

Section 6. Stock Purchase Plans. The corporation may adopt and carry out a stock purchase plan or agreement or stock option plan or agreement providing for the issue and sale for such consideration as may be fixed of its unissued shares, or of issued shares acquired or to be acquired, to one or more of the employees or directors of the corporation or of a subsidiary or to a trustee on their behalf and for the payment for such shares in installments or at one time, and may provide for aiding any such persons in paying for such shares by compensation for services rendered, promissory notes, or otherwise.

Any such stock purchase plan or agreement or stock option plan or agreement may include, among other features, the fixing of eligibility for participation therein, the class and price of shares to be issued or sold under the plan or agreement, the number of shares which may be subscribed for, the method of payment therefor, the reservation of title until full payment therefor, the effect of the termination of employment and option or obligation on the part of the corporation to repurchase the shares upon termination of employment, restrictions upon transfer of the shares, the time limits of and termination of the plan, and any other matters, not in violation of applicable law, as may be included in the plan as approved or authorized by the Board or any committee of the Board.

Section 7. Annual Report to Shareholders. The annual report to shareholders referred to in Section 1501 of the California General Corporation Law is expressly waived, but nothing herein shall be interpreted as prohibiting the Board from issuing annual or other periodic reports to shareholders.

Section 8. Construction and Definitions. Unless the context otherwise requires, the general provisions, rules of construction, and definitions contained in the General Provisions of the California Corporations Code and the California General Corporation Law shall govern the construction of these Bylaws.

## ARTICLE VI. INDEMNIFICATION

Section 1. Definitions. For the purposes of this Article, "agent" includes any person who is or was a director, officer, employee, or other agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust or other enterprise, or was a director, officer, employee, or agent of a foreign or domestic corporation which was a predecessor corporation of the corporation or of another enterprise at the request of such predecessor corporation; "proceeding" includes any threatened, pending, or completed action or proceeding, whether civil, criminal, administrative or investigative; and "expenses" includes attorneys' fees and any expenses of establishing a right to indemnification under Section 4 or Section 5(c).

Section 2. Indemnification in Actions by Third Parties. The corporation shall have power to indemnify any person who was or is a party or is threatened to be made a party to any proceeding (other than an

action by or in the right of the corporation) by reason of the fact that such person is or was an agent of the corporation, against expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with such proceeding if such person acted in good faith and in a manner such person reasonably believed to be in the best interest of the corporation and, in the case of a criminal proceeding, had no reasonable cause to believe the conduct of such person was unlawful. The termination of any proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which the person reasonably believed to be in the best interests of the corporation or that the person had reasonable cause to believe that the person's conduct was unlawful.

Section 3. Indemnification in Actions by or in the Right of the Corporation. The corporation shall have power to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action by or in the right of the corporation to procure a judgment in its favor by reason of the fact that such person is or was an agent of the corporation, against expenses actually and reasonably incurred by such person in connection with the defense or settlement of such action if such person acted in good faith, in a manner such person believed to be in the best interests of the corporation, and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances. No indemnification shall be made under this Section 3:

(a) In respect to any claim, issue, or matter as to which person shall have been adjudged to be liable to the corporation in the performance of such person's duty to the corporation, unless and only to the extent that the court in which such action was brought shall determine upon application that, in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for the expenses which such court shall determine;

(b) Of amounts paid in settling or otherwise disposing of a threatened or pending action, with or without court approval; or

(c) Of expenses incurred in defending a threatened or pending action which is settled or otherwise disposed of without court approval.

Section 4. Indemnification Against Expense. To the extent that an agent of the corporation has been successful on the merits in defense of any proceeding referred to in Sections 2 or 3 or in defense of any claim, issue or matter therein, the agent shall be indemnified against expenses actually and reasonably incurred by the agent in connection therewith.

Section 5. Required Determinations. Except as provided in Section 4, any indemnification under this Article shall be made by the corporation only if authorized in the specific case, upon a determination that indemnification of the agent is proper in the circumstances because the agent has met the applicable standard of conduct set forth in Sections 2 or 3 by:

(a) A majority vote of a quorum consisting of directors who are not parties to such proceeding;

(b) Approval of the shareholders, with the shares owned by the person to be indemnified not being entitled to vote thereon; or

(c) The court in which such proceeding is or was pending upon application by the agent, attorney, or other person is opposed by the corporation.

