

STATE OF ALABAMA}

JEFFERSON COUNTY}

ARTICLES OF INCORPORATION

OF

GOLF REPORTER/ALABAMA, INC.

28113

KNOW ALL MEN BY THESE PRESENTS: That the undersigned incorporators do hereby form a corporation under the Alabama Business Corporation Act, and does declare:

ARTICLE I

NAME

The name of the Corporation shall be GOLF REPORTER/ALABAMA, INC.

ARTICLE II

The purposes for which this Corporation is organized are:

(a) Printing, editing, publishing and distributing daily, Sunday and weekly newspapers, or any or all of them. also conducting a general business in the distribution and reception of news and general information through the various means of trasmission now or hereafter discovered; also conducting a general business of job printing of every kind and nature, including pamphlets, bulletins and periodicals, and the distribution of the same; also engaging in the business of engraving, die casting, sterotyping, lithographing and electrotyping or in any process now or hereafter discovered which is useful to or used in the newspaper business; also preparing, producing, maufacturing, buying, selling and dealing in equipment, tools, supplies and other materials used in the production of a newspaper and the conduct of a printing and publishing business; and the doing of all things necessary and incident to any or all of the foregoing purposes.

To collect, formulate transmit and disposes of news by telegraph, cable, telephone, radio and other agencies in and for the United States and her dependencies and foreign countries; to buy and sell news; to own, lease, manage, buy

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and sell news agencies; to acquire press franchises and to become a member of and hold stock in associations and corporations for such purposes.

To carry on the business of receiving and transmitting communications, messages, news, news reports, news service, news features, visual representations and pictures by radio and to acquire, construct, lease, own, maintain and operate stations and facilities for such purpose.

To buy from and furnish and sell to newspapers, publishers, the press, radio stations, broadcast stations and the public generally, news, news reports, news services, news features, visual representations and pictures.

To do any and all things necessary, incidental or convenient to carry out any of the foregoing purposes and the powers herein set forth.

The general nature of its business shall be the printing and publishing of a newspaper or newspapers in the State of Alabama, and at such other place or places as the corporation may deem advisable, and the purchasing, owning and controlling of such rights, franchises and property as may be considered useful and convenient in the business of printing and publication of newspapers.

The foregoing statement of specific powers shall not be held to limit or restrict the powers of the corporation, and are in furtherance of and in addition to, and not in limitation of, the powers conferred by the General Corporation Act; provided, however, that the corporation will not act as a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition.

(b) To do all and everything necessary and proper for the accomplishment of the objects herein enumerated or necessary or incidental to the protection and benefit of the Corporation, and in general, to carry on any lawful business necessary or incidental to the protection and benefit of the Corporation, and in general, to carry on any lawful business necessary or incidental to the protection and benefit, the Corporation, and in general, whether such business is similar in nature to the objects and powers hereinabove set forth or otherwise.

(c) To engage in the transaction of any or all lawful business for which corporations may be incorporated under the laws of Alabama.

The foregoing clauses shall be construed as purposes for which the Corporation is organized, in addition to those powers specifically conferred upon the Corporation by law, and it is hereby expressly provided that the foregoing specific enumeration of powers shall not be held to limit or restrict in any manner the powers of the Corporation otherwise granted by law.

ARTICLE III

LOCATION AND MAILING ADDRESS OF INITIAL REGISTERED OFFICE AND NAME OF INITIAL REGISTERED AGENT THEREAT

The location and mailing address of the initial registered office of the Corporation shall be:

1045- Merry Fox Farm
Alabaster, Alabama 35007

The name of the Corporation's initial registered agent at said address shall be Theresa Thompson.

ARTICLE IV

AUTHORIZED CAPITAL SHARES

The total number of shares which the Corporation shall have authority to issue is one thousand (1,000) shares of one par Common Stock with a par value of One Dollar and No/100 (\$1.00) per share, constituting a total authorized capital of One Thousand and No/100 Dollars (\$1,000.00) and consisting of such one class only.

