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ARTICLES OF MERGER OF SMITH RADIO, INC., AN ALABAMA CORPORATION INTO SMITH RADIO, INC. A DELAWARE CORPORATION

Pursuant to the provisions of Section 10-2A-146, Code of Alabama 1975 and Section 252 of the General Corporation Law of the State of Delaware, Chapter 1, Title 8, Delaware Code, as amended, the undersigned, Smith Radio, Inc., an Alabama corporation and Smith Radio, Inc., a Delaware corporation, adopt the following Articles of Merger for the purpose of merging Smith Radio, Inc., an Alabama corporation, into Smith Radio, Inc., a Delaware corporation, with Smith Radio, Inc. being the surviving corporation to the merger:

FIRST: The names of the undersigned corporations and the States under the laws of which they are respectively organized are:

Name of Corporation

State

Smith Radio, Inc. Smith Radio, Inc.

Alabama Delaware

SECOND: Both the laws of Alabama and the laws of Delaware under which each such constituent corporation is organized permit such merger.

THIRD: The name of the surviving corporation is Smith Radio, Inc. and it is to be governed by the laws of the State of Delaware.

FOURTH: The following Plan and Agreement of Merger was approved by the shareholders of Smith Radio, Inc., an Alabama corporation, in the manner prescribed by the Alabama Business Corporation Act, and was approved by the shareholders of Smith Radio, Inc., a Delaware corporation, in the manner prescribed by the General Corporation Laws of the State of Delaware. Such Plan and

Smith Radio, Anc. 5.E. 2218 De Russey Rd. 5.E. Huntswille, ala. 35801

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Agreement of Merger is a follows:

PLAN AND AGREEMENT OF MERGER
BETWEEN
SMITH RADIO, INC.
(A DELAWARE CORPORATION)
AND
SMITH RADIO, INC.
(AN ALABAMA CORPORATION)

THIS PLAN AND AGREEMENT OF MERGER dated this the 13th day of September, 1982, between Smith Radio, Inc., an Alabama corporation, (the "Alabama corporation") and Smith Radio, Inc., a Delaware corporation (the "Delaware corporation" or "surviving corporation") said corporations sometimes referred to jointly as the constituent corporations.

RECITALS

Both constituent corporations, Smith Radio, Inc., a Delaware corporation and Smith Radio, Inc., an Alabama corporation, with Smith Radio, Inc., the surviving Delaware corporation, desire to merge into a single corporation as an "F" reorganization under Section 368(a)(1) of the Internal Revenue Code of 1954, as amended, for the purpose of changing the domicile of Smith Radio, Inc., an Alabama corporation from the State of Alabama to the State of Delaware.

Smith Radio, Inc., a Delaware corporation, was organized by the filing of its certificate of incorporation in the office of the Secretary of State of Delaware on the 14th day of September, A.D., 1981. The certificate of incorporation of Smith Radio, Inc., a Delaware corporation, was recorded

in the Office of the Recorder of Decds, of New Castle County, Delaware, on the 14th day of September, A.D., 1981. The registered office of Smith Radio, Inc., a Delaware corporation, in the State of Delaware is located at No. 100 West Tenth Street in the City of Wilmington, Delaware and its resident agent at such address is The Corporation Trust Company.

Smith Radio, Inc, a Delaware corporation, has authorized capital stock consisting of 15,000 shares of common stock of the par value of \$1.00, all of one class, amounting in the aggregate to \$15,000.00 of which stock 10,000 shares are issued and outstanding. All of such stock is owned and held by residents and citizens of the State of Alabama. The registered office of Smith Radio, Inc., a Delaware corporation, in the State of Alabama is located at 2218 DeRussey Road, S.E., in Huntsville, Madison County, Alabama.

