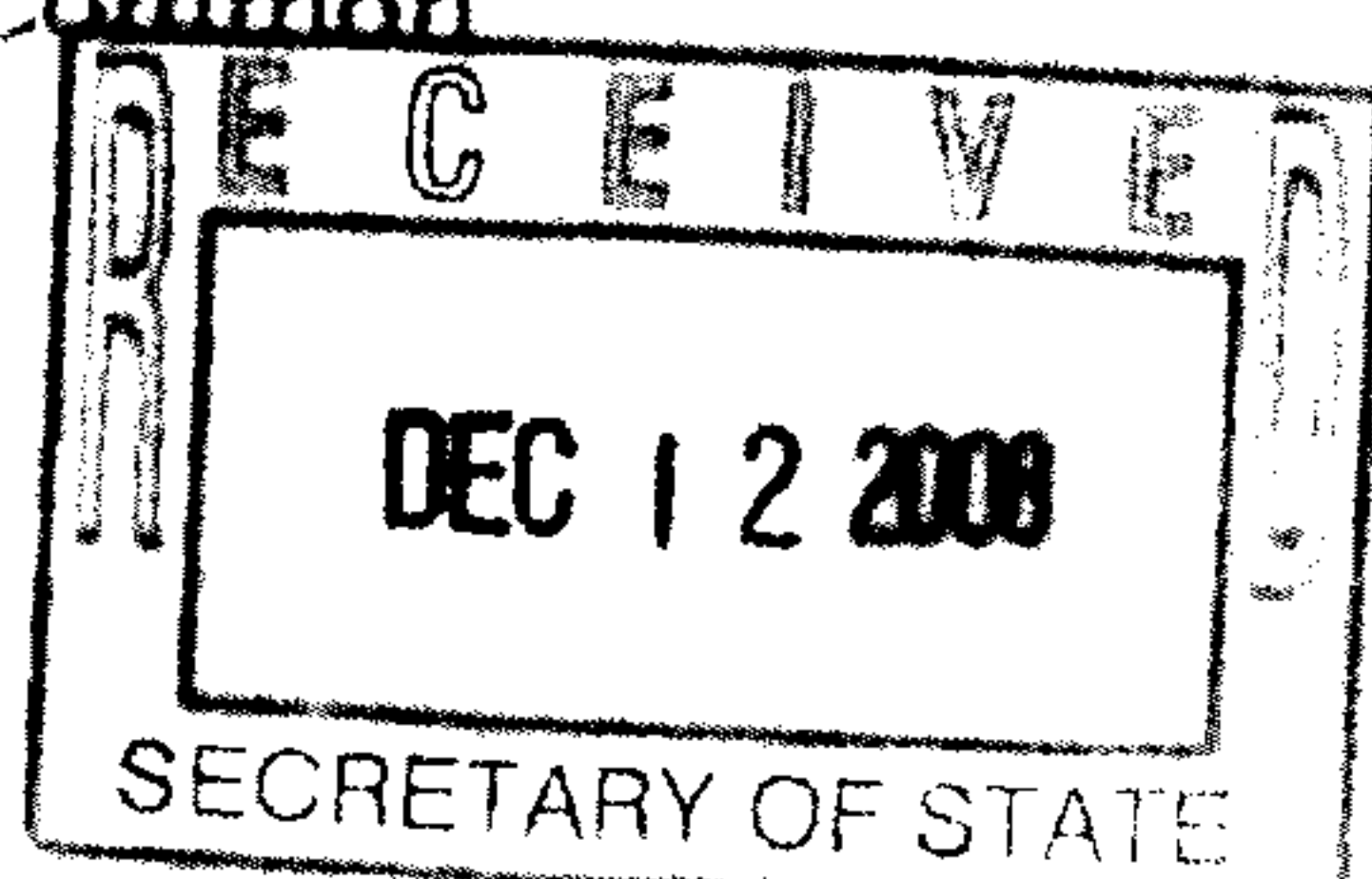
2. The issued and outstanding shares of BN Properties, Inc., the merging Alabama corporation, will be cancelled and no shares of the surviving corporation shall be issued therefor. All the assets and liabilities of BN Properties, Inc. shall become assets and liabilities of the surviving corporation."

