

OCT 11 2005

## Limited Liability Company

FILE NO. L-1231304-7

## Articles of Organization

NO \$ 1108813

We, the undersigned, who intend to form and create a Limited Liability Company, PURSUANT TO THE Statutes of the State of Arizona, do hereby state and certify the following:

1. The name of the Liability Company shall be DSN Radio, L.L.C.
2. The registered statutory agent of the company is Accounting Services of Sedona, L.L.C. located at 210 Canyon Diablo Road, City of Sedona, State of Arizona 86351 for service of process.
3. The principal place of business of the Company is located at 2370 W. Hwy 89A, Suite 11 #182, City of Sedona, State of Arizona 86336.
4. The purpose for which the company is formed is to engage in any lawful acts or activities for which limited liability companies may be formed under laws of the above named State. The initial purpose of the company is to engage in the operations of radio stations and other related activities.
5. The company shall have a perpetual existence.
6. Indemnification.
  - a. The company shall indemnify any person who is or was a party, who is threatened to be made a party, to any threatened, pending, or completed action, suitor proceeding, whether civil, criminal, administrative, or investigative, including all appeals, by reason of the fact that he or she is or was a member, managing member, or employee of the company, or is or was serving at the request of the company as a director, trustee, officer, or employee of another limited liability company, corporation, partnership, joint venture, trust, or other enterprise, against any and all expenses (including reasonable attorney's fees) judgments, decrees, fines, penalties, and amounts paid in settlement, which were actually and reasonably incurred by him or her in connection with such action, suit or proceeding, if he or she acted in good faith and in a manner which he or she reasonably believed to be in, or at least not opposed to, the best interests of the company, and with respect to any criminal action or proceeding, he or she had no reasonable cause to believe his or her conduct was unlawful. The termination of any action,

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suit, or proceeding by judgment, order, settlement, conviction, or 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 he or she reasonably believed to be in, or at least not opposed to, the best interest of the company.

- b. The foregoing indemnification shall not apply in the case of an action, suit, or proceeding instituted by one or more members of the company, if the claim, matter, or issue raised therein is determined by a court of competent jurisdiction to have resulted from the negligence or misconduct of the member(s) seeking indemnization; provided, however, that such indemnification shall nonetheless apply if, in view of all of the circumstances of the case, such court shall determine that such member(s) is/are fairly and reasonably entitled to indemnification, with respect to such expenses, judgments, decrees, fines, penalties, and amounts paid in settlement as determined by the court.
  - c. Expenses of each person indemnified hereunder, incurred in defending against a civil, criminal, administrative, or investigative action, suit or proceeding (including all appeals), or threat thereof, may be paid by the company in advance of the final disposition of such action, suit, or proceeding, as authorized by a majority in interest of the members, upon receipt of an undertaking by such person to repay such amount unless it shall ultimately be determined that he or she is entitled to by indemnification by the corporation.
- 7. Composition of management. The management of the company will be vested in a board of managers, consisting of a number not more than 1, who are required to be members of the company, designated in accordance with the terms of the company operating agreement.
  - 8. The names and addresses of the Manager(s) of the Company are as follows:  
  
Guy W. Giuliano  
2370 W. Hwy 89A, Suite 11 #182  
Sedona, Arizona 86336-5341
  - 9. The amount of capital each Member has contributed or has agreed to contribute:

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**Member  
Capital Contributed**

Guy W. Giuliano  
2370 W. Hwy 89A, Suite 11 #182  
Sedona, Arizona 86336  
95%

Michael R. DeRose  
500 5th Ave  
Marengo, IL 60152  
5%

**Member  
Capital Agreed to Contribute**

Guy W. Giuliano  
95%

Michael R. DeRose  
5%

10. The company shall have the right to add additional Members according to the terms of the Operating Agreement.
11. The Members may only discontinue business upon an event of dissolution only according to the terms of the Operating Agreement.
12. The company shall be initially organized with at least two Members.

**MANAGING MEMBER(S):**

Signature

**MEMBERS:**

Signature

Signature

L-127-1304-7

STATE OF ARIZONA

COUNTY OF YAVAPAI

On the 6<sup>th</sup> day of September, 2005, personally appeared  
before me Gary W. Giallano, the signer(s) of the within  
instrument, who duly acknowledged to me that they executed the same.

  
Notary Public

Residing



Notary Public State of Arizona  
Yavapai County  
Michelle L. Kane  
Expires October 20, 2008

My Commission expires:

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**ACCEPTANCE OF APPOINTMENT BY STATUTORY AGENT**

I, Accounting Services of Sedona, LLC, having been designated to act as Statutory Agent, hereby consent to act in that capacity until removed or resignation is submitted in accordance with the Arizona Revised Statutes.

on behalf of:

*Michelle Kane*

Accounting Services of Sedona, L.L.C.