Smith Radio, Inc., an Alabama corporation, was organized by the filing of its certificate of incorporation in the office of the Judge of Probate of Shelby County, Alabama on the 7th day of December, A.D., 1956. Smith Radio, Inc., an Alabama corporation, has authorized capital stock consisting of 15,000 shares of common stock of the par value of \$1.00, all of one class, amounting in the aggregate to \$15,000.00 of which stock 10,000 shares are issued and outstanding.

The board of directors of each of the constituent

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corporations deem it advisable that the Alabama corporation be merged into the Delaware corporation on the terms and conditions in this agreement, in accordance with the applicable provisions of the statutes of the State of Delaware, particularly Section 252 of the General Corporation Law of the State of Delaware, Chapter 1, Title 8, Delaware Code, as amended and of the statutes of the State of Alabama, particularly Section 10-2A-146, Code of Alabama, 1975, as amended, each of which statutes permit such merger.

NOW, THEREFORE, KNOW ALL MEN BY THESE PRESENTS, THAT:

Smith Radio, Inc., a Delaware corporation, and Smith Radio, Inc., an Alabama corporation, the constituent corporations and parties to this agreement in consideration of the premises and the agreements herein, by their respective boards of directors, have agreed and do agree as follows:

- 1. NAMES OF CORPORATIONS MERGING. Smith Radio, Inc., an Alabama corporation, and Smith Radio, Inc., a Delaware corporation, shall be merged into a single corporation, in accordance with the applicable provision of the laws of the State of Alabama and of the State of Delaware by the Alabama corporation merging into the Delaware corporation which shall be the surviving corporation.
- 2. TERMS AND CONDITIONS OF PROPOSED MERGER.
 Upon the merger becoming effective in accordance with the laws of State of Alabama and of the State of Delaware (the

"effective date") the following terms and conditions of the proposed merger shall be accomplished:

- (a) The two constituent corporations shall be a single corporation, which shall be the Delaware corporation as the surviving corporation, and the separate existence of the Alabama corporation shall cease except to the extent provided by the laws of the State of Alabama in the case of a corporation after its merger into another corporation.
- (b) The by-laws of the Delaware corporation, as they exist immediately prior to the effective date of the merger shall be the by-laws of the surviving corporation until the same shall be altered, amended, or repealed in the method provided therein.
- (c) The board of directors, and the members thereof, and officers of the Delaware corporation immediately prior to the effective date of the merger, shall be the board of directors, and the members thereof, and the officers of the surviving corporation.
- (d) The merger shall become effective upon the execution, filing and recording of this agreement in accordance with the laws of the State of Delaware and the State of Alabama, except for all accounting purposes, such merger shall be

deemed effective September 30, 1982.

- The Delaware corporation shall possess all of the rights, privileges, immunities and franchises, public or private, of each of the constituent corporations; and all property and assets of every kind and description, and all debts due on any account, including subscriptions to shares, and all other rights or causes of action, claim, title and interest of, or assets belonging to, or due to each of the constituent corporations, shall be taken and deemed to be vested in the surviving corporation without further act or deed; and the title to all real estate, or any interest therein, vested in either of the constituent corporations, shall not revert or be in any way impaired by reason of the merger.
- after the effective date of the merger be responsible and liable for all the liabilities and obligations of each of the constituent corporations; and any claim existing or action or proceeding pending by or against either of the constituent corporations may be prosecuted to judgment as if the merger had not taken place, or the surviving corporation may be substituted in its place, and neither the rights of creditors nor any lien upon

the property of either of the constituent corporations shall be impaired by the merger.