ARTICLE V

NAME AND ADDRESS OF INCORPORATORS

The name and mailing address of the incorporators and the number of shares subscribed and paid for by said incorporators are as follows:

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<u>NAME</u>	<u>TITLE</u>	<u>SHARES</u>	<u>ADDRESS</u>
William Ewin Thomas	President	000	1045- Merry Fox Farm Alabaster, Al. 35007
Theresa Thompson	Secretary/ Treasurer	1,000	1045- Merry Fox Farm Alabaster, Al. 35007

ARTICLE VI

NUMBER OF DIRECTORS AND NAMES AND ADDRESSES OF INITIAL BOARD

There shall be two (2) Directors, constituting the initial Board of Directors. The names and mailing addresses of the persons who are to serve as Directors until the first annual meeting of shareholders, or until their successors are elected and qualified, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
William Ewin Thomas	1045 Merry Fox Farm Alabaster, Al. 35007
Theresa Thompson	1045 Merry Fox Farm Alabaster, Al. 35007

Theresa Thompson shall act as Chairman of the Board.

ARTICLE VII

DURATION

The duration of this Corporation shall be perpetual.

ARTICLE VIII

INTERNAL AFFAIRS

The following provisions for the regulation of the business and for the conduct of the affairs of the Corporation, the Directors and the shareholders are hereby adopted:

(a) The initial Bylaws of the Corporation shall be adopted by the shareholders. The power to alter, amend, or repeal the Bylaws or adopt new Bylaws shall be vested in the Board of Directors and the shareholders, or either of them, which power may be exercised in the manner and to the extent provided in the Bylaws, provided, however, that the Board of Directors may not alter, amend or repeal any Bylaw which was adopted by the shareholders and specifically provides that it cannot be altered, amended or repealed by the Board of Directors, or which is not permitted by applicable law to be altered, amended or repealed solely by action of the Board of Directors. The Bylaws may contain any provisions for the regulation of the business and for the conduct of the affairs of the Corporation, the Directors and shareholders not inconsistent with the Alabama Business Corporation Act or these Articles of Incorporation.

(b) The business and affairs of the Corporation shall be managed by the Board of Directors. The number of Directors comprising the initial Board of Directors shall be the number of persons listed as Directors in Article VI hereof. Thereafter, the number of Directors of the Corporation shall be fixed by, or in the manner provided in, the Bylaws or, in the absence of a Bylaw providing for the number of Directors, the number of Directors shall be the same as the number comprising the initial Board of Directors. The number of Directors may be increased or decreased from time to time, in the manner provided in the Bylaws, provided that no decrease shall have the effect of shortening the term of any incumbent Director, except that any Director may be removed, with or without cause, by a vote of the holders of a majority of the shares then entitled to vote at any election of Directors at a meeting of shareholders held pursuant to the laws of Alabama.

(c) In furtherance, and not in limitation, of the powers conferred by statute, the Board of Directors is expressly authorized:

(1) To fix and determine and to vary the amount of working capital of the Corporation; to determine whether any, and if any, what part of any, accumulated profits shall be declared and paid as dividends; to determine the date or dates for the declaration and payment of dividends; to direct and determine the use and disposition of any surplus or net profits over and above the capital shares paid in;

(2) To make, from time to time (so far as may be

permitted by federal or state law and regulations), temporary secured or unsecured loans when, in the judgment of the Board of Directors, the money so loaned is not at the time required in the conduct of the business of the Corporation.

(3) To distribute to the shareholders of any class of shares as a stock dividend shares of any other class which the Corporation is authorized to issue, subject to the restrictions and limitations as set forth in the Alabama Business Corporation Act as presently in effect, or as hereafter amended.

(4) To distribute to the shareholders of the Corporation, either out of its capital surplus or out of its earned surplus, a portion of the Corporation's assets, in cash or in property, subject to the restrictions and limitations as set forth in the Alabama Business Corporation Act as presently in effect, or as hereafter amended, or as set forth in the Bylaws of the Corporation.