ARTICLE TWO

The number of outstanding shares of each class of the subsidiary corporation and the number of such shares of each class owned by the surviving corporation is:

<u>Class</u>	<u>Number of Shares Outstanding</u>	<u>Number of Shares Owned by Parent</u>
Common	10	10

220113



ARTICLE THREE

The Birmingham News Company, as sole shareholder of all of the outstanding shares of the subsidiary, in writing, waived the necessity of a mailing of the plan of merger. Pursuant to and in accordance with said waiver, no mailing of the plan of merger was made to the sole shareholder of the subsidiary corporation.

Shareholder approval of the merger was not required pursuant to Section 10-2B-11.04 of the Alabama Business Corporation Act.

ARTICLE FOUR

As to the corporations incorporated under the laws of Alabama, the counties in which their articles or certificates of incorporation are filed are:

<u>Name of Corporation</u>	<u>County in Which Articles of Incorporation are Filed</u>
The Birmingham News Company	Jefferson County
BN Properties, Inc.	Montgomery County

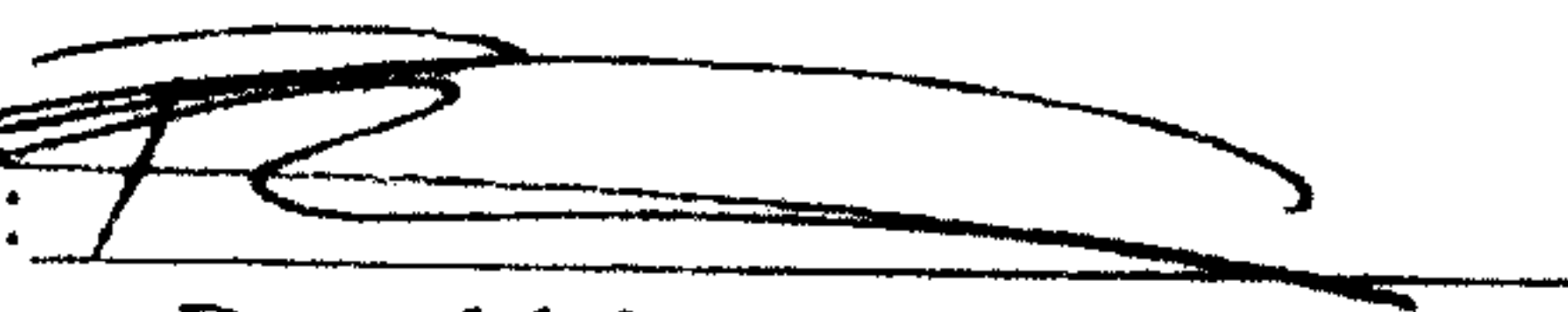
ARTICLE FIVE

These Articles of Merger shall become effective on December 31, 2008 at 11:59 p.m.

IN WITNESS WHEREOF the undersigned corporations have caused these articles of merger to be executed in their names by their respective Vice Presidents as of the 8th day of December, 2008.


THE BIRMINGHAM NEWS COMPANY

BY:


Donald E. Newhouse
Vice President

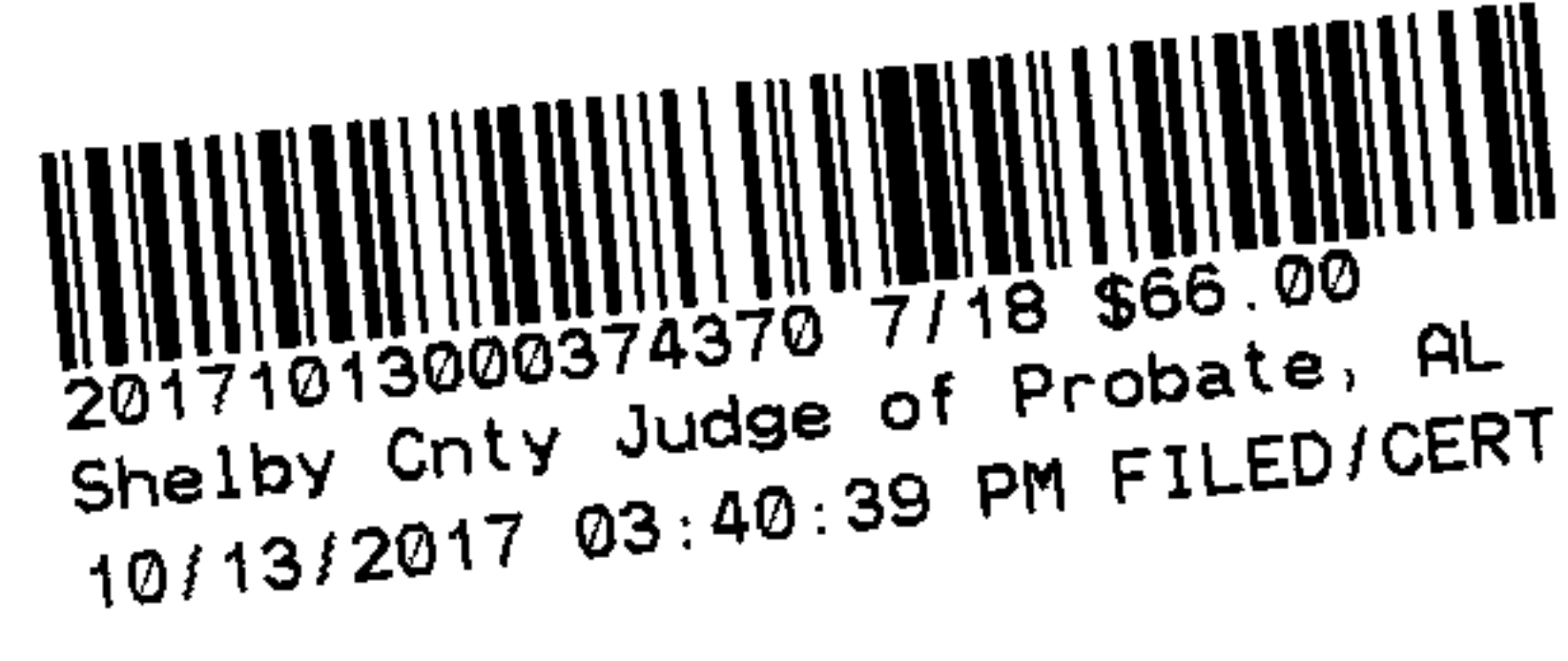
BN PROPERTIES, INC.

BY:


Donald E. Newhouse
Vice President

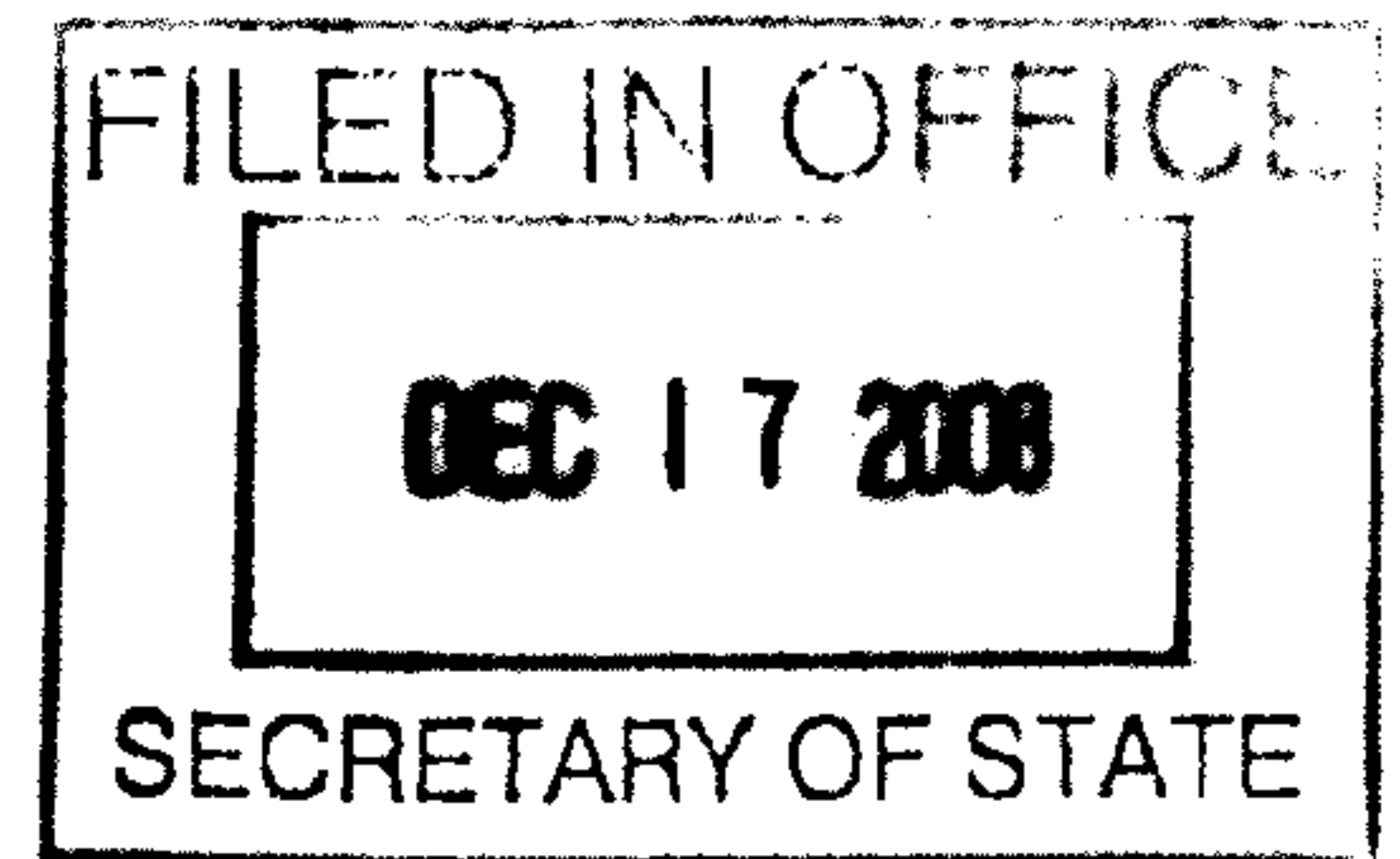
20171013000374370 6/18 \$66.00
Shelby Cnty Judge of Probate, AL
10/13/2017 03:40:39 PM FILED/CERT

