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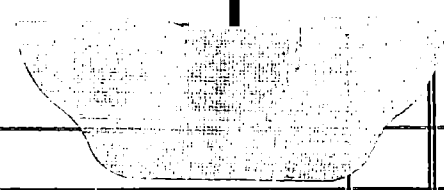
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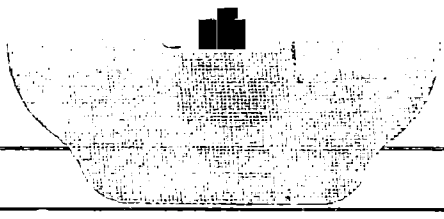
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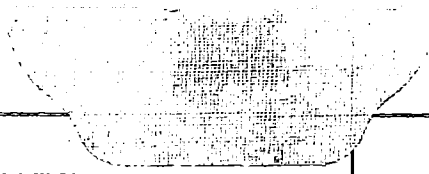
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11/2/63
Re. No. 2396

RECEIVED FOR RECORD July 1, 1963

CHESTER BEACH CLUB, INC.

ARTICLES OF REVIVAL
(Under Section 85)

CHESTER BEACH CLUB, INC., a Maryland corporation having its principal office in Stevensville, Queen Anne's County, Maryland, (hereinafter called the Corporation), hereby certifies to the STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND, that:

FIRST: The charter of the Corporation was forfeited on October 28, 1960, for the non-payment of taxes or for failure to file an annual report with the STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND, and these Articles of Revival are for the purpose of reviving and reinstating the charter of the Corporation.

SECOND: The name of the Corporation at the time of the forfeiture of its charter was CHESTER BEACH CLUB, INC.

THIRD: The name by which the Corporation will hereafter be known is CHESTER BEACH CLUB, INC.

FOURTH: (a) The post-office address of the principal office of the Corporation in the State of Maryland is Stevensville, Queen Anne's County, Maryland, and said principal office is located in the same county in which the principal office of the Corporation was located at the time of the forfeiture of its charter.

(b) The name and post office address of the resident agent of the Corporation in the State of Maryland are Catharine C. Wallman, Stevensville, Queen Anne's County, Maryland. Said resident agent is a citizen actually residing in this State (or a corporation of this State.)

FIFTH: At or prior to the filing of these Articles of Revival, the Corporation has:

- (a) Paid all fees required by law;
- (b) Filed all annual reports which should have been filed by the Corporation if its charter had not been forfeited;

(c) Paid all State and local taxes (other than taxes on real estate) and all interest and penalties due by the Corporation, irrespective of any period of limitation otherwise prescribed by law affecting the collection of any part of such taxes; and

(d) Paid an amount equal to all State and local taxes (other than taxes on real estate) and all interest and penalties which, irrespective of any period of limitation otherwise prescribed by law affecting the collection of any part of such taxes, would have been payable by the Corporation if its charter had not been forfeited.

For Execution by Directors

SIXTH: The last acting President, Vice-President, Secretary and Treasurer of the Corporation are unable to sign and acknowledge these Articles of Revival; and these Articles of Revival are, therefore, signed and acknowledged by the undersigned as three of the last acting directors of the Corporation.

IN WITNESS WHEREOF, the undersigned as three of the last acting directors of the Corporation have signed these Articles of Revival on _____, 1962.

David B. Nichols
Last Acting Director

Oliver J. Nichols
Last Acting Director

Patricia C. Wallman
Last Acting Director

STATE OF MARYLAND

County of Queen Anne's, ss:

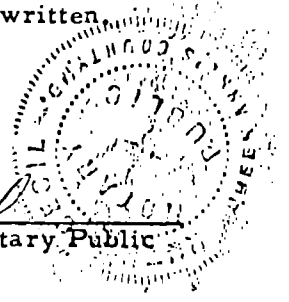
I HEREBY CERTIFY that on *December 28*, 1962, before me, the subscriber, a notary public of the State of Maryland, in and for the County of Queen Anne's, personally appeared *David M. Nichols, Oliver J. Nichols, Patricia C. Wallman*, and as three of the last acting directors of CHESTER BEACH CLUB, INC., a Maryland Corporation, severally acknowledged the foregoing

Articles of Revival to be their act.

WITNESS my hand and notarial seal the day and year last above written.

Ruth D. Cecil

Notary Public



115 ✓

ARTICLES OF REVIVAL
OF
CHESTER BEACH CLUB, INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland April 18, 1963 at 9:00 o'clock A. M. as in conformity
with law and ordered recorded.

A 2819

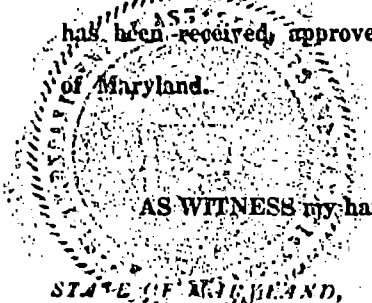
1

Recorded in Liber 7353, folio 333, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Special Fee
/ 17.00 / 11 / 1964 / \$.....5.00.....Recording fee paid \$.....10.00.....

To the clerk of the Circuit Court of Queen Anne's County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon,
has been received, approved and recorded by the State Department of Assessments and Taxation
of Maryland.



AS WITNESS my hand and seal of the said Department at Baltimore.

STATE OF MARYLAND,
QUEEN ANNE'S COUNTY, SCT.
I HEREBY CERTIFY THAT

Charles A. Bostyn

4/1/63
W. J.
Re. No. 2396
RECEIVED FOR RECORD July 1, 1963

SYLVESTER FARMS, INC.

STOCK ISSUANCE STATEMENT

Sylvester Farms, Inc., a Maryland Corporation having its principal office in Queen Anne's County, Maryland (hereinafter called the Corporation) hereby certifies to the State Department of Assessments and Taxation, that:

FIRST: The Corporation has authorized the issuance of 407.8035 full paid and non-assessable shares of the par value of the capital stock of the Corporation and the issuance of \$42,000.00 14 Year-Five Per Cent Registered Debentures for the following consideration, namely:

MABLE J. SYLVESTER
and
WILLIAM EMMETT SYLVESTER
CO-PARTNERS, TRADING AS
SYLVESTER FARMS

ASSETS

| | | | |
|--|----|-----------------|--------------------|
| Clark Farm | \$ | 10,621.04 | |
| Flowers Farm | | 13,166.07 | |
| Brown Farm | | 30,771.52 | |
| W. E. Sylvester Farm | | 8,249.72 | |
| Home Farm | | 11,888.71 | |
| All crops growing on said farms and all feed and hay on hand | | NONE | |
| All livestock raised | | NONE | |
| Purchased machinery and livestock | | 11,839.08 | |
| Contract of Sale of "Chestnut Meadows Farm" With J. Tilghman Meredith | | <u>3,304.00</u> | |
| TOTAL ASSETS | | | \$ 89,840.14 |
| Accrued F.I.C.A. Taxes | \$ | 357.21 | |
| Account payable to Olin Mathieson Chemical Co. for fertilizer | | 1,702.58 | |
| Promissory Note due The Liberty Bank | | <u>5,000.00</u> | |
| TOTAL LIABILITIES | | | \$ <u>7,059.79</u> |
| NET WORTH | | | \$ 82,780.35 |

The aforementioned consideration, the actual value of which as determined by the Board of Directors, is not less than Eighty-two Thousand Seven Hundred Eighty Dollars and Thirty-five Cents (\$82,780.35).

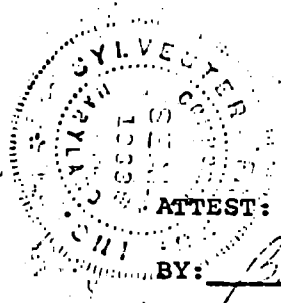
SECOND: (a) At the time of authorization of the issuance of such shares of stock there were no shares of stock of any class of the Corporation outstanding and entitled to vote; and

(b) The issuance of said shares of stock on the terms above set forth was duly authorized by the Board of Directors of the Corporation at a meeting held on January 2, 1963.

IN WITNESS WHEREOF, Sylvester Farms, Inc. has caused these presents to be signed in its name and on its behalf by its President and its corporate seal to be hereunto affixed and attested by its Secretary on March , 1963.

SYLVESTER FARMS, INC.

BY: William Emmett Sylvester
Its President



ATTEST:
BY: Betty P. Sylvester
Its Secretary

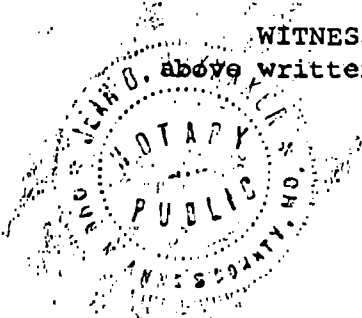
STATE OF MARYLAND,

ss:

COUNTY OF QUEEN ANNE'S,

I HEREBY CERTIFY, that on March 27th, 1963, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County of Queen Anne's, personally appeared William Emmett Sylvester, President of Sylvester Farms, Inc., a Maryland Corporation, and in the name and on behalf of said Corporation acknowledged the foregoing Stock Issuance Statement to be the corporate act of said Corporation; and at the same time personally appeared Betty P. Sylvester and made oath in due form of law that she was Secretary of the Board of Directors of said Corporation at which the issuance of the stock therein mentioned was finally approved, and that the matters and facts set forth in said statement are true to the best of her knowledge, information and belief.

WITNESS my hand and Notarial Seal, the day and year last above written.



Jean D. Haymett
Notary Public
My Comm. Expires: May 6, 1963

STOCK ISSUANCE STATEMENT
OF
SYLVESTER FARMS, INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland April 1, 1963 at 10:40 o'clock A. M. as in conformity
with law and ordered recorded.

A 2537

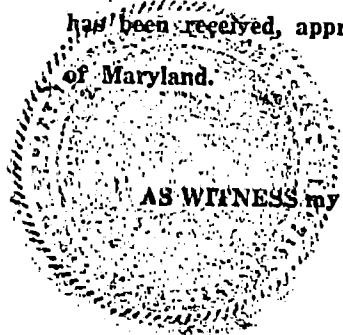
3
Recorded in Liber 7350, folio 567, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$.....Recording fee paid \$.....10.00.....

To the clerk of the Circuit Court of Queen Anne's County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon,
has been received, approved and recorded by the State Department of Assessments and Taxation
of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.



Charles G. Bartley

Re. 2396
RECEIVED FOR RECORD July 1, 1963.

LIBER 1 PAGE 8

THE WILSON GRAIN COMPANY

ARTICLES OF AMENDMENT

The Wilson Grain Company, a Maryland corporation having its principal office in Queen Anne's County, Maryland, (hereinafter called the "Corporation") hereby certifies to the State Department of Assessments and Taxation of Maryland, that:

FIRST: The charter of the Corporation is hereby amended by striking out Article SIXTH of the Articles of Incorporation, and inserting in lieu thereof the following:

SIXTH: The total amount of the authorized capital stock of the corporation is One Hundred and Fifty Thousand Dollars (\$150,000.00) par value divided into Fifteen Thousand (15,000) shares of the par value of Ten Dollars (\$10.00) each.

SECOND: The Board of Directors of the Corporation, at a meeting duly convened and held on March 22, 1963, adopted a resolution in which was set forth the foregoing amendment to the charter, declaring that the said amendment of the charter was advisable and directing that it be submitted for action thereon at a special meeting of the stockholders of the Corporation to be held on Wednesday, April 3, 1963.

THIRD: That thereafter consent in writing to such amendment of charter was executed by the owners of all of the stock of the Corporation, issued, outstanding and entitled to vote, being all of the issued and outstanding stock of the Corporation.

FOURTH: The amendment of the charter of the Corporation as hereinabove set forth has been duly advised by the Board of Directors and approved by the stockholders of the Corporation.

FIFTH: (a) The total number of shares of all classes of stock of the Corporation heretofore authorized, and the number and par value of the shares of each class are as follows:

Seventy-five Hundred (7,500) shares, without
par value.

(b) The total number of shares of all classes of stock of the Corporation as increased, and the number and par value of the shares of each class, are as follows:

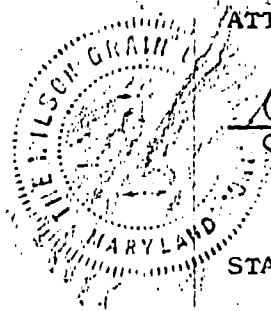
Fifteen Hundred (1,500) shares of common stock, par value Ten Dollars (\$10.00) each.

(c) The capital stock of the Corporation is not divided into classes.

IN WITNESS WHEREOF, The Wilson Grain Company has caused these presents to be signed in its name and on its behalf by its President, and its corporate seal to be hereunto affixed and attested by its Secretary on this 26 day of March, 1963.

ATTEST:

THE WILSON GRAIN COMPANY



C. O. Nicholson
C. O. Nicholson
Secretary

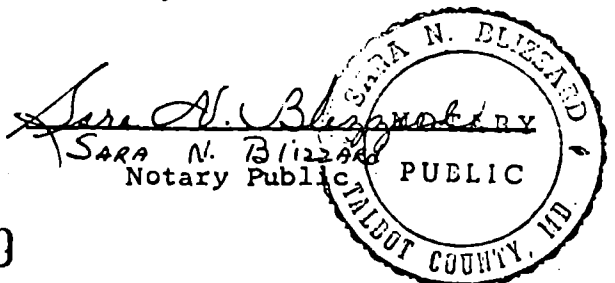
By: C. Merrick Wilson
C. Merrick Wilson
President

STATE OF MARYLAND, COUNTY OF Talbot, to wit:

I HEREBY CERTIFY that on this 25th day of March, 1963, before me, the undersigned officer, a Notary Public in and for the State and County aforesaid, personally appeared C. Merrick Wilson, President of The Wilson Grain Company, a Maryland corporation, and in the name and on behalf of said corporation, acknowledged the foregoing Articles of Amendment to be the corporate act of said corporation; and at the same time personally appeared C. O. Nicholson, and made oath in due form of law that he is Secretary of the Corporation/and that a consent in writing to the foregoing amendment, signed by the owners of all the issued and outstanding stock of the corporation is filed with the records of the corporation, and that the matters and facts set forth in said Articles of Amendment are true to the best of his knowledge, information and belief.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

My commission expires
May 6, 1963.



HENRY, HENRY & ADKINS
ATTORNEYS AT LAW
EASTON, MARYLAND

ARTICLES OF AMENDMENT
OF
THE WILSON GRAIN COMPANY

approved and received for record by the State Department of Assessments and Taxation
of Maryland April 22, 1963 at 2:05 o'clock p. M. as in conformity
with law and ordered recorded.

A 2809

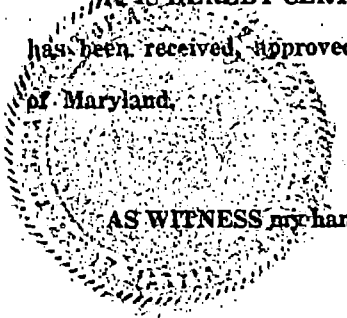
Recorded in Liber 353, folio 401, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$.....Recording fee paid \$.....10.00.....

To the clerk of the Circuit Court of Queen Anne's County.

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon,
has been received, approved and recorded by the State Department of Assessments and Taxation
of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.



Charles H. Hartgering

Re. 2396
RECEIVED FOR RECORD July 1, 1963

THE WILSON FEED COMPANY

ARTICLES OF AMENDMENT

The Wilson Feed Company, a Maryland corporation having its principal office in Queen Anne's County, Maryland, (hereinafter called the "Corporation") hereby certifies to the State Department of Assessments and Taxation of Maryland, that:

FIRST: The charter of the Corporation is hereby amended by striking out Article SIXTH of the Articles of Incorporation, and inserting in lieu thereof the following:

SIXTH: The total amount of the authorized capital stock of the corporation is One Hundred and Fifty Thousand Dollars (\$150,000.00) par value divided into Fifteen Thousand (15,000) shares of the par value of Ten Dollars (\$10.00) each.

SECOND: The Board of Directors of the Corporation, at a meeting duly convened and held on March 22, 1963, adopted a resolution in which was set forth the foregoing amendment to the charter, declaring that the said amendment of the charter was advisable and directing that it be submitted for action thereon at a special meeting of the stockholders of the Corporation to be held on Wednesday, April 3, 1963.

THIRD: That thereafter, consent in writing to such amendment of charter was executed by the owners of all of the stock of the Corporation, issued, outstanding and entitled to vote, being all of the issued and outstanding stock of the Corporation.

FOURTH: The amendment of the charter of the Corporation as hereinabove set forth has been duly advised by the Board of Directors and approved by the stockholders of the Corporation.

FIFTH: (a) The total number of shares of all classes of stock of the Corporation heretofore authorized, and the number and par value of the shares of each class are as follows:

Seventy-five Hundred (7,500) shares, without par value.

HENRY, HENRY & ADKINS
ATTORNEYS AT LAW
EASTON, MARYLAND

(b) The total number of shares of all classes of stock of the Corporation as increased, and the number and par value of the shares of each class, are as follows:

Fifteen Hundred (1,500) shares of common stock, par value Ten Dollars (\$10.00) each.

(c) The capital stock of the Corporation is not divided into classes.

IN WITNESS WHEREOF, The Wilson Feed Company has caused these presents to be signed in its name and on its behalf by its President, and its corporate seal to be hereunto affixed and attested by its Secretary on this 25 day of March, 1963.

ATTEST:

THE WILSON FEED COMPANY

C. O. Nicholson
C. O. Nicholson
Secretary

By: C. Merrick Wilson
C. Merrick Wilson
President

STATE OF MARYLAND, COUNTY OF Talbot, to wit:

I HEREBY CERTIFY that on this 25th day of March, 1963, before me, the undersigned officer, a Notary Public in and for the State and County aforesaid, personally appeared C. Merrick Wilson, President of The Wilson Feed Company, a Maryland corporation, and in the name and on behalf of said corporation, acknowledged the foregoing Articles of Amendment to be the corporate act of said corporation; and at the same time personally appeared C. O. Nicholson, and made oath in due form of law that he is Secretary of the Corporation and that a consent in writing to the foregoing amendment, signed by the owners of all the issued and outstanding stock of the corporation is filed with the records of the corporation, and that the matters and facts set forth in said Articles of Amendment are true to the best of his knowledge, information and belief.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

My commission expires
May 6, 1963.

Sara N. Blizzard
SARA N. BLIZZARD
Notary Public
PUBLIC
TALBOT COUNTY, MD.

HENRY, HENRY & ADKINS
ATTORNEYS AT LAW
EASTON, MARYLAND

X

ARTICLES OF AMENDMENT
OF
THE WILSON FEED COMPANY

approved and received for record by the State Department of Assessments and Taxation
of Maryland April 22, 1963 at 2:05 o'clock P. M. as in conformity
with law and ordered recorded.

A 2810

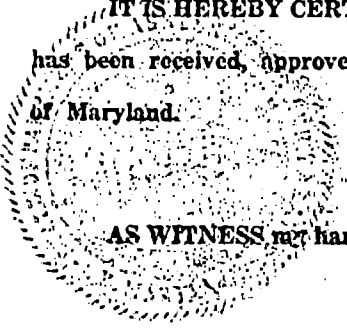
4

Recorded in Liber 3353, folio 394 one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$.....Recording fee paid \$.....10.00.....

To the clerk of the Circuit Court of Queen Anne's County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon,
has been received, approved and recorded by the State Department of Assessments and Taxation
of Maryland.



AS WITNESS my hand and seal of the said Department at Baltimore.

Charles H. Hartley

Re. 2396

RECEIVED FOR RECORD July 1, 1937

ARTICLES OF INCORPORATION

OF

CARLTON L. FOSTER, INC.

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Carlton L. Foster, whose post office address is Stevensville, Maryland, and Ruth E. Foster, whose post office address is Stevensville, Maryland and Julia G. Eaton, whose post office address is Stevensville, Maryland, all being of full legal age, do under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations, associate ourselves with the intention of forming a corporation.

SECOND: The name of the Corporation (which is hereinafter called the "Corporation") is CARLTON L. FOSTER, INC.

THIRD: The purpose for which the corporation is formed and the business or objects to be carried on and promoted by it are as follows:

(a) To purchase, lease or otherwise acquire, hold, develop, improve, mortgage, sell, (for itself or others), convey by deed of trust, exchange, let, or in any manner encumber or dispose of real or leasehold property, of every kind and description, or any interest, use, right of estate therein, and wherever situate, to the same extent and as fully as a natural person.

(b) To make, enter into, perform, and carry out contract for building, erecting, improving, constructing, altering, repairing, decorating, finishing and furnishing houses, buildings, warehouses, storerooms, edifices, works, tenements, and structures of every kind and description.

(c) To make, execute, acknowledge, accept and deliver good and sufficient deeds, assignments, conveyances, bonds of conveyance, transfers, bills of sale, leases, indentures, deeds of trust and such other instruments of whatsoever kind and nature as may be necessary, suitable or proper for the accomplishment of any of the purposes or the attainment of any of the objects or the furtherance of any of the powers hereinabove set forth, and to do any and all others acts or things incidental to or appurtenant to, or growing out of, or connected with the aforesaid business or powers, or any part or parts thereof.

(d) To manufacture, purchase or otherwise acquire, hold, mortgage, pledge, sell, transfer or in any manner encumber or dispose of goods, wares, merchandise, implements, and other personal property or equipment of every kind.

(e) To carry on and transact, for itself or for account of others, the business of general merchants, general brokers, general agents, manufacturers, buyers and sellers of, dealers in, importers and exporters of natural products, raw materials, manufactured products and marketable goods, wares and merchandise of every description.

(f) To purchase, lease or otherwise acquire, all or any part of the property, rights, businesses, contracts, good-will, franchises and assets of every kind, of any corporation, co-partnership or individual (including the estate of a decedent), carrying on or having carried on in whole or in part any of the aforesaid businesses or any other business that the Corporation may be authorized to carry on, and to undertake, guarantee, assume and pay the indebtedness and liabilities thereof, and to pay for any such property, rights, business, contracts, good-will, franchises or assets by the issue, in accordance with the laws of Maryland, of stock, bonds, or other securities of the Corporation or otherwise.

(g) To apply for, obtain, purchase, or otherwise acquire, any patents, copyrights, licenses, trademarks, tradenames, rights, processes, formulae, and the like, which might be used for any of the purposes of the Corporation; and to use, exercise, develop, grant licenses in respect of, sell and otherwise turn to account, the same.

(h) To purchase or otherwise acquire, hold and reissue shares of its capital stock of any class; and to purchase, hold, sell, assign, transfer, exchange, lease, mortgage, pledge, or otherwise dispose of, any shares of stock of, or voting trust certificates for any shares of stock of, or any bonds or other securities or evidences of indebtedness issues or created by, any other corporation or association, organized under the laws of the State of Maryland or of any other state, territory, district, colony or dependency of the United States of America, or of any foreign country; and while the owner or holder of any such shares of stock, voting trust certificates, bonds, or other obligations, to possess and exercise in respect thereof any and all the rights, powers and privileges of ownership, including the right to vote on any shares of stock so held or owned; and upon a distribution of the assets or a division of the profits of this Corporation, to distribute any such shares of stock, voting trust certificates, bonds or other obligations, or the proceeds thereof, among the stockholders of this Corporation.

(i) To guarantee the payment of dividends upon any shares of stock of, or the performance of any contract by, any other corporation or association in which the Corporation has an interest, and to endorse or otherwise guarantee the payment of the principal and interest, or either,

of any bonds, debentures, notes, securities or other evidences of indebtedness created or issued by any such other corporation or association.

(j) To loan or advance money with or without security, without limit as to amount; and to borrow or raise money for any of the purposes of the Corporation and to issue bonds, debentures, notes or other obligations of any nature, and in any manner permitted by law, for money so borrowed or in payment for property purchased, or for any other lawful consideration, and to secure the payment thereof and of the interest thereon, by mortgage upon, or pledge or conveyance or assignment in trust of, the whole or any part of the property of the Corporation, real or personal, including contract rights, whether at the time owned or thereafter acquired; and to sell, pledge, discount or otherwise dispose of such bonds, notes or other obligations of the Corporation for its corporate purposes.

(k) To carry on any of the business hereinbefore enumerated for itself, or for account of others, or through others for its own account, and to carry on any other business which may be deemed by it so to be calculated, directly or indirectly, to effectuate or facilitate the transaction of the aforesaid objects or businesses, or any of them, or any part thereof, or to enhance the value of its property, business or rights.

(l) The aforesaid enumeration of the purposes, objects and business of the Corporation is made in furtherance, and not in limitation, of the powers conferred upon the Corporation by law, and is not intended, by the mention of any particular purpose, object or business, in any such manner to limit or restrict the generality of any of the powers of the Corporation. The Corporation is formed upon the article, conditions and provisions herein expressed, and subject in all particulars to the limitations relative to corporations which are contained in the general laws of this state.

FOURTH: The post office address of the place at which the principal office of the Corporation in this state will be located is Stevensville, Maryland.