(d) Any action required or permitted to be taken at any meeting of the Board of Directors or of the shareholders may be taken without a meeting, if prior to such action a written consent thereto is signed by all member of the Board, if action by Directors is involved, or by all of the shareholders entitled to vote thereon, if action by the shareholders is involved, and if such written consent is filed with the minutes of proceedings of the Board or of the shareholders, as the case may be.

(e) At any time and from time to time when authorized by resolution of the Board of Directors and, except as otherwise provided in the within Articles of Incorporation and by statute, and with seventy percent of shareholder votes, the Corporation may:

(1) Issue or sell for such consideration as may be fixed from time to time by the Board of Directors, any number of its capital shares, and whether out of the unissued shares thereof authorized by these Articles of Incorporation, as from time to time amended, or out of shares of its capital shares acquired by it after the issuance thereof;

(2) Issue and sell its obligations, secured or unsecured, and in bearer, registered or such other form, and including such provisions as to redeemability, convertibility or otherwise, as the Board of Directors, in its sole

discretion, may determine, and mortgage or pledge as security therefor, any property of the Corporation, real or personal, including after-acquired property;

(3) Issue or grant, for such consideration as may from time to time be fixed by the Board of Directors, warrants or options, in bearer, registered or such other form as the Board of Directors may determine, for the purchase of its capital shares with or without par value of any class within such period of time, or without limit as to time, to such aggregate number of shares, and at such price per share as the Board of Directors may determine. Such warrants or options may be issued or granted separately or in connection with the issue of any bonds, debentures, notes or other evidences of indebtedness or capital shares of any class of the Corporation and for such consideration and on such terms and conditions as the Board of Directors in its sole discretion may determine;

(f) The Corporation shall have a lien upon all shares subscribed for or issued for the full subscription price thereof or any debt or liability incurred to it by the subscriber or shareholder, which lien may be exercised by cancellation, forfeiture, or public or private sale, upon reasonable notice, of such subscription, which remedies are cumulative to an action to enforce payment or other remedies provided by law. At the election of the Corporation, a subscriber shall not be considered as a shareholder until said subscription shall have been paid in full;

(g) The Corporation shall have the right to purchase, take, receive or otherwise acquire, hold, own, pledge, and transfer or otherwise dispose of its own shares, but purchases of its own shares, whether direct or indirect, shall be made only to the extent of unreserved and unrestricted earned surplus available therefor, or to the extent of unreserved and unrestricted capital surplus available therefor.

ARTICLE IX

RIGHT TO AMEND PROVISIONS IN CERTIFICATE

The Corporation reserves the right from time to time to amend, alter or repeal each and every provision contained in these Articles of Incorporation or to add one or more additional provisions, in the manner now or hereafter

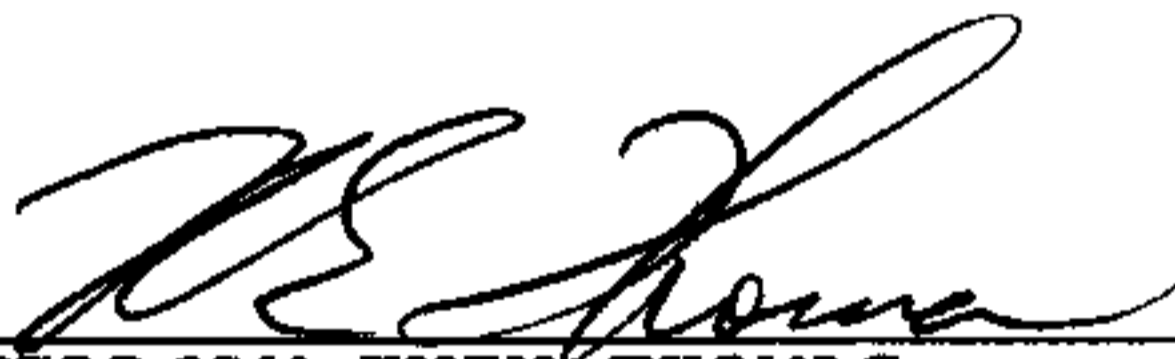
prescribed or permitted by the Alabama Business Corporation Act, and all rights conferred upon shareholders at any time are granted subject to this reservation.