EXHIBIT B





20171013000374370 8/18 \$66.00
 Shelby Cnty Judge of Probate, AL
 10/13/2017 03:40:39 PM FILED/CERT



ARTICLES OF MERGER

OF

MISSISSIPPI PRESS REGISTER, INC.

INTO

THE MOBILE PRESS REGISTER, INC.

EFFECTIVE

DEC 31 2008
 11:59 PM

Pursuant to the provisions of Section 10-2B-11.07 of the Alabama Business Corporation Act, The Mobile Press Register, Inc., a corporation organized under the laws of the State of Alabama, and owning all of the shares of Mississippi Press Register, Inc., a corporation organized under the laws of the State of Mississippi, hereby executes, with Mississippi Press Register, Inc., the following articles of merger:

ARTICLE ONE

The following plan of merger was approved by resolution of the Board of Directors of The Mobile Press Register, Inc. adopted on December 4, 2008:

"PLAN OF MERGER

1. The name of the subsidiary corporation is Mississippi Press Register, Inc. The name of the corporation owning 100% of its shares is The Mobile Press Register, Inc., hereinafter designated as the surviving corporation.

2. The issued and outstanding shares of Mississippi Press Register, Inc., the merging Mississippi foreign corporation, will be cancelled and no shares of the surviving corporation shall be issued therefor. All the assets and liabilities of Mississippi Press Register, Inc. shall become assets and liabilities of the surviving corporation."

ARTICLE TWO

The number of outstanding shares of each class of the subsidiary corporation and the number of such shares of each class owned by the surviving corporation is:

Class	Number of Shares Outstanding	Number of Shares Owned by Parent
Common	1,500	1,500

ARTICLE THREE

The sole shareholder of all the outstanding shares of the subsidiary, in writing, waived the necessity of a mailing of the plan of merger. Pursuant to and in accordance with the said waiver, no mailing of the plan of merger was made to the sole shareholder of the subsidiary corporation.

Shareholder approval of the merger was not required pursuant to Section 10-2B-11.04 of the Alabama Business Corporation Act.

ARTICLE FOUR

As to the corporation incorporated under the laws of Alabama, the county in which its certificate of incorporation is filed is:

Name of Corporation

County in Which Articles
of Incorporation are Filed

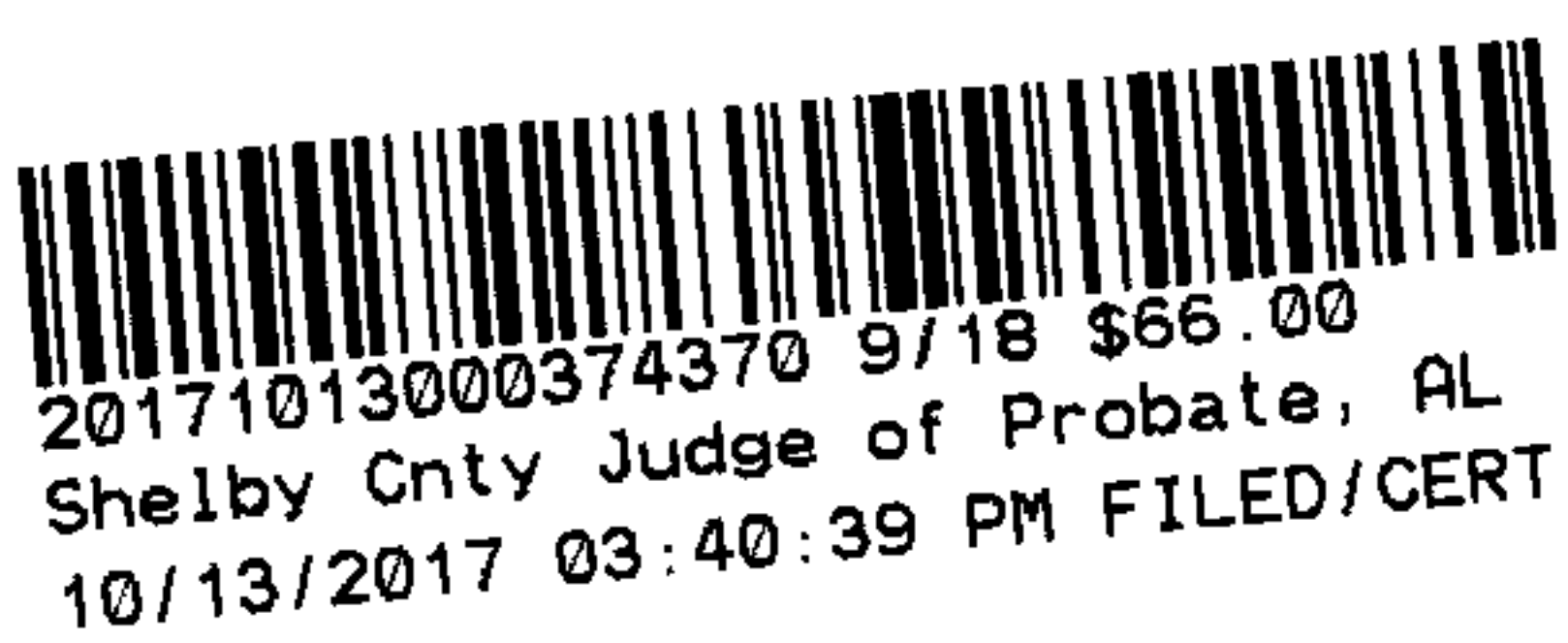
The Mobile Press Register, Inc.