- (g) The aggregate amount of the net assets of the constituent corporations which was available for the payment of dividends immediately prior to the effective date of the merger, to the extent that the value thereof is not distributed to shareholders or transferred to stated capital by the issuance of shares of otherwise, shall continue to be available for the payment of dividends by the surviving corporation.
- (h) In accordance with subsection (a)(2) of Section 10-2A-146 of the Code of Alabama of 1975, as amended, the Delaware corporation hereby agrees that it may be served with process in Alabama in any proceeding for the enforcement of any obligation of the Alabama corporation and in any proceeding for the enforcement of the rights of a dissenting shareholder of the Alabama corpoand the Delaware corporation hereby ration; irrevocably appoints the Secretary of State of Alabama as its agent to accept service of process in any such proceeding; and the Delaware corporation hereby agrees that it will promptly pay to the dissenting shareholders of the Alabama corporation the amount, if any, to which they shall be entitled under the law of Alabama in such cases

made and provided with respect to the rights of dissenting shareholders. The Delaware corporation hereby specifies that the address to which a copy of such process may be mailed to it by the Secretary of State, until it shall designate in writing a different address for such purpose, is:

Smith Radio, Inc. 2218 DeRussey Road, S.E. Huntsville, Alabama 35801

3. MANNER AND BASIS OF CONVERTING SHARES.

The manner and basis of converting the shares of each of the constituent corporations into shares of the surviving corporation, is as follows:

- ration now owned and held by its shareholders shall be canceled and no shares of stock of the Delaware corporation shall be issued in respect thereof, and the capital of the Delaware corporation shall be deemed to be reduced by the amount of Ten Thousand Dollars (\$10,000.00), the amount represented by said 10,000 shares of stock and the surviving corporation shall distribute to each shareholder thereof \$1.00 for each such share so canceled.
- (b) Each of the 10,000 shares of the Alabama corporation shall be converted into one fully paid and nonassessable share of stock of the Delaware corporation.

After the effective date of the merger, each owner of an outstanding certificate or certificates previously representing shares of the Alabama corporation shall be entitled, upon surrender of such certificate or certificates, to the surviving corporation, to receive in exchange therefor a certificate or certificates representing the like number of shares of the surviving corporation into which the shares of the Alabama corporation shall have been converted as provided therein. Until so surrendered, each outstanding certificate which, prior to the effective date of the merger, represented shares of the Alabama corporation shall be deemed, for all corporate purposes, to represent the ownership of one share of stock of the surviving corporation.

- 4. PAYMENT OF EXPENSES. The Delaware corporation, as the surviving corporation, shall pay all expenses of carrying this agreement of merger into effect.
- 5. STATEMENT OF CHANGES IN THE CERTIFICATE
 OF INCORPORATION OF THE SURVIVING CORPORATION.
 There shall be no change in the certificate of incorporation
 of Smith Radio, Inc., a Delaware corporation, the surviving
 corporation, to be effected by this merger.
- any time the surviving corporation shall consider or be advised that any further assignment or assurance in law is necessary or desirable to vest in the surviving corporation the title to any property or rights of the Alabama corporation, the proper officers and directors of the Alabama corporation shall, and will execute, make, and deliver, or cause to be executed and delivered, to the surviving corporation, its successors and assigns, all such deeds,

writings, proper assignments and assurances in law, and do all things necessary or proper to thus vest such property or rights in the surviving corporation, and otherwise to carry out the purposes of this Plan and Agreement of Merger and the officers and directors of the Alabama corporation and the officers and directors of the Delaware corporation are fully authorized in the name of Smith Radio, Inc., an Alabama corporation, or otherwise, to take any and all such action as may be helpful or necessary to vest in and confirm to the Delaware corporation, title to and possession of any and all property of the Alabama corporation acquired or to be acquired by reason of the merger and to carry out the intent and purpose thereof.