Section 6. Advance of Expenses. Expenses incurred in defending any proceeding may be advanced by the corporation prior to the final disposition of such proceeding upon receipt of an undertaking by or on behalf of the agent to repay such amount unless it shall be determined ultimately that the agent is entitled to be indemnified as authorized in this Article.

Section 7. Other Indemnifications. No provision made by the corporation to indemnify its or its subsidiary's directors or officers for the defense of any proceeding, whether contained in the Articles, Bylaws, a resolution of shareholders or directors, an agreement, or otherwise, shall be valid unless consistent with this Article. Nothing contained in this Article shall affect any right to indemnification to which persons other than such directors and officers may be entitled to contract or otherwise.

Section 8. Forms of Indemnification Not Permitted. No indemnification or advance shall be made under this Article, except as provided in Section 4 or Section 5(c) in any circumstances where it appears:

(a) That it would be inconsistent with a provision of the Articles, Bylaws, a resolution of the shareholders or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the proceeding in which the expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnification; or

(b) That it would be inconsistent with any condition expressly imposed by a court in approving a settlement.

Section 9. Insurance. The corporation shall have the power to purchase and maintain insurance on behalf of any agent of the corporation against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such whether or not the corporation would have the power to indemnify the agent against such liability under the provisions of this Article.

Section 10. Nonapplicability to Fiduciaries of Employee Benefit Plans. This Article does not apply to any proceeding against any trustee, investment manager, or other fiduciary of an employee benefit plan in such person's capacity as such, even though such person may also be an agent of the corporation as defined in Section 1. Nothing contained in this Article shall limit any right to indemnification to which such a trustee, investment manager, or other fiduciary may be entitled by contract or otherwise which shall be enforceable to the extent permitted by applicable law other than Section 317 of the California General Corporation Law.

## ARTICLE VII. EMERGENCY PROVISIONS

Section 1. General. The provisions of this Article shall be operative only during a national emergency declared by the President of the United States or the person performing the President's functions, or in the event of a nuclear, atomic, or other attack on the United States or a disaster making it impossible or impracticable for the corporation to conduct its business without recourse to the provisions of this Article. Said provisions in such event shall override all other Bylaws of this corporation in conflict with any provisions of this Article, and shall remain operative so long as it remains impossible or impracticable to continue the business of the corporation otherwise, but thereafter shall be inoperative; provided that all actions taken in good faith pursuant to such provisions shall thereafter remain in full force and effect unless and until revoked by action taken pursuant to the provisions of the Bylaws other than those contained in this Article.

Section 2. Unavailable Directors. All Directors of the corporation who are not available to perform their duties as directors by reason of physical or mental incapacity or for any other reason or who are unwilling to perform their duties or whose whereabouts are unknown shall automatically cease to be directors, with like effect as if such persons had resigned as directors, so long as such unavailability continues.

Section 3. Authorized Number of Directors. The authorized number of directors shall be the number of directors remaining after eliminating those who have ceased to be directors pursuant to Section 2, or the minimum number required by law, whichever number is greater.

Section 4. Quorum. The number of directors necessary to constitute a quorum shall be one-half the authorized number of directors as specified in the foregoing Section or such other minimum number as, pursuant to the law or lawful decree then in force, it is possible for the Bylaws of a corporation to specify.

Section 5. Creation of Emergency Committee. In the event the number of directors remaining after eliminating those who have ceased to be directors pursuant to Section 2 is less than the minimum number of authorized directors required by law, then until the appointment of additional directors to make up such required minimum, all the powers and authorities which the Board could by law delegate, including all powers and authorities which the Board could delegate to a committee, shall be automatically vested in an emergency committee, and the emergency committee shall thereafter manage the affairs of the corporation pursuant to such powers and authorities and shall have all such other powers and authorities as may by law or lawful decree be conferred on any person or body of person during a period of emergency.

Section 6. Constitution of Emergency Committee. The emergency committee shall consist of all the directors remaining after eliminating those who have ceased to be directors pursuant to Section 2, provided that such remaining directors are not less than three in number. In the event such remaining directors are less than three in number, the emergency committee shall consist of three persons, who shall be the remaining director or directors and either one or two officers or employees of the corporation, as the remaining director or directors may in writing designate. If there is no remaining director, the emergency committee shall consist of the three most senior officers of the corporation who are available to serve, and if and to the extent that officers are not available, the most determined in accordance with any

designation of seniority in the minutes of the proceedings of the Board, and in the absence of such designation, shall be determined by rate of remuneration. In the event that there are no remaining directors and no officers or employees of the corporation available, the emergency committee shall consist of three persons designated in writing by the shareholder owning the largest number of shares of record as of the date of the last record date.

