State of Tennessee

BOOK 6428 PAGE 911

Department of State

The undersigned, as Secretary of State of the State of Tennessee, hereby certifies that the attached document was received for filing on behalf of STEREO NINETY-THREE, INC., a Tennessee Corporation and SOUTH CENTRAL COMMUNICATIONS CORPORATION, an Indiana Corporation, Merging into a Single Corporation, SOUTH CENTRAL COMMUNICATIONS CORPORATION, an Indiana Corporation, as the Surviving and Continuing Corporation. Said document was duly executed in accordance with the Tennessee General Corporation Act, was found to conform to law and was filed by the undersigned as Secretary of State, on the date noted on the document.

I-6 4 4 4 6

IDENTIF. REFERENCE

Nov 19 10 03 AM '84

FELIX Z. WILSON II REGISTER
DAVIDSON COUNTY, TN

3189 11/19 11:50- CHECK

IN WITNESS WHEREOF, I have hereto affixed my signature and the Great Seal of the State, at Nashville, this 5th **day of** November **in the year of our Lord nineteen hundred** Eighty-four

Gentry Crowell

Secretary of State

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1984 NOV -5 PM 2:59

ARTICLES OF MERGER
OF
STEREO NINETY-THREE, INC.
(a Tennessee Corporation)
into
SOUTH CENTRAL COMMUNICATIONS CORPORATION
(an Indiana Corporation)

BOOK 6428 PAGE 912

Pursuant to the provision of Section 48-906 of the Tennessee General Corporation Act, the undersigned domestic and foreign corporations adopt the following articles of merger for the purpose of merging into a single corporation:

1. The names of the undersigned corporations and the states under the laws of which each is organized are:

Name of Corporation	State
Stereo Ninety-Three, Inc.	Tennessee
South Central Communications Corporation	Indiana

2. The laws of the State of Indiana under which such surviving foreign corporation is organized permit such merger.

3. The name of the surviving corporation is South Central Communications Corporation and it is to be governed by the laws of the State of Indiana.

4. The attached plan of merger was duly approved at a meeting by the unanimous written consent of the members of the Board of Directors of the undersigned domestic corporation in the manner prescribed by the Tennessee General Corporation Act on August 24, 1984, and was duly approved by the undersigned foreign corporation on August 24, 1984, in the manner prescribed by the laws of the state under which it is organized.

5. The surviving corporation is to be governed by the laws of the State of Indiana and such surviving corporation hereby: (a) agrees that it may be served with process in this state in any proceeding for the enforcement of any obligation of any domestic corporation which is party to such merger and in any proceeding for the enforcement of the rights of a dissenting shareholder of any such domestic corporation against the surviving corporation; (b) irrevocably appoints the Secretary of State of the State of Tennessee as its agent to accept process in any such proceeding; and (c) agrees that it will promptly pay to the dissenting shareholders of any such domestic corporation the amount, if any, to which they shall be entitled under the provisions of the Tennessee General Corporation Act with respect to the rights of dissenting shareholders.

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6. This merger shall be effective when approved by the Secretary of State, for accounting purposes it shall be effective September 30, 1984.

IN WITNESS WHEREOF, the undersigned Corporations execute these Articles of Merger, their President and their Secretary acting for and in behalf of such corporations, and certify to the truth of the facts and acts herein recited.

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SOUTH CENTRAL COMMUNICATIONS CORPORATION

Attest: Betty A Engelbrecht
Betty A. Engelbrecht,
Secretary

By: John D Engelbrecht
John D. Engelbrecht, President

STEREO NINETY THREE, INC.

By: John D Engelbrecht
John D. Engelbrecht, President

Attest: Robert L Shirel
Robert L. Shirel,
Secretary

STATE OF INDIANA)
) SS:
COUNTY OF VANDERBURGH)

I, the undersigned, a Notary Public duly commissioned by the State of Indiana to take acknowledgements and administer oaths, certify that the above-signed officers of the above designated corporations personally appeared before me, executed the foregoing instrument, and swore or attested to the truth of the facts stated therein.

WITNESS my hand and Notarial Seal this 4th day of September, 1984.

Laura K. Ashley
Notary Public

LAURA K. ASHLEY
Printed Signature

My Commission expires:

June 30, 1987

County of Residence:

Warrick

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FILING REQUIREMENTS — Present 2 fully executed copies to the Secretary of State, plus such additional copies as needed in order to fulfill the recording requirements, and filing fee of $36.00.