Mobile County

ARTICLE FIVE

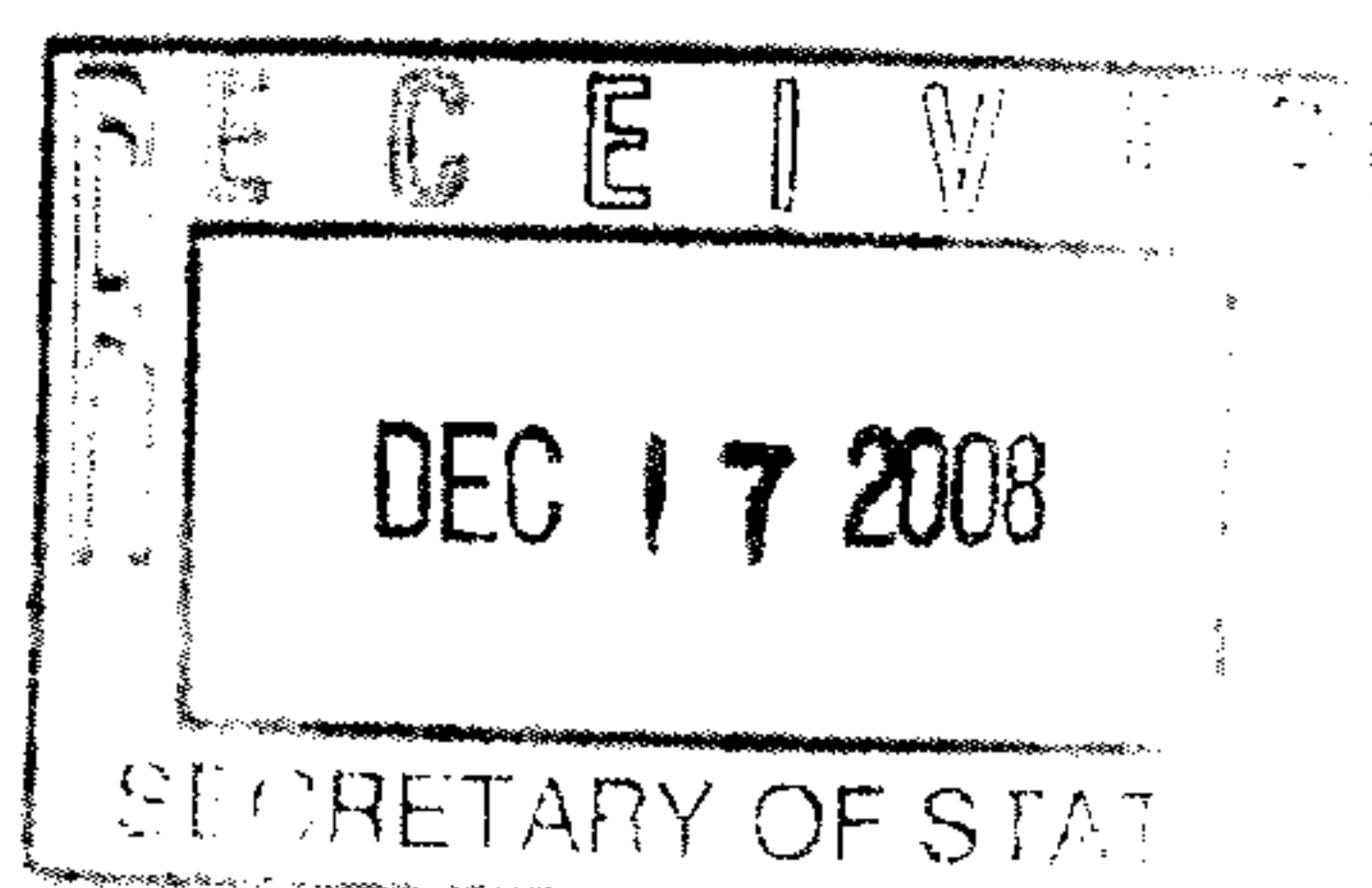
These Articles of Merger shall become effective on December 31, 2008 at 11:59 p.m.

IN WITNESS WHEREOF the undersigned surviving corporation has caused these articles of merger to be executed in its name by its Vice President as of the 4 day of December, 2008.



MISSISSIPPI PRESS REGISTER, INC.

By: [Signature]
Mark W. Newhouse
Assistant Secretary



THE MOBILE PRESS REGISTER, INC.

By: [Signature]
Mark W. Newhouse
Assistant Secretary

868825 DEC 17 8

Business ID: 938637
Date Filed: 12/17/2008 12:00 PM
C. Delbert Hosemann, Jr.
Secretary of State

F0013 - Page 1 of 3

OFFICE OF THE MISSISSIPPI SECRETARY OF STATE

P.O. BOX 136, JACKSON, MS 39205-0136 (601) 359-1333

Articles of Merger or Share Exchange
Profit Corporation



The undersigned corporation pursuant to Section 79-4-11.05, as amended, hereby executes the following document and sets forth:

1. Name of Corporation 1

Mississippi Press Register, Inc.

2. Name of Corporation 2

The Mobile Press Register, Inc.

3. Name of Corporation 3

4. The future effective date is
(Complete if applicable)

December 31, 2008 at 11:59 p.m.

5. The plan of merger or share exchange. (Attach page)

6. Mark appropriate box.

☒ x

(a) Shareholder approval of the plan of merger or share exchange was not required.

OR

☐

(b) If approval of the shareholders of one or more corporations party to the merger or share exchange was required

(i) the designation, number of outstanding shares, and number of votes entitled to be cast by each class entitled to vote separately on the plan as to each corporation were

Name of Corporation	Designation	No. of outstanding shares	No. of votes entitled to be cast

Rev. 01/96

MS016 - 6/15/03 C T System Online

20171013000374370 10/18 \$66.00
Shelby Cnty Judge of Probate, AL
10/13/2017 03:40:39 PM FILED/CERT

868825 DEC 17 8

F0013 - Page 2 of 3

OFFICE OF THE MISSISSIPPI SECRETARY OF STATE

P.O. BOX 136, JACKSON, MS 39205-0136 (601) 359-1333

Articles of Merger or Share Exchange
Profit Corporation



AND EITHER

a. the total number of votes cast for and against the plan by each class entitled to vote separately on the plan was

Name of Corporation	Class	Total no. of votes cast FOR the Plan	Total no. of votes cast AGAINST the Plan

OR

b. the total number of undisputed votes cast for the plan separately by each class was

Name of Corporation	Class	Total no. of undisputed votes cast FOR the Plan

and the number of votes cast for the plan by each class was sufficient for approval by that class.