The resident agent of the Corporation is Carlton L. Foster, whose post office address is Stevensville, Maryland. Said resident is a citizen of the State of Maryland and actually resides therein.

FIFTH: The Corporation shall have three directors, and Carlton L. Foster, Ruth E. Foster, and Julia G. Eaton shall act as such until the first annual meeting or until their successors are duly chosen and qualified.

SIXTH: The total amount of the authorized capital stock of the Corporation is five hundred (500) shares, without nominal or par value.

SEVENTH: The following provision is hereby adopted for the pur-

pose of defining, limiting and regulating the powers of the Corporation and of the directors and stockholders:

The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, and securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such considerations as said Board of Directors may deem advisable, subject to such limitations and restrictions, if any, as may be set forth in the by-laws of the Corporation.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, WE have signed these Articles of Incorporation on this 9th day of April, 1963.

Catharine C. Wallman

Carlton L. Foster
Carlton L. Foster

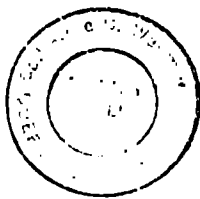
Ruth E. Foster
Ruth E. Foster

Julia G. Eaton
Julia G. Eaton

STATE OF MARYLAND, County of Queen Anne's to wit:

I HEREBY CERTIFY, That on this 9th day of April, 1963, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County aforesaid, personally appeared Carlton L. Foster, Ruth E. Foster, and Julia G. Eaton, and they acknowledged the foregoing Articles of Incorporation to be their act and deed.

AS WITNESS my hand and Notarial Seal.



Catharine C. Wallman
Notary Public
CATHARINE C. WALLMAN
NOTARY PUBLIC

ARTICLES OF INCORPORATION

OF

CARLTON L. FOSTER, INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland April 15, 1963 at 9:30 o'clock A. M. as in conformity
with law and ordered recorded.

A 2681

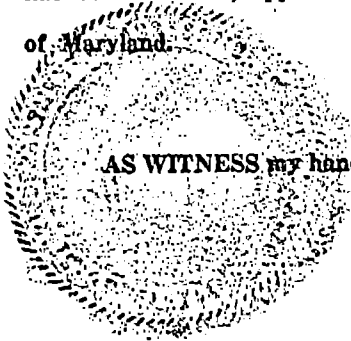
6

Recorded in Liber 357, folio 307 one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$.....20.00.....Recording fee paid \$.....10.00.....

To the clerk of the Circuit Court of Queen Annes County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon,
has been received, approved and recorded by the State Department of Assessments and Taxation
of Maryland.



AS WITNESS my hand and seal of the said Department at Baltimore.

Charles A. Barton

5/28/63
H. S.
RECEIVED FOR RECORD Aug. 12, 1963

ARTICLES OF INCORPORATION

OF

ROYDEN N. POWELL, JR., INC.

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Royden N. Powell, Jr., whose post office address is Centreville, Maryland, Roxanna L. Powell, whose post office address is Centreville, Maryland, and Howard Wood, whose post office address is Centreville, Maryland, all being at least twenty-one (21) years of age, do, under and by virtue of the General Laws of the State of Maryland, authorizing the formation of corporations, associate ourselves with the intention of forming a corporation.

SECOND: The name of the corporation is ROYDEN N. POWELL, JR., INC.

THIRD: The purposes for which the corporation is formed and the business, or objects to be carried on and promoted by it, are as follows:

To organize, maintain and operate for hire a transportation service anywhere for the purpose of transporting dairy products, livestock, farm animals, domestic fowl, fertilizers, feed, crops, seeds, merchandise and freight of every description whatsoever by motor trucks, trailers, tanks, motor busses, automobiles, airplanes, and vehicles of every kind, no matter how propelled; and to do generally all and every other thing necessary and incident to the business of a trucking company.

To operate and maintain garages, shops, terminal freight points and service stations, and to store, repair, rent and lease motor trucks, trailers, tanks, motors, automobiles, motor busses, airplanes and vehicles of every kind.

To purchase, acquire, hold, sell, lease, and deal in motor trucks, motors, trailers, tanks, automobiles, motor busses, airplanes and vehicles of every kind and their appliances, fuels and accessories.

To purchase, acquire, hold, improve, develop, and sub-develop, sell, convey, assign, release, mortgage, encumber, lease, hire, and deal in real and personal property of every name and nature, including stocks and securities of this corporation and other corporations, and to loan money, and take securities for

the payment of all sums due the corporation, and to sell, assign, and release such securities, and the doing of such other business as shall be necessary, convenient, or incident thereto.

To erect, purchase, lease, own, operate, and dispose of, mills, factories, warehouses, yards, and other buildings and structures, with such machinery tools, apparatus, and equipment, as may be necessary for the proper conduct of the business of the corporation.

To engage in, and carry on, the business of importing, exporting, manufacturing, producing, buying, selling, and otherwise dealing in, and with, goods, wares, and merchandise, of every class and description.

To engage in, and carry on, any other business which may conveniently be conducted in conjunction with any of the business of the corporation.

To acquire all, or any part of the good will, rights, property, and business, of any person, firm, association, or corporation, heretofore or hereafter engaged in any business similar to any business which the corporation has the power to conduct, and to hold, utilize, enjoy, and, in any manner, dispose of, the whole, or any part of, the rights, property, and business so acquired, and to assume, in connection therewith, any liabilities of any such person, firm, association, or corporation.

To apply for, obtain, purchase, or otherwise acquire, any patents, copyrights, licenses, trade-marks, trade names, rights, processes, formulas, and the like, which may seem capable of being used for any of the purposes of the corporation; and to use, exercise, develop, grant licenses in respect of, sell, and otherwise turn to account, the same.

To purchase, or otherwise acquire, and to hold, sell, or otherwise dispose of, and to retire, and reissue shares of its own stock of any class, in any manner, now or hereafter authorized or permitted by law.

To guarantee the payment of dividends upon any shares of stock or shares in, or the performance of any contract by, any other corporation, or association, in which this corporation has an interest, and to endorse, or otherwise guarantee, the payment of the principal and interest, or either, of any bonds, debentures, notes, or other evidences of indebtedness created or issued by any such other corporation or association.

To carry out all, or any part of, the aforesaid objects,

as principal, factor, agent, contractor, or otherwise, either alone or through, or in conjunction with any person, firm, association, or corporation and in carrying on its business, and for the purpose of attaining, or furthering, any of its objects and purposes, to make and perform any contracts, and to do any acts and things, and to exercise any powers suitable, convenient, or proper, for the accomplishment of any of the objects and purposes herein enumerated or incidental to the powers herein specified, or which, at any time, may appear conducive to, or expedient for, the accomplishment of any of such objects and purposes.

The foregoing objects and purposes shall, except when otherwise expressed, be in no way limited or restricted by reference to, or inference from, the terms of any other clause of this, or any other article of these Articles of Incorporation, or of any amendment thereto, and shall be regarded as independent, and construed as powers, as well as objects and purposes.

The corporation shall be authorized to exercise and enjoy all of the powers, rights, and privileges, granted to, or conferred upon, corporations of a similar character by the General Laws of the State of Maryland, now or hereafter in force, and the enumeration of the foregoing powers shall not be deemed to exclude any powers, rights, or privileges so granted or conferred.

FOURTH: The post office address of the place at which the principal office of the corporation in this state will be located is Centreville, Maryland. The resident agent of the corporation is Royden N. Powell, Jr., whose post office address is Centreville, Maryland. Said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The corporation shall not have less than three (3) nor more than nine (9) directors, and Royden N. Powell, Jr., Roxanna L. Powell and Howard Wood shall act as such until the first annual meeting or until their successors are duly chosen and qualified.

SIXTH: The total number of shares of stock of all classes which the corporation has authority to issue is One thousand (1,000) shares of Common Stock of the par value of One hundred Dollars (\$100.00) each.

SEVENTH: The following provisions are hereby adopted, for the purpose of defining, limiting, and regulating the powers of the corporation and of the directors and stockholders:

(a) The Board of Directors of the corporation is hereby empowered to authorize the issuance, from time to time, of shares of its stock of any class, whether now or hereafter authorized, and securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as said Board of Directors may deem advisable, subject to such limitations and restrictions, if any, as may be set forth in the by-laws of the corporation.

(b) Any director, individually, or any firm of which any director may be a member, or any corporation or association of which any director may be an officer or director, or in which any director may be interested, as the holder of any amount of its capital stock or otherwise, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the corporation, and in the absence of fraud, no contract, or other transaction shall be thereby affected or invalidated; provided, that in case a director, or a firm of which a director is a member, is so interested, such fact shall be disclosed, or shall have been known to the Board of Directors, or a majority thereof. Any director of the corporation who is also a director of or officer of or interested in such other corporation, or association, or who, or the firm of which he is a member, is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize any such contract or

transaction, and may vote thereat to authorize any such contract or transaction, with like force and effect as if he were not such director or officer of such other corporation or association or not so interested, or a member of a firm so interested.

(c) The Board of Directors of the corporation is hereby empowered to authorize the purchase by the corporation out of its surplus, at any such time or times and in such amounts as it shall deem advisable, shares of its own stock of any class, whether now or hereafter authorized, and securities convertible into shares of its own stock, whether now or hereafter authorized, at such price or prices as the Board of Directors shall deem to be the fair market value thereof; such purchase or purchases to be for the purpose of resale, reissue or retirement as the said Board may determine.

(d) The Board of Directors shall have power, subject to any limitations or restrictions herein set forth, or imposed by law, to classify, or reclassify, any unissued shares of stock, whether now or hereafter authorized, by fixing, or altering, in any one or more respects, from time to time, before issuance of such shares, the preferences, rights, voting powers, restrictions, and qualifications of, the dividends on, the time and prices of redemption of, and the conversion rights of, such shares.

(e) The corporation reserves the right, from time to time, to make any amendments of its charter which may now or hereafter be authorized by law, including any amendments changing the terms of any of its outstanding stock, by classification, reclassification, or otherwise; but no such amendment which changes the terms of any of the outstanding stock shall be valid, unless such change in the terms thereof shall have been authorized by the holders of fifty-one per cent (51%) of the shares of such stock at the time outstanding, by a vote at a meeting, or in writing, with or without a meeting.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation, on this 25th day of May, 1963.

WITNESS:

Anton C. Ornel

Royden N. Powell, Jr. (SEAL)
(Royden N. Powell, Jr.)

Anton C. Ornel

Roxanna L. Powell (SEAL)
(Roxanna L. Powell)

Anton C. Ornel

Howard Wood (SEAL)
(Howard Wood)

ARTICLES OF INCORPORATION
OF
ROYDEN N. POWELL, JR., INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland May 27, 1963 at 9:00 o'clock A. M. as in conformity
with law and ordered recorded.

A 3577

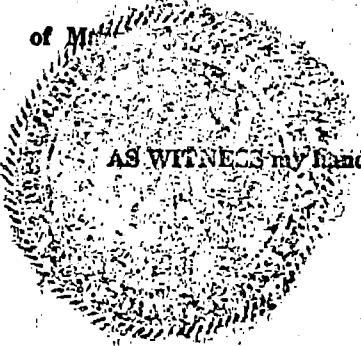
8

Recorded in Liber 7360, folio 364, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$.....20.00.....Recording fee paid \$.....11.00..

To the clerk of the Circuit Court of Queen Annes County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon,
has been received, approved and recorded by the State Department of Assessments and Taxation
of M



AS WITNESS my hand and seal of the said Department at Baltimore.

Charles H. [Signature]

5/16/53
W.S.

ARTICLES OF INCORPORATION

OF

CHESTER DREDGING CORPORATION

THIS IS TO CERTIFY:

That we, the subscribers,

Maureen E. Fink 2906 Sulgrave Avenue
Baltimore-15

Laudine M. Stefanowicz 2505 Foster Avenue
Baltimore-24

Howard Walderman 6237 Berkeley Avenue
Baltimore-9

all being of full legal age, do, under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations, associate ourselves with the intention of forming a corporation.

FIRST: The name of the corporation (which is hereinafter called "Corporation") is CHESTER DREDGING CORPORATION

SECOND: The purpose for which the said Corporation is formed and the business or objects to be carried on and promoted by it, or which at any time may be carried on and promoted by it, in whole or in part, are hereinafter set forth.

To make estimates for itself and for others, and to bid upon, enter into, and carry out contracts for the grading and making roads, walks, paths, railroads; the construction of bridges, buildings, piers, wharves, fortifications, power plants, and developments, transmission lines, tunnels, subways, drainage, and irrigation systems. To do architectural, building, structural, construction, erection, surveying, dredging, shoring, wrecking, salvage, electrical and engineering work of every kind in every part of the world. To acquire, use, employ, sell and deal in all suitable means, apparatus, machinery, contrivances, equipment, and facilities for prosecuting its business.

(a) For itself, or as agent, broker, or attorney in fact for others, to buy, sell, lease, hold, exchange, make loans, mortgage, or otherwise deal in real estate and leasehold estates, and personal property of all kinds; to build, construct, operate, manage and in every other manner deal with all classes of buildings and improvements of any kind and nature whatsoever, including the building, re-building, alteration, repairing or improvement of houses, factories, buildings, works or erections of every kind and description whatsoever, both public and private.

(b) To conduct and carry on, within or without the State of Maryland, the business of buying, selling, manufacturing, importing, exporting and generally dealing with all kinds of merchandise at wholesale or retail; to carry on and transact the business of general merchants, general brokers, general agents, buyers and dealers of, dealers and speculators in, importers and exporters of natural products, raw materials, manufactured products and merchantable goods, wares and merchandise of every description, to buy, own, hold, produce or otherwise acquire, sell, pledge, exchange or otherwise dispose of, either as principal or agent, upon commission or otherwise, all kinds of personal property whatsoever without limit as to amount, and to make and enter into all manner and kinds of contracts, agreements and obligations by or with any person or persons, corporation or corporations, for purchasing, acquiring, selling, disposing of or in any way turning to account any and all articles of personal property of any and every kind and description.

(c) To acquire, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of the shares of the capital stock of or any bonds, securities or evidences of indebtedness created by any other corporation or corporations, domestic or foreign associations, firms, trustees, syndicates, individuals, governments, states, municipalities, or other political divisions, or issued or created by others; to exercise all of the rights, powers and privileges of ownership and act in regard thereto to the same extent as natural persons might or could do, to aid by loan, subsidy, grant or in any other manner whatsoever, to the extent that the same may be permitted to corporations organized under said laws of the State of Maryland, any corporations whose stock, bonds, other evidences of indebtedness or other securities are in any manner held or guaranteed by it, and to do any and all other acts or things deemed advisable for the preservation, protection, improvement or enhancement in value of any such stocks, do any and all acts or things designed to accomplish any such purpose.

(d) To acquire, hold, own, dispose of, and generally deal in and deal with any and all grants, options, licenses, concessions, franchises and contracts or any interest therein or rights appertaining thereto; to cause to be formed and to create, and to aid in the formation of any corporation, domestic or foreign.

(e) To acquire and pay for in cash, stocks or bonds of this Corporation or otherwise, the good will, trademark, copyrights, rights, franchises, assets and property, in whole or in part, of any person or corporation, as a going concern or otherwise, and/or to undertake or assume the whole or any part of the obligations or liabilities of any person, firm, association or corporation, insofar as may be permitted by said laws of the State of Maryland; to hold or in any manner to dispose of the whole or any part of the property so purchased; to conduct in any lawful manner, the whole or any part of any business so acquired; and to exercise all the powers necessary or convenient in and about the conduct and management of such business.

(f) To apply for, obtain, register, purchase, lease, or otherwise acquire, hold, own, use, operate, introduce, develop or control, sell, assign, or otherwise dispose of, to take or grant licenses, or other rights; and in any and all ways to exploit or turn to account, inventions, improvements, processes, copyrights, patents, trademarks, formulas, trade names and distinctive marks, and similar rights of any and all kinds, and whether granted, registered or established by or under the Laws of the United States of America or any other state, country or place.

(g) To draw, make, accept, endorse, execute and issue, without limit as to amount, promissory notes, drafts, bills of exchange, warrants, bonds, debentures or other negotiable or transferable instruments and evidences of indebtedness, whether secured by mortgage or otherwise, so far as may be permitted to corporations organized under the said laws of the State of Maryland.

(h) To borrow money, issue bonds, debentures, notes and other obligations, secured or unsecured, for moneys borrowed or in payment for property acquired or for any other objects and purposes of the Corporation or otherwise, in connection with the transaction of any part of its business. To guarantee the payment of dividends upon stocks or the principal or interest upon bonds, or the performance of the contracts or other obligations of any other corporation, co-partnership or individual, to the full extent permitted by the said laws of the State of Maryland.

(i) The Board of Directors is hereby empowered and authorized, without the consent or vote of the stockholders of any class, to mortgage, pledge and/or hypothecate all or any part of the Corporation's property, real, personal or mixed, and its rents, revenue and income, whether now owned or hereafter acquired, and to authorize the execution, delivery, filing and recording of mortgages, deeds of trust or other indentures, in such form and containing such provisions as shall be determined by the Board of Directors, to secure the payment of all or any of the bonds, notes, debentures or other obligations of the Corporation, the principal and interest thereof, the premium, if

any, as may be set forth in the By-laws of the Corporation, and/or of the laws of the State of Maryland.

(j) To purchase, hold, sell, transfer, reissue or cancel shares of its own capital stock, or its own securities or obligations in the manner and to the extent now or hereafter authorized or permitted by the laws of the State of Maryland, upon such terms and conditions as shall be determined by the Board of Directors, without further action or consent by the stockholders.

(k) In general, to carry on any business of the same general character as the foregoing, to do any and all of the things herein set forth, and to do all and everything necessary, suitable and proper for the accomplishment of any of the purposes, or the attainment of any of the objects or the furtherance of any of the powers hereinbefore set forth, either alone or in association with other corporations, firms, or individuals, in any part of the world and to the same extent as natural persons might or could do as principals, agents, contractors, factors, brokers or otherwise and to do every act or acts, thing or things, incidental or pertaining to, or growing out of, or connected with the aforesaid business or parts thereof, provided the same be not inconsistent with the laws under which this Corporation is organized.

(l) The foregoing clauses shall be construed both as objects and powers, and except as herein otherwise expressly provided, all the objects and purposes herein set forth shall be deemed to be cumulative and the enumeration of specific powers and making of specific provisions (whether as hereinabove or hereinafter set forth) shall not be held to limit or restrict in any manner, the powers of this Corporation and are in furtherance of and in addition to and not in limitation of the general powers conferred by the laws of the State of Maryland, but shall be possessed and exercised only insofar as permitted by the laws of the said State of Maryland.

(m) All of the objects and purposes set forth may be exercised only by the Corporation, not only in the State of Maryland, but also in any and every state, territory and possession of the United States, and in any and every foreign country or possession thereof.

THIRD: The Board of Directors of the Corporation is hereby empowered to authorize the issuance of shares of its stock of any class from time to time, and securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such considerations as said Board of Directors may deem advisable, subject to such limitations and restrictions as may be set forth in the By-laws of the Corporation.

FOURTH: No contract or other transaction between this Corporation and any other corporation, whether or not a majority of the capital stock of either corporation shall be owned by the other, shall be affected or invalidated by reason of the fact that any one or more of the Board of Directors of this Corporation is or are interested or is a Director or Officer or are Directors or Officers of such other corporation, and any Director or Directors, individually or jointly, may be party or parties to or may be interested in any contract or transaction of this Corporation, or in which this Corporation is interested, and no contract, act or transaction of the Corporation with any person or persons, firm or corporation, shall be affected or invalidated by the fact that any Director or Directors of this Corporation is or are parties to or interested in such contract, act or transaction, or in any such way connected with such person or persons, firms or corporations, and each and every person who may become a Director of this Corporation is hereby relieved from any liability that might otherwise exist, from such contracting with any corporation for the benefit of himself or any firm, association or corporation, in which he may be in anywise interested, and any Director of the Corporation who is also a Director or Officer of such other corporation or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation, which shall authorize any such contract, act or action, with like force and effect as if he were not such Officer or Director of such other corporation, or not so interested.

FIFTH: The following provisions are in furtherance and not in limitation of the powers conferred by the laws of the State of Maryland:

(a) Whenever any consideration as shall have been deemed advisable by the Board of Directors, in manner as provided for herein, or in the By-laws, has been fully paid and delivered for shares of the Corporation's stock of any class, whether or hereafter authorized, and securities convertible into shares of its stock of any class, whether now or hereafter authorized, said stock and securities convertible into shares of stock, shall be considered as fully paid stock and not liable to further assessment thereon.

Except as herein, or in the By-laws, provided, the Board of Directors shall have full power and discretion to prescribe and regulate from time to time, the procedure to be followed, and/or dealings concerning the sale of the Corporation's stock, and the acquisition of said stock by purchase or otherwise by the Corporation.

(b) The Directors may from time to time determine whether and to what extent, and at what times and places, and under what conditions and regulations, the books and accounts of the Corporation, or any of them, shall be open to the inspection of the Stockholders; and no Stockholder shall have any right to inspect any account or book or document of the Corporation except as conferred by law or by the By-laws, or

authorized by resolution of the Directors or of the Stockholders.

(c) The Stockholders and Directors shall have power to hold their meetings and keep the books, documents and papers of the Corporation outside the State of Maryland at such place or places, office or offices as may be from time to time designated by the By-laws or by resolution of the Stockholders or Directors, except as otherwise required by the laws of the State of Maryland.

(d) The Board of Directors shall have power, subject to any limitations or restrictions herein set forth or imposed by law, to classify or re-classify any unissued stock, whether now or hereafter authorized, by fixing or altering in any one or more specified respects, from time to time before the issuance of such stock, the preferences, voting powers, restrictions and qualifications of, the fixed annual dividends on, and the times and prices of redemption of, such stock.

(e) The Corporation reserves the right to make, from time to time, any amendments of its charter which may now or hereafter be authorized by law, including any amendments changing the terms of any class of its stock, by classification, re-classification or otherwise, but no such amendment which changes the terms of any such outstanding share shall be valid unless such change of terms shall have been authorized by the holders of two-thirds ($\frac{2}{3}$) of each class of such stock at the time outstanding, by vote at a meeting or in writing with or without a meeting, unless a larger vote be provided for hereafter.

(f) The Board of Directors shall have power, from time to time, to determine whether any, and if any, what part of the surplus of the Corporation or of the net profits arising from its business, shall be declared in dividends and paid to the Stockholders entitled, subject, however, to the provisions of the Charter, and to direct and determine the use and disposition of any such surplus or net profit. The Board of Directors may, in its discretion, use and apply any such surplus or net profit in purchasing or acquiring any of the shares of the stock of the Corporation, of whatever class, or any of the other evidences of indebtedness, to such extent and in such manner and upon such lawful terms as the Board of Directors shall deem expedient.

SIXTH: No stockholder of any class of stock of this Corporation now or hereafter issued, shall have any preemptive rights whatsoever to subscribe to increased stock of any class, or to the original issue of said stock.

SEVENTH: The post office address of the place at which the principal office of the Corporation in this State will be located is:

Box 45 Chester Maryland
The Resident Agent of the Corporation is: Mark M. Mayers,
7620 Labyrinth Road, Baltimore-8 Maryland.

Said Resident Agent is a citizen of the State of Maryland, and actually resides therein.

EIGHTH: The total amount of authorized capital stock of the Corporation is:

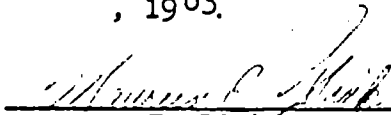
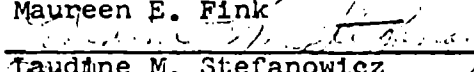
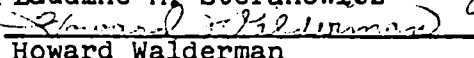
100,000 shares of common stock, of the par value of \$1.00 each, totaling \$100,000.00.

NINTH: The Corporation shall have not less than three Directors, and Maureen E. Fink, Laudine M. Stefanowicz and Howard Walderman, shall act as such until the first meeting of the Stockholders, or until their successors shall have been duly chosen and qualified. The number of Directors may be changed in such lawful manner as the By-laws may from time to time provide.

IN WITNESS WHEREOF, we have hereunto set our hands and seals, this 14th day of May, 1963.

WITNESS:



C. Morton Goldstein

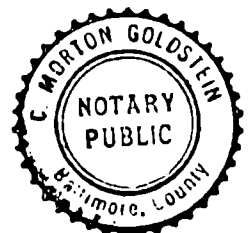
 (SEAL)
Maureen E. Fink
 (SEAL)
Laudine M. Stefanowicz
 (SEAL)
Howard Walderman

County
STATE OF MARYLAND, ~~CITY~~ OF BALTIMORE:

I HEREBY CERTIFY, that on this 14th day of May 1963, before me, the subscriber, a Notary Public of the State of Maryland, in and for Baltimore County, personally appeared Maureen E. Fink, Laudine M. Stefanowicz and Howard Walderman and they severally acknowledged the foregoing Articles of Incorporation to be their act.