APPROVED AND FILED
OCT 0 9 1984
SECRETARY OF STATE OF INDIANA

ARTICLES OF MERGER — page one

Corporate Form #106 (Dec. 1979)
State Form 39036

Prescribed by Edwin J. Simcox
Secretary of State of Indiana

RECORDING REQUIREMENTS — within 10 days of the effective date of the merger, a copy of the Certificate of Merger, duly certified by the Secretary of State, must be filed with the Recorder of all counties in Indiana in which any corporation party to the merger has real estate, the title to which is transferred thereby, and in counties in which the surviving corporation owns real property when the name of the survivor is changed via the merger.

BOOK 6428 PAGE 914

ARTICLES OF MERGER

of

STEREO NINETY-THREE, INC.

(a Subsidiary Corporation)

into

South Central Communications Corporation

The undersigned, South Central Communications Corporation (hereinafter, "Surviving Corporation"), existing pursuant to the provisions of The Indiana General Corporation Act. (Insert Statutory Name or Citation), as amended (hereinafter, the "Act"), and desiring to give notice of corporate actions effectuating the merger of STEREO NINETY-THREE, INC. (hereinafter, "Merging" or "Subsidiary Corporation"), existing pursuant to The Tennessee General Corporation Act. (Insert Statutory Name or Citation), ninety-five (95%) per cent or more of the shares of each class of which are owned by the Surviving Corporation, into the Surviving Corporation, and acting by its President or Vice-President and its Secretary or Assistant Secretary, hereby certifies the following facts:

Article I

PLAN OF MERGER

The Board of Directors of the Surviving Corporation, by resolution duly adopted, approved a Plan of Merger, containing such information as required by I.C. 23-1-5-2, which plan is set forth in "Exhibit A" attached hereto and made a part hereof:

(Here insert Plan of Merger — use additional 8½" x 11" pages as necessary)

Article II

LEGAL REQUIREMENTS

Section 1. Ownership: 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 are as follows:

Class	Total Shares Outstanding	Shares Owned by Surviving Corporation
Common	1125	1125

Section 2. Notice (select appropriate paragraph):

☐(a) A copy of the Plan of Merger was mailed to each Shareholder of the Subsidiary Corporation other than the Surviving Corporation on _____, 19_____

☒(b) Notice of the merger was not required to be mailed.

Section 3. Compliance with Legal Requirements: The manner of the adoption of the Plan of Merger and the vote by which it was adopted constitute full legal compliance with the provisions of the Act and with the Articles of Incorporation and the By-Laws of the Subsidiary Corporation and the Surviving Corporation.

Article III

EFFECTIVE DATE

The effective date of the merger effectuated hereby is date of approval by the Secretary of State, but for accounting purposes, the effective date of the merger shall be September 30, 1984.
(May NOT be prior to nor more than 30 days after date of filing with Secretary of State.)

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IN WITNESS WHEREOF, the undersigned Surviving Corporation executes these Articles of Merger, its President or Vice-President and its Secretary or Assistant Secretary acting for and in behalf of such corporation, and certifies to the truth of the facts and acts herein recited.

Dated this 4th day of September, 1984

BOOK 6428 PAGE 916

South Central Communications Corporation
(Name of Corporation)

By: John Engelbrecht
(Written Signature)

John D. Engelbrecht
(Printed Name)

PRESIDENT ~~or VICE PRESIDENT~~
(designate which)

Attest:

Bettie A. Engelbrecht
(Written Signature)

Bettie A. Engelbrecht
(Printed Name)

SECRETARY ~~or ASSISTANT SECRETARY~~
(designate which)

STATE OF INDIANA)
) SS:
COUNTY OF Vanderburgh)

I, the undersigned, a Notary Public duly commissioned by the State of Indiana to take acknowledgements and administer oaths, certify that the above-signed officers of the above-designated corporation personally appeared before me, executed the foregoing instrument, and swore or attested to the truth of the facts stated therein.

WITNESS my hand and Notarial Seal this 4th day of September, 1984

Laura K. Ashley
(Written Signature)

LAURA K. ASHLEY
(Printed Name)

My Notarial Commission Expires: June 30, 1987

I am a resident of Warrick County

Instrument prepared by Thomas R. Fitzsimmons, Attorney

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AGREEMENT OF MERGER

THIS AGREEMENT, duly made and entered into this 24th day of August, 1984, by and between Stereo Ninety-Three, Inc., a Tennessee corporation with its office and principal place of business at 504 Rosedale Avenue, Nashville, Tennessee, hereinafter referred to as "Merging Corporation", and South Central Communications Corporation, an Indiana corporation with its office and principal place of business at 1162 Mt. Auburn Road, Evansville, Indiana, hereinafter referred to as the "Surviving Corporation".

