

## ARTICLES OF INCORPORATION

of

**NEWCO**

One or more persons acting as the incorporator or incorporators under the provisions of Title 29 of the D.C. Code (Business Organizations Act) adopt the following Articles of Incorporation:

1. **Corporation Name.** The name of the corporation is **NewCo** (“Corporation”).
2. **Membership.** The Corporation shall not have members. [NOTE: AS PART OF THE MERGER FILINGS, THIS ARTICLE WILL BE AMENDED TO STATE: “The Corporation shall have members, in such classes and with such rights, privileges, and qualifications as set forth in the Bylaws of the Corporation.”]
3. **Registered Agent’s Name and Address.** The initial registered agent of the Corporation is CT Corporation System. The initial registered office of the Corporation is 1015 15th Street, NW, Suite 1000, Washington, DC 20005.
4. **Incorporation.** The Corporation is incorporated as a nonprofit corporation under D.C. Code Title 29, Chapter 4.
5. **Purposes.** The general purposes of this Corporation are to engage in any lawful act or activity for which corporations may be organized under the District of Columbia Nonprofit Corporation Act and Section 501(c)(6) of the Internal Revenue Code. The specific and primary purposes for which this Corporation is formed include, but are not limited to, representing, promoting and advancing the interests of those in the general circulation newspaper industry so that, as a free, strong and responsible press, they may best serve the nation and its people.
6. **Board of Directors.** The Board of Directors shall be vested with the management and control of the Corporation. The manner in which the Directors shall be elected or appointed, and their term of office, shall be as provided in the Bylaws of the Corporation. The number of Directors constituting the initial Board of Directors is six (6) and the names and addresses of the individuals who are to serve as the initial directors until their successors are elected or appointed and qualified, are:
  - a) Doug Phares, 314 West Market Street, Sandusky, OH 44870
  - b) Cory Bollinger, 124 S. Second St., Aberdeen, SD 57402-4430
  - c) Alan Fisco, 1000 Denny Way, Seattle, WA 98109
  - d) P.J. Browning, 134 Columbus Street, Charleston, SC 28403-4800
  - e) Chris Reen, 30 Pikes Peak Avenue, Suite #100, Colorado Springs, CO 80903
  - f) Nat Lea, 121 E. Capitol, Little Rock, AR 72203-2221