AS WITNESS my hand and Notarial Seal.


Notary Public
C. Morton Goldstein
My Commission expires 5/3/65



ARTICLES OF INCORPORATION
OF
CHESTER DREDGING CORPORATION

approved and received for record by the State Department of Assessments and Taxation
of Maryland May 15, 1963 at 9:00 o'clock A. M. as in conformity
with law and ordered recorded.

A 3383

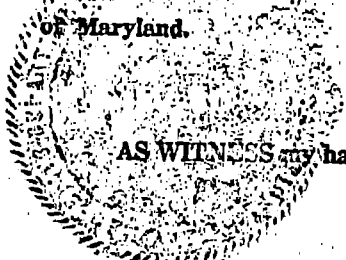
J

Recorded in Liber *F 357*, folio *444* one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$.....20.00.....Recording fee paid \$.....14.00.....

To the clerk of the Circuit Court of Queen Annes County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon,
has been received, approved and recorded by the State Department of Assessments and Taxation
of Maryland.



AS WITNESS my hand and seal of the said Department at Baltimore.

Charles H. Bentley

✓
6/25/65 Re-3074
RECEIVED FOR RECORD Aug 22, 1963

ARTICLES OF INCORPORATION

OF

CALLAHAN'S GAS, INC.

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Lawrence Callahan, whose post office address is Centreville, Maryland, Albert H. Mullins, Jr., whose post office address is Centreville, Maryland, and Howard Wood, whose post office address is Centreville, Maryland, all being at least twenty-one (21) years of age, do, under and by virtue of the General Laws of the State of Maryland, authorizing the formation of corporations, associate ourselves with the intention of forming a corporation.

SECOND: The name of the corporation is CALLAHAN'S GAS, INC.

THIRD: The purposes for which the corporation is formed and the business, or objects to be carried on and promoted by it, are as follows:

To carry on the business of distributor of bottled gas.

To purchase, acquire, hold, improve, develop, and sub-develop, sell, convey, assign, release, mortgage, encumber, lease, hire, and deal in real and personal property of every name and nature, including stocks and securities of this corporation and other corporations, and to loan money, and take securities for the payment of all sums due the corporation, and to sell, assign, and release such securities, and the doing of such other business as shall be necessary, convenient, or incident thereto.

To erect, purchase, lease, own, operate, and dispose of, mills, factories, warehouses, yards, and other buildings, and structures, with such machinery, tools, apparatus, and equipment, as may be necessary for the proper conduct of the business of the corporation.

To engage in, and carry on, the business of importing, exporting, manufacturing, producing, buying, selling, and otherwise dealing in, and with, goods, wares, and merchandise, of every class and description.

To engage in, and carry on, any other business which may conveniently be conducted in conjunction with any of the business of the corporation.

To acquire all, or any part of the good will, rights, property, and business, of any person, firm, association, or corporation, heretofore or hereafter engaged in any business similar to any business which the corporation has the power to conduct, and to hold, utilize, enjoy, and, in any manner, dispose of, the whole, or any part of, the rights, property, and business so acquired, and to assume, in connection therewith, any liabilities of any such person, firm, association, or corporation.

To apply for, obtain, purchase, or otherwise acquire, any patents, copyrights, licenses, trade-marks, trade names, rights, processes, formulas, and the like, which may seem capable of being used for any of the purposes of the corporation; and to use, exercise, develop, grant licenses in respect of, sell, and otherwise turn to account, the same.

To purchase, or otherwise acquire, and to hold, sell, or otherwise dispose of, and to retire, and reissue, shares of its own stock of any class, in any manner, now or hereafter authorized or permitted by law.

To guarantee the payment of dividends upon any shares of stock or shares, in, or the performance of any contract by, any other corporation, or association, in which this corporation has an interest, and to endorse, or otherwise guarantee, the payment of the principal and interest, or either, of any bonds, debentures, notes, or other evidences of indebtedness created or issued by any such other corporation or association.

To carry out all, or any part of, the aforesaid objects, as principal, factor, agent, contractor, or otherwise, either alone, or through, or in conjunction with any person, firm, association, or corporation and in carrying on its business, and for the purpose of attaining, or furthering, any of its objects and purposes, to make and perform any contracts, and to do any acts and things, and to exercise any powers suitable, convenient, or proper, for the accomplishment of any of the objects and purposes herein enumerated or incidental to the powers herein specified, or which, at any time, may appear conducive to, or expedient for, the accomplishment of any of such objects and purposes.

The foregoing objects and purposes shall, except when otherwise expressed, be in no way limited or restricted by reference to, or inference from, the terms of any other clause of this, or any other article of these Articles of Incorporation, or of any amendment thereto, and shall be regarded as independent, and construed as powers, as well as objects and purposes.

The corporation shall be authorized to exercise and enjoy all of the powers, rights, and privileges, granted to, or conferred upon, corporations of a similar character by the General Laws of the State of Maryland, now or hereafter in force, and the enumeration of the foregoing powers shall not be deemed to exclude any powers, rights, or privileges so granted or conferred.

FOURTH: The post office address of the place at which the principal office of the corporation in this State will be located is Centreville, Maryland. The resident agent of the corporation is Lawrence Callahan, whose post office address is Centreville, Maryland. Said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The corporation shall not have less than three (3), nor more than nine (9) directors, and Lawrence Callahan, Lawrence M. Callahan and William Martin Callahan-----shall act as

such until the first annual meeting or until their successors are duly chosen and qualified.

SIXTH: The total number of shares of stock of all classes which the corporation has authority to issue is ten thousand (10,000) shares of Common Stock of the par value of Ten Dollars (\$10.00) each.

SEVENTH: The following provisions are hereby adopted, for the purpose of defining, limiting, and regulating the powers of the corporation and of the directors and stockholders:

(a) The Board of Directors of the corporation is hereby empowered to authorize the issuance, from time to time, of shares of its stock of any class, whether now or hereafter authorized, and securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as said Board of Directors may deem advisable, subject to such limitations and restrictions, if any, as may be set forth in the by-laws of the corporation.

(b) Any director, individually, or any firm of which any director may be a member, or any corporation or association of which any director may be an officer or director, or in which any director may be interested, as the holder of any amount of its capital stock or otherwise, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the corporation, and in the absence of fraud, no contract, or other transaction, shall be thereby affected or invalidated; provided, that in case a director, or a firm of which a director is a member, is so interested, such fact shall be disclosed, or shall have been known to the Board of Directors, or a majority thereof, Any director of the corporation who is also a director of or officer of or interested in such other corporation, or association, or who, or the firm of which he is a member, is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize any such contract or transaction, and may vote thereat to authorize any such contract or transaction, with like force and effect as if he were not such director or officer of such other corporation or association or not so interested, or a member of a firm so interested.

(c) The Board of Directors of the corporation is hereby empowered to authorize the purchase by the corporation out of its surplus, at any such time or times and in such amounts as it shall deem advisable, shares of its own stock of any class, whether now or hereafter authorized, and securities convertible into shares of its own stock, whether now or hereafter authorized, at such price or prices as the Board of Directors shall deem to be the fair market value thereof; such purchase or purchases to be for the purpose of resale, reissue or retirement as the said Board may determine.

(d) The Board of Directors shall have power, subject to any limitations or restrictions herein set forth, or imposed by law, to classify, or reclassify, any unissued shares of stock, whether now or hereafter authorized, by fixing, or altering, in any one or more respects,

from time to time, before issuance of such shares, the preferences, rights, voting powers, restrictions, and qualifications of, the dividends on, the time and prices of redemption of, and the conversion rights of, such shares.

(e) The corporation reserves the right, from time to time, to make any amendments of its charter which may now or hereafter be authorized by law, including any amendments changing the terms of any of its outstanding stock, by classification, reclassification, or otherwise; but no such amendment which changes the terms of any of the outstanding stock shall be valid, unless, such change in the terms thereof shall have been authorized by the holders of fifty-one per cent (51%) of the shares of such stock at the time outstanding, by a vote at a meeting, or in writing, with or without a meeting.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation, on this 21st day of June, 1963.

WITNESS:

| | |
|-------------------------|--|
| <u>Bessie M. Turner</u> | <u>Lawrence Callahan</u> (SEAL) (Lawrence Callahan) |
| <u>Bessie M. Turner</u> | <u>Albert H. Mullins, Jr.</u> (SEAL) (Albert H. Mullins, Jr.) |
| <u>Bessie M. Turner</u> | <u>Howard Wood</u> (SEAL) (Howard Wood) |

STATE OF MARYLAND, QUEEN ANNE'S COUNTY, TO WIT:

On this 21 day of June, 1963, before me, the subscriber, a Notary Public of the State of Maryland, in and for Queen Anne's County, aforesaid, personally appeared Lawrence Callahan, Albert H. Mullins, Jr. and Howard Wood, satisfactorily proven to be the persons described in the foregoing Articles of Incorporation, and they each acknowledged that they executed the same in the capacity therein stated and for the purposes therein contained.

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

Bessie M. Turner
Notary Public

My Commission Expires: 5-3-65

ARTICLES OF INCORPORATION
OF
CALLAHAN'S GAS, INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland June 24, 1963 at 9:00 o'clock A. M. as in conformity
with law and ordered recorded.

A 3992

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Recorded in Liber F365, folio 176, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$.....20.00.....Recording fee paid \$.....10.00...

To the clerk of the Circuit Court of Queen Anne's County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon,
has been approved and recorded by the State Department of Assessments and Taxation



and seal of the said Department at Baltimore.

Charles W. Bostge

STATE OF MARYLAND,
QUEEN ANNE'S COUNTY, SO. J.
I HEREBY CERTIFY THAT
THIS Charter WAS
RECEIVED FOR RECORD THIS 22nd
DAY OF June 1963

RECEIVED FOR RECORD AUG 22 1963

ARTICLES OF INCORPORATION

OF

CALLAHAN'S APPLIANCES, INC.

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Lawrence Callahan, whose post office address is Centreville, Maryland, Albert H. Mullins, Jr., whose post office address is Centreville, Maryland, and Howard Wood, whose post office address is Centreville, Maryland, all being at least twenty-one (21) years of age, do, under and by virtue of the General Laws of the State of Maryland, authorizing the formation of corporations, associate ourselves with the intention of forming a corporation.

SECOND: The name of the corporation is CALLAHAN'S APPLIANCES, INC.

THIRD: The purposes for which the corporation is formed and the business, or objects to be carried on and promoted by it, are as follows:

To carry on the business of distributor of home appliances, fixtures, furniture, accessories, equipment, decorating and other materials, and electrical and other supplies.

To purchase, acquire, hold, improve, develop, and sub-develop, sell, convey, assign, release, mortgage, encumber, lease, hire, and deal in real and personal property of every name and nature, including stocks and securities of this corporation and other corporations, and to loan money, and take securities for the payment of all sums due the corporation, and to sell, assign, and release such securities, and the doing of such other business as shall be necessary, convenient, or incident thereto.

To erect, purchase, lease, own, operate, and dispose of, mills, factories, warehouses, yards, and other buildings, and structures, with such machinery, tools, apparatus, and equipment, as may be necessary for the proper conduct of the business of the corporation.

To engage in, and carry on, the business of importing, exporting, manufacturing, producing, buying, selling, and otherwise dealing in, and with, goods, wares, and merchandise, of every class and description.

To engage in, and carry on, any other business which may conveniently be conducted in conjunction with any of the business of the corporation.

To acquire all, or any part of the good will, rights, property, and business, of any person, firm, association, or corporation, heretofore or hereafter engaged in any business similar to any business which the corporation has the power to conduct, and to hold, utilize, enjoy, and, in any manner, dispose of, the whole, or any part of, the rights, property, and business so acquired, and to assume, in connection therewith, any liabilities of any such person, firm, association, or corporation.

To apply for, obtain, purchase, or otherwise acquire, any patents, copyrights, licenses, trade-marks, trade names, rights, processes, formulas, and the like, which may seem capable of being used for any of the purposes of the corporation; and to use, exercise, develop, grant licenses in respect of, sell, and otherwise turn to account, the same.

To purchase, or otherwise acquire, and to hold, sell, or otherwise dispose of, and to retire, and reissue, shares of its own stock of any class, in any manner, now or hereafter authorized or permitted by law.

To guarantee the payment of dividends upon any shares of stock or shares, in, or the performance of any contract by, any other corporation, or association, in which this corporation has an interest, and to endorse, or otherwise guarantee, the payment of the principal and interest, or either, of any bonds, debentures, notes, or other evidences of indebtedness created or issued by any such other corporation or association.

To carry out all, or any part of, the aforesaid objects, as principal, factor, agent, contractor, or otherwise, either alone, or through, or in conjunction with, any person, firm, association, or corporation and in carrying on its business, and for the purpose of attaining, or furthering, any of its objects and purposes, to make and perform any contracts, and to do any acts and things, and to exercise any powers suitable, convenient, or proper, for the accomplishment of any of the objects and purposes herein enumerated or incidental to the powers herein specified, or which, at any time, may appear conducive to, or expedient for, the accomplishment of any of such objects and purposes.

The foregoing objects and purposes shall, except when otherwise expressed, be in no way limited or restricted by reference to, or inference from, the terms of any other clause of this, or any other article of these Articles of Incorporation, or of any amendment thereto, and shall be regarded as independent, and construed as powers, as well as objects and purposes.

The corporation shall be authorized to exercise and enjoy all of the powers, rights, and privileges, granted to, or conferred upon, corporations of a similar character by the General Laws of the State of Maryland, now or hereafter in force, and the enumeration of the foregoing powers shall not be deemed to exclude any powers, rights, or privileges so granted or conferred.

FOURTH: The post office address of the place at which the principal office of the corporation in this State will be located is Centreville, Maryland. The resident agent of the corporation is Lawrence Callahan, whose post office address is Centreville, Maryland. Said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The corporation shall not have less than three (3), nor more than nine (9) directors, and Lawrence Callahan, Lawrence M. Callahan and William Martin Callahan-----shall act as

such until the first annual meeting or until their successors are duly chosen and qualified.

SIXTH: The total number of shares of stock of all classes which the corporation has authority to issue is ten thousand (10,000) shares of Common Stock of the par value of Ten Dollars (\$10.00) each.

SEVENTH: The following provisions are hereby adopted, for the purpose of defining, limiting, and regulating the powers of the corporation and of the directors and stockholders:

(a) The Board of Directors of the corporation is hereby empowered to authorize the issuance, from time to time, of shares of its stock of any class, whether now or hereafter authorized, and securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as said Board of Directors may deem advisable, subject to such limitations and restrictions, if any, as may be set forth in the by-laws of the corporation.

(b) Any director, individually, or any firm of which any director may be a member, or any corporation or association of which any director may be an officer or director, or in which any director may be interested, as the holder of any amount of its capital stock or otherwise, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the corporation, and in the absence of fraud, no contract, or other transaction, shall be thereby affected or invalidated; provided, that in case a director, or a firm of which a director is a member, is so interested, such fact shall be disclosed, or shall have been known to the Board of Directors, or a majority thereof. Any director of the corporation who is also a director of or officer of or interested in such other corporation, or association, or who, or the firm of which he is a member, is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize any such contract or transaction, and may vote thereat to authorize any such contract or transaction, with like force and effect as if he were not such director or officer of such other corporation or association or not so interested, or a member of a firm so interested.

(c) The Board of Directors of the corporation is hereby empowered to authorize the purchase by the corporation out of its surplus, at any such time or times and in such amounts as it shall deem advisable, shares of its own stock of any class, whether now or hereafter authorized and securities convertible into shares of its own stock, whether now or hereafter authorized, at such price or prices as the Board of Directors shall deem to be the fair market value thereof; such purchase or purchases to be for the purpose of resale, reissue or retirement as the said Board may determine.

(d) The Board of Directors shall have power, subject to any limitations or restrictions herein set forth, or imposed by law, to classify, or reclassify, any unissued shares of stock, whether now or hereafter authorized, by fixing, or altering, in any one or more respects,

from time to time, before issuance of such shares, the preferences, rights, voting powers, restrictions, and qualifications of, the dividends on, the time and prices of redemption of, and the conversion rights of, such shares.

(e) The corporation reserves the right, from time to time, to make any amendments of its charter which may now or hereafter be authorized by law, including any amendments changing the terms of any of its outstanding stock, by classification, reclassification, or otherwise; but no such amendment which changes the terms of any of the outstanding stock shall be valid, unless, such change in the terms thereof shall have been authorized by the holders of fifty-one per cent (51%) of the shares of such stock at the time outstanding, by a vote at a meeting, or in writing, with or without a meeting.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation, on this 21st day of June, 1963.

WITNESS:

Brenda M. Tuome

Lawrence Callahan (SEAL)
(Lawrence Callahan)

Brenda M. Tuome

Albert H. Mullins, Jr. (SEAL)
(Albert H. Mullins, Jr.)

Brenda M. Tuome

Howard Wood (SEAL)
(Howard Wood)

STATE OF MARYLAND, QUEEN ANNE'S COUNTY, TO WIT:

On this 21 day of June, 1963, before me, the subscriber, a Notary Public of the State of Maryland, in and for Queen Anne's County, aforesaid, personally appeared Lawrence Callahan, Albert H. Mullins, Jr. and Howard Wood, satisfactorily proven to be the persons described in the foregoing Articles of Incorporation, and they each acknowledged that they executed the same in the capacity therein stated and for the purposes therein contained.

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

Brenda M. Tuome
Notary Public

My Commission Expires: 5-3-65

ARTICLES OF INCORPORATION
OF
CALLAHAN'S APPLIANCES, INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland June 24, 1963 at 9:00 o'clock A. M. as in conformity
with law and ordered recorded.

A 3993

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Recorded in Liber 365, folio 171, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$.....20.00.....Recording fee paid \$.....10.00.....

To the clerk of the Circuit Court of Queen Anne's County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon,
has been received, approved and recorded by the State Department of Assessments and Taxation
of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

Charles H. Baskin

Corporate Seal.

STATE OF MARYLAND,
QUEEN ANNE'S COUNTY, SOU.
HEREBY CERTIFY THAT
THIS Charter WAS

RE. 3074

RECEIVED FOR RECORD AUG. 24, 1963

ARTICLES OF INCORPORATION
OF
QUEEN ANNE'S FARM OPERATORS, INC.

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, VERA H. CAMPBELL, whose post-office address is 612 East Thirty-fifth Street, Baltimore 18, Maryland, AGNES M. MORGAN, whose post-office address is 16 South Beaumont Avenue, Baltimore 28, Maryland, and ALMA F. CLARK, whose post-office address is 1100 Kevin Road, Baltimore 29, Maryland, all being at least twenty-one years of age, do under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations, associate ourselves with the intention of forming a corporation by the execution and filing of these articles.

SECOND: That the name of the corporation (which is hereinafter called the "Corporation") is: QUEEN ANNE'S FARM OPERATORS, INC.

THIRD: The purposes for which the Corporation is formed are as follows:

(a) To conduct the general business of farm operators and managers, either for the Corporation or for others; to conduct all such operations as may be in any way incident to or in furtherance of any aspect of the business of farming or agriculture; and in any manner to contract for the hire or lease to others of such equipment, machinery, supplies and personnel as may be necessary in order to conduct such business and operations.

(b) To manufacture, purchase or otherwise acquire, hold, mortgage, pledge, sell, transfer, or in any manner encumber or dispose of goods, wares, merchandise, implements, and other personal property or equipment of every kind.

(c) To purchase, lease or otherwise acquire, hold, develop, improve, mortgage, sell, exchange, let, or in any manner encumber or dispose of real property wherever situated.

(d) To carry on and transact, for itself or for account of others, the business of general merchants, general brokers, general agents, manufacturers, buyers and sellers of, dealers in, importers and exporters of natural products, raw materials, manufactured products and marketable goods, wares and merchandise of every description.

(e) To purchase, lease or otherwise acquire, all or any part of the property, rights, businesses, contracts, good-will, franchises and assets of every kind, of any corporation, co-partnership or individual (including the estate of a decedent), carrying on or having carried on in whole or in part any of the aforesaid businesses or any other businesses that the Corporation may be authorized to carry on, and to undertake, guarantee, assume and pay the indebtedness and liabilities thereof, and to pay for any such property, rights, business, contracts, good-will, franchises or assets by the issue, in accordance with the laws of Maryland, of stock, bonds, or other securities of the Corporation or otherwise.

(f) To apply for, obtain, purchase, or otherwise acquire, any patents, copyrights, licenses, trademarks, tradenames, rights, processes, formulae, and the like, which might be used for any of the purposes of the Corporation; and to use, exercise, develop, grant licenses in respect of, sell and otherwise turn to account, the same.

(g) To purchase or otherwise acquire, hold and reissue shares of its capital stock of any class; and to purchase, hold, sell, assign, transfer, exchange, lease, mortgage, pledge or otherwise dispose of, any shares of stock of, or voting trust certificates for any shares of stock of, or any bonds or other securities or evidences of indebtedness issued or created by, any other corporation or association organized under the laws of the State of Maryland or of any other state, territory, district, colony or dependency of the United States of America, or of any foreign country; and while the owner or holder of any such shares of stock, voting trust certificates, bonds or other obligations, to possess and exercise in respect thereof any and all the rights, powers, and privileges of ownership, including the right to vote on any shares of stock so held or owned; and upon a distribution of the assets or a division of the profits of this Corporation, to distribute any such shares of stock, voting trust certificates, bonds or other obligations, or the proceeds thereof, among the stockholders of this Corporation.

(h) To guarantee the payment of dividends upon any shares of stock of, or the performance of any contract by, any other corporation or association in which the Corporation has an interest, and to endorse or otherwise guarantee the payment of the principal and interest, or either, of any bonds, debentures, notes, securities or other evidences of indebtedness created or issued by any such other corporation or association.

(i) To loan or advance money with or without security, without limit as to amount; and to borrow or raise money for any of the purposes of the Corporation and to issue bonds, debentures, notes or other obligations of any nature, and in any manner permitted by law, for money so borrowed or in payment for property purchased, or for any other lawful consideration, and to secure the payment thereof and of the interest thereon, by mortgage upon, or pledge or conveyance or assignment in trust of, the whole or any part of the property of the Corporation, real or personal, including contract rights, whether at the time owned or thereafter acquired; and to sell, pledge, discount or otherwise dispose of such bonds, notes, or other obligations of the Corporation for its corporate purposes.

(j) To carry on any of the businesses hereinbefore enumerated for itself, or for account of others, or through others for its own account, and to carry on any other business which may be deemed by it to be calculated, directly or indirectly, to effectuate or facilitate the transaction of the aforesaid objects or businesses, or any of them, or any part thereof, or to enhance the value of its property, business or rights.

(k) To carry out all or any part of the aforesaid purposes, and to conduct its business in all or any of its branches in any or all states, territories, districts, colonies and dependencies of the United States of America and in foreign countries; and to maintain offices and agencies, in any or all states, territories, districts, colonies and dependencies of the United States of America and in foreign countries.

The foregoing enumeration of the purposes, objects and business of the Corporation is made in furtherance, and not in limitation, of the powers conferred upon the Corporation by law, and is not intended, by the mention of any particular purpose, object or business, in any manner

to limit or restrict the generality of any other purpose, object or business mentioned, or to limit or restrict any of the powers of the Corporation.

FOURTH: The post-office address of the principal office of the Corporation in this State is Centreville, Maryland. The resident agent of the Corporation is JOHN W. SAUSE, JR., whose post-office address is Centreville, Maryland. Said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The total number of shares of stock which the Corporation has authority to issue is one thousand (1,000) shares of the par value of One Hundred Dollars (\$100) each, all of which shares are of one class and are designated common stock. The aggregate par value of all shares having par value is One Hundred Thousand Dollars (\$100,000.).

SIXTH: The Corporation shall have three (3) directors and T. WALTER DENNY, J. WILLIAM SAUSE and WALTER C. MYLANDER, JR., shall act as such until the first annual meeting, or until their successors are duly chosen and qualify.

SEVENTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the directors and stockholders:

(a) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock, of any class, and securities convertible into shares of its stock, of any class, for such considerations as said Board of Directors may deem advisable, irrespective of the value or amount of such considerations, but subject to such limitations and restrictions, if any, as may be set forth in the By-laws of the Corporation.

(b) No contract or other transaction between this Corporation and any other corporation and no act of this Corporation shall in any way be affected or invalidated by the fact that any of the directors of this Corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation; any directors individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this Corporation, provided that the fact that he or such firm is so inter-

ested shall be disclosed or shall have been known to the Board of Directors or a majority thereof; and any director of this Corporation who is also a director or officer of such other corporation or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation, which shall authorize any such contract or transaction, and may vote thereat to authorize any such contract or transaction, with like force and effect as if he were not such director or officer of such other corporation or not so interested.