Name of Corporation 1

Mississippi Press Register, Inc.

By: Signature

(Please keep writing within blocks)

Printed Name

Mark W. Newhouse

Title

Assistant Secretary

Rev. 01/96

MS018 - 01500 CT System Online

20171013000374370 11/18 \$66.00
Shelby Cnty Judge of Probate, AL
10/13/2017 03:40:39 PM FILED/CERT

868825 DEC 17 8

F0013 - Page 3 of 3

OFFICE OF THE MISSISSIPPI SECRETARY OF STATE

P.O. BOX 136, JACKSON, MS 39205-0136 (601) 359-1333

Articles of Merger or Share Exchange
Profit Corporation



Name of Corporation 2

By: Signature

Mark W. Newhouse

(Please keep writing within blocks)

Printed Name:

Mark W. Newhouse

Title

Assistant Secretary

Name of Corporation 3

By: Signature

(Please keep writing within blocks)

Printed Name:

Title

NOTE

1. If shareholder approval is required, the plan must be approved by each voting group entitled to vote on the plan by a majority of all votes entitled to be cast by that voting group unless the Act or the articles of incorporation provide for a greater or lesser vote, but not less than a majority of all votes cast at a meeting.
2. The articles cannot be filed unless the corporation(s) has (have) paid all fees and taxes (and delinquencies) imposed by law.
3. The articles must be similarly executed by each corporation that is a party to the merger.

Rev. 01/96

MS018 - 8/15/08 C/T System Online



20171013000374370 12/18 \$66.00
Shelby Cnty Judge of Probate, AL
10/13/2017 03:40:39 PM FILED/CERT

868825 DEC 17 8

EXHIBIT A

PLAN OF MERGER

1. The name of the subsidiary corporation is Mississippi Press Register, Inc. The name of the corporation owning 100% of its shares is The Mobile Press Register, Inc. hereinafter designated as the surviving corporation.

2. The issued and outstanding shares of Mississippi Press Register, Inc. the merging Mississippi foreign corporation will be cancelled and no shares of the surviving corporation shall be issued therefor. All the assets and liabilities of Mississippi Press Register, Inc. shall become assets and liabilities of the surviving corporation.




20171013000374370 13/18 \$66.00
Shelby Cnty Judge of Probate, AL
10/13/2017 03:40:39 PM FILED/CERT

EXHIBIT C



20171013000374370 14/18 \$66.00
Shelby Cnty Judge of Probate, AL
10/13/2017 03:40:39 PM FILED/CERT

ARTICLES OF MERGER
OFSecretary of State
State of AlabamaI hereby certify that this is a true and complete
copy of the document filed in this office onDATE: 10/29/15
11/2/15

Secretary of State

THE HUNTSVILLE TIMES CO., INC.
ANDTHE MOBILE PRESS REGISTER, INC.
INTO

THE BIRMINGHAM NEWS COMPANY

Alabama
Sec. Of StateMerger
001-167
Date 10/29/2015
Time 17:00
151030 4 PGFile \$100.00
Ackn \$.00
Exp \$100.00
Total \$200.00
02/004

To the Secretary of State
State of Alabama

Pursuant to the provisions of Section 10A-2-11.04 and 10A-2-11.05 of the Alabama Business Corporation Act governing the merger of a domestic wholly-owned subsidiary business corporation into its domestic parent business corporation, the domestic parent business corporation hereinafter named does hereby submit the following Articles of Merger:

ARTICLE ONE

The name of each subsidiary corporation, which is a business corporation organized under the laws of the State of Alabama, is The Huntsville Times Co., Inc., ID Number: 184-307 and The Mobile Press Register, Inc., ID Number: 012-960.

ARTICLE TWO

The name of the parent corporation, which is a business corporation organized under the laws of the State of Alabama, is The Birmingham News Company, ID Number: 002-602.