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WITNESSETH, that:

WHEREAS, the Board of Directors of each of the corporations which are parties to this Agreement, in consideration of the mutual agreements of each corporation as set forth herein, do deem it advisable and generally to the welfare of each of said corporations that the Merging Corporation should be merged into the Surviving Corporation, as authorized by the statutes of the State of Indiana and State of Tennessee and under and pursuant to the terms hereinafter set forth; and

WHEREAS, the Merging Corporation has authorized capital stock consisting of two thousand (2000) shares of common stock each without par value of which one thousand one hundred twenty-five (1125) shares are now issued and outstanding; and

WHEREAS, the Surviving Corporation has authorized capital stock consisting of one thousand (1000) shares of common stock

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without par value, of which said capital stock eight hundred eight (808) shares are now issued and outstanding; and

WHEREAS, both corporations are engaged in related businesses and operations; and

WHEREAS, certain economies would be realized and simplification of operations accomplished through the merger of the Merging Corporation into Surviving Corporation; and

WHEREAS, this merger is pursuant to a plan of reorganization of both corporations:

BOOK 6428 PAGE 918

NOW, THEREFORE, the corporations which are parties to this Agreement, by and between their respective Board of Directors, in consideration of the mutual covenants, agreements, and provisions herein contained, do hereby agree that the Surviving Corporation shall merge itself with the Merging Corporation, and likewise that the Merging Corporation shall be merged into the Surviving Corporation, pursuant to the statutes of the State of Indiana and State of Tennessee, and do hereby agree upon and prescribe the terms and conditions of said merger and the carrying into effect of the same, as follows:

I. NAMES OF CORPORATIONS.

"Stereo Ninety-Three, Inc." is the name of the Merging Corporation proposing to merge into the Surviving Corporation; South Central Communications Corporation is the name of the Surviving Corporation into which the Merger Corporation proposes to merge. "South Central Communications Corporation" shall be the name of the Surviving Corporation.

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II. TERMS AND CONDITIONS OF MERGER AND MODE OF CARRYING THE SAME INTO EFFECT.

(a) By-Laws: Until altered, amended and repealed, as therein provided, the By-Laws of the Surviving Corporation, as in effect on the date of this Agreement, shall be the By-Laws of the Surviving Corporation.

(b) Board of Directors: The first Board of Directors of the Surviving Corporation after the effective date of the merger provided herein shall be the present Directors of the Surviving Corporation, who are the following:

John D. Engelbrecht
Bettie A. Engelbrecht
Marilyn O'D. Engelbrecht
Robert L. Shirel

BOOK 6428 PAGE 919

(c) First Annual Meeting. The first annual meeting of the shareholders of the Surviving Corporation shall be held as provided in the By-Laws of the Surviving Corporation, on the third Monday in January.

(d) Officers. The officers of the Surviving Corporation shall be the present officers of the Surviving Corporation, who are as follows:

John D. Engelbrecht	President and Chief Executive Officer
Robert L. Shirel	Vice President and Controller
Bettie A. Engelbrecht	Treasurer
Bettie A. Engelbrecht	Secretary

(e) First Meeting of Board of Directors. The first meeting of the Board of Directors of the Surviving Corporation to be held after the date when this Agreement shall become effective may be called, or may convene in the manner provided in the By-Laws of the Surviving Corporation, and may be held at the time and place specified in said By-Laws.

(f) Expenses of Merger. The Surviving Corporation shall bear all of the expenses of carrying this Agreement of Merger into effect, and of accomplishing this merger.

(g) Effect of Merger. Upon the effective date of this merger, the separate existence of the merging corporations shall cease, the Merging Corporation shall at that time be merged into the Surviving Corporation, in accordance with the provisions of this Agreement, which Surviving Corporation shall possess all of the rights, privileges, powers and franchises of public as well as private nature and be subject to all the restrictions, disabilities, duties of each of the corporations which are

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parties to this Agreement, and all property, real, personal and mixed and all debts due to each corporation to this Agreement shall be vested in the Surviving Corporation; and all property, rights and privileges, powers and franchises, and all and every other interest shall be thereafter as effectually the property of the Surviving Corporation as they were of the respective constituent corporations hereby merged, and the title to any real estate, whether by deed or otherwise, vested in any of said corporations, parties hereto, shall not revert or be in any way impaired by reason of this merger, provided that all rights of creditors and all liens upon property of either corporation which is a party hereto shall be preserved and unimpaired and all debts, liabilities and duties of the merging Corporation shall hence forth be assumed and paid by the Surviving Corporation, and may be enforced against the Surviving Corporation to the same extent as if said debts, liabilities and duties had been incurred or contracted for by said Surviving Corporation.