(c) The Board of Directors shall have power, from time to time, to fix and determine and to vary the amount of working capital of the Corporation; to determine whether any, and, if any, what part, of the surplus of the Corporation or of the net profits arising from its business shall be declared in dividends and paid to the stockholders, subject, however, to the provisions of the charter, and to direct and determine the use and disposition of any of such surplus or net profits. The Board of Directors may in its discretion use and apply any of such surplus or net profits in purchasing or acquiring any of the shares of the stock of the Corporation, or any of its bonds or other evidences of indebtedness, to such extent and in such manner and upon such lawful terms as the Board of Directors shall deem expedient.

(d) The Corporation reserves the right to make from time to time any amendments of its charter which may now or hereafter be authorized by law, including any amendments changing the terms of any class of its stock by classification, re-classification or otherwise, but no such amendment which changes the terms of any of the outstanding stock shall be valid unless such change of terms shall have been authorized by the holders of two-thirds of all of such stock at the time outstanding, by vote at a meeting or in writing with or without a meeting.

(e) No holders of stock of the Corporation, of whatever class, shall have any preferential right of subscription to any shares of any class or to any securities convertible into shares of stock of the Corporation, nor any right of subscription to any thereof other than such, if any, as the Board of Directors in its discretion may determine, and at such price as the Board of Directors in its discretion may fix; and any shares or convertible securities which the Board of Directors may determine to

offer for subscription to the holders of stock may, as said Board of Directors shall determine, be offered to holders of any class or classes of stock at the time existing to the exclusion of holders of any or all other classes at the time existing.

(f) Notwithstanding any provision of law requiring any action to be taken or authorized by the affirmative vote of the holders of a designated proportion of the shares of stock of the Corporation, or to be otherwise taken or authorized by vote of the stockholders, such action shall be effective and valid if taken or authorized by the affirmative vote of a majority of the total number of votes entitled to be cast thereon, except as otherwise provided in this charter.

(g) The Board of Directors shall have power, subject to any limitations or restrictions herein set forth or imposed by law, to classify or reclassify any unissued shares of stock, whether now or hereafter authorized, by fixing or altering in any one or more respects, from time to time before issuance of such shares, the preferences, rights, voting powers, restrictions and qualifications of, the dividends on, the times and prices of redemption of, and the conversion rights of, such shares.

(h) The Board of Directors shall have power to declare and authorize the payment of stock dividends, whether or not payable in stock of one class to holders of stock of another class or classes, and shall have authority to exercise, without a vote of stockholders, all powers of the Corporation, whether conferred by law or by these articles, to purchase, lease or otherwise acquire the business, assets or franchises, in whole or in part, of other corporations or unincorporated business entities.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on this 26th day of June, 1963.

Witness:
(As to All)

Pat Bully

Vera H. Campbell
Vera H. Campbell

Alma F. Clark
Alma F. Clark

Agnes M. Morgan
Agnes M. Morgan

STATE OF MARYLAND, CITY OF BALTIMORE, To Wit:

THIS IS TO CERTIFY, that on this *26th* day of June, 1963,
before me, the subscriber, a Notary Public of the State of Maryland,
in and for the City aforesaid, personally appeared VERA H. CAMPBELL,
ALMA F. CLARK and AGNES M. MORGAN and severally acknowledged
the foregoing Articles of Incorporation to be their respective act.

WITNESS my hand and Notarial Seal, the day and year last
above written.


PAT REILLY
Notary Public
My Commission Expires May 3, 1965



ARTICLES OF INCORPORATION
OF
QUEEN ANNE'S FARM OPERATORS, INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland June 26, 1963 at 1:00 o'clock P. M. as in conformity
with law and ordered recorded.

A 4027

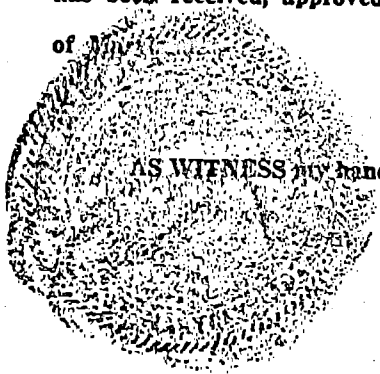
10

Recorded in Liber 365, folio 306, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$.....20.00.....Recording fee paid \$.....18.00.....

To the clerk of the Circuit Court of Queen Anne's County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon,
has been received, approved and recorded by the State Department of Assessments and Taxation
of Maryland.



AS WITNESS my hand and seal of the said Department at Baltimore.

Charles H. Barty

STATE OF MARYLAND,
QUEEN ANNE'S COUNTY, NOT.
PUBLICLY THAT
THIS *Charles* WAS

Re-3074
RECEIVED FOR RECORD AUG. 22, 1963

RUTHSBURG COMMUNITY CLUB, INC.,
(A Corporation not for Profit)
ARTICLES OF INCORPORATION

THIS IS TO CERTIFY:

First: That we, Harry M. Welch, whose post-office address is Centreville, Maryland, Ludwig C. Niehaus,^{Jr.} whose post-office address is Centreville, Maryland, and Lillian G. Capel, whose post-office address is Centreville, Maryland, all being of full age, do, under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations, associate ourselves with the intention of forming a corporation.

Second: The name of the corporation (which is hereinafter called the Corporation) is

RUTHSBURG COMMUNITY CLUB, INC.,

Third: The purposes for which the corporation is formed and the business or objects to be carried on and promoted by it are as follows:

1. To promote social relations among its members and provide for them the convenience of a clubhouse;
2. To promote and maintain an organization for mutual advancement and welfare of its members;
3. To promote the business and social welfare of its members;
4. To promote literary and educational advantages for its members;
5. To acquire and dispose of real and personal property.

Fourth: The post-office address of the place at which the principal office of the corporation in this State will be located at Centreville, Maryland. The Resident Agent of the Corporation is Harry M. Welch, whose post-office address is Centreville, Maryland. Said Resident Agent is a citizen of the State of Maryland and actually resides therein.

Fifth: The Corporation shall have not less than three (3) nor more than seven (7) Directors, and Harry M. Welch, Ludwig C. Niehaus, Jr., Lillian G. Capel, J. Erwin Conley, Miriam B. Dean and Jeannette R. Niehaus, all of Centreville, Maryland, shall act as such until the first annual meeting or until their successors are duly chosen and qualified.

Sixth: This Corporation shall not issue capital stock but the interest of the various members herein shall be represented and evidenced by a Certificate

of Membership to be issued by the officers of the Corporation under the direction of the Board of Directors.

Seventh: This Corporation shall not be operated for profit.

Eighth: This Corporation shall have perpetual existence.

Ninth: The Members shall have the power to make prudential by-laws as they deem proper for the management of the affairs of this Corporation, and to fix the requirements of membership.

IN TESTIMONY WHEREOF, we have hereunder and hereunto set our hands and seals this 20th day of June, nineteen hundred and sixty-three.

WITNESS Helen E. Pardee as to: Harry M. Welch (SEAL)

WITNESS Helen E. Pardee as to: Ludwig C. Niehaus Jr. (SEAL)

WITNESS Helen E. Pardee as to: Lillian G. Capel (SEAL)

STATE OF MARYLAND,)
QUEEN ANNE'S COUNTY,) TO WIT:

I, Helen E. Pardee, a Notary Public within and for the said County of Queen Anne's, and in the State of Maryland, do hereby certify that Harry M. Welch, Ludwig C. Niehaus^{Jr.} and Lillian G. Capel, who are personally known to me to be the persons whose names are subscribed to the foregoing instrument of writing, appeared before me this day in person and acknowledged that they signed, sealed and delivered said instrument of writing as their free and voluntary act and deed, for the uses and purposes therein set forth.

Given under my hand and notarial seal this 20th day of June, in the year nineteen hundred and sixty-three.

Helen E. Pardee
Helen E. Pardee

Notary Public.

My commission expires: May 3rd, 1965.



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✓ NS

Re.3074
Received for record Aug.22,1963

ARTICLES OF INCORPORATION
OF
RUTHSBURG COMMUNITY CLUB, INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland June 24, 1963 at 9:00 o'clock A. M. as in conformity
with law and ordered recorded.

A 3976

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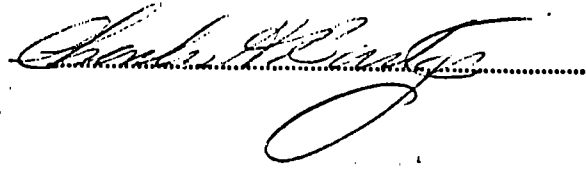
Recorded in Liber 3365, folio 393, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$.....20.00...Recording fee paid \$.....10.00.....

To the clerk of the Circuit Court of Queen Annes County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon,
has been received, approved and recorded by the State Department of Assessments and Taxation
of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.



ARTICLES OF INCORPORATION

OF

HYBARC EQUIPMENT COMPANY, INC.

THIS IS TO CERTIFY:

FIRST: That we, the undersigned, Barclay H. Bloomgarden and Dorothy L. Bloomgarden each of whose post office address is R. D., #1, Chestertown, Maryland and Philip J. Skipp whose Post Office address is 115 Court Street, Chestertown, Maryland, each being over twenty-one years of age, do hereby associate ourselves as incorporators with the intention of forming a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: That name of the corporation is:

HYBARC EQUIPMENT COMPANY, INC.

THIRD: The purposes for which the corporation is formed and the business or objects to be carried on and promoted by it are as follows:

(a) To carry on the business of a distributor of farm machinery, equipment and parts and to engage in the repair and servicing of farm equipment of every type and description.

(b) To manufacture, purchase or otherwise acquire, hold, mortgage, pledge, sell, transfer, or in any manner encumber or dispose of goods, wares, merchandize, implements, and other personal property or equipment of every kind.

(c) To do all and everything necessary, suitable, and proper for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers and purposes hereinbefore set forth, either above or in association with other corporations, firms, or individuals, and to do every other act or acts, thing or things, incidental or appurtenant to or growing out of or connected with the aforesaid business or powers, or any part or parts thereof; provided, the same be not inconsistent with the laws under which this corporation is organized.

(d) To acquire by purchase, lease, or otherwise, and to own, use, hold, sell, convey, exchange, lease, mortgage, work, improve, develop, cultivate, and

otherwise handle, deal in, and dispose of lands, buildings, machinery, equipment, parts, appliances, warehouses, stores, garages, and any other property, real or personal, necessary or advisable to accomplish any of the purposes, or to carry on and promote the business or objects referred to in these Articles or Incorporation.

(e) To engage in and carry on any other business which may conveniently be conducted in conjunction with any of the business of the Corporation.

FOURTH: The principal offica of the Corporation is located in Queen Anna's County, but its Post Office address is R. D. # 1 Chastartown, Maryland. The name of tha rasident agent of the Corporation is Philip J. Skipp, whose post offica address if 115 Court Straat, Chestartown, Maryland. Said resident agent is a citizen of tha State of Maryland and actually resides therein.

FIFTH: The number of diractors of tha Corporation shall not be less than three (3), nor mora than five (5), and Barclay H. Bloomgarden, Dorothy L. Bloomgarden and Philip J. Skipp shall act until the first annual meeting or until their successors are duly chosen and qualified.

SIXTH: Tha total amount of authorized capital stock of tha Corporation is Two Hundred and Fifty Thousand (\$250,000.00) Dollars, divided into Twenty Fiva Hundred (2500) sharas of tha par valua of Ona Hundred (\$100.00) Dollars each.

SEVENTH: Tha following provisions are hereby adopted for tha purpose of defining, limiting and ragulating the powars of the Corporation and of the directors and stockholders:

(1) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class or classes, whather now or hemafter authorized.

(2) The Board of Directors shall have power to determine from time to time whether and to what axtent and at what times and placas and under what conditions and regulations tha books, accounts and documents of the Corporation or any of them, shall be open to the inspection of stockholders, except as other-wise provided by statute or by the By-Laws; and, except as so provided, no stockholder shall have any right to inspect any book, account or document of tha Corporation unless authorized so to do by resolution of the Board of Diractors.

(3) No contract or other transaction between this corporation and any other corporation and no act of this corporation shall in any way be affected or invalidated by the fact that any of the Directors of this corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation; any directors individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interest-ed in, any contract or transaction of this Corporation, providad that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof; and any director of this corporation who is also a director or officar of such othar corporation or who is so interested may be counted in determining tha existence of a quorum at any meeting of the Board of Directors of this corporation, which shall author-ize any such contract or transaction, with like forca and effect as if he were not such officer of such other corporation or not so intarasted.

ROGERS & SKIPP
ATTORNEYS AT LAW
CHESTERTOWN, MARYLAND

(4) That Board of Directors are expressly authorized to make, alter, amend and rescind by-laws of this Corporation, to fix the amount to be reserved as working capital, to authorize and cause to be executed mortgages and liens upon the real and personal property of this Corporation.

(5) This Corporation may in its By-laws confer powers additional to the foregoing upon the directors, in addition to the powers and authorities expressly conferred them by the Statute.

IN WITNESS WHEREOF, we have signed this Articles of Incorporation on the 19th day of June, 1963.

WITNESS:

| | |
|--------------------------|--|
| <u>Patricia H. Henry</u> | <u>Barclay H. Bloomgarden</u> (SEAL) Barclay H. Bloomgarden |
| <u>Patricia H. Henry</u> | <u>Dorothy L. Bloomgarden</u> (SEAL) Dorothy L. Bloomgarden |
| <u>Patricia H. Henry</u> | <u>Philip J. Skipp</u> (SEAL) Philip J. Skipp |

ROGERS & SKIPP
ATTORNEYS AT LAW
CHESTERTOWN, MARYLAND
TELEPHONE 778-3400

STATE OF MARYLAND, Kent County, to wit:

I HEREBY CERTIFY, that on this 19th day of June 1963, before me, the subscriber, a Notary Public of the State of Maryland, in and for Kent County, aforesaid, personally appeared Barclay H. Bloomgarden and Dorothy L. Bloomgarden and Philip J. Skipp, and they each acknowledged the foregoing Articles of Incorporation to be their act.

AS WITNESS my hand and Notarial Seal.

Patricia H. Henry
Notary Public

ARTICLES OF INCORPORATION
OF
HYBARC EQUIPMENT COMPANY, INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland June 24, 1963 at 9:00 o'clock A. M. as in conformity
with law and ordered recorded.

A 3989

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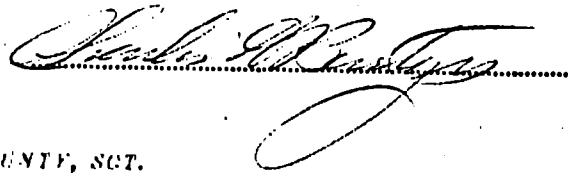
Recorded in Liber F365, folio 531, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$.....50.00.....Recording fee paid \$.....10.00.....

To the clerk of the Circuit Court of Queen Anne's County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon,
has been received, approved and recorded by the State Department of Assessments and Taxation
of Maryland.

AS WITNESSED by hand and seal of the said Department at Baltimore.



STATE OF MARYLAND,
QUEEN ANNE'S COUNTY, SCT.
I HEREBY CERTIFY THAT
THIS Charter WAS
RECEIVED FOR RECORD THIS 22nd
DAY OF July 1963 P.M. - 3074
AND RECORDED IN LIBER CWC-1
Charter RECORD BOOK
FOR QUEEN ANNE'S COUNTY.
Charles W Cecil CLERK

✓
6/13/63
W. X.

Re-3074

RECEIVED FOR RECORD Aug 22, 1963

ARTICLES OF INCORPORATION
OF
KNIGHT ROADMAKER MACHINE COMPANY

FIRST: WE, THE UNDERSIGNED, Burr A. Horn, Jr., whose post-office address is 1818 Kent Road, Upper St. Clair Township, Allegheny County, Pennsylvania; Mae G. Harbaugh, whose post-office address is 2700 Broadway Avenue, Dormont, Allegheny County, Pennsylvania; and Helen M. O'Brien, whose post-office address is 822 Brentview Drive, Pleasant Hills, Allegheny County, Pennsylvania, each being at least twenty-one years of age, do, under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations, associate ourselves as incorporators with the intention of forming a corporation.

SECOND: The name of the corporation is KNIGHT ROADMAKER MACHINE COMPANY.

THIRD: The purposes for which the corporation is formed are:

1. To purchase, acquire, sell, hold, exchange, pledge, hypothecate, deal in and dispose of stocks, bonds, notes, debentures or other evidences of indebtedness and obligations and securities of any individual, partnership, corporation, company or joint-stock association, domestic or foreign, or of any domestic or foreign state, government, or governmental authority or of any political or administrative subdivision or department thereof, and certificates or receipts of any kind representing or evidencing any interest in any such stocks, bonds, notes, debentures, evidences of indebtedness, obligations or securities; and while the owner or holder of any such stocks, bonds, notes, debentures, evidences of indebtedness, obligations, securities, certificates or receipts to exercise all the rights, powers

and privileges of ownership in respect thereof, including the right to vote thereon for any and all purposes.

2. To purchase or otherwise acquire, or obtain the use of, and to hold, maintain, develop, sell, lease, exchange, hire, convey, mortgage or otherwise dispose of or turn to account lands and leaseholds and any interests, estates and rights in real property, and any rights, licenses and privileges, appurtenant to such property; to erect, construct, make, improve and operate or aid or subscribe for the erection, construction, making, improvement and operation of houses, buildings, plants, factories, stores, shops, offices, warehouses, mills, equipment, machinery and facilities of every kind and character and any and all other structures and erections of every description upon such property or which may appertain thereto or which may be necessary, useful, convenient or appropriate in connection therewith or with the business of this Corporation or any corporation, association, co-partnership

or individual in which this Corporation shall be in any manner interested.

3. To own, lease or otherwise acquire stores, and to do a general merchandise business; to engage in any manufacturing, processing, trading, mercantile, commercial, shipping or transportation business, enterprise, venture or pursuit of any kind or character whatsoever, and to that end or for the purpose of investment or otherwise to acquire, lease, hold, own and dispose of or turn to account any and all property, real, personal or mixed, assets, stocks, bonds and rights of any and every kind, and to acquire, conduct, manage, operate or control the whole or any part of any such business conducted, managed, operated or controlled by any other corporation, association, co-partnership or individual.

4. To improve, manage and deal in real property, including the building, construction and alteration of houses and other structures thereon, and the development of real property generally, the buying, selling and exchanging of real property and the renting and leasing of real property, improved and unimproved; to give mortgages on real property and borrow money thereon by mortgage or otherwise; to loan money upon real property and to take mortgages and assignments of mortgages on the same; to buy, sell and deal in bonds and loans secured by mortgages or other liens on real property.

5. To adopt, apply for, obtain, register, purchase, lease, take assignments or licenses of or otherwise acquire, or obtain the use of and to hold, protect, own, use, develop, introduce and otherwise dispose of, and to sell, assign, lease, grant licenses or other rights in respect to, and make contracts concerning or otherwise deal with, dispose of or turn to account any copyrights, trademarks, trade names, brands, brand names, labels, patent rights, letters patent and patent applications of the United States of America or of any other country, government or authority, and any inventions, improvements, processes, formulae, mechanical and other combinations, licenses and privileges, whether in connection with or secured under letters patent or otherwise, to carry on any business whether manufacturing or otherwise, which is or shall be necessary, convenient, advisable or adaptable for the utilization by this Corporation in any way, directly or indirectly, of such letters patent and patent applications, trademarks, trade names, copyrights and pending applications therefor, inventions, improvements, processes, formulae, mechanical and other combinations, licenses and privileges, or other items above mentioned.

6. To organize and to promote, and to facilitate the organization and promotion of subsidiary companies, and to convey, transfer or assign all or any part of its assets to any subsidiary company or companies in exchange for shares of the capital stock or other securities of such subsidiary company or companies, or otherwise.

7. To aid by the lending of money or in any other manner whatsoever, any corporation, association, co-partnership or individual and to do any acts or things

which are or may appear necessary, useful, convenient or appropriate for the preservation, protection, improvement or enhancement of the value of the business or property of any corporation, association, co-partnership or individual.

8. To guarantee the payment of any dividends upon any stock and the principal or interest, or both, of or on any bonds or other obligations of any corporation, association, co-partnership or individual, and to guarantee the performance and fulfillment of any contracts or obligations made or entered into by any corporation, association, co-partnership or individual.

9. To enter into, make and perform contracts of every sort and description with any person, firm, association, corporation, municipality, body politic, county, state or government or colony or dependency of either thereof.

10. To acquire its own bonds or other obligations or shares of its capital stock and to resell or otherwise dispose of the same from time to time.

11. To borrow or raise money for any of the purposes of this Corporation, to issue bonds, debentures, notes or other obligations of any nature or in any manner for moneys so borrowed without limit as to amount, and if and to the extent so determined to secure the principal thereof, and the interest thereon, by mortgage upon, or pledge or conveyance or assignment in trust of, the whole or any part of the property of this Corporation, real or personal, including contract rights either at the time owned or thereafter acquired or in any other manner.

12. To acquire all or any part of the good will, rights, property and business of any person, firm, association or corporation heretofore or hereafter engaged in any business, to pay for the same in cash or stock or bonds of this Corporation or otherwise, to hold, utilize, or in any manner dispose of the whole or any part of the rights and properties so acquired, and to assume in connection therewith any liabilities of any such person, firm, association or corporation and conduct in any lawful manner the whole or any part of the business thus acquired.

- 4 -

13. To conduct its business in all or any of its branches in the State of Maryland and in any or all other States, territories, possessions, colonies and dependencies of the United States of America and in the District of Columbia, and in any one or more foreign countries; to have one or more offices within or without the State of Maryland; and to carry on all or any of its operations and business without restriction or limit as to amount; and to hold, purchase, mortgage and convey real and personal property both within and without the State of Maryland.

14. Without limiting the generality of the foregoing, to carry on all business relating to the manufacture, processing, sale and operation of paving machines and equipment, and of structures, goods and products related thereto, and to conduct and perform research and allied activities in connection with all or any of the same.

15. To carry out all or any part of the foregoing purposes as principal, agent, contractor or otherwise, either alone or in conjunction or partnership with any other persons, firms, associations or corporations and in any part of the world, and in carrying on any of its business and for the attainment or furtherance of any of its objects and purposes to make and perform such agreements and contracts of any kind and description, and to do such acts and things and to exercise any and all such powers as a natural person could lawfully make, perform, do or exercise and, as aforesaid, to do anything and everything which is or may appear necessary, useful, convenient or appropriate for the attainment, furtherance or exercise of any of its purposes, objects or powers if not inconsistent with the laws of the State of Maryland; but this Corporation shall not by any implication or construction be deemed to possess the power of issuing bills, notes or other evidences of debt for circulation as money, or the power of carrying on the business of receiving deposits of money or the business of buying gold and silver bullion or foreign coins, or of constructing, maintaining or operating public utilities within the State of Maryland, and nothing in the purposes, objects and powers hereinbefore stated shall be construed to give this Corporation any rights, powers or privileges not permitted by the laws of the State of Maryland to corporations organized under the laws of the State of Maryland.

The foregoing objects and purposes shall, except when otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause of this or any other article of these Articles of Incorporation or of any amendment thereto, and shall each be regarded as independent, and construed as powers as well as objects and purposes.

The Corporation shall be authorized to exercise and enjoy all of the powers, rights and privileges granted to, or conferred upon, corporations of a similar character by the General Laws of the State of Maryland now or hereafter in force, and the enumeration of the foregoing powers shall not be deemed to exclude any powers, rights or privileges so granted or conferred.

FOURTH: The post-office address of the principal office of the Corporation in this State is c/o Luther Knight, Wyemoor, Queenstown, Maryland. The name of the resident agent of the Corporation in this State is Luther Knight and the post-office address of the resident agent is Wyemoor, Queenstown, Maryland.

FIFTH: The total number of shares of stock which this Corporation shall have authority to issue is One Hundred Thousand (100,000) shares of Common Stock having a par value of One Dollar (\$1.00) per share and amounting in the aggregate to One Hundred Thousand Dollars (\$100,000.00).

A. Except as otherwise required by law, the entire voting power of this Corporation shall be vested exclusively in the holders of its Common Stock.

B. No holder of Common Stock shall have any preemptive right to subscribe to additional shares by reason of being a holder, but any holder may subscribe for additional shares of Common Stock when offered or available for subscription in the same manner as any other person is permitted so to do by the General Laws of the State of Maryland.

SIXTH: The number of directors of this Corporation, which shall be never less than three (3), shall be fixed from time to time by the By-Laws of the Corporation and may be altered from time to time by amendment of the By-Laws. In case of any increase in the number of directors, the additional directors shall be elected as may be provided in the By-Laws. The names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualify are:

Luther Knight

Doris Ayers Knight

Robert Decker Faw

SEVENTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the directors and stockholders:

1. The business of the Corporation shall be managed by its Board of Directors, except as may otherwise be required by law.

2. Notwithstanding any provision of law requiring a greater proportion than a majority of the votes of all classes or of any class of stock entitled to be cast, to take or authorize any action, the Corporation may take or authorize such action upon the concurrence of a majority of the aggregate number of the votes entitled to be cast thereon.