Section 7. Powers of Emergency Committee. The emergency committee, once appointed, shall govern its own procedures and shall have power to increase and number of members thereof beyond the original number, and in the event of a vacancy or vacancies therein, arising at any time, the remaining member or members of the emergency committee shall have the power to fill such vacancy or vacancies. In the event at any time after its appointment, all members of the emergency committee shall die or resign or become unavailable to act for any reason whatsoever, a new emergency committee shall be appointed in accordance with the foregoing provisions of this Article.

Section 8. Directors Becoming Available. Any person who has ceased to be a director pursuant to the provisions of Section 2 and who thereafter becomes available to serve as a director shall automatically become a member of the emergency committee.

Section 9. Election of Board of Directors. The emergency committee shall, as soon after its appointment as is practicable, take all requisite action to secure the election of a board of directors, and upon such election all the powers and authorities of the emergency committee shall cease.

Section 10. Termination of Emergency Committee. In the event, after the appointment of an emergency committee, a sufficient number of persons who ceased to be directors pursuant to Section 2 become available to serve as directors, so that if they had not ceased to be directors as aforesaid, there would be enough directors to constitute the minimum number of directors required by law, then all such persons shall automatically be deemed to be reappointed as directors and the powers and authorities of the emergency committee shall be at an end.

#### ARTICLE VIII. AMENDMENTS

These Bylaws may be amended or repealed either by approval of the outstanding shares, common and preferred, or by the approval of the Board; provided, however, that after the issuance of shares, a Bylaw specifying or changing a fixed number of directors or the maximum or minimum number or changing from a fixed to a variable Board or vice versa may only be adopted by approval of the outstanding shares.

I hereby certify that I am the duly elected and acting Secretary of DEAS COMMUNICATIONS, INC., a California corporation and that the foregoing Bylaws, comprising nineteen (19) pages, constitute the Bylaws of said corporation as duly adopted at a meeting of the Board of Directors thereof held on \_\_\_\_\_.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed the

seal of said corporation this fourth day of February, 1991.

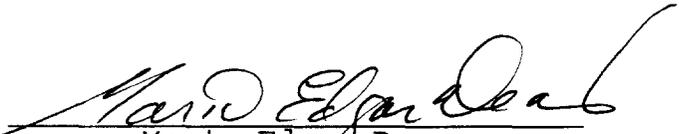
  
Sherryl A. Petersen  
Secretary

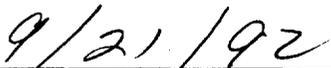
(corporate seal)

CERTIFICATION

I hereby certify, under penalty of perjury, that the foregoing Exhibit 1, entitled "The Applicant," is true and correct to the best of my knowledge and belief.

Respectfully submitted,

  
\_\_\_\_\_  
Mario Edgar Deas

  
\_\_\_\_\_  
Date

Federal Communications Commission

Docket No. 92-111 Exhibit Item # 2

Presented by \_\_\_\_\_

Disposition  Identified   
 Not Colored   
 Deleted

Reporter aac Per FCC 92A-985

Date 10/1/92

TESTIMONY OF MARIO EDGAR DEAS

I, Mario Edgar Deas, declare under penalty of perjury that the following statement is true and correct.

I am the President, a Director and the sole voting shareholder of Deas Communications, Inc. ("Deas"), applicant for a new FM radio Station in Healdsburg, California. I reside at 456 Hidden Acres Road, Healdsburg, California 95448. I have resided consistently in Healdsburg since 1955.

I do not have and never have had any ownership or other interest in any of the media of mass communication. I am currently the President of E & M Electric and Machinery, Inc., in Healdsburg ("E & M"). E & M specializes in designing programmable controls (specialized computers that control a machine's actions), as well as motor repair and electric supply.

If Deas' application is granted, I will participate full-time (at least 40 hours per week) as General Manager of the station. I will cease all other employment and will resign as President of E & M prior to the commencement of station operations. As General Manager, I will be the person ultimately responsible for all station policies, including those relating to programming, finances, sales and personnel, will be in charge of hiring and firing of employees, for the

station's equal employment opportunity program and for station promotions and community outreach.