ACKNOWLEDGMENT AND FILING. This Plan and Agreement of Merger to become effective shall be approved by the board of directors of each of the constituent corporations, Smith Radio, Inc., An Alabama corporation and Smith Radio, Inc., a Delaware corporation, in a regular or special meeting thereof called for that purpose. The board of directors of each of the constituent corporations shall submit the Plan and Agreement of Merger to the shareholders of each of the constituent corporations, as provided by law, and it shall take effect, and be the Plan and Agreement of Merger of said corporations upon the approval or adoption thereof by the shareholders of each of the constituent corporations in accordance with the requirements of

the laws of the State of Alabama and the State of Delaware, respectively, particularly Sections 10-2A-142 and 10-2A-146, Code of Alabama of 1975, and Sections 251 and 252 of the General Corporation Laws of the State of Delaware, Chapter 1, Title 8, Delaware Code, each as amended, or in lieu of such meetings of stockholders of the constituent corporations for such purpose, such required action of stockholders of each of the constituent corporations may be taken without a meeting, without prior notice of such and without a vote, if, a consent in writing, setting forth the action so taken is signed by all of the stockholders, respectively, of each or either of the constituent corporations, as is provided, respectively, by Section 10-2A-56, Code of Alabama of 1975 and Section 228 of the General Corporation Law of Delaware, Chapter 1, Title 8, Delaware Code, as amended, and upon the execution, filing and recording of such documents, and the doing of such acts and things as shall be required for the accomplishment of the merger under the provisions of applicable statutes of the State of Alabama and the State of Delaware, as heretofore amended or supplemented.

Upon the final adoption of this Plan and Agreement of Merger on behalf of each of the constituent corporations, the respective secretaries of such corporations, shall thereafter complete the filing, with the Secretary of State of Alabama and the Secretary of State of Delaware.

8. TERMINATION OF MERGER AGREEMENT UNDER

CERTAIN CIRCUMSTANCES. Anything herein or elsewhere to the contrary notwithstanding, this Plan and Agreement of Merger may be abandoned by either of the constituent corporations by an appropriate resolution of its board of directors at any time prior to its approval or adoption by the shareholders thereof, or by the mutual consent of the constituent corporations as evidenced by appropriate resolutions of their respective boards of directors, at any time prior to the effective date of the merger.

IN WITNESS WHEREOF, the parties to this agreement, Smith Radio, Inc., a Delaware corporation and Smith Radio, Inc., an Alabama corporation pursuant to approval and authority duly given by resolution adopted by their respective boards of directors have caused these presents to be executed in triplicate originals for and in their respective names and steads by their presidents and attested by the secretary of each corporate party hereto as is indicated below.

ATTEST:	_
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Elicabeth Jores Smith	
Its Secretary	

SMITH RADIO, INC., A corporation organized and existing under the laws of the State of Delaware

BY: M. Davidson Smith, III

Its President

ATTEST: Elizabeth Jone Smith

Its Secretary

SMITH RADIO, INC., A corporation organized and existing under the

laws of the State of Alabama

BY: II. Davidson Smith, III

Its President

The above Plan and Agreement of Merger, having been executed on behalf of each corporate party thereto, and having been adopted separately by each such corporate party, in accordance with the provisions of the Alabama Business Corporation Act, as amended, and the General Corporation Law of the State of Delaware, as amended, and certified by the secretaries of such constituent corporations, as is indicated above, the president as is indicated hereinbelow, of each corporate party thereto, respectively, does hereby execute the said Plan and Agreement of Merger for and on behalf of such respective corporation and the secretaries of each corporate party thereto, as is indicated below, does now respectively, hereby attest the Plan and Agreement of Merger as the respective act, deed and agreement of each of said corporations on this the 13th day of September, 1982.

ATTEST:

Life Company

Edizabeth Jones Smith

Its Secretary

SMITH RADIO, INC., A corporation organized and existing under the laws of the State of Delaware

BY: Maridson Smith, III
Its President

ATTEST:

Elizabeth Jones Smith

Its Secretary

SMITH RADIO, INC., A corporation organized and existing under the

laws of the State of Alabama

M. Davidson Smith, III

Its President

CERTIFICATE OF THE SECRETARY OF SMITH RADIO, INC., A DELAWARE CORPORATION

I, Elizabeth Jones Smith, secretary of Smith Radio, Inc., a corporation organized and existing under the laws of the State of Delaware, hereby certify, as such secretary, that the Plan and Agreement of Merger to which this certificate is attached, after having been first duly signed on behalf of said corporation and having also been signed on behalf of Smith Radio, Inc., a corporation organized and existing under the laws of the State of Alabama, by its president and attested by its secretary, was duly adopted pursuant to the terms and provisions of Section 252 of the General Corporation Law of the State of Delaware, Chapter 1. Title 8, Delaware Code, as amended, by the unanimous written consent of the stockholders holding 10,000 shares of the common capital stock of Smith Radio, Inc. the same being all of the shares issued and outstanding having voting power, which Plan and Agreement of Merger was thereby adopted as the act of the stockholders of Smith Radio, Inc. as the duly adopted agreement and act of such corporation.

WITNESS my hand on this the 13th day of September, 1982.

Elizabeth Jones South

Secretary of Smith Radio, Inc., A Corporation Organized and Existing Under the Laws of the State of

OF SMITH RADIO, INC. AN ALABAMA CORPORATION

I, Elizabeth Jones Smith, secretary of Smith Radio, Inc., a corporation organized and existing under the laws of the state of Alabama hereby certify, as such secretary, that the Plan and Agreement of Merger to which this certificate is attached, after having been first duly signed on behalf of said corporation and having also been signed on behalf of Smith Radio, Inc., a corporation organized and existing under the laws of the State of Delaware, by its president and attested by its secretary, was duly adopted pursuant to the terms and provisions of Section 10-2A-56, Code of Alabama of 1975, by the unanimous written consent of the Stockholders holding 10,000 shares of the common capital stock of Smith Radio, Inc., the same being all of the shares issued and outstanding having voting power, which Plan and Agreement of Merger was thereby adopted as the act of the stockholders of Smith Radio, Inc. and the duly adopted agreement and act of such said corporation.

WITNESS my hand on this the 13th day of September, 1982.

Elizabeth Jones Smith

Secretary of Smith Radio, Inc., A Corporation Organized and Existing Under the Laws of the

State of Alabama.

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FIFTH: Each of the constituent corporations, Smith Radio, Inc., an Alabama corporation, and Smith Radio, Inc., a Delaware corporation, have outstanding only one class of common stock. The number of shares of such common stock outstanding are as follows:

Name of Corporation	Shares Outstanding
Smith Radio, Inc.	10,000
Smith Radio, Inc.	10,000

SIXTH: As to each of the constituent corporations, Smith Padio, Inc. and Smith Radio, Inc., the total number of shares voted for and against such Plan, respectively, are as follows:

Name of Corporation	Voted	Voted Against
Smith Radio, Inc.	10,000	0
Smith Radio, Inc.	10,000	0

SEVENTH: Smith Radio, Inc., the surviving corporation is to be governed by the laws of Delaware and it hereby: (a) agrees that it may be served with process in the State of Alabama in any proceeding for the enforcement of any obligation of the undersigned domestic corporation and in any proceeding for the enforcement of the rights of a dissenting shareholder of such domestic corporation against the surviving corporation; (b) irrevocably appoints the Secretary of State of Alabama as its agent to accept service of process in any such proceeding; and (c) agrees that it will promptly pay to the dissenting shareholders of such domestic corporation the amount, if any, to which they shall be entitled under the provisions of the

BOOK 23 PAGE 620

Alabama Business Corporation Act with respect to the rights of dissenting shareholders.

Dated September 13, 1982.