3. The directors of this Corporation may, by a vote of the stockholders, be divided into one, two or three classes as provided by the laws of the State of Maryland.

4. This Corporation may have such office or offices outside the State of Maryland as the By-Laws may provide or permit.

5. No director of this Corporation need be a stockholder of this Corporation or a resident of the State of Maryland.

6. The Board of Directors may make By-Laws and from time to time may alter, amend or repeal any By-Laws, but any By-Laws made by the Board of Directors may be altered, amended or repealed by the stockholders at any annual meeting or at any special meeting, provided, in the case of any special meeting, that notice of such proposed alteration, amendment or repeal is included in the notice of such meeting, and the By-Laws may contain provisions prohibiting the amendment of particular provisions thereof without the consent of the holders of any specified percentage of the shares of any class of stock of this Corporation.

7. This Corporation, without action by its stockholders, shall have the power to issue any shares of stock authorized by these Articles of Incorporation for such consideration as may be fixed from time to time by the Board of Directors. This Corporation, without action by its stockholders, shall have power to create and issue, whether or not in connection with the issue and sale of any shares of stock or other securities of this Corporation, rights or options entitling the holders thereof to purchase from this Corporation any shares of its capital stock of any class or classes, such rights or options to be evidenced by or in such instrument or instruments as shall be approved by the Board of Directors. The terms upon which, the time or times, which may be limited or unlimited in duration, at or within which, and the price or prices at which any such rights or options may be issued and any such shares may be purchased from this Corporation upon the exercise of any such right or option, shall be such as shall be fixed and stated in these Articles of Incorporation or in any amendment thereto, or in a resolution or resolutions adopted by the Board of Directors providing for the creation and issue of such rights or options, and, in every case, set forth or incorporated by reference in the instrument or instruments evidencing such rights or options; provided, however, that the consideration therefor shall be determined in the manner hereinabove provided in this Article SEVENTH for the fixing of the consideration for the issue of such stock.

8. This Corporation may, at any meeting of its Board of Directors, sell, lease or exchange all or substantially all of its property and assets, including its good will and its corporate franchises, upon such terms and conditions and for such consideration, which may be in whole or in part shares of stock in, and/or other securities of, any other corporation or corporations and any joint-stock association or associations as its Board of Directors shall deem expedient and for the best interests of this Corporation, when and as authorized by the affirmative vote of the holders of a majority of the Common Stock issued and outstanding given at a meeting duly called for that purpose, or when authorized by the written consent of the holders of a majority of the Common Stock issued and outstanding. This Corporation may, without any action by the stockholders, sell, lease or exchange any of its property and assets, less than substantially all, upon such terms and conditions and for such consideration, which may be in whole or in part shares of stock in, and/or securities of, any other corporation or corporations and any joint-stock association or associations as the Board of Directors shall by the affirmative vote of a majority of the Board deem expedient and for the best interests of this Corporation.

9. The Board of Directors shall have power from time to time to set apart out of any funds of this Corporation available therefor a reserve for any proper purpose and to abolish such reserve and to fix and determine and to vary the

amount of the working capital of this Corporation and to direct and determine the use and disposition of the working capital and of any capital surplus or net profits over and above the stated capital.

10. The stockholders and the Board of Directors shall have power to hold their meetings and to keep the books, documents and papers of this Corporation outside the State of Maryland at such place or places as from time to time may be provided by the By-Laws, except as otherwise required by the laws of the State of Maryland.

11. The Board of Directors from time to time shall determine whether and to what extent and at what times and places and under what conditions and regulations the accounts and books of this Corporation or any of them shall be open to the inspection of the stockholders, and no stockholder shall have any right to inspect any account, book, document or record of this Corporation except as conferred by law or as authorized by a resolution of the Board of Directors.

12. All elections of directors by stockholders shall be by ballot. Directors elected to fill vacancies may be elected in the manner provided for in the By-Laws.

13. This Corporation shall be entitled to treat the person in whose name any share of stock is registered as the owner thereof for all purposes and shall not be bound to recognize any equitable or other claim to or interest in such share on the part of any other person whether or not this Corporation shall have notice thereof except as is expressly provided otherwise by the laws of the State of Maryland.

14. Each holder of Common Stock shall have one vote for each share of Common Stock of this Corporation having voting power registered in his name on the books of this Corporation, and there shall be no right to cumulative voting.

The nominees of the holders of the Common Stock entitled to vote receiving the highest number of votes of the holders of such Common Stock entitled to vote for such nominees, up to the number of directors to be elected, shall be elected.

15. This Corporation shall have power to cooperate with other corporations and with natural persons in the creation and maintenance of community funds or of charitable, philanthropic, benevolent or patriotic instrumentalities conducive to public welfare, and the Board of Directors may appropriate and expend for those purposes such sum or sums as they deem expedient and as in their judgment will benefit or contribute to the protection of the corporate interests.

16. Special meetings of the Board of Directors may be called and held without the purposes of such meeting being stated in the notice thereof.

17. The Corporation reserves the right from time to time to make any amendment of its charter, now or hereafter authorized by law, including any amendment which alters the contract rights, as expressly set forth in its charter, of any outstanding stock.

18. The foregoing enumeration of powers conferred on this Corporation and on its Board of Directors is intended to be in furtherance of and not in any way a limitation on the powers conferred by law.

EIGHTH: The duration of this Corporation shall be perpetual.

NINTH:

1. No arrangement with this Corporation in which any of the directors, officers or employees of this Corporation shall have an interest shall be void or voidable on account of such interest, nor shall any such director, officer or employee so interested be liable to account, if such director, officer or employee shall disclose (or the entire Board of Directors shall have knowledge of, if authorization or ratification is to be by such Board) the nature of his interest, though not necessarily the details or extent thereof, and if such arrangement shall be authorized and ratified (a) at a meeting of the Board of Directors by a resolution adopted by at least a majority of disinterested directors, or (b) at a meeting of the holders of the Common Stock of this Corporation by a majority vote of such holders, or (c) without a meeting, by a written vote or resolution signed by the holders of a majority of the Common Stock of this Corporation.

2. No arrangement between this Corporation and any other company in which any of the directors, officers or employees of this Corporation shall have an interest solely by reason of being officers, employees, minority stockholders or creditors of such company (or solely by reason of being directors of such other company where such other company is a subsidiary of this Corporation or owns fifty percent or more of the Common Stock of this Corporation or where such arrangement is made by officers, employees or agents of this Corporation in the ordinary performance of their duties and without the actual participation of such directors of such other company) shall be void or voidable on account of such interest, nor shall any of the directors, officers or employees of this Corporation be liable to account because of such interest, nor need any such interest be disclosed, and any director of this Corporation having such an interest and no other interest may vote in respect of such arrangement. Except in such instances, no director of this Corporation shall vote or act in respect of any arrangement with this Corporation in which he shall have an interest, and if he does so vote or act, his vote or action shall not be counted but shall not operate to render the arrangement void or voidable.

3. The disclosure required by this Article NINTH shall be sufficient if made (a) to either the meeting of the directors of this Corporation or to the meeting of the holders of the Common Stock thereof, as the case may be, which authorizes or ratifies the particular arrangement in question, or (b) by a general notice presented

to a meeting of the directors of this Corporation or to a meeting of the holders of its Common Stock and filed with the Secretary of this Corporation stating that such director, officer or employee of this Corporation is a director, officer or employee of a specified company, and is to be regarded as interested in all arrangements with that company, after which it shall not be necessary for such director, officer or employee of this Corporation to give a special notice in regard to any particular arrangement with that company, or in regard to the nature of his interest in such particular arrangement.

As used in this Article NINTH, unless the context otherwise requires, "arrangement" shall include any contract, agreement, dealing or other transaction; and "company" shall include corporation, association, partnership, trust and any form of business organization.

The provisions of this Article NINTH shall not make any transaction void or voidable which otherwise would be valid, nor give rise to any accounting with respect to any such transaction. None of the provisions of this Article NINTH shall, however, be construed to protect against bad faith.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on the 4th day of June, 1963.

Burr A. Horn, Jr.
Burr A. Horn, Jr.

Mae G. Harbaugh
Mae G. Harbaugh

Helen M. O'Brien
Helen M. O'Brien

WITNESS:

Bonnie L. Burkett
Bonnie L. Burkett

- 13 -

COMMONWEALTH OF PENNSYLVANIA)
COUNTY OF ALLEGHENY) SS:

I HEREBY CERTIFY that on June 4, 1963, before me, the subscriber, a notary public of the Commonwealth of Pennsylvania, in and for the County of Allegheny, personally appeared Burr A. Horn, Jr., Mae G. Harbaugh and Helen M. O'Brien and severally acknowledged the foregoing Articles of Incorporation to be their act.

WITNESS my hand and notarial seal or stamp the day and year last above written.

4

ARTICLES OF INCORPORATION
OF
KNIGHT ROADMAKER MACHINE COMPANY

approved and received for record by the State Department of Assessments and Taxation
of Maryland June 11, 1963 at 9:00 o'clock A. M. as in conformity
with law and ordered recorded.

A 3811

15

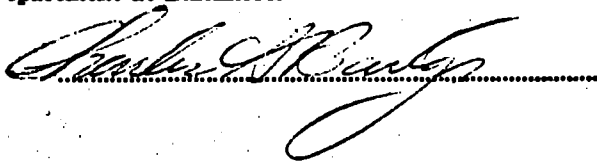
Recorded in Liber F364, folio 367, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$.....20.00.....Recording fee paid \$.....28.00.....

To the clerk of the Circuit Court of Queen Annes County.

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon,
has been received, approved and recorded by the State Department of Assessments and Taxation
of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.



RECEIVED FOR RECORD Oct. 4, 1963

7/19/63
L.

CHESAPEAKE ESTATES IMPROVEMENT ASSOCIATION, INC.
ARTICLES OF INCORPORATION

THIS IS TO CERTIFY:

FIRST: We, the undersigned, Myles Katz, whose post office address is Stevensville, Maryland, Heinz Becker, whose post office address is Stevensville, Maryland, and James B. Kessler, whose post office address is Stevensville, Maryland, each being over twenty-one years of age, do hereby associate ourselves as incorporators with the intention of forming a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the Corporation (which is hereinafter called the Corporation) is -

CHESAPEAKE ESTATES IMPROVEMENT ASSOCIATION, INC.

THIRD: The purposes for which the Corporation is formed are as follow:

(a) The uniting of all residents or owners of land within the development titled Chesapeake Estates to work for the betterment of the conditions in the community and to engage in activities that will enable it to support these undertakings.

(b) To advance and protect the interest of the members and to promote facilities for the general welfare of the community.

(c) To purchase, lease or otherwise acquire, hold, develop, improve, mortgage, sell, exchange, let or in any manner encumber or dispose of real property.

(d) To make contracts, incur liabilities, and borrow money for its corporate purposes; and to issue bonds, notes and other obligations and secure the same by mortgage or deed of trust of all or any part of its property, franchises and income in accordance with the general corporation of laws of said state..

(e) To do all other things and to exercise all other powers that may be necessary or appropriate in the exercise of the powers hereinbefore set forth and also all of the powers conferred upon the Corporation by the General Corporation Laws of the State of Maryland now or hereafter in force.

FOURTH: The post office address of the place at which the principal office of the Corporation in this State will be located in Stevensville, Maryland. The resident agent of the corporation is Fred J. Paradise, whose post office address is Stevensville, Maryland. Said resident agent is a citizens of the State of Maryland and actually resides therein.

FIFTH: This Corporation being a non-profit organization shall have no capital stock, and shall pay no dividends or salary to its incorporators, members, or board of directors, but the interest of the various members herein shall be represented and evidenced by a Certificate of Membership to be issued by the office of the Corporation under the direction of the board of directors.

ROBERT R. PRICE, JR.
ATTORNEY AT LAW
CENTREVILLE, MARYLAND
TELEPHONE 866

SIXTH: The number of directors of the Corporation shall be three (3) which number may be increased or decreased pursuant to the by-laws of the Corporation, but shall never be less than three; and the names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualify are Myles Katz, Heinz Becker and James B. Kessler.

SEVENTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, We have signed these Articles of Incorporation on this 30th day of June, 1963.

WITNESS:

[Signature]

Myles Katz (SEAL)
Myles Katz

[Signature]

Heinz Becker (SEAL)
Heinz Becker

[Signature]

James B. Kessler (SEAL)
James B. Kessler

STATE OF MARYLAND }
QUEEN ANNE'S COUNTY } TO WIT:

I HEREBY CERTIFY, that on this 30th day of June, 1963, before me, the Subscriber, a Notary Public of the State and County aforesaid, personally appeared Myles Katz, Heinz Becker and James B. Kessler, and severally acknowledged the foregoing Articles of Incorporation to be their respective act.

WITNESS my hand and Notarial Seal, the day and year last written.

[Signature]
Notary Public
My commission expires: 5-3-65

ROBERT R. PRICE, JR.
ATTORNEY AT LAW
CENTREVILLE, MARYLAND
TELEPHONE 342

VHS

ARTICLES OF INCORPORATION
OF
CHESAPEAKE ESTATES IMPROVEMENT ASSOCIATION, INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland July 8, 1963 at 9:00 o'clock A. M. as in conformity
with law and ordered recorded.

A 4210

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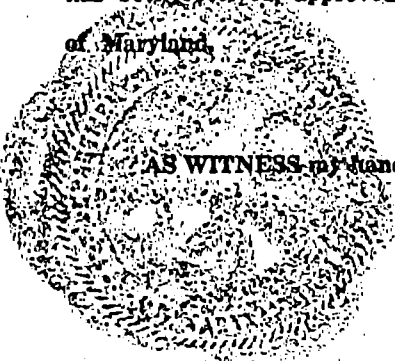
Recorded in Liber 3368, folio 398, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$20.00.....Recording fee paid \$10.00.....

To the clerk of the Circuit Court of Queen Anne's County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon,
has been received, approved and recorded by the State Department of Assessments and Taxation
of Maryland,

AS WITNESS my hand and seal of the said Department at Baltimore.



Charles H. [Signature]

✓
7/2/72
H. S.
RLL

ARTICLES OF INCORPORATION
OF
COUNTY
QUEEN ANNE'S/JAYCEES, INC.

FIRST. We, the undersigned, E. Donald Binebrink, whose post office address is Centreville, Maryland; Ronald E. Wolfe, whose post office address is Centreville, Maryland; and Richard R. N. Grubb, whose post office address is Centreville, Maryland; each being at least twenty-one years of age, do hereby associate ourselves as incorporators with the intention of forming a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND. The name of the corporation is QUEEN ANNE'S COUNTY JAYCEES, INC.

THIRD. The Queen Anne's County Jaycees, Inc. is formed and shall be maintained for the following purposes:

(a) To provide for its members leadership training through community service.

(b) To study, propose, and work toward maintaining and developing Queen Anne's County as a leading economic, residential, recreational, and historical part of the State of Maryland.

(c) To study, propose and work for the improvement of health, safety and welfare of the citizens of Queen Anne's County.

(d) To foster, promote, and encourage the establishment and development of agriculture, seafood and business and industry of all types within Queen Anne's County in a manner which will improve the economic well-being of all its citizens without impairing the traditions and cultural heritage of its people or the natural beauty of its surroundings,

or wasting its natural resources.

(e) To encourage and promote civic pride and responsibility among the citizens of Queen Anne's County.

(f) To study, propose and work for the passage of such laws, ordinances, rules or regulations as may be necessary to effectuate any of the purposes herein.

(g) To cooperate with other civic and charitable organizations in fulfilling the aforesaid purposes.

FOURTH. The post office address of the principal office of the Corporation in this State is Centreville, Maryland. The resident agent of the Corporation is John W. Sause, Jr., whose post office address is Centreville, Maryland. The said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH. The Corporation is not authorized to issue any capital stock. The Board of Directors may choose the first members in accordance with the By-laws. Thereafter, members may resign or be removed, vacancies may be filled and additional members may be elected, as provided in the By-laws, which may prescribe different classes of members and prescribe the powers and duties of each class.

SIXTH. The Corporation shall have such number of directors, not less than three, as may be provided from time to time in the By-laws. E. Donald Binebrink; Richard R. N. Grubb; Ronald E. Wolfe; James S. Starkey; John Cundy; Kenneth N. Snyder; and Ronald T. Berger shall serve as directors until the Annual Meeting of the Corporation held in the year 1964, or until their successors are chosen and qualify.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation

tion on the 22nd day of July, 1963.

Witness as to all:

Elizabeth W. Engle
Elizabeth W. Engle

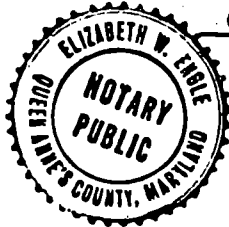
E. Donald Binebrink
E. Donald Binebrink

Ronald E. Wolfe
Ronald E. Wolfe

Richard R. N. Grubb
Richard R. N. Grubb

STATE OF MARYLAND, COUNTY OF QUEEN ANNE'S

I hereby certify that on the 22nd day of July, 1963, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County aforesaid, personally appeared E. Donald Binebrink, Ronald E. Wolfe, and Richard R. N. Grubb and severally acknowledged the foregoing Articles of Incorporation to be their act.



Elizabeth W. Engle
Elizabeth W. Engle, Notary Public

✓ NS

ARTICLES OF INCORPORATION
OF

QUEEN ANNE'S COUNTY JAYCEES, INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland July 23, 1963 at 9:00 o'clock A. M. as in conformity
with law and ordered recorded.

A 4419

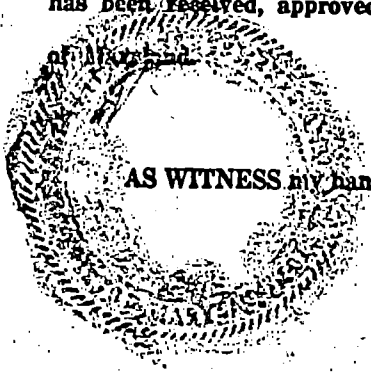
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Recorded in Liber F370, folio 81, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 10.00

To the clerk of the Circuit Court of Queen Anne's County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon,
has been received, approved and recorded by the State Department of Assessments and Taxation



AS WITNESS my hand and seal of the said Department at Baltimore.

Charles H. Burtis

WOLFE'S WESTERN AUTO, INC.

ARTICLES OF INCORPORATION

THIS IS TO CERTIFY:

(First) That we, the subscribers,

(a) Joseph C. Wolfe, whose post office address is Centreville, Maryland

(b) Stella A. Wolfe, whose post office address is Centreville, Maryland

(c) Ronald E. Wolfe, whose post office address is 528 West Cannon Street, Chestertown, Maryland

all being of full legal age, under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations, do associate ourselves with the intention of forming a corporation.

(Second) The name of the corporation (which is hereinafter called the Corporation) is

WOLFE'S WESTERN AUTO, INC.

(Third) The purposes for which the corporation is formed and the business or objects to be carried on and promoted are as follows:

(a) To operate a general hardware store and merchandising business, wholesale or retail, and to buy, sell, dispose of and deal in automotive parts and accessories, sporting goods and equipment, hardware of all kinds and nature, garden tools and supplies, toys, electrical equipment, and similar products and commodities generally associated with a retail and/or wholesale hardware store or outlet, generally without limitation as to the classes of products or merchandise, with full power and authority to acquire, hold, own, mortgage, sell, assign, transfer, invest, trade, deal in or deal with any such goods, wares, merchandise and property and to perform all acts and things necessary to acquire title to any such property or dispose of the same in the general conduct of the business of such corporation.

(b) Generally to purchase, take, lease, exchange, hire, hold, own, mortgage, sell and transfer and deed any real or personal property, or any rights or privileges therein, which this corporation may think necessary or convenient for the purpose of conducting the aforesaid business.

(c) To conduct the business of the corporation and for such purpose to have one or more branch stores or places of business, either within or out of this state, unlimitedly and without restriction.

(d) To carry on any other business which may seem to the Board of Directors of this Corporation to be calculated, either directly or indirectly, to effectuate the aforesaid objects or any of them, or any part thereof; and generally to exercise the powers enumerated by the Laws of the State of Maryland pertaining to corporations, and to do any act, matter or thing not inconsistent with said laws which may be appropriate to promote and attain the objects and purposes for which this corporation is formed.

The foregoing enumeration of powers, purposes and objects is made in furtherance and not in limitation of the powers conferred upon the Corporation by law and is not intended by mention of any particular object or business in any manner to limit or restrict the generality of any other purposes, objects or business mentioned, or to limit or restrict any of the powers of the corporation.

(Fourth) The post office address of the place at which the principal office of the corporation in this state will be located is Centreville, Maryland.

The resident agent of the corporation is Joseph C. Wolfe, whose post office address is Stevensville, Maryland. Said resident agent is a citizen of the State of Maryland, and actually resides therein.

(Fifth) The Corporation shall have three directors and Joseph C. Wolfe, Stella A. Wolfe and Ronald E. Wolfe shall act as such until the first annual meeting or until their successors are duly chosen and qualified.

(Sixth) The total amount of the authorized capital stock of the Corporation is Sixty Thousand Dollars (\$60,000.00), divided into Six Thousand (6000) shares of common stock of a par value of Ten Dollars (\$10.00) each.

(a) Each share of common stock shall entitle the holder thereof to receive out of net earnings a proportionate share such dividends as may be declared by the Board of Directors from time to time.

(b) The holders of common stock shall be entitled to one vote for each share of stock at all meetings of the stockholders.

(Seventh) The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed this Certificate of Incorporation this 25 day of June, 1963.

WITNESS:

| | | |
|------------------------|-------|--|
| <u>Brenda M Turner</u> | as to | <u>Joseph C Wolfe</u> Joseph C. Wolfe |
| <u>Brenda M Turner</u> | as to | <u>Stella A Wolfe</u> Stella A. Wolfe |
| <u>Brenda M Turner</u> | as to | <u>Ronald E Wolfe</u> Ronald E. Wolfe |

STATE OF MARYLAND

to wit:

COUNTY OF QUEEN ANNE'S

I HEREBY CERTIFY, that on this 25 day of June, 1963, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County of Queen Anne's, personally appeared Joseph C. Wolfe, Stella A. Wolfe and Ronald E. Wolfe, and severally acknowledged the foregoing Articles of Incorporation to be their act.

WITNESS my hand and Notarial Seal.

Brenda M Turner
NOTARY PUBLIC



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ARTICLES OF INCORPORATION
OF
WOLFE'S WESTERN AUTO, INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland July 10, 1963 at 9:00 o'clock A. M. as in conformity
with law and ordered recorded.

A 4241

3

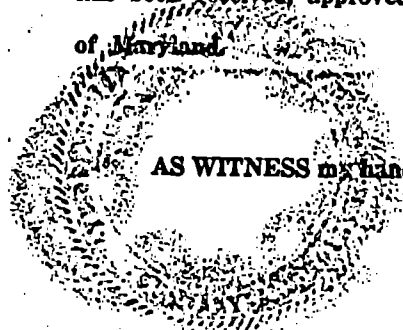
Recorded in Liber F368, folio 70, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$..20.00.....Recording fee paid \$..10.00.....

To the clerk of the Circuit Court of Queen Anne's County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon,
has been received, approved and recorded by the State Department of Assessments and Taxation
of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.



[Handwritten Signature]

THE WILSON FEED COMPANY
ARTICLES OF AMENDMENT

The Wilson Feed Company, a Maryland corporation having its principal office in Queen Anne's County, Maryland, (hereinafter called the "Corporation"), hereby certifies to the State Department of Assessments and Taxation of Maryland, that:

FIRST: The charter of the Corporation is hereby amended by striking out Article SIXTH of the Articles of Incorporation and inserting in lieu thereof the following:

SIXTH: The total amount of the authorized capital stock of the corporation is Three Hundred Thousand Dollars (\$300,000.00) par value divided into Thirty Thousand (30,000) shares of the par value of Ten Dollars (\$10.00) each.

SECOND: The Board of Directors of the Corporation, at a meeting duly convened and held on July 12, 1963, adopted a resolution in which was set forth the foregoing amendment to the charter, declaring that the said amendment of the charter was advisable and directing that it be submitted for action thereon at a special meeting of the stockholders of the corporation to be held on Wednesday, July 24, 1963.

THIRD: That thereafter, consent in writing to such amendment of charter was executed by the owners of all of the stock of the Corporation, issued, outstanding and entitled to vote, being all of the issued and outstanding stock of the Corporation.

FOURTH: The amendment of the charter of the Corporation as hereinabove set forth has been duly advised by the Board of Directors and approved by the stockholders of the Corporation.

FIFTH: (a) The total number of shares of all classes of stock of the Corporation heretofore authorized, and the number and par value of the shares of each class are as follows:

Fifteen Thousand (15,000) shares of common stock,
par value Ten Dollars (\$10.00) each.