ARTICLE X

DENIAL OF PREEMPTIVE RIGHTS

No holder of shares of any class of this Corporation shall, as such holder, have any preemptive rights in, or preemptive rights to purchase or subscribe to, any shares of this Corporation, or any bonds, debentures or other securities or obligations convertible into or exchangeable with any shares of this Corporation, other than such rights of conversion or exchange and such rights under options or warrants or purchase or subscription arrangements, as shall be expressly granted by the Board of Directors or shareholders at such prices and upon such other terms and conditions as the Board of Directors, in its discretion, or the shareholders may fix or designate.

THE UNDERSIGNED, being the incorporators hereinabove named, for the purpose of forming a corporation pursuant to the Alabama Business Corporation Act, have executed the foregoing Articles of Incorporation on this the 5th day of August, 1993.


WILLIAM EWIN THOMAS
INCORPORATOR

STATE OF ALABAMA }

COUNTY OF JEFFERSON }

I hereby certify that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, WILLIAM EWIN THOMAS, to me well known to be the persons described in and who executed the foregoing instrument and they acknowledge before me that he executed the same freely and voluntarily for the purpose therein expressed.

Witness by hand and official seal at Jefferson, County
2325 Fourth Avenue North
Suite B Birmingham,
AL 35203

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of Jefferson, State of Alabama, this the 5th day of
August, 1993.

Debra Lee Norton
NOTARY PUBLIC

Theresa Thompson
THERESA THOMPSON
INCORPORATOR

STATE OF ALABAMA }

JEFFERSON COUNTY }

I hereby certify that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, THERESA THOMPSON, to me well known to be the persons described in and who executed the foregoing instrument and he acknowldeged before me that she executed the same freely and voluntarily for the purpose therein expressed.

Witness by hand and official seal at 2325 Fourth Avenue N. Suite B
County of Jefferson, State of Alabama, this the 5th Bham, AL
day of August, 1993. 35203

Debra Lee Norton
NOTARY PUBLIC

THIS INSTRUMENT PREPARED BY:

KATHY LONG SKIPPER
Attorney at Law
Suite B, 2325 Fourth Avenue North
Birmingham, Alabama 35203
Telephone : (205) 324-3066

STATE OF ALABAMA

I, Jim Bennett, Secretary of State of the State of Alabama, having custody of the Great and Principal Seal of said State, do hereby certify that pursuant to the provisions of Section 10-2A-26, Code of Alabama 1975, and upon an examination of the corporation records on file in this office, the following corporate name is reserved as available:

Golf Reporter/Alabama, Inc.

This domestic corporation name is proposed to be incorporated in Jefferson County and is for the exclusive use of Kathy Skipper, 2325 4th Avenue North, Birmingham, AL 35203 for a period of one hundred twenty days beginning July 19, 1993 and expiring November 17, 1993.



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

July 19, 1993

Date

A handwritten signature in black ink that reads 'Jim Bennett'. The signature is written in a cursive style with a large, stylized 'J'.

Jim Bennett

Secretary of State

State of Alabama

SHELBY

County

CERTIFICATE OF INCORPORATION OF GOLF REPORTER/ALABAMA, INC.

The undersigned, as Judge of Probate of SHELBY County,
State of Alabama, hereby certifies that duplicate originals of Articles of Incorporation for the
incorporation of GOLF REPORTER/ALABAMA, INC., duly
signed pursuant to the provisions 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 Incorporation of _____
GOLF REPORTER/ALABAMA, INC., and attaches
hereto a duplicate original of the Articles of Incorporation.

GIVEN Under My Hand and Official Seal on this the 14 day of
SEPTEMBER, 19 93

Thomas A. Snowden, Jr.

Judge of Probate

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SHELBY COUNTY JUDGE OF PROBATE
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