

STATE OF SOUTH CAROLINA
DEPARTMENT OF REVENUE

CONSOLIDATION AND MERGER AGREEMENT

BOOK 581 PAGE 358

THIS AGREEMENT made and entered into this 15th day of March, 1957, by and between The Broadcasting Company of the South and WIS-TV Corporation, each acting under and by the authority and direction of their respective boards of Directors and stockholders,

WITNESSETH:

THAT, The Broadcasting Company of the South is a corporation duly organized on August 22, 1950 and presently existing under the laws of the State of South Carolina for the purposes set forth in its Charter and with its principal place of business at Greenville, South Carolina, and

THAT, WIS-TV Corporation is a corporation duly organized on January 20, 1953 and presently existing under the laws of the State of South Carolina for the purposes set forth in its Charter and with its principal place of business at Columbia, South Carolina, and

THAT, the said corporations deem it desirable for their more efficient and economical operation that they merge and consolidate into a single corporation, and for the purpose of effecting such merger and consolidation and in compliance with the provisions of Title 12, Chapter 6, of the Code of Laws of the State of South Carolina, 1952, and subject to the approval of the Federal Communications Commission, U. S. C. T. C., the said The Broadcasting Company of the South and WIS-TV Corporation do hereby covenant and agree as follows:

1. The Broadcasting Company of the South and WIS-TV Corporation, hereinafter to be called the "constituent companies," are hereby merged and consolidated into a single corporation, hereinafter sometimes called the "consolidated corporation."

2. The name of the consolidated corporation shall be "The Broadcasting Company of the South."

3. The principal place of business of the consolidated corporation shall be Greenville, South Carolina.

4. The objects, purposes and nature of business of the consolidated corporation shall be those set forth in the Charters of the constituent companies, the substance of each of said Charters being incorporated in this agreement by reference.

5. The capitalization of the consolidated corporation shall be \$5,000,000 (Five Million Dollars) shares of Common Stock of the par value of \$1.00 per share.

FILED
MARCH 12 1957
GREENVILLE CO. S. C.

For increase of Capital Stock see Deed Book 672 Page 350

State of South Carolina
Executive Department
Pursuant to Law the Capital Stock of the within Corporation has this day been increased to the sum of \$200,000.00 Two Hundred Thousand Dollars, divided into Two Hundred Thousand (200,000) shares of the par value of \$1.00 One Dollar each,
Given under my Hand and Seal, of the State of Columbia, this 21st day of April A.D. 1961.
O. Frank Thornton, Secretary of State