(b) The total number of shares of all classes of
stock of the Corporation as increased, and the number and par
value of the shares of each class are as follows:

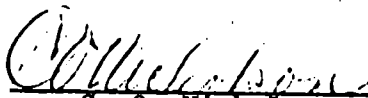
Thirty Thousand (30,000) shares of common stock,
par value Ten Dollars (\$10.00) each.

(c) The capital stock of the Corporation is not
divided into classes.

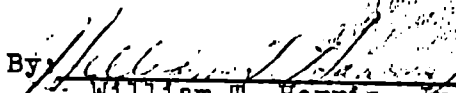
IN WITNESS WHEREOF, The Wilson Feed Company has caused
these presents to be signed in its name and on its behalf by its
Vice President, and its corporate seal to be hereunto affixed
and attested by its Secretary on this 15th day of July, 1963.

ATTEST:

THE WILSON FEED COMPANY



C. O. Nicholson
Secretary

By 

William T. Harris, Jr.
Vice President

STATE OF MARYLAND, COUNTY OF Queen Anne's, to wit:

I HEREBY CERTIFY that on this 15th day of July, 1963,
before me, the undersigned officer, a Notary Public in and for
the State and County aforesaid, personally appeared William T.
Harris, Jr., Vice President of The Wilson Feed Company, a Maryland
corporation, and in the name and on behalf of said corporation,
acknowledged the foregoing Articles of Amendment to be the
corporate act of said corporation; and at the same time personally
appeared C. O. Nicholson, and made oath in due form of law that
he is Secretary of the Corporation and of the Board of Directors,
and that a consent in writing to the foregoing amendment, signed
by the owners of all the issued and outstanding stock of the
corporation is filed with the records of the corporation, and
that the matters and facts set forth in said Articles of Amendment
are true to the best of his knowledge, information and belief.

HENRY, HENRY & ADKINS
ATTORNEYS AT LAW
EASTON, MARYLAND

LIBER

1 PAGE 75

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

My commission expires
May 3, 1965.

Lenora N. Murff
Lenora N. Murff
Notary Public

ARTICLES OF AMENDMENT
OF
THE WILSON FEED COMPANY

approved and received for record by the State Department of Assessments and Taxation
of Maryland July 22, 1963 at 9:00 o'clock A. M. as in conformity
with law and ordered recorded.

A 4401

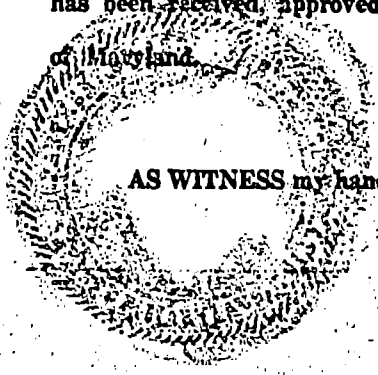
Recorded in Liber 370, folio 272, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$.....30.00.....Recording fee paid \$.....10.00.....

To the clerk of the Circuit Court of Queen Anne's County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon,
has been received, approved and recorded by the State Department of Assessments and Taxation
of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.



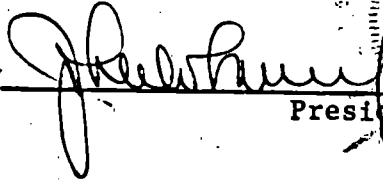
Charles W. Hartman

State Department of Assessments & Taxation
State Office Building
301 W. Preston Street
Baltimore 1, Maryland

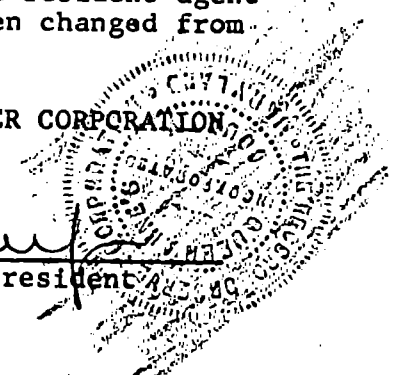
Pursuant to the provisions of Section 8 (b) of Article 23 of the Annotated Code of Maryland, the undersigned Maryland Corporation hereby notifies the State Department of Assessments and Taxation that the address of John W. Sause, Jr., the resident agent of the Corporation in the State of Maryland, has been changed from Stevensville, Maryland, to Centreville, Maryland.

THE RECORD-OBSERVER CORPORATION

By



President



July 11, 1963

NOTICE OF CHANGE OF ADDRESS OF RESIDENT AGENT
OF
THE RECORD-OBSERVER CORPORATION

received for record

July 19, 1963

, at 9:25 A. M.

and recorded in Liber F No. 368

Folio No. 75 one of

the charter records of the State Department of Assessments and Taxation of Maryland.

To the Clerk of the Circuit Court of Queen Annes County.

AA N^o 2053

Recording Fee Paid \$2.00

Re 4219

Nov 19 1963 RECEIVED FOR RECORD NOV 19 1963

ARTICLES OF INCORPORATION
OF
THE RIVERSIDE GUN CLUB, INC.

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Howard Tribbett, whose post-office address is Chestertown, R. D., (Queen Anne's County), Maryland, Vernon Blackiston, whose post-office address is Chestertown, R. D., (Queen Anne's County), Maryland, and David Blackiston, whose post-office address is Chestertown, R. D., (Queen Anne's County), Maryland, all being of full legal age, do under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations, associate ourselves with the intention of forming a corporation.

SECOND: The name of the corporation (which is hereinafter called the Corporation) is:

THE RIVERSIDE GUN CLUB, INC.

THIRD: The purpose for which the Corporation is formed and the business or objects to be carried on and promoted by it are as follows:

(1) To foster and encourage the use of the shotgun in the art of trap shooting. Safety, an important factor in the handling of guns, will be strictly enforced by the Club at all times. Fellowship and sportsmanship will be the high aims of this organization throughout its existence. Encouragement in the improvement of marksmanship will be extended to all members and non-members in the hope of contributing in the effort to conserve upland game and waterfowl by the shooter being able to make cleaner kills and leave less cripples.

(2) To own, purchase, lease, rent, assign, sell, transfer, mortgage, pledge, build and erect on or otherwise deal in and acquire and dispose of any real, personal or mixed property which may be necessary to carry out and effectuate any of the aforesaid

PRESTON P. HICK
ATTORNEY AT LAW
CHESTERTOWN, MARYLAND
778-0950

LIBER

1 PAGE 79

purposes of the Corporation and to do any and all things in connection with and in furtherance thereof.

(3) To buy and sell any goods, wares, foods, or merchandise of any kind in connection with any store or club house operated by said Corporation.

(4) To transact and carry on all or any other business which may be necessary, incidental or proper to the exercise of any or all of the aforementioned purposes of the Corporation.

FOURTH: The Corporation is an association organized solely for the pursuit and accomplishment of the objects hereinbefore set forth and not with a view of any pecuniary gain or profit to the members thereof. The Corporation shall have no capital stock and has no power to issue any capital stock, and no dividend of any pecuniary profits shall be declared to the members thereof.

FIFTH: The Post Office address of the principal office of the Corporation in this State is Chestertown, Maryland. The resident agent of the Corporation is Daniel W. Peterson, Kings Town, Chestertown, Maryland. Said resident agent is a citizen of the State of Maryland and actually resides therein.

SIXTH: The Corporation shall have no less than three nor more than eleven directors and the said Howard Tribbett, Vernon Blackiston and David Blackiston shall act as such until the first annual meeting or until their successors are duly chosen and qualified.

SEVENTH: These Articles of Incorporation may be amended by a majority vote of the members present at any annual or special meeting of the Corporation at which a quorum is present as prescribed in the By-Laws of the Corporation, provided written notice of proposed amendment or amendments has been mailed by ordinary mail to the last known address of each member at least ten (10) days prior to the date of such meeting.

EIGHTH: The duration of the Corporation shall be perpetual.

PRESTON P. HECK
ATTORNEY AT LAW
CHESTERTOWN, MARYLAND
778.0950

IN WITNESS WHEREOF we have signed these Articles of Incorporation on this 1st day of June, 1963.

WITNESS:

Lucy E. Orem Howard Tribbett (SEAL)
Howard Tribbett

Lucy E. Orem Vernon Blackiston (SEAL)
Vernon Blackiston

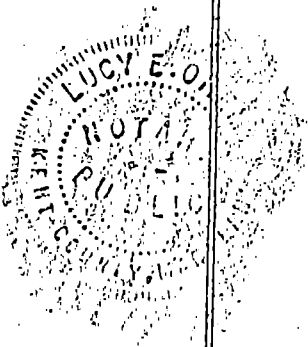
Lucy E. Orem David Blackiston (SEAL)
David Blackiston

STATE OF MARYLAND, COUNTY OF KENT, to wit:

On this 1st day of June, 1963, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County of Kent, aforesaid, personally appeared Howard Tribbett, Vernon Blackiston, and David Blackiston, satisfactorily proven to be the persons described in the foregoing Articles of Incorporation, and they each acknowledged that they executed the same in the capacity thereon stated and for the purposes therein contained.

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

Lucy E. Orem
Notary Public



PRESTON P. HECK
ATTORNEY AT LAW
CRESTTOWN, MARYLAND
778-0950

✓ NS

ARTICLES OF INCORPORATION
OF
THE RIVERSIDE GUN CLUB, INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland June 5, 1963 at 9:00 o'clock A. M. as in conformity
with law and ordered recorded.

A 3699

4

Recorded in Liber 7374, folio 591, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$.....20.00.....Recording fee paid \$.....10.00.....

To the clerk of the Circuit Court of Queen Anne's County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon,
proved and recorded by the State Department of Assessments and Taxation

and seal of the said Department at Baltimore.

Charles R. Bantje

✓
10/11/63
W. S.

RECEIVED FOR RECORD JAN 3 1964

ARTICLES OF INCORPORATION

OF

BAY CITY IMPROVEMENT ASSOCIATION, INC.

FIRST: We, the undersigned, HENRY F. SCHULTHEIS, whose post-office address is Stevensville, Maryland, RALPH J. DOHME, whose post-office address is Stevensville, Maryland, and DORIS M. SMALL, whose post-office address is Stevensville, Maryland, all being at least twenty-one years of age, do under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations, associate ourselves with the intention of forming a corporation by the execution and filing of these articles.

SECOND: The name of the corporation (which is herein after called the "Corporation") is:

BAY CITY IMPROVEMENT ASSOCIATION, INC.

THIRD: The Purposes for which the Corporation is formed are as follows:

(1) To work for the improvement and betterment of the community known as Bay City.

(2) To engage in any activity, undertaking, or enterprise that will enable the Corporation to support any of its undertakings.

(3) To purchase, or otherwise acquire, hold, mortgage, pledge, sell, transfer, or in any manner encumber or dispose of goods, wares, merchandise, implements, and other personal property or equipment of every kind.

(4) To purchase, lease, or otherwise acquire, hold, develop, improve, mortgage, sell, exchange, let, or in any manner encumber or dispose of real property wheresoever situated.

JAMES E. THOMPSON, JR.
ATTORNEY AT LAW
CENTREVILLE, MARYLAND
TELEPHONE 788

LIBER

1 PAGE 83

07/13/87 - Original delivered to John Lee Lewis, Jr. Esq.

(5) To improve, operate, and maintain the roads and recreational facilities for the benefit of the members of the Corporation.

(6) To loan or advance money with or without security, without limit as to amount; and to borrow or raise money for any of the purposes of the Corporation and to issue bonds, debentures, notes or other obligations of any nature, and in any manner permitted by law, for money so borrowed or in payment for property purchased, or for any other lawful consideration, and to secure the payment thereof and of the interest thereon, by mortgage upon, pledge or conveyance or assignment in trust of, the whole or any part of the property of the Corporation, real or personal, including contract rights, whether at the time owned or thereafter acquired; and to sell, pledge, discount or otherwise dispose of such bonds, notes, or other obligations of the Corporation for its corporate purposes.

The foregoing enumeration of the powers, objects and purposes of the Corporation is made in furtherance, and not in limitation, of the powers conferred upon the Corporation by law, and is not intended, by the mention of any particular purpose or object, in any manner to limit or restrict the generality of any other purpose, object or purpose mentioned, or to limit or restrict any of the powers of the Corporation. The Corporation shall be authorized to exercise and enjoy all the rights, powers and privileges granted to or conferred upon corporations of a similar character by the general laws of the State of Maryland now or hereafter in force, and the enumeration of the foregoing powers shall not be deemed to exclude any powers, rights or privileges so granted or conferred.

FOURTH: The post-office address of the principal office of the Corporation is Stevensville, Maryland. The

resident agent of the Corporation is Henry F. Schultheis, whose post-office address is Stevensville, Maryland. Said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The Corporation shall be without capital stock and will not be operated for profit.

SIXTH: The number of Directors of the Corporation shall be three, which number may be increased or decreased pursuant to the By-laws of the Corporation, but shall never be less than three; and the names of the Directors who shall act until the first annual meeting of the Corporation or until their successors are duly chosen and qualify are HENRY F. SCHULTHEIS, RALPH J. DOHME, and DORIS M. SMALL.

SEVENTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on the 30th day of September, 1963.

Henry F. Schultheis
Henry F. Schultheis

Ralph J. Dohme
Ralph J. Dohme

Doris M. Small
Doris M. Small

STATE OF MARYLAND

SS:

COUNTY OF QUEEN ANNES

I HEREBY CERTIFY that on this 30th day of September 1963, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County aforesaid, personally appeared HENRY F. SCHULTHEIS, RALPH J. DOHME, and DORIS M. SMALL, and severally acknowledged the foregoing Articles of Incorporation

JAMES E. THOMPSON, JR.
ATTORNEY AT LAW
CENTREVILLE, MARYLAND
TELEPHONE 786

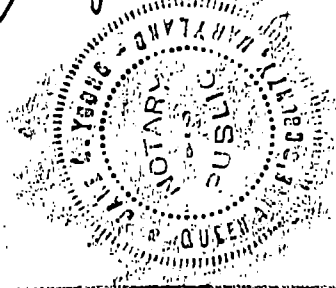
to be their act.

WITNESS my hand and Notarial seal the day and year last above written.

Jane L. Young
NOTARY PUBLIC

My Commission Expires:

May 3, 1965



ARTICLES OF INCORPORATION

OF

BAY CITY IMPROVEMENT ASSOCIATION, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland October 9, 1963 at 9:00 o'clock A. M. as in conformity with law and ordered recorded.

A 5534

5

Recorded in Liber 5381, folio 70, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid \$.....20.00.....Recording fee paid \$.....10.00.....

To the clerk of the Circuit Court of Queen Annes County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon, has been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.



Charles H. ...

RECEIVED FOR RECORD JAN. 2, 1964

WYE RIVER ENTERPRISES, INC.

ARTICLES OF INCORPORATION

FIRST: WE, THE UNDERSIGNED, Edward F. Severa, Jr., whose post office address is Chester, Queen Anne's County, Maryland and Harry T. Barton, Jr., Tilghman, Talbot County, Maryland and Charlotte A. Severa, Chester, Queen Anne's County, Maryland, each being at least twenty-one years of age, do hereby associate ourselves as incorporators with the intention of forming a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereinafter called the Corporation) is WYE RIVER ENTERPRISES, INC.

THIRD: The purposes for which, and for any of which the Corporation is formed, and the business and objects to be carried on and promoted by it are as follows:

A. To transact a general real estate agency and brokerage business, including the management of estates, to act as agent, broker or attorney in fact for any person, firm or corporation in buying, selling and dealing in real property and any and every estate and interest therein, and choses in action secured thereby, judgments resulting therefrom, and other personal property, in supervising, managing and protecting such property and loans and all interests in and claims affecting the same, in effecting insurance against and all other risks thereon, and in managing and conducting any legal actions, proceedings and business relating to any of the purposes herein mentioned or referred to; to register mortgages and deed of trust of real property or chattels real and all other securities collateral thereto; to investigate and report upon the credit and financial solvency and sufficiency of borrowers and sureties upon such securities; to purchase and hold real property and any and every

estates and interest therein, and choses in action secured thereby, judgments resulting therefrom and other personal property, collateral thereto, to improve, manage, operate, sell, mortgage, lease and otherwise dispose of any property so acquired, to loan on real estate, and to take mortgages and assignments of mortgages of the same; and to transact all or any other business which may be necessary or incidental or proper to the exercise of any or all of the aforesaid purposes of the corporation.

B. To conduct and carry on the business of builders and contractors for the purpose of building, erecting, altering, repairing, or any other work in connection with any and all classes of building, rebuilding, alteration, repairing or improvement of houses, factories, building, works or erections of every kind and description whatsoever, including the location, laying out and constructing of roads, avenues, decks, slips, sewers, bridges, walks, walls, canals, railroads, or street railways, wells, power plants, and generally in all classes of buildings, erections and works, both public and private, or integral parts thereof, and to perform engineering and architectural work including the preparation of plans and specifications in expert work, as acting and consulting and superintendent engineers and architects, and generally to do and perform any, and all, works as builders and contractors, and with that end in view to solicit, obtain, make, perform and carry out contracts covering the building and contracting business and the work connected therewith.

C. To purchase, sell, mortgage, lease, improve, invest and deal in land and in real estate, wheresoever situated, and to construct, equip, operate, lease, rent, hire and manage buildings of every kind and description.

D. To build, make, operate, maintain, buy, sell, deal in and with, own, lease, pledge, and otherwise dispose of boats of every nature and kind whatsoever, together with all

materials, articles, tools, machinery and appliances entering into or suitable and convenient for the construction or equipment thereof, and together with engines, machinery and appliances of all kinds, and tackle, apparel, and furniture of all kinds.

E. To manufacture, deal in, build, install, repair, buy and sell marine specialties, marine hardware, gas engines, gasoline engines, diesel engines, marine engines, hulls, accessories, apparatus and appliances of all kinds used in connection therewith.

F. To operate a marina and to transact such other business incidental thereto as may be necessary and proper in the conduct of the business of said corporation.

G. To carry on any other business which may seem to the corporation to be calculated directly or indirectly to effectuate the aforesaid objects, or either of them, to facilitate it in the transaction of its aforesaid business or any part thereof, or in the transaction of any other business that may be calculated, directly or indirectly, to enhance the value of its property and rights; and to have and exercise all powers conferred by the General Laws of the State of Maryland, upon corporations formed thereunder, and to exercise and enjoy all powers, rights, and privileges granted to, or conferred upon, corporations of this character by said General Laws, now or hereinafter in force; the enumeration of certain powers, as herein specified, not being intended to exclude any such other powers, rights and privileges.

H. The said corporation is formed upon the articles, conditions and provisions herein expressed, and subject in all particulars to the limitations pertaining to corporations, which are contained in the General Laws of this State. The business and operation of said corporation are to be carried on in the State of Maryland and elsewhere in the United States of America

and such other localities as the Board of Directors may deem advisable, subject however, in all respects to the laws of the jurisdictions wherein said business is carried on.

FOURTH: The post office address of the principal office of the Corporation in this State is Chester, Queen Anne's County, Maryland. The name and post office of the resident agent of the Corporation in this State is Edward F. Severa, Jr., Chester, Queen Anne's County, Maryland.

Said resident agent is a citizen of this State and actually resides herein.

FIFTH: The total number of shares of stock which the Corporation has authority to issue is One Thousand (1,000) shares of No Par Value, having no aggregate par value.

SIXTH: The number of directors of the Corporation shall be three (3) which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less three ; and the names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are Edward F. Severa, Jr., Harry T. Barton, Jr. and Charlotte A. Severa.

SEVENTH: The following provisions are hereby adopted for the purpose of defining, limiting, and regulating the powers of the Corporation and of the directors and stockholders:

(1) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class or classes, whether now or hereafter authorized

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on this 7th day of October, 1963.

WITNESS:

May V. Howell

Edward F. Severa, Jr. (SEAL)
Edward F. Severa, Jr.

May V. Howell

Harry T. Barton, Jr. (SEAL)
Harry T. Barton, Jr.

May V. Howell

Charlotte A. Severa (SEAL)
Charlotte A. Severa

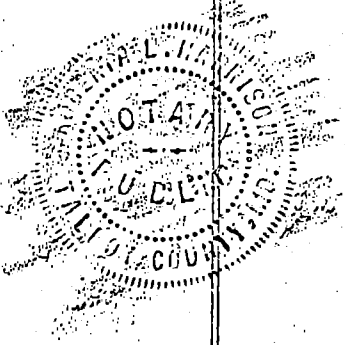
TALBOT

STATE OF MARYLAND, ~~QUEEN ANNES~~ COUNTY, TO WIT:

I HEREBY CERTIFY that on this 7th day of October, 1963 before me, the subscriber, a Notary Public of the State of Talbot Maryland, ~~Queen Annes~~ County, personally appeared Edward F. Severa, Jr., Harry T. Barton, Jr. and Charlotte A. Severa and severally acknowledged the foregoing Articles of Incorporation to be their act.

AS WITNESS my hand and notarial seal.

Roberta L. Larrison
Notary Public



ARTICLES OF INCORPORATION
OF
WYE RIVER ENTERPRISES, INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland October 11, 1963 at 9:00 o'clock A. M. as in conformity
with law and ordered recorded.

A 5600

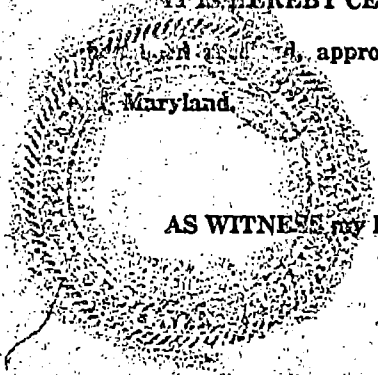
Recorded in Liber 3387, folio 6 201, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 10.00

To the clerk of the Circuit Court of Queen Anne's County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon,
approved and recorded by the State Department of Assessments and Taxation
Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.



RECEIVED FOR RECORD JAN 16, 1944

CHESTER RIVER BEACH CIVIC ASSOCIATION,
INC.

ARTICLES OF INCORPORATION

FIRST: We, the undersigned, John H. Brunner, post office address Grasonville, Maryland, Charles J. Liberto, post office address 527 South Longwood Street, Baltimore, Maryland 21229 and Rufus W. Manship, post office address Grasonville, Maryland, each being at least twenty-one years of age, do hereby associate ourselves as incorporators with the intention of forming a corporation under and by the virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation is:

" CHESTER RIVER BEACH CIVIC ASSOCIATION, INC. "

THIRD: The purposes for which the Corporation is formed, and the purposes and objectives to be promoted and carried out by the Corporation are as follows:

(a) To provide for and protect the general welfare, safety and common interest of property owners and residents of the development known as "Chester River Beach, in Queen Anne County, Maryland. "

(b) To maintain beneficial social relations among the members of the corporation.

(c) To function as a non-profit, non-sectarian and non-political organization.

(d) To publish and distribute publications of any kind and description.

(e) To conduct dances, dinners and any other form of entertainment or business enterprise for the purpose of raising funds for charity and in the furtherance of the purposes of the Corporation.

(f) To borrow money on notes, mortgages, open account or in any other manner. To enter into contract for the purchase of personal and/or real property.

(g) To purchase or acquire in any other manner, lease, mortgage, pledge, sell, transfer, or in any manner incumber or dispose of goods, wares, merchandise, implements, appliances, or other personal property or equivalent of any kind.

(h) To purchase or acquire by any other manner, to lease, mortgage, sell, transfer, improve, or in any manner incumber or dispose of real property or any interest therein.

(i) To lend money, secured by notes, mortgages, securities.

(j) To make donations, and/or gifts to any persons, institutions, or corporations if it be shown that the contemplated recipient is worthy of such donation or gift.

(k) To invest and reinvest surplus funds in any such securities or properties (real or personal) as the Board of Directors may from time to time determine.

FOURTH: The Corporation is formed for the purposes hereinabove enumerated and is not formed for the purposes of profit. The Corporation shall have no capital stock, and no pecuniary profits shall be declared to the members hereof.

FIFTH: The post office address of the principal office of the Corporation is c/o John H. Brunner, Grasonville, Maryland. The name and post office address of the resident agent of the Corporation is John H. Brunner, Grasonville, Maryland. The said resident agent is a citizen of the State of Maryland and actually resides therein.

SIXTH: The number of Directors of the Corporation shall be three (3), which number may be increased or decreased pursuant to the By-Laws of the Corporation, but in no event shall the Directors be less than three; and the names of the Directors who shall act until the first annual meeting or until their

successors are duly chosen by the membership and qualified are John H. Brunner, Charles J. Liberto, and Rufus W. Manship.

SEVENTH: The Board of Directors shall control and generally manage the property of the Corporation, and may execute all powers of the Corporation except those powers which are reserved to the members.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have hereunto signed these Articles of Incorporation, on this 10th day of November, 1963.

