

**ARTICLES OF INCORPORATION
OF
BEACON PUBLICATIONS, INC.**

**TO THE HONORABLE JUDGE OF PROBATE OF SHELBY COUNTY,
ALABAMA:**

The undersigned for the purpose of forming a corporation under the Alabama Business Corporations Act, hereby adopts the following Articles of Incorporation:

NAME OF CORPORATION

BEACON PUBLICATIONS, INC.

NUMBER OF SHARES

The number of authorized shares shall be 100.
The shares of stock shall be at one-dollar (\$1.00) par value.

REGISTERED OFFICE AND AGENT

Registered Agent - James A. Hardin
Registered Office - 980 Highway 331
Columbiana, Alabama 35051

INCORPORATORS

David L. Robinson
181 County Road 229
Thorsby, Alabama 35171

James A. Hardin
980 Highway 331
Columbiana, Alabama 35051

DIRECTORS

David L. Robinson
181 County Road 229
Thorsby, Alabama 35171

James A. Hardin
980 Highway 331
Columbiana, Alabama 35051

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CORPORATE PURPOSE

The purpose for which it is created is as follows: To engage in the publication and distribution of a newspaper.

To fully participate in any business whatsoever that this corporation might deem proper or convenient, or that it might deem calculated, directly or indirectly, to improve the interests of this corporation. To transact any and all lawful business for which corporations may be incorporated under the laws of the State of Alabama and to have and to exercise all powers conferred by the laws of the State of Alabama on corporations formed under the laws pursuant to which and under which this corporation is formed, as such laws are now in effect or may at any time hereafter be amended, and to do any and all things hereinabove set forth to the same extent and as fully as a natural person might or could do, either alone or in connection with other persons, firms, or corporations, and in any part of the world. The explanation of this purpose as above-stated is for explanation and not as limitation. In addition to the purpose aforesaid, the Corporation shall have the power to conduct and carry on any business or activity not prohibited by law, nor required by law to be specifically stated in these articles.

ADDITIONAL CORPORATE PROVISIONS

In addition to the above, the Corporation shall also exercise in its discretion, the following provisions for its regulation and conduct of the business and affairs of the Corporation. These provisions are intended to be in furtherance and not in limitation or restriction of the powers conferred by the laws of the State of Alabama.

A. The Board of Directors of the Corporation shall have the power to approve and adopt, and from time-to-time, amend By-Laws for the regulation and control of the business of the Corporation with or without the approval of the stockholders of said Corporation; but the By-Laws so made, altered or amended may be altered or repealed by said stockholders.

B. The Stockholders may, before they issue any new or additional stock of the Corporation, determine that the same or any part thereof, shall be offered in the first instance to all the then stockholders, or may make any other provisions or restrictions respecting the issue or allotment of new or additional shares; but in default of any such determination or so far as the same shall not extend, the new or additional shares may be dealt with by the Board of Directors as in their judgment may seem best.

C. The directors shall have the power to hold their meetings outside the State of Alabama. They may keep the books, documents, and papers of the Corporation outside the State of Alabama, at such places as may be from time-to-time designated by the officers of the Corporation except as otherwise required by the laws of Alabama.

D. The Corporation by its By-Laws may fix the number of Directors and may, by vote of the holders of a majority in the amount of its stock, from time-to-time, increase or decrease the same.

E. The Board of Directors by resolutions passed by a majority of the whole Board, under suitable provisions of the By-Laws, may designate one or more of their number to constitute an Executive Committee, which Committee shall, for the time of its being, as provided in said resolutions or in the By-Laws have the power to exercise any and all the powers of the Board of Directors, which may be lawfully delegated, in the management of the business and affairs of the Corporation, and shall have the power to authorize the seal of the Corporation to be affixed to all papers which may require it.

F. With the consent in writing, or pursuant to the vote of the holder of a simple majority in interest of the stock issued and outstanding, the Board of Directors shall have the power and authority to lease, sell, assign, transfer, convey, or otherwise dispose of the whole of the property of the corporation as an entirety, irrespective of the effect thereof upon the continuance of the business of the Corporation and the exercise of its franchises, but the Corporation shall not be dissolved save as provided by the laws of the State of Alabama. This provision shall not limit the right of the Corporation to mortgage any and all of the property of the Corporation or to sell or otherwise dispose of a part thereof in the manner provided by law.

LIABILITY OF DIRECTORS

The Directors shall not be liable to the Corporation or its Shareholders for any money damages for any action taken, or any failure to take any action, as a Director, except liability for (A) the amount of a financial benefit received by a Director to which he or she is not entitled; (B) an intentional infliction of harm on the corporation or the shareholders; (C) a violation of Section 10-2B-8.33; (D) an intentional violation of criminal law; or (E) a breach of the Director's duty of loyalty to the corporation or its shareholders.

Done this 7th day of SEPTEMBER 2001


INCORPORATOR


INCORPORATOR

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 10-2B-4.02, 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:

Beacon Publications, Inc.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of Sanford Hatton, PO Box 761, Pelham, AL 35124 for a period of one hundred twenty days beginning August 31, 2001 and expiring December 30, 2001.



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.

August 31, 2001

Date

A handwritten signature in cursive script that reads "Jim Bennett".

Jim Bennett

Secretary of State

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