BOOK 6428 PAGE 920

(h) Additional Instruments. In the event that any further assignment or assurances in law or anything necessary or desirable to vest the Surviving Corporation, according to the terms hereof, with title to any property rights of the Merging Corporation, the proper officers and directors of said Merging Corporation shall and will execute and convey all such proper assignments and assurances and do all things necessary, proper, or desirable to vest title of such property or rights of said corporation in the Surviving Corporation, and otherwise to carry out the purposes of this Agreement of Merger.

(i) Amendment of Agreement. The Surviving Corporation reserves the right to amend, alter, change or repeal any provision contained in this Agreement, except as to the debts, liabilities and duties of the Merging Corporation herein assumed, including the right to amend, alter or change any of the provisions of the Articles of Incorporation of the Surviving Corporation, providing that said amendment, alteration or change shall be according to and in full compliance with the Indiana and Tennessee statutes now or hereafter applicable to domestic corporations for profit, and all rights conferred upon stockholders herein granted are subject to this reservation.

III. CANCELLATION OF CAPITAL STOCK OF MERGING CORPORATION.

Since the Surviving Corporation owns all presently issued and outstanding shares of the Merging Corporation the outstanding

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shares of capital stock of the Merging Corporation shall be cancelled.

IV. ARTICLES OF INCORPORATION.

The Articles of Incorporation of the Surviving Corporation shall remain unchanged and in full force and effect, and they shall upon the effective date of this merger constitute the Articles of Incorporation of the Surviving Corporation.

V. COMPLIANCE WITH THE LAWS REGARDING MERGER.

Both the Merging Corporation and the Surviving Corporation shall take whatever steps are necessary for compliance with the laws of the State of Indiana and the State of Tennessee concerning merger of corporations. There shall be executed and filed with the Secretary of State of Indiana and the Secretary of State of Tennessee Articles of Merger setting forth the Agreement of Merger, the signatures of the corporate parties hereto, and manner of its adoption, and the vote by which adopted by each of such corporations. In addition, Articles of Merger shall be filed in the county where the principal office of the Surviving Corporation is located, in the county where the principal office of the Merging Corporation was located, and in the counties where the Surviving Corporation and the Merging Corporation had any real estate at the time of the merger.

VI. SERVICE OF PROCESS.

The Surviving Corporation agrees that it may be served with process in Tennessee in any proceeding for enforcement of any obligation of the Merging Corporation.

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VII. APPROVAL BY STOCKHOLDERS.

Inasmuch as the Merging Corporation is the wholly owned subsidiary of the Survivor Corporation, this Agreement of Merger need not and will not be submitted by the Merging Corporation or the Surviving Corporation to their stockholders for approval, as provided by the laws of the State of Indiana, I.C. §23-1-5-8.

VIII. EFFECTIVE DATE OF MERGER. BOOK 6428 PAGE 922

The effective date of this Agreement of Merger shall be the date of approval by the Secretary of State of Indiana, but for accounting purposes the effective date of the merger shall be the thirtieth day of September, 1984. All the assets of the Merging Corporation shall be transferred to the Surviving Corporation which shall assume all of the liabilities of the Merging Corporation and all outstanding common stock in the Merging Corporation shall be cancelled as of the aforesaid effective date of the Merger.

IN WITNESS WHEREOF, the corporate parties hereto, pursuant to a resolution of each of their respective Board of Directors and pursuant to a plan of reorganization adopted by each respective Board of Directors, have caused this Agreement to be executed by the President and attested by the Secretary, respectively, of each of said corporations, and the corporate seal affixed hereto, as

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the act of each of said corporations, on the day and year first hereinabove set forth.

Stereo Ninety-Three, Inc.

By _____
John D. Engelbrecht, President

ATTEST:

_____
Robert L. Shirel, Secretary

BOOK 6428 PAGE 923

APPROVED this 24th day of August, 1984.

_____
John D. Engelbrecht, Director

_____
Marilyn O'D. Engelbrecht, Director

_____
Robert L. Shirel, Director

"MERGING CORPORATION"

South Central Communications Corporation

By _____
John D. Engelbrecht, President

ATTEST:

_____
Bettie A. Engelbrecht, Secretary

APPROVED this 24th day of August, 1984.