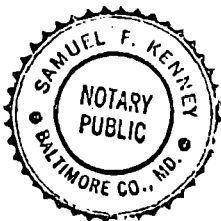
Witness:

| | |
|---------------------------|---|
| <u>Mildred R. Liberto</u> | <u>John H. Brunner</u> John H. Brunner |
| <u>Mildred R. Liberto</u> | <u>Charles J. Liberto</u> Charles J. Liberto |
| <u>Mildred R. Liberto</u> | <u>Rufus W. Manship</u> Rufus W. Manship |

STATE OF MARYLAND, COUNTY OF QUEEN ANNE: To-wit:

I HEREBY CERTIFY, that on this 10 day of November, 1963, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County of Queen Anne, personally appeared JOHN H. BRUNNER, CHARLES J. LIBERTO and RUFUS W. MANSHIP, and they acknowledged the foregoing Articles of Incorporation to be their act.

WITNESS my hand and Notarial Seal.



Samuel F. Kenney
Notary Public

VNS

ARTICLES OF INCORPORATION
OF
CHESTER RIVER BEACH CIVIC ASSOCIATION, INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland November 14, 1963 at 3:40 o'clock P. M. as in conformity
with law and ordered recorded.

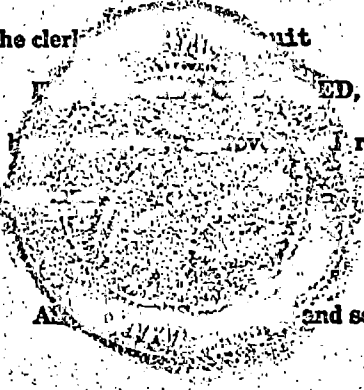
A 6071

4

Recorded in Liber 7386, folio 578, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$.....20.00.....Recording fee paid \$...10.00.....

To the clerk of the Circuit Court of Queen Annes County
has been presented and recorded by the State Department of Assessments and Taxation
of Maryland and seal of the said Department at Baltimore.



Charles H. Bosters

RECEIVED FOR RECORD JAN 15 1964

ARTICLES OF INCORPORATION
OF
WYE INSTITUTE, INC.

THIS IS TO CERTIFY:

FIRST: We, the subscribers, CLARENCE W. MILES, CLYDE Y. MORRIS and C. KEATING BOWIE, the post office address of all of whom is 10 Light Street, Baltimore 2, Maryland, each being at least twenty-one years of age, do hereby associate ourselves as incorporators with the intention of forming a corporation under and by virtue of the general laws of the State of Maryland.

SECOND: The name of the corporation (which is hereinafter called the "Corporation") is WYE INSTITUTE, INC.

THIRD: The purposes for which the Corporation is formed and the objects to be carried on and promoted by it are exclusively charitable, scientific, literary or educational in nature, including the following:

(a) To provide encouragement and assistance to people of every race, creed and color through, among other things, the making available of vocational training of all kinds, the creation of fellowships for teachers, giving financial support to public schools and libraries, maintaining counseling and guidance services, the operation of one or more camps or schools for children, the development of job opportunities, and conducting cultural programs in music, lectures and the arts, as well as supplying instruction and stimulating research investigation and experimentation in animal husbandry, agriculture, forestry, the preservation of natural resources and soil conservation.

(b) To furnish financial assistance and to also furnish, free of charge, professional and technical services and generally to aid and advise municipal, county and state public officials, authorities and agencies in the solution of governmental and community problems concerned with the public welfare and

especially to render such services and assistance (financial and otherwise) as may enable the public officials, authorities and agencies of Queen Anne's County and the other eight counties located on what is commonly known as the Eastern Shore of Maryland to induce desirable industrial and commercial enterprises to locate within said area for the purpose of thereby promoting the economic welfare of the residents of such area without regard to race, creed or religion.

(c) To promote and produce educational, cultural and recreational programs for persons of all ages, regardless of race, creed or color, including environmental improvement, character development and the development and maintenance of high standards of good citizenship, leadership, morality, patriotism and dedication to the welfare of their respective communities.

(d) To make gifts to or for the use of any school, college, university, foundation, fund, trust or corporation organized and operated exclusively for charitable, scientific, literary or educational purposes, no part of the net earnings of which inures to the benefit of any private shareholder or individual and no substantial part of the activities of which is carrying on propaganda or otherwise attempting to influence legislation.

(e) To make gifts to or for the use of the United States, any state, territory or possession of the United States, or any political subdivision thereof, or the District of Columbia, but only if any such gift is made exclusively for public purposes.

(f) To make gifts or contributions for charitable, scientific, literary or educational purposes and to organizations engaged exclusively in any or all of such purposes, and by means of such contributions, gifts and activities to promote the general development of a particular community or communities and a general interest in a healthful and enjoyable environment, a high cultural level, the advancement of scientific and medical knowledge, and the improvement of the circumstances and opportunities of persons or organizations without means to provide fully for themselves or their respective objectives and undertakings, provided that all such objectives and undertakings shall be exclusively charitable, scientific, literary or educational in scope.

FOURTH: In order to carry out and further the charitable, scientific, literary and educational purposes hereinabove set

forth, the Corporation shall have the following powers:

(a) To accept, acquire, receive and hold donations, devises, bequests, legacies, gifts and other contributions in money or in property, both real and personal, of whatever kind, nature or description and wherever situated, and without limitation as to amount or value, except such limitation, if any, as may be specifically imposed by law, and to employ the same for the furtherance and development of one or more of the purposes of the Corporation.

(b) To borrow money, and from time to time to make, accept, endorse, execute, and issue bonds, debentures, promissory notes and other obligations of the Corporation for moneys borrowed or in payment of property acquired or for any of the other purposes of the Corporation, and to secure the payment of any such obligations by mortgage, pledge, deed, indenture, agreement, or other instrument of trust, or by other lien upon, assignment of, or agreement in regard to all or any part of the property of the Corporation, whether owned or thereafter to be acquired.

(c) To invest and reinvest any funds of the Corporation in bonds, debentures, stocks (common or preferred), securities, mortgages, real estate, or any interest or estate therein, and any other property, without limitation, and to deal with and expend the funds of the Corporation and the income therefrom in such manner as in the absolute judgment of the Board of Governors will best promote the objects of the Corporation.

(d) To grant scholarships and fellowships or any other financial assistance for study, research and other purposes germane to and consistent with the purposes of the Corporation and to make such money grants, loans or advances in connection therewith and upon such terms and conditions as the Board of Trustees shall deem proper and advisable.

(e) In general, and subject to such limitations and conditions as are or may be prescribed by law, to exercise such other powers which now or hereafter may be conferred upon the Corporation by law, or are necessary or incidental to the powers so conferred, subject to the further limitation and condition that notwithstanding any other provision in these Articles of Incorporation, only such powers shall be exercised by the Corporation as are in furtherance of the tax-exempt purposes of the Corporation and as may be exercised (1) by an organization exempt under the

provisions of the Internal Revenue Code of the United States, and the Regulations thereunder, as they now exist or as they may hereafter be amended or enacted and (ii) by an organization contributions to which are deductible under the provisions of the Internal Revenue Code of the United States, and the Regulations thereunder, as they now exist or as they may hereafter be amended or enacted.

FIFTH: The post office address of the principal office of the Corporation in this State is Queenstown, Maryland. The name and post office address of the Resident Agent of the Corporation in this State are Clarence W. Miles, Queenstown, Maryland. Said Resident Agent is an individual actually residing in this State.

SIXTH: The Corporation shall not be authorized to issue any capital stock whatsoever.

SEVENTH: The Corporation is not organized for profit and no part of the net earnings of the Corporation shall at any time or in any manner inure to the benefit of any member, trustee, or officer of the Corporation or of any other individual except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes. The Corporation shall not promote in any way, either directly or indirectly, the private interest of any member, trustee or other individual.

EIGHTH: Voting control of the Corporation shall be vested in the Members (hereinafter called "Trustees"), of whom there shall be not less than three. The initial Trustees of the Corporation shall be Arthur A. Houghton, Jr., Elizabeth M. Houghton, Clarence W. Miles, John L. Ward and James J. Beha.

The number of Trustees may be increased or decreased from time to time by the affirmative action of a majority of the then Trustees, but such number shall never be less than three. The Trustees shall collectively be known as the Board of Trustees and shall possess any and all powers and authority vested in the members of a non-stock corporation or in the Board of Directors of a stock corporation under the laws of the State of Maryland. Any vacancies occurring in the Board of Trustees by death, resignation or otherwise shall be filled by the affirmative action of a majority of the remaining Trustees unless the Trustees take action to decrease the number of Trustees.

Without limitation upon any other power or authority vested in said Board of Trustees, they shall be authorized to enact and adopt By-Laws for the Corporation, elect all officers of the Corporation as may be provided for in said By-Laws, as well as to name, constitute and appoint any such agents, committees or advisory councils or groups as the Board of Trustees may from time to time in their absolute discretion determine.

NINTH: In the event of the liquidation or dissolution of the Corporation, whether voluntary or involuntary, no Trustee, officer of the Corporation, or individual shall be entitled to any distribution or division of any of its property or the proceeds thereof. After the payment of all debts and obligations of the Corporation, the balance of all moneys and other properties shall be used or distributed exclusively to

such organization or organizations and for such one or more of the purposes and objects as set forth in Article THIRD of these Articles of Incorporation as may be designated by the Trustees.

ELEVENTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation this 21st day of November, 1963.

Clarence W. Miles
Clarence W. Miles

Clyde Y. Morris
Clyde Y. Morris

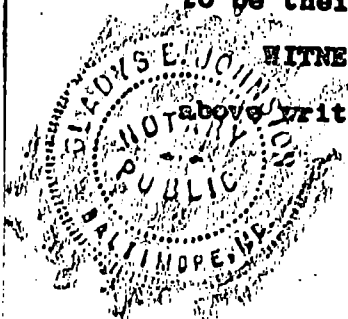
C. Keating Bowie
C. Keating Bowie

STATE OF MARYLAND)
) SS:
CITY OF BALTIMORE)

I HEREBY CERTIFY that on this 21st day of November, 1963, before me, the subscriber, a Notary Public of the State of Maryland, in and for the City of Baltimore aforesaid, personally appeared CLARENCE W. MILES, CLYDE Y. MORRIS and C. KEATING BOWIE and severally acknowledged the foregoing Articles of Incorporation to be their act.

WITNESS my hand and Notarial Seal the day and year last above written.

Gladys E. Johnston
Notary Public



VHS

ARTICLES OF INCORPORATION
OF
WYE INSTITUTE, INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland November 26, 1963 at 11:20 o'clock A. M. as in conformity
with law and ordered recorded.

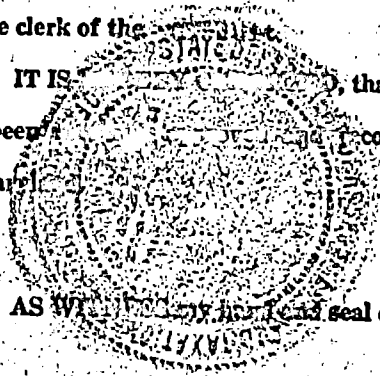
A 6199

7

Recorded in Liber *F-359*, folio *470*, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$.....20.00.....Recording fee paid \$.....12.00.....

To the clerk of the Court of Queen Anne's County

IT IS  that the within instrument, together with all endorsements thereon,
has been recorded by the State Department of Assessments and Taxation
of Maryland

AS WITNESSED by the seal of the said Department at Baltimore.

Charles H. Barton

RECEIVED FOR RECORD Jan 15 1964

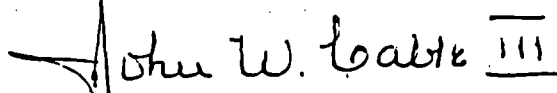
November 7, 1963

State Department of Assessments
and Taxation
301 West Preston Street
Baltimore 1, Maryland

Gentlemen:

Pursuant to the provisions of Maryland Code Article 23, Section 8(c), you are hereby advised that effective September 16, 1963, the post office address of the undersigned, resident agent of Bev-Vend, Inc., has been changed from 341 North Calvert Street, Baltimore 2, Maryland, to The Blaustein Building, One North Charles, Baltimore 1, Maryland.

Very truly yours,


JOHN W. CABLE, III

JWC:kfs

NOTICE OF CHANGE OF ADDRESS OF RESIDENT AGENT

OF

BEV-VEND, INC.

received for record November 8, 1963, at 9:52 A. M.
and recorded in Liber F No. 385 Folio No. 490 one of
the charter records of the State Department of Assessments and Taxation of Maryland.
To the Clerk of the Circuit Court of Queen Annes County.

AA N^o 2222

Recording Fee Paid \$2.00

2

RECEIVED FOR RECORD

Mar 9, 1964

BAY TIMES, INC.

ARTICLES OF INCORPORATION

THIS IS TO CERTIFY:

FIRST: We, the undersigned Sydney G. Ashley, whose Post Office is Centreville, Queen Anne's County, Maryland, Robert R. Price, Jr., whose Post Office is Centreville, Queen Anne's County, Maryland, and Marcy F. Collier, whose Post Office address is Centreville, Queen Anne's County, Maryland, each being over twenty-one (21) years of age, do hereby associate ourselves as incorporators with the intention of forming a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereinafter called the Corporation) is ---

BAY TIMES, INC.

THIRD: The purposes for which the Corporation is formed are as follows:

- A. The publishing and disseminating of information of a public character by newspaper or any other media whatsoever, at such place or places as the Corporation may deem advisable, and the purchasing, owning and controlling of such rights, franchises and property as may be considered useful and convenient in the business of publishing and disseminating such information.
- B. To advise, instruct, assist, supervise and render any and all services of any kind and description in the field of public relations, and to this end, design, prepare and publish brochures, formats and all and any other types of literature and advertising and publish the same by any means whatsoever, lay out plans for and conduct or in any way participate in any campaign, drive, contest or similar activity and generally to do and perform any and all things in any way connected with the field of public relations or in any way related or appertaining thereto.
- C. To manufacture, purchase or otherwise acquire, hold, mortgage, pledge, sell, transfer, or in any manner encumber or dispose of goods, wares, merchandise, implements, and other personal property or equipment of every kind.
- D. To purchase, lease or otherwise acquire, hold, develop, improve, mortgage, sell, exchange, let, or in any manner encumber or dispose of real property wherever situated.
- E. To carry on and transact, for itself or for account of others, the business of general merchants, general brokers, general agents, manufacturers, buyers and sellers of, dealers in, importers, and exporters of natural products, raw materials, manufactured products and marketable goods, wares and merchandise of every description.

ROBERT R. PRICE, JR.
ATTORNEY AT LAW
CENTREVILLE, MARYLAND
—
TELEPHONE 342

LIBER

1 PAGE 105

- F. To purchase, lease or otherwise acquire, all or any part of the property, rights, businesses, contracts, goodwill, franchises and assets of every kind, of any corporation, co-partnership or individual (including the estate of a decedent) carrying on or having carried on in whole or in part any of the aforesaid businesses or any other businesses that the Corporation may be authorized to carry on, and to undertake, guarantee, assume and pay the indebtedness and liabilities thereof, and to pay any such property, rights, business, contracts, goodwill, franchises or assets by the issue, in accordance with the laws of Maryland, of stock, bonds, or other securities of the Corporation or otherwise.
- G. To purchase or otherwise acquire, hold and re-issue shares of its capital stock of any class; and to purchase, hold, sell, assign, transfer, exchange, lease, mortgage, pledge or otherwise dispose of, any shares of stock, or any bonds or other securities or evidences of indebtedness issued or created by, any other corporation or association, organized under the laws of the State of Maryland or any other state, territory, district, colony or dependency of the United States or of any foreign country and while the owner or holder of any such shares of stock, bonds, or other obligations, to possess and exercise in right thereof any and all the rights, powers, and privileges, of ownership, including the right to vote on any shares of stock so held or owned; and upon distribution of the assets or a division of the profits of this Corporation, to distribute any such shares of stock, bonds or other obligations, or the proceeds thereof, among the stock holders of the Corporation.
- H. To loan or advance money with or without security, without limit as to amount, and to borrow or raise money for any of the purposes of the Corporation and to issue bonds, debentures, notes, or other obligations of any nature, and in any manner permitted by law, for money so borrowed or in payment for property purchase, or for any other lawful consideration and to secure the payment thereof and of the interest thereon by mortgage upon, or pledge or conveyance or assignment in trust of, the whole or any part of the property of the Corporation, real or personal, including contract rights, whether at the time owned or thereafter acquired; and to sell, pledge, discount or otherwise dispose of such bonds, notes, or other obligations of the Corporation for its corporate purposes.
- I. To carry on any of the businesses hereinbefore enumerated for itself, or for account of others, or through others for its own account, and to carry on any business which may be deemed by it to be calculated, directly or indirectly, to effectuate or facilitate the transaction of the aforesaid objects or businesses, or any of them, or any part thereof, or to enhance the value of its property, business or rights.

J. To carry out all or any part of the aforesaid purposes, and to conduct its business in all or any of its branches in any or all states, territories, districts, colonies and dependencies of the United States of America and in foreign countries; and to maintain offices and agencies in any or all states, territories, districts, colonies and dependencies of the United States of America and in foreign countries.

The foregoing enumeration of the purposes, objects and business of the Corporation is made in furtherance and not in limitation of the powers conferred upon the Corporation by law, and is not intended, by the mention of any particular purpose, object or business, in any manner to limit or restrict the generality of any other purpose, object or business mentioned, or to limit or restrict any of the powers of the Corporation. The corporation is formed upon the articles, conditions and provisions herein expressed, and subject in all particulars to the limitations relative to corporations which are contained in the general laws of this State.

FOURTH: The Post Office Address of the principal office of the Corporation in this State is Centreville, Queen Anne's County, Maryland. The resident agent of the Corporation is Sydney G. Ashley, whose Post Office Address is Centreville, Maryland. Said resident agent is a citizen of the State of Maryland, and actually resides therein.

FIFTH: The total number of shares of stock which the Corporation has authority to issue is ten thousand (10,000) shares of the par value of Ten (\$10.00) Dollars a share, all of one class, and having an aggregate par value of One Hundred Thousand (\$100,000.00) Dollars.

No stock of the corporation shall be sold, pledged, mortgaged, given or distributed by the registered holder thereof or by an Executor or Personal Representative of a deceased stockholder or otherwise assigns, disposed of or transferred to a transferee other than the Corporation without having first been offered for sale in writing to the Corporation for a period of ninety (90) days preceding said transfer at its then book value as determined by the most recent audit of the books, excluding good will from such value; failure of the Corporation to exercise its rights of purchase within the said period of ninety (90) days or a refusal to purchase in writing before such ninety (90) days shall constitute a waiver of these conditions; any transfer in violation of these conditions shall be void and shall confer no rights to the transferee except as may be required by law.

SIXTH: The number of the directors of the Corporation shall be three (3), which number may be increased or decreased pursuant to the by-laws of the Corporation, but shall never be less than three; and the names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualify are Sydney G. Ashley, John M. Ashley, Jr. and Robert R. Price, Jr.

SEVENTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the directors and stockholders:

(1) The Board of Directors of the Corporation is hereby empowered to authorized the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock

of any class or classes, whether now or hereafter authorized,

(2) The Board of Directors shall have power, from time to time, to fix and determine and to vary the amount of working capital of the Corporation; to determine whether any, and, if any, what part, of the surplus of the Corporation or of the net profits arising from its business shall be declared in dividends and paid to the stock holders, subject, however, to the provisions, of the charter, and to direct and determine the use and disposition of any of such surplus or net profits. The Board of Directors may in its discretion use and apply any of such surplus or net profits in purchasing or acquiring any of the shares of the stock of the Corporation, or any of its bonds or other evidences of indebtedness, to such extent and in such manner and upon such lawful terms as the Board of Directors shall deem expedient.

(3) The Corporation reserves the right to make from time to time any amendments of its charter which may now or hereafter be authorized by law, including any amendments changing the terms of any class of its stock by classification, reclassification or otherwise, but no such amendment which changes the terms of any of the outstanding stock shall be valid unless the such change of terms shall have been authorized by the holders of our-fifths of all such stock at the time outstanding, by vote at a meeting or in writing with or without a meeting.

(4) The Board of Directors shall have power to declare and authorize the payment of stock dividends whether or not payable in stock of one class to holders of stock or any other class or classes; and shall have authority to exercise, without a vote of stockholders, all powers of the Corporation, whether conferred by law or by these articles, to purchase, lease or otherwise acquire the business, assets or franchises, in whole or in part, of other corporations or unincorporated business entities.

IN WITNESS WHEREOF, We, have signed these Articles of Incorporation on this 5th day of December

WITNESS:

Charles W. Suran

Sydney G. Ashley (SEAL)
Sydney G. Ashley,

Charles W. Suran

Robert R. Price, Jr. (SEAL)
Robert R. Price, Jr.

Charles W. Suran

Marcy F. Collier (SEAL)
Marcy F. Collier

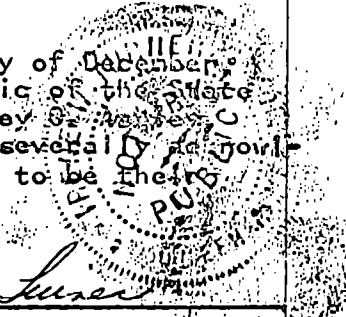
STATE OF MARYLAND }
QUEEN ANNE'S COUNTY } TO WIT:

I HEREBY CERTIFY, that on this 5th day of December, 1963, before me, the Subscriber, a Notary Public of the State and County aforesaid, personally appeared Sydney G. Ashley, Robert R. Price, Jr. and Marcy F. Collier, and severally acknowledged the foregoing Articles of Incorporation to be their respective act.

WITNESS my hand and Notarial Seal.

My commission expires: May 3, 1965 Charles W. Suran Notary Public

ROBERT R. PRICE, JR.
ATTORNEY AT LAW
CENTREVILLE, MARYLAND
TELEPHONE 342



ARTICLES OF INCORPORATION
OF
BAY TIMES, INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland December 6, 1963 at 9:00 o'clock A. M. as in conformity
with law and ordered recorded.

A 6300

Recorded in Liber 5 5589, folio 437 one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 10.00

To the clerk of the Circuit Court of Queen Anne's County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon,
has been received, approved and recorded by the State Department of Assessments and Taxation
of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

Charles J. Hartman

STATE OF MARYLAND,
QUEEN ANNE'S COUNTY, SCT.
I HEREBY CERTIFY THAT
THIS Article for incorporation WAS
RECEIVED FOR RECORD THIS 9
DAY OF MAR 19 64. RE 5579
AND RECORDED IN LIBER CWC-1
FILED IN BOOK
FOR QUEEN ANNE'S COUNTY.
Charles W. Beck CLERK

LIBER 1 PAGE 109

RECEIVED FOR RECORD May 9, 1964

D. THOMPSON SWING, INC.

ARTICLE OF AMENDMENT

D. Thompson Swing, Inc., a Maryland Corporation having its principal office at Price, Queen Anne's County, Maryland, and hereinafter called the "Corporation", hereby certifies to the State Department of Assessments and Taxation of Maryland, that:

FIRST: That the charter of the Corporation is hereby amended by striking out paragraph "SIXTH" of the Articles of Incorporation, heretofore issued the Corporation, which paragraph sets forth the amount of authorized and issued stock of the Corporation, and inserting in lieu of such deleted paragraph a new paragraph designated "SIXTH", as follows:

"SIXTH: The total amount of authorized capital stock of the corporation is FIFTY THOUSAND DOLLARS (\$50,000.00), and shall be divided into two thousand (2,000) shares of voting stock of the par value of TWENTY-FIVE DOLLARS (\$25.00) per share, which shall forthwith be issued and outstanding."

SECOND: That the Board of Directors of the Corporation, at a meeting duly convened and held on November 21, 1963, adopted a resolution in which was set forth the foregoing Amendment to the Charter, declaring that the said Amendment of the Charter was advisable and directing that it be submitted for action thereon at a special meeting of the stockholders of the Corporation to be held at a later hour on November 21, 1963.

THIRD: Notice setting forth the said Amendment of the Charter stating that the purpose of the stockholders would be to take action thereon was given, as required by law, to all stockholders entitled to vote thereon.

FOURTH: The Amendment of the Charter of the Corporation as hereinabove set forth was approved by the stockholders of the Corporation at said meeting by the affirmative vote of all of the votes entitled to be cast thereon.


FIFTH: That the Amendment of the Charter of the Corporation as hereinabove set forth has been duly advised by the Board of Directors and approved by the stockholders of the Corporation.

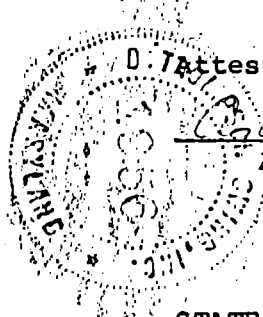
IN WITNESS WHEREOF, D. Thompson Swing, Inc., a body corporate as aforesaid, has caused these presents to be signed in its name and on its behalf by its President, and its corporate seal to be hereunto affixed and attested by its Secretary on the 27th day of December, 1963.

