

209140 SURV
CERTIFICATE OF OWNERSHIP

FILED

in the Office of the Secretary of State
of the State of California

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OF

MARCH 1973

WBAI-FM, INC.

WHEREAS, WBAI-FM, INC. is a corporation

BY

Richard A. [Signature]
DeputyPACIFICA FOUNDATION

PACIFICA FOUNDATION, a corporation formed under the laws of the State of California, desiring to merge WBAI-FM, INC. pursuant to the provisions of Section 4124 of the Corporations Code of the State of California, DOES HEREBY CERTIFY as follows:

FIRST: That PACIFICA FOUNDATION is a corporation formed under the laws of California and that said corporation is a ~~California corporation~~ ~~owns~~ all the shares of WBAI-FM, INC., a New York corporation.

SECOND: That at a special meeting of the Board of Directors of PACIFICA FOUNDATION duly held in accordance with its By-Laws at *Rice University, Houston, Texas* ~~2217 Shattuck Avenue, Berkeley, California 94704~~ at 10:00 o'clock P.M. on the 6th day of March, 1971, at which meeting all of the members of said Board were present and acting throughout, the following resolutions were unanimously adopted:

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"WHEREAS, this corporation has acquired and now lawfully owns all of the stock of WBAI-FM, INC. and desires to merge said corporation and to have all of its estate, property, rights, privileges and franchises vested in and held and enjoyed by this corporation;

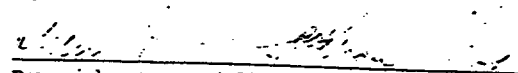
NOW, THEREFORE, BE IT RESOLVED, that this corporation merge and it does hereby merge said WBAI-FM, INC. and does hereby assume all of its obligations; and

FURTHER RESOLVED, that the proper officers of this corporation be, and they hereby are, authorized and directed to make and execute, in its name and under its corporate seal, and to file in the proper public offices, a certificate of such ownership, setting forth a copy of this resolution; and

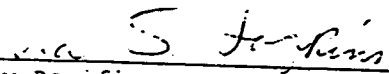
FURTHER RESOLVED, that the officers of this corporation be, and they hereby are, authorized and directed to take such further action as in their judgment may be necessary or proper to consummate the merger provided for by this resolution."

IN WITNESS WHEREOF, the undersigned have executed this
Certificate of Ownership this 6 day of November, 1973.

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President-Pacific Foundation



Secretary-Pacific Foundation

November 19, 1973

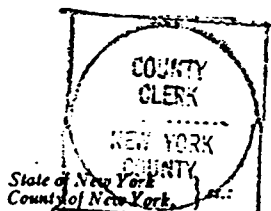
STATE OF NEW YORK)
) SS.:
 COUNTY OF NEW YORK)

EDWIN GOODMAN, being duly sworn, deposes and says that he is the President of PACIFICA FOUNDATION the corporation mentioned in the foregoing Certificate of Ownership; that he has read and signed the same and that the statements contained therein are true.

EDWIN GOODMAN

Sworn to before me this
 day of November, 1973.

[Faint, illegible text]



No. 32232 Form 1

I, NORMAN GOODMAN, County Clerk and Clerk of the Supreme Court of the State of New York, in and for the County of New York, a Court of Record, having by law a seal, DO HEREBY CERTIFY pursuant to the Executive Law of the State of New York, that

[Signature: Frederick Knudsen]

whose name is subscribed to the annexed affidavit, deposition, certificate of acknowledgment or proof, was at the time of taking the same a NOTARY PUBLIC in and for the State of New York duly commissioned, sworn and qualified to act as such; that pursuant to law, a commission or a certificate of his official character, with his autograph signature has been filed in my office; that at the time of taking such proof, acknowledgment or oath, he was duly authorized to take the same; that I am well acquainted with the handwriting of such NOTARY PUBLIC or have compared the signature on the annexed instrument with his autograph signature deposited in my office, and I believe that such signature is genuine.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal this

FEE PAID \$3.00

County Clerk and Clerk of the Supreme Court, New York County

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STATE OF CALIFORNIA)
) SS.:
COUNTY OF ALAMEDA)

VERA HOPKINS, being duly sworn, deposes and says that she is the Secretary of PACIFICA FOUNDATION the corporation mentioned in the foregoing Certificate of Ownership; that she has read and signed the same and that the statements contained therein are true.

Vera Hopkins

VERA HOPKINS

Sworn to before me this
10 day of January, 1973.

Henry M. Elson

Notary Public

HENRY M. ELSON