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John D. Engelbrecht, Director

Bettie A. Engelbrecht, Director

Marilyn O'D. Engelbrecht, Director

Robert L. Shirel, Director

"SURVIVING CORPORATION"

STATE OF INDIANA)
) SS:
COUNTY OF VANDERBURGH)

BOOK 6428 PAGE 924

Before me, the undersigned, a Notary Public in and for said County and State, personally appeared John D. Engelbrecht, President, and Robert L. Shirel, Secretary, of the above named Stereo Ninety-Three, Inc., a Tennessee corporation, and acknowledged the execution of the above and foregoing Agreement of Merger for and on behalf of said corporation after being duly authorized to do so by unanimous vote of the Board of Directors of said corporation.

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SUBSCRIBED AND SWORN to before me, this 4th day of September, 1984.

Laura K. Ashley
Notary Public

LAURA K. ASHLEY
Printed Signature

My Commission Expires: June 30, 1987

My County of Residence is: Warrick

This instrument prepared by:

Thomas R. Fitzsimmons
A member of the law firm of:
FINE, HATFIELD, SPARRENBERGER & FINE
520 N.W. Second Street
P.O. Box 779
Evansville, Indiana 47705-0779
Telephone: (812) 425-3592

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CERTIFICATION OF CORPORATE ACTION

I, Robert L. Shirel, being first duly sworn upon my oath, depose and state:

That I am the duly elected, qualified and acting Secretary of Stereo Ninety-Three, Inc., a Tennessee corporation, with its office and principal place of business at 504 Rosedale Avenue, Nashville, Tennessee and as such Secretary, I have the custody and control of the books and records of said corporation.

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I do hereby certify that at a Special Meeting of the Directors of said corporation held on August 24, 1984, at which meeting all of the Directors were present in person; waived notice of said meeting; and consented to the holding of said meeting and to the transaction of all business that might be presented, and at which meeting the Directors approved a plan of reorganization and proposed merger with South Central Communications Corporation, an Indiana corporation with its office and principal place of business at 1162 Mt. Auburn Road, Evansville, Indiana and the foregoing Agreement of Merger by unanimous vote of all the Directors of said corporations.

Dated this 4th day of September, 1984.

Robert L. Shirel
Robert L. Shirel, Secretary

STATE OF INDIANA)
) SS:
COUNTY OF VANDERBURGH)

Robert L. Shirel, being first duly sworn upon his oath, deposes and says that he is the Secretary of Stereo Ninety-Three, Inc., that he has read the above and foregoing Certificate and that the matters and things set forth therein are true as he verily believes.

Robert L. Shirel
Robert L. Shirel

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SUBSCRIBED AND SWORN to before me, a Notary Public in and for said County and State, this 4th day of September, 1984.

Laura K. Ashley
Notary Public
LAURA K. ASHLEY
My County of Residence is: Warrick

My Commission expires:
June 30, 1987

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CERTIFICATION OF CORPORATE ACTION

I, Bettie A. Engelbrecht, being first duly sworn upon my oath, depose and state:

That I am the duly elected, qualified and acting Secretary of South Central Communications Corporation, an Indiana corporation, with its office and principal place of business at 1162 Mt. Auburn Road, Evansville, Indiana and as such Secretary, I have the custody and control of the books and records of said corporation.

BOOK 6428 PAGE 928

I do hereby certify that at a Special Meeting of the Directors of said corporation held on August 24, 1984, at which meeting all of the Directors were present in person; waived notice of said meeting; and consented to the holding of said meeting and to the transaction of all business that might be presented, the Directors approved a plan of reorganization and proposed merger with Stereo Ninety-Three, Inc., a Tennessee corporation with its office and principal place of business at 504 Rosedale Avenue, Nashville, Tennessee, and the foregoing Agreement of Merger by unanimous vote of all the Directors of said corporations.

Dated this 4th day of September, 1984.

Bettie A. Engelbrecht
Bettie A. Engelbrecht, Secretary

STATE OF INDIANA)
) SS:
COUNTY OF VANDERBURGH)

Bettie A. Engelbrecht, being first duly sworn upon her oath, deposes and says that she is the Secretary of South Central Communications Corporation, that she has read the above and foregoing Certificate and that the matters and things set forth therein are true as she verily believes.

Bettie A. Engelbrecht
Bettie A. Engelbrecht

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SUBSCRIBED AND SWORN to before me, a Notary Public in and for said County and State, this 4th day of September, 1984.

Laura K. Ashley
Notary Public
LAURA K. ASHLEY

My Commission expires:

June 30, 1987

My County of Residence is:

Warwick, RI

NOTARY PUBLIC

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