P.O. Box 20751  
Sedona, AZ 86341  
(928) 284-2057 Phone  
(928) 284-3915 Fax  
[mkane@csedona.net](mailto:mkane@csedona.net)

**Accounting Services  
of Sedona, L.L.C.**

Accounting, Tax & Financial Services

Serving Arizona since 1994

"Authorized IRS E-File Provider"

# Fax

To:	Arizona Corp Commission	From:	Michelle L. Kane	L-1231304-7
Fax:	(602) 542-4100	Pages:	10 (including cover sheet)	
Phone:		Date:	10/11/05	
Re:	DSN Radio, LLC	CC:		
<i>* Articles of Organization edited (p.1)</i>				
<input type="checkbox"/> Urgent <input type="checkbox"/> For Review <input type="checkbox"/> Please Comment <input type="checkbox"/> Please Reply <input type="checkbox"/> Please Recycle				
• Comments:				

**RECEIVED**

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ARIZONA CORP COMMISSION  
CORPORATIONS DIVISION

Securities offered through Terra Securities Corporation (TSC)—Member NASD, SIPC, 200 N. Martingale Rd, 7<sup>th</sup> Fl, Schaumburg, IL 60173 (847) 330-7900. An SEC Registered Representative. TSC is a Genworth Financial company

*Michelle L. Kane*

**ARIZONA CORPORATION COMMISSION  
CORPORATIONS DIVISION  
SUBMISSION COVER SHEET**

THIS DOCUMENT SUBJECT TO PUBLIC RECORD - Important: use a separate cover sheet for each document

Regarding (Name/proposed name for Corp./LLC):

DSN Radio, L.L.C.

L-1231304-7

Please Check or Complete the Appropriate Sections:

- A. 1. ☒ NEW Entry Filing      ☐ CHANGE to Existing Entity      ☐ Resubmission/Corrected Document
2. ☒ Domestic (from Arizona)      ☐ Foreign (organized in another state or country)
3. ☐ Profit/Business Corporation (B)      ☐ Nonprofit Corporation (NP)      ☒ LLC      ☐ Trust      ☐ Other
4. Payment ☒ Check # \_\_\_\_\_ ☐ Cash ☐ MOD account # \_\_\_\_\_  
Amount: \$ 25.00      ☐ No fee required      ☐ See attached distribution of funds instructions
5. Processing ☒ Expedited (usually 1-3 day turn-around \$35 Additional Fee Per Document)  
☐ Regular (usually 4-6 week turn-around)

B. Filing Type: (Check one only)

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ARIZONA CORP. COMMISSION  
CORPORATIONS DIVISION

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ARIZONA CORP. COMMISSION  
CORPORATIONS DIVISION

- ☐ Articles of Domestication
- ☐ Articles of Incorporation
- ☒ Articles of Organization
- ☐ Application to Transact Business (B)
- ☐ Application to Conduct Affairs (NP)
- ☐ Application for New Authority
- ☐ Application for Registration
- ☐ Articles of Amendment
- ☐ Articles of Amendment & Restatement

- ☐ Publication of \_\_\_\_\_
- ☐ Articles of Correction
- ☐ Merger of (name): \_\_\_\_\_
- Info: \_\_\_\_\_
- ☐ Other: \_\_\_\_\_

C. Special Instructions: \_\_\_\_\_

D. Extras:

- ☐ Certified Copies- \_\_\_\_\_ (Qty. @ \$5 ea. for corp or \$10 ea. for LLCs)
- ☐ Good Standing Certificate- \_\_\_\_\_ (Qty. @ \$10 ea.)
- ☐ Expedite Certified Copies (\$35 extra)
- ☐ Expedite Good Standing (\$35 extra)

E. RETURN DELIVERY VIA: ☐ Mail or ☐ Pick Up or ☐ Fax # ( \_\_\_\_\_ )

The following individual should be called to pick up completed documents:

Name: \_\_\_\_\_

Phone: ( \_\_\_\_\_ ) \_\_\_\_\_

Pick-up by: \_\_\_\_\_

Date: \_\_\_\_\_

Please respond promptly to phone messages. Documents will be mailed if they are not picked up in a timely manner - approximately two weeks. In that event, the documents should be mailed to the following address:

Name: Michelle L. Kane

Firm: Accounting Service of Sedona, LLC

Address: P.O. Box 20751

City, State, Zip: Sedona, AZ 86341