SMITH RADIO, INC., A Delaware

Corporation

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M. Davidson Smith, III

Its President

and

Elizabeth Jones Smith

Its Secretary

SMITH RADIO, INC., An Alabama

Corporation

v. 1//

M. Mandson Berch y

Its President

and

Elizabeth Jones Smith

Its Secretary

STATE OF ALABAMA MORGAN COUNTY

I, the undersigned, a notary public, in and for said State, in said County, do hereby certify that on the 13th day of September, 1982, personally appeared before me M. Davidson Smith, III and Elizabeth Jones Smith each of whom, being by me first duly sworn deposed and said that they are respectively the President and Secretary of Smith Radio, Inc., a Delaware corporation, that they signed the foregoing Articles of Merger of Smith Radio, Inc., an Alabama corporation, into Smith Radio, Inc., a Delaware corporation, as

President and Secretary of Smith Radio, Inc., and that the statements contained therein are true, correct and authentic.

Maridson Smith, III President of Smith Radio, Inc.

Elizabeth Jones Smith Secretary of Smith Radio, Inc.

Sworn to and subscribed before me this 13th day of September, 1982.

Notary Public

My Commission Expires: 2-28-83

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STATE OF ALABAMA

MORGAN COUNTY

I, the undersigned, a notary public, in and for said State, in said County, do hereby certify that on the 13th day of September, 1982, personally appeared before me M. Davidson Smith, III and Elizabeth Jones Smith each of whom, being by me first duly sworn deposed and said that they are respectively the President and Secretary of Smith Radio, Inc., an Alabama corporation, that they signed the foregoing Articles of Merger of Smith Radio, Inc., an Alabama corporation, into Smith Radio, Inc., a Delaware corporation, as

President and Secretary of Smith Radio, Inc., and that the statements contained therein are true, correct and authentic.

M. Davidson Smith, III President

of Smith Radio, Inc.

Elizabeth Jones Smith Secretary of

Smith Radio, Inc.

Swern to and subscribed before me this 13th day of

September, 1982.

My Commission Expires:

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Secretary of State State of Alabama

I hereby certify that this is a true and complete copy of the document filed in this office

Pated

9-29-82



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TATE OF FALABAM

I, Don Siegelman, Secretary of State, of the State of Alabama, having custody of the Great and Principal Seal of said State, do hereby certify that duplicate originals of Articles

of Merger merging Smith Radio, Inc., an Alabama corporation, into
Smith Radio, Inc., a Delaware corporation
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duly signed and verified pursuant to the provisions of Section 10-2A-143, Code of
Alabama, 1975, have been received in this office and are found to conform to law.
Accordingly the undersigned, as such Secretary of State, and by virtue of the
authority vested in him by law, hereby issues this Certificate of Merger merging
Smith Radio, Inc. into Smith Radio, Inc.
*!********************************
and attaches hereto a duplicate original of the Articles of Merger.



In Testimony Whereof, I have hereunto set my hand and affixed the Great Scal of the State, at the Capitol, in the City of Montgomery, on this day.

September /29, 1982 Date

Don Siegelman

Secretary of State

State of Alabama

County

CERTIFICATE OF MERGER
OF
SMITH RADIO, INC. AN ALABAMA CORP. INTO SMITH RADIO, INC. A DELAWARE CORP.
The undersigned, as Judge of Probate of SHELBY County, State of Alabama,
hereby certifies that duplicate originals of Articles of MERGER (DELAWARE of SMITH RADIO, INC. (ALABAMA CORP.) INTO SMITH RADIO, INC. CORP.) duly signed
and verified pursuant to the provisions of Section 10-2a-143 of the Alabama
Business Corporation Act, have been received in this office and are found to conform to law.
ACCORDINGLY the undersigned, as such Judge of Probate, and by virtue of the
authority vested in him by law, hereby issues this Certificate of MERGER
ofsmith RADIO.INC.(ALA.CORP) INTO SMITH RADIO(DELAWARE CORP), and attaches
hereto a duplicate original of the Articles of MERGER
GIVEN Under My Hand and Official Seal on this the FIRST day of
OCTOBER, 19 <u>82</u> .
Shoman C. Snowden Ja- Judge of Probate Judge of Probate 1982 OCT -1 AH 11: 54