ARTICLE THREE

The number of outstanding shares of each class of the subsidiary corporation and the number of such shares of each class owned by the surviving corporation is:

<u>Name of Subsidiary</u>	<u>Class</u>	<u>Number of Shares Outstanding</u>	<u>Number of Shares Owned by Parent</u>
The Huntsville Times Co., Inc.	Common	10	10
The Mobile Press Register, Inc.	Common	500	500



20171013000374370 15/18 \$66.00
Shelby Cnty Judge of Probate, AL
10/13/2017 03:40:39 PM FILED/CERT

ARTICLE FOUR

The following is the Plan of Merger for merging The Huntsville Times Co., Inc. and The Mobile Press Register, Inc. into The Birmingham News Company as approved by resolution of the Board of Directors of The Birmingham News Company and adopted on October 22, 2015.

“1. The Birmingham News Company the surviving corporation, which is a business corporation of the State of Alabama and is the owner of all of the outstanding shares of The Huntsville Times Co., Inc. and The Mobile Press Register, Inc., each of which is a business corporation of the State of Alabama, hereby merges The Huntsville Times Co., Inc. and The Mobile Press Register, Inc. into The Birmingham News Company pursuant to the provisions of the Alabama Business Corporation Act.

2. The issued and outstanding shares of The Huntsville Times Co., Inc. and The Mobile Press Register, Inc. the merging Alabama corporations, will be cancelled and no shares of the surviving corporation shall be issued therefor. All the assets and liabilities of The Huntsville Times Co., Inc. and The Mobile Press Register, Inc. shall become assets and liabilities of the surviving corporation.

3. The Plan of Merger shall become effective on December 31, 2015 at 11:59 p.m.

ARTICLE FIVE

The Birmingham News Company, as sole shareholder of all of the outstanding shares of The Huntsville Times Co., Inc. and The Mobile Press Register, Inc., waived the mailing of a copy of the Plan of Merger to The Birmingham News Company otherwise provided for under the provisions of Section 10A-2-11.04 of the Alabama Business Corporation Act.

ARTICLE SIX

Shareholder approval of the merger was not required pursuant to Section 10A-2-11.05 of the Alabama Business Corporation Act.

ARTICLE SEVEN

The county in the State of Alabama in which the Articles of Incorporation are filed for each subsidiary is:

Name of Subsidiary

County in Which Articles of
Incorporation are Filed

The Huntsville Times Co., Inc.

Montgomery County

The Mobile Press Register, Inc.

Mobile County

ARTICLE EIGHT

The county in the State of Alabama in which the Articles of Incorporation are filed for the parent is:

Parent


County in Which Articles of
Incorporation are Filed

The Birmingham News Company

Jefferson County

ARTICLE NINE

These Articles of Merger shall become effective on December 31, 2015 at 11:59 p.m.


20171013000374370 17/18 \$66.00
Shelby Cnty Judge of Probate, AL
10/13/2017 03:40:39 PM FILED/CERT


[Signature Page Follows]

IN WITNESS WHEREOF the undersigned corporations have caused these Articles of Merger to be executed in their names by their respective Vice Presidents as of the 22nd day of October, 2015.

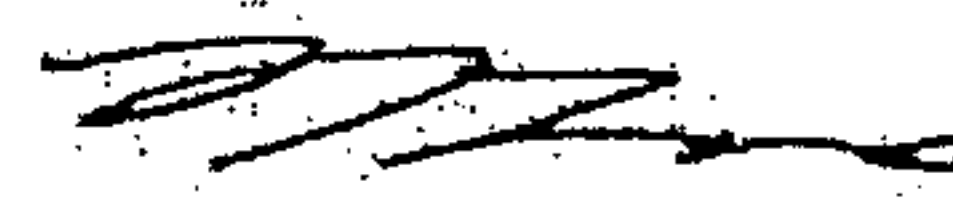
THE BIRMINGHAM NEWS COMPANY


BY: 
Michael A. Newhouse
Vice President

THE HUNTSVILLE TIMES CO., INC.

BY: 
Michael A. Newhouse
Vice President

THE MOBILE PRESS REGISTER, INC.

BY: 
Michael A. Newhouse
Vice President


20171013000374370 18/18 \$66.00
Shelby Cnty Judge of Probate, AL
10/13/2017 03:40:39 PM FILED/CERT

STATE OF ALA
MONTGOMERY CO.
I CERTIFY THIS INSTRUMENT
WAS FILED ON
CORP 00339 PG 0221-0224 2015 Nov 04
03:13PM
STEVEN L. REED
JUDGE OF PROBATE

INDEX	\$5.00
REC FEE	\$50.00
CERT	\$0.00
CHECK TOTAL	\$55.00
252185	Clerk: #101 03:14PM