D. THOMPSON SWING, INC.

Attested by:


Annabelle Paniere
Secretary


William C. Meintzer
President




STATE OF MARYLAND, CAROLINE COUNTY, TO WIT:

I HEREBY CERTIFY, That on this 27th day of December, 1963, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County aforesaid, personally appeared William C. Meintzer, President of D. Thompson Swing, Inc., a Maryland Corporation, and in the name and on behalf of said company acknowledged the foregoing Article of Amendment to be the corporate act of said Corporation; and at the same time personally appeared Annabelle Paniere who made oath that she is Secretary of the Corporation and acted as Secretary of the meeting of the stockholders of said Corporation at which the Amendment of the Charter of said Corporation set forth in the foregoing Article of Amendment was approved and adopted, and that the matters and facts set forth in said Article of Amendment are true to the best of her knowledge, information and belief.

AS WITNESS my hand and Notarial Seal.




Elizabeth P. Keen,
Notary Public

X

ARTICLES OF AMENDMENT

OF

D. THOMPSON SWING, INC.

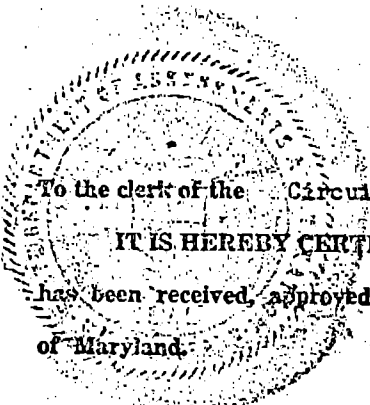
approved and received for record by the State Department of Assessments and Taxation of Maryland December 31, 1963 at 1:41 o'clock P. M. as in conformity with law and ordered recorded.

A 6738

3

Recorded in Liber F393, folio 607, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid \$.....Recording fee paid \$ 10.00.....



To the clerk of the Circuit Court of Queen Anne's County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon, has been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

[Signature]

STATE OF MARYLAND,
QUEEN ANNE'S COUNTY, SCT.
I HEREBY CERTIFY THAT
THIS Amendment WAS
RECEIVED FOR RECORD THIS 9
DAY OF Mar 1964 RE. 5579
AND RECORDED IN LIBER CWS-1
plus Charles RECORD BOOK
FOR QUEEN ANNE'S COUNTY
Charles W. Caylor CLERK

RECEIVED FOR RECORD

Mar 9, 1968

MARYLAND HOME
AND AUTO, INC.

ARTICLES OF AMENDMENT

MARYLAND HOME AND AUTO, INC., a Maryland corporation having its principal office in Queen Anne's County, Maryland, (hereinafter called the Corporation) hereby certifies to the State Department of Assessment and Taxation of Maryland, that:

1. The charter of the Corporation is hereby amended by striking out the second item of the certificate of incorporation and inserting in lieu thereof the following:

Second: The name of the Corporation (which is hereinafter called the Corporation) is
BAY OIL, INC.

2. The charter of the Corporation is hereby amended by striking out the fourth item of the certificate of incorporation and inserting in lieu thereof the following:

Fourth: The post office address of the place at which the principal office of the Corporation in the State will be located is the Queen Anne's Building, 115 Lawyer's Row, Centreville, Queen Anne's County, Maryland. The resident agent of the Corporation is Vachel A. Downes, Jr., whose post office address is Queen Anne's Building, 115 Lawyer's Row, Centreville, Maryland. Said resident agent is a citizen of the State of Maryland, and actually resides therein.

3. The Board of Directors of the Corporation, at a meeting duly convened and held on the 4th day of November, 1963, adopted a resolution in which was set forth the foregoing amendments to the charter, declaring that said amendments were advisable and directing that said amendments be submitted for action thereon at a special meeting of the stockholders of the Corporation to be held on the 20th day of November, 1963.

4. Notice setting forth said amendments of the corporate charter and stating that a purpose of the meeting would be to take action thereon, was given as required by law to all stockholders (whether or not entitled to vote thereon) and whose contract rights as expressly set forth in the charter would be altered by the amendments.

5. The amendments of the charter of the Corporation as hereinabove set forth were approved by the stockholders of the Corporation at said meeting by the unanimous vote of all votes to be cast thereon, and being the unanimous vote of all stockholders of the Corporation.

6. The amendments of the charter of the Corporation as hereinabove set forth have been advised by the board of directors and approved by the stockholders of the Corporation.

IN WITNESS WHEREOF, Maryland Home and Auto, Inc., a body corporate of the State of Maryland, has caused these presents to be signed in its name and on its behalf by John Willey, its President, and its corporate seal hereto affixed and attested by Alberta L. Willey, its Secretary, on this 9th day of December, 1963.

WITNESS AND ATTEST:

Alberta L. Willey
Alberta L. Willey, Secretary

MARYLAND HOME AND AUTO, INC.

By: John Willey
John Willey, President

LIBER

1 PAGE 113

STATE OF Delaware

COUNTY OF Wilmington

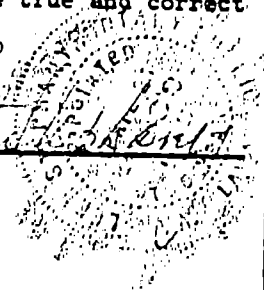
to wit:

I HEREBY CERTIFY that on this 10th day of December, 1963, before me, the Subscriber, a Notary Public of the State and County aforesaid, personally appeared John Willey, President of Maryland Home and Auto, Inc., a Maryland corporation, and in its name and on behalf of the said Corporation acknowledged the foregoing Articles of Amendment to be the corporate act of said corporation; and at the same time personally appeared Alberta L. Willey, and made oath in due form of law that she was the secretary of the meeting of the stockholders of the Corporation at which the amendments of the charter of the Corporation herein set forth were approved, and that the matters and facts set forth in said Articles of Amendment are true and correct to the best of her knowledge, information and belief.

AS WITNESS my hand and notarial seal

[Handwritten Signature]

Notary Public



ARTICLES OF AMENDMENT

OF

MARYLAND HOME AND AUTO, INC.

changing its name to

BAY OIL, INC.

approved and received for record by the State Department of Assessments and Taxation

of Maryland December 16, 1963 at 9:00 o'clock A.M. as in conformity

with law and ordered recorded.

A 6508

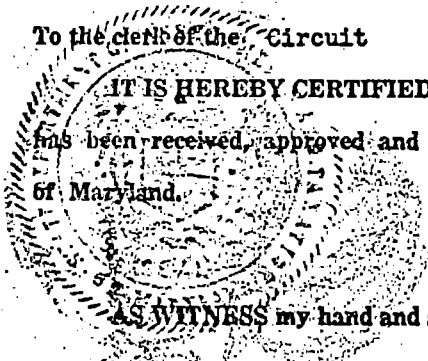
3

Recorded in Liber F391, folio 226, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid \$.....Recording fee paid \$10.00.....

To the clerk of the Circuit Court of Queen Anne's County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon, has been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.



AS WITNESS my hand and seal of the said Department at Baltimore.

Charles W. Copple

STATE OF MARYLAND,

QUEEN ANNE'S COUNTY, SOY.

I HEREBY CERTIFY THAT

THIS Amendment WAS

RECEIVED FOR RECORD THIS 7

DAY OF Nov 1964 RE. 5579

AND RECORDED IN LIBER CWC-1

plus notes RECORDED BOOK

FOR QUEEN ANNE'S COUNTY.

Charles W. Copple

RECEIVED FOR RECORD

Mar 9 1968

ARTICLES OF AMENDMENT
OF
QUEEN ANNE'S FARM OPERATORS, INC.

Queen Anne's Farm Operators, Inc., a Maryland corporation having its principal office in Queen Anne's County, Maryland (hereinafter called the Corporation), hereby certifies to the Department of Assessments and Taxation, that:

FIRST: The charter of the Corporation is hereby amended by striking out all of Article Fifth of the articles of incorporation and inserting in lieu thereof the following:

"FIFTH: The total number of shares of stock which the Corporation is entitled to issue is Five Thousand (5000) shares of the par value of One Dollar (\$1.00) each, all of which shares are of one class and designated common stock. The aggregate par value of all shares having par value is Five Thousand Dollars (\$5,000.00). The redemption rights of such stock are as follow:

(a) Prior to the payment of any dividend, the Board of Directors shall establish and maintain a fund or account from earned surplus, to be known as "Restricted Earned Surplus", which will equal the aggregate par value of all shares of stock issued and outstanding at any time. Restricted Earned Surplus shall also include, where capital surplus has been applied to the reduction or elimination of any deficit arising from operating or other losses, however incurred, or from diminution in value of corporate assets, an amount equal to any such reduction of capital surplus. Restricted Earned Surplus and the capital surplus of the Corporation, if any, shall be used only for the purposes set forth in the following paragraph.

(b) Any stockholder wishing to dispose of all of his stock in this Corporation may make application to the Corporation for such redemption. The words "all of his stock" shall mean all stock registered in the name of the stockholder, a person related to the stockholder, a corporation controlled by the stockholder, and all stock equitably owned by a stockholder. The Corporation shall then be required to redeem such stock for the following price: Such proportion of the capital surplus and the Restricted Earned Surplus as the number of shares presented for redemption bears to the aggregate number of shares issued and outstanding plus a like proportion of Eighty per cent (80%) of any other earned surplus of the Corporation.

(c) Nothing herein shall be construed to limit the discretionary power of the Board of Directors to acquire shares of stock of the Corporation in any case not specifically defined in the preceding paragraph or to prohibit the sale of such stock by any stockholder to any person other than the Corporation in any case.

SECOND: The charter of the Corporation is further amended by striking out all of paragraphs (d) and (g) of Article Seventh and inserting in lieu thereof the following:

(d) No amendment which changes the terms of any of the outstanding stock shall be valid unless authorized by the holders of two-thirds (2/3) of all outstanding stock.

THIRD: The amendments to the charter of the Corporation herein made were approved by vote of a majority of the entire board of directors at a meeting duly convened on October 12, 1963; and there are no shares of stock of the Corporation entitled to vote thereon either outstanding or subscribed for.

FOURTH: (a) The total number of shares of all classes of stock of the Corporation heretofore authorized, and the number and par value of the shares of each class are as follows:

"FIFTH: The total number of shares of stock which the Corporation has authority to issue is one thousand (1,000) shares of the par value of One Hundred Dollars (\$100) each, all of which shares are of one class and are designated common stock. The aggregate par value of all shares having par value is One Hundred Thousand Dollars (\$100,000.)."

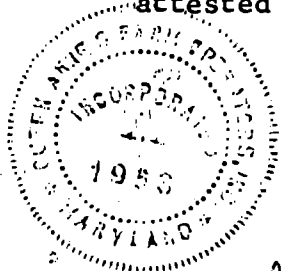
(b) The total number of shares of all classes of stock of the Corporation as increased is Five Thousand (5,000) shares of a par value of One Dollar (\$1.00) per share, or an aggregate par value of Five Thousand Dollars (\$5,000.00).

(c) The capital stock of the Corporation is not divided into classes.

In witness whereof, Queen Anne's Farm Operators, Inc.,

has caused these presents to be signed in its name and on its behalf by its President and its corporate seal to be herewith affixed and attested by its Secretary on the 3rd day of ~~November~~ ^{December}, 1963.

QUEEN ANNE'S FARM OPERATORS, INC.



By: T. Walter Denny
T. Walter Denny, President

Attest: Walter C. Mylander, Jr.
Walter C. Mylander, Jr.

STATE OF MARYLAND, COUNTY OF QUEEN ANNE'S, SS:

I hereby certify that on ~~November~~ ^{December} 3rd, 1963, before me, the subscriber, a notary public of the State of Maryland in and for the County of Queen Anne's, personally appeared T. Walter Denny, President of the Queen Anne's Farm Operators, Inc., a Maryland Corporation, and in the name and on behalf of said corporation acknowledged the foregoing Articles of Amendment to be the corporate act of said corporation; and at the same time personally appeared Walter C. Mylander, Jr. and made oath in due form of law that he was secretary of the meeting of the board of directors of said corporation at which the amendment of the charter of the Corporation therein set forth was approved, and that the matters and facts set forth in said Articles of Amendment are true to the best of his knowledge, information and belief.

Witness my hand and notarial seal, the day and year last above written.

Elizabeth W. Engle
Notary Public
Elizabeth W. Engle

X

ARTICLES OF AMENDMENT
OF
QUEEN ANNE'S FARM OPERATORS, INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland December 6, 1963 at 9:00 o'clock A. M. as in conformity
with law and ordered recorded.

A 6335

4
Recorded in Liber 5389, folio 313, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

LIBER 1 PAGE 119

Bonus tax paid \$.....Recording fee paid \$10.00.....

To the clerk of the Circuit Court of Queen Anne's County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon, has been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

Charles W. Seal

STATE OF MARYLAND,
QUEEN ANNE'S COUNTY, SCT.
I HEREBY CERTIFY THAT
THIS *Quitclaim* WAS
RECEIVED FOR RECORD THIS *9th*
DAY OF *March* 19 *64* RE *5579*
AND RECORDED IN LIBER *(WC-1)*
file RECORD BOOK
FOR QUEEN ANNE'S COUNTY.
Charles W. Seal CLERK

~~LIBER 1 PAGE 119~~

SHOREFARMS, INC.

ARTICLES OF INCORPORATION

FIRST: That we, the subscribers, J. Monroe Murphy, whose post office address is 315 Somerset Avenue, Cambridge, Maryland, Harry G. Handy, whose post office address is 1203 Hambrooks Boulevard, Cambridge, Maryland, and William D. Gould, whose post office address is 605 William Street, Cambridge, Maryland, all being of full legal age, do, under and by virtue of the general laws of the State of Maryland authorizing the formation of corporations associate ourselves with the intention of forming a corporation.

SECOND: That the name of the corporation (which is hereinafter called the "corporation") is

SHOREFARMS, INC.

THIRD: The purposes for which the corporation is formed and the business or objects to be carried on and promoted by it are as follows:

To purchase, lease, rent, hire or otherwise acquire, to hold, own, manage, improve, develop, alter and sell, convey, mortgage or otherwise dispose of real and personal property and any interest therein in and out of the State of Maryland and elsewhere within the United States, as shall from time to time be found necessary and convenient for the purposes of the corporation's business; to have one or more offices or places of business; and to carry on all or any part of its operations and business in any part of the United States; to enter into, make perform or carry out contracts of every kind and for any lawful purposes, with any persons, firm, association or corporation relating to any matters or business of this corporation or in which it may be interested.

To purchase the business, good-will and all other property of any individual, firm or corporation as a going concern, and

to assume all its debts, contracts and obligations, provided said business is authorized by the powers contained herein.

To borrow or raise money for the purposes of the corporation, and for such purposes to make, execute and deliver promissory notes or other obligations of the corporation, negotiable or otherwise.

To engage in the business of general farming; the propagation of fur-bearing animals and feathered birds and all other forms of wild life; the planting and cultivation of oysters, fish and all other forms of seafood; the planting, cultivation of trees, shrubs, timber and all other forms of vegetable life; the raising, breeding and training of horses, cows, cattle, dogs and all other forms of domestic animal life and the right to purchase, sell or otherwise dispose of all crops, timber, animals, seafood or other forms of vegetable or animal life.

Generally to do every other act or thing not inconsistent with the law which an ordinary business corporation is permitted to do or perform by the General Laws of the State of Maryland governing such corporations.

FOURTH: The post office address of the place at which the principal office of the corporation in this State will be located will be R. F. D. No. 1, Centreville, Maryland. The resident agent of the corporation is Ernest D. Fuchs, whose post office address is R. F. D. No. 1 Centreville, Maryland. Said resident agent is a citizen of the State of Maryland and acutally resides therein.

FIFTH: The corporation shall have four Directors and Ernest D. Fuchs and Patsy R. Fuchs, whose post office addresses are R. F. D. No. 1, Centreville, Maryland, and Wm. Enos Valliant and Beverly D. Valliant, whose post office addresses are R. F. D., East New Market, Maryland, shall act as such until the first annual meeting or until their successors are duly chosen and

qualified. The number of Directors may be changed in such manner as the By-Laws may from time to time provide.

SIXTH: The total amount of authorized capital stock of the corporation is one hundred thousand dollars (\$100,000.00) par value divided into one hundred thousand (100,000) shares of common stock of the par value of one dollar (\$1.00) each.

SEVENTH: The Board of Directors of the corporation is hereby empowered to authorize the issuance from time to time of not exceeding one hundred thousand (100,000) fully paid and non-assessable shares of common stock for money at not less than one dollar (\$1.00) for each share thereof; subject to such limitations and restrictions, if any, as may be set forth in the By-Laws of the corporation.

EIGHTH: The Board of Directors of the corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, and securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as said Board of Directors may deem advisable; subject to such limitations and restrictions, if any, as may be set forth in the By-Laws of the corporation.

NINTH: The duration of the corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation this 2nd day of January, 1964.

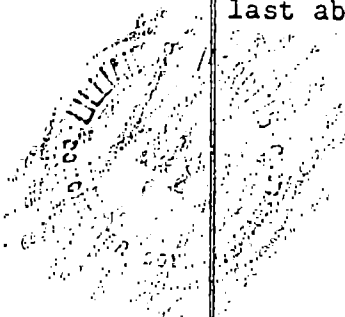
| | | |
|---|-------|---|
| <u>Lillian P. Harding</u> Lillian P. Harding | as to | <u>J. Monroe Murphy</u> J. Monroe Murphy |
| <u>Lillian P. Harding</u> Lillian P. Harding | as to | <u>Harry G. Handy</u> Harry G. Handy |
| <u>Lillian P. Harding</u> Lillian P. Harding | as to | <u>William D. Gould</u> William D. Gould |

LAW OFFICES
WM. D. GOULD
CAMBRIDGE, MD.

STATE OF MARYLAND, DORCHESTER COUNTY, TO WIT:

I hereby certify that on this *2nd* day of January, in the year nineteen hundred and sixty-four, before me, the subscriber, a Notary Public of the State of Maryland, in and for said Dorchester County, personally appeared J. Monroe Murphy, Harry G. Handy and William D. Gould, the signers of the foregoing Articles of Incorporations, all of whom were known to me, and each of them did acknowledge said Articles as and for their respective act.

WITNESS my hand and Notarial Seal on the day and year last above written.


Lillian P. Harding
Lillian P. Harding
Notary Public

ARTICLES OF INCORPORATION
OF
SHOREFARMS, INC.

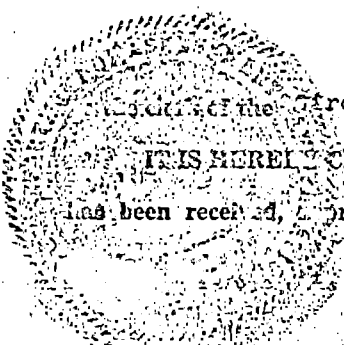
approved and received for record by the State Department of Assessments and Taxation
of Maryland January 2, 1964 at 9:00 o'clock A. M. as in conformity
with law and ordered recorded.

A 6847

5

Recorded in Liber F394, folio 114, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 10.00



Recorded in the Circuit Court of Queen Anne's County
THIS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon,
has been received, approved and recorded by the State Department of Assessments and Taxation

AS WITNESS my hand and seal of the said Department at Baltimore.

Charles R. Rattain

STATE OF MARYLAND,
QUEEN ANNE'S COUNTY, SCT.
I HEREBY CERTIFY THAT
THIS INSTRUMENT WAS
RECORDED FOR RECORD THIS 2nd
DAY OF JAN. 1964. RE. 5712
AND RECORDED IN LIBER 6847
IN THE RECORD BOOK
FOR QUEEN ANNE'S COUNTY.
Charles W. Peifer

ARTICLES OF INCORPORATION

OF

TIDEWATER MORTGAGE COMPANY, INC.THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Frank S. Dudley, Jr. Queenstown, Maryland, Virginia I. Dudley, Queenstown, Maryland and John H. Porter, Centreville, Maryland, all being at least twenty-one years of age, do, under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations, associate ourselves with the intention of forming a corporation.

SECOND: The name of the corporation (which is hereinafter called the "Corporation") is TIDEWATER MORTGAGE COMPANY, INC.

THIRD: The purposes for which the Corporation is formed and the business or objects to be carried on and promoted by it are as follows:

(a) To lend money and negotiate loans; to draw, accept, endorse, discount, buy, sell and deliver bills of exchange, promissory notes, bonds, debentures, coupons and other negotiable instruments and securities, to issue on commission, subscribe for, take, acquire, and hold, sell, exchange and deal in shares, stocks, bonds, obligations, securities of any government or authority or company; to form, promote, subsidize and assist companies, syndicates and partnerships of all kinds; to undertake and execute any trusts; to finance, acquire, improve, manage, work, develop, exercise all rights in respect of, lease, mortgage, sell, dispose of, turn to account and otherwise deal with, property of all kinds, and in particular relating to lands, buildings, concessions, patents, business concerns and undertakings; to enter into any arrangement with any authorities, municipal, local or otherwise that may seem conducive to the company's objects or any of them, and to obtain from any such government or authority any rights, privileges and concessions which the company may think it desirable to obtain, and to carry out, exercise and comply with any such arrangement, rights,

privileges and concessions. Generally, to carry on and undertake any business, undertaking, transaction or operation commonly carried on or undertaken by ~~banks~~ mortgage, finance and loan companies, capitalists, promoters, financiers, concessionaries, contractors for public and other works, merchants and any other business which may seem to the company capable of being conveniently carried on in connection with the above, or calculated, directly or indirectly, to enhance the value of or render profitable any of the company's property or rights.

(b) To build, erect, construct, improve, purchase, hire, or otherwise acquire, and to own, maintain, lease and operate, and to aid and subscribe toward the acquisition, construction or improvement of stores, factories, warehouses, buildings, structures, offices, houses, works, machinery, plants and facilities, and all other things of whatsoever kind and nature, wheresoever situated, suitable, necessary, useful or helpful in connection with any or all of the objects of the Corporation.

(c) To manufacture, purchase or otherwise acquire and to hold, own, mortgage, pledge, sell, transfer, or in any manner dispose of, and to deal and to trade in goods, wares, merchandise and personal property of any and every class and description and wherever situated, both at retail and wholesale.

(d) To acquire all or any part of the good-will, rights, property and business of any person, firm, association or corporation heretofore or hereafter engaged in any business similar to any business which the Corporation has the power to conduct, and to assume in connection therewith any liabilities of any such person, firm, association or corporation, and to hold, utilize, enjoy and in any manner dispose of the whole or any part of the rights, property and business so acquired.

(e) To engage in any lumber, building material, construction, building or general contracting business of any kind or character whatsoever, retail or wholesale, and to that end to acquire, hold, own and dispose of any and every kind of property.

(f) To purchase or otherwise acquire any and all letters, patents and similar rights granted by the United States or any other country or government, licenses or the like or any interest therein, or any inventions, processes and formulae, which may seem capable of being used for or in connection with any of the objects or purposes of the Corporation, and to use, develop, sell and grant licenses in respect to or other interests in the same; to purchase, acquire, apply for, register, secure, hold, own, or sell, or otherwise dispose of any and all copyrights, trade-marks, trade-names and distinctive marks.

(g) To subscribe or cause to be subscribed for, and to purchase, and otherwise acquire, hold, sell, assign, transfer, mortgage, pledge, exchange, distribute and otherwise dispose of, the whole or any part of the shares of the capital stock, bonds, coupons, mortgages, deeds of trust, debentures, securities, obligations, evidences of indebtedness, notes, good-will, rights, assets and property of any and every kind or any part thereof, of any other corporation or corporations; and to operate, manage and control the property of such corporations, either in the name of such corporations or in the name of this corporation, and to exercise all the rights, powers and privileges of ownership, including the right to vote, with power to designate some person or persons for that purpose from time to time, to the same extent as natural persons might or could do.

(h) To enter into, make and perform and carry out contracts of every sort and kind with any person, firm, association or corporation, municipality or body politic, and without limit as to amount, to draw, make, accept, endorse, discount, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures, and other negotiable or transferable instruments and evidences of indebtedness.

(i) To purchase, hold and reissue the shares of its own capital stock.

(j) To incur debt, and to raise, borrow and secure the payment of money in any lawful manner, including the issue and sale or other disposition of bonds, warrants, debentures, obligations, negotiable and transferable instruments and evidences of indebtedness of all kinds, whether secured by mortgage, pledge, deed of trust, or otherwise.

(k) To lend money and extend credit to customer and others having dealings with the Corporation, and to guarantee the performance of contracts by any such persons.

(l) To acquire by purchase or in any other manner, and to take, receive, hold, use and employ, sell, mortgage or otherwise lien, lease, dispose of and otherwise deal with real property, or interests therein, wheresoever situated.

(m) To carry on any business not forbidden by law which may be appropriate to promote and attain any or all of the objects and purposes herein set forth.

(n) To conduct and carry on a business for the purchase and sale, at retail or wholesale, as jobbers, distributors, agents, brokers, or otherwise, of goods, machinery, equipment, supplies, lumber, hardware, building materials