I am a Hispanic American, born in Cuba and of 100% Cuban ancestry. I was naturalized as a United States citizen in 1957.

While a resident of Healdsburg, I have participated in the following activities, all of which are within Deas' principal community service contour and all of which predate the filing of Deas' application:

Healdsburg Chamber of Commerce: Member (1970 to the present); President (1976); Russian River Wine Festival Chairman (1978); Board Member (1975 to 1978); Member, Business Development Council (1989 to the present).

Kiwanis Club of Healdsburg: Member (1979 to the present); President when Sonoma County Wine Auction was started (1981); Chairperson of Sonoma County Wine Auction, which raised funds for Sonoma County Wine Library (1983); Board Member (1980 to 1982, 1988 - 1989).

Healdsburg High School Boosters Club: Member (1977 to the present); President (1979 - 1980); Board Member (1978 to 1981).

Healdsburg Planning Commission: Member (1980).

Healdsburg Museum - Historical Society: Charter Member (1977 to the present).

Federated Church of Healdsburg: Member (1960 to the present); Member, Advisory Committee for building sanctuary (1989 - 1990).

Healdsburg City Council: Councilperson (1988 to the present); Vice Mayor (1990 - 1991); Member, Sonoma County Transportation Committee and Finance Committee (1989 - 1990); Member, Migrant Worker Task Force Committee (1990 - 1991); established camp for migrant workers (1991).

Founding member of Board of Directors of Windsor Oaks National Bank; Director (1989 to the present); Chairperson, Marketing Committee (1989 to 1992).

Geyserville Chamber of Commerce: Member (1991 to the present).

CERTIFICATION

I hereby certify, under penalty of perjury, that the foregoing Exhibit 2, entitled "Testimony of Mario Edgar Deas," is true and correct to the best of my knowledge and belief.

Respectfully submitted,

  
\_\_\_\_\_  
Mario Edgar Deas

  
\_\_\_\_\_  
Date

Federal Communications Commission	
Docket No. 92-111	Exhibit No. Stipulation
Presented by: <i>Dem</i>	
Date: <i>10/1/92</i>	<input checked="" type="checkbox"/> Received <input type="checkbox"/> Returned <input type="checkbox"/> Forwarded
Re: <i>oac</i>	<i>FW FCC 92-111-985</i>

STIPULATION

Before the  
FEDERAL COMMUNICATIONS COMMISSION  
Washington, D.C. 20554

In re Applications of	)	MM DOCKET NO. 92-111
DEAS COMMUNICATIONS, INC.	)	File No. BPH-910208MB
HEALDSBURG EMPIRE CORPORATION	)	File No. BPH-910212MM
For Construction Permit for a	)	
New FM Station on Channel 240A	)	
in Healdsburg, California	)	
To: Administrative Law Judge		
Edward J. Kuhlmann		

STIPULATION ON AREAS AND POPULATIONS

On behalf of Deas Communications, Inc. and Healdsburg Empire Corporation, applicants in the captioned proceeding (the Parties), we hereby agree and stipulate as follows:

THAT with respect to the designated comparative coverage issue, there would not be a significant difference in the size of the areas and populations proposed by the Parties which would receive FM service of 1 mV/m or greater intensity;

THAT all the areas which the Parties propose to serve already receive five or more fulltime primary aural services.

Respectfully submitted,

HEALDSBURG EMPIRE CORPORATION

DEAS COMMUNICATIONS, INC.

By:

*Jerome S. Silber*  
Jerome S. Silber

By:

Lawrence Bernstein

Its Attorney

Its Attorney

Rosenman & Colin  
575 Madison Avenue  
New York, New York 10022

Brinig & Bernstein  
1818 N Street, NW, Suite 200  
Washington, D.C. 20036

September 4, 1992

Before the  
FEDERAL COMMUNICATIONS COMMISSION  
Washington, D.C. 20554

In re Applications of ) MM DOCKET NO. 92-111  
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Respectfully submitted,

HEALDSBURG EMPIRE CORPORATION

DEAS COMMUNICATIONS, INC.

By: \_\_\_\_\_  
Jerome S. Silber

By:  \_\_\_\_\_  
Lawrence Bernstein

Its Attorney

Its Attorney

Rosenman & Colin  
575 Madison Avenue  
New York, New York 10022

Brinig & Bernstein  
1818 N Street, NW, Suite 200  
Washington, D.C. 20036

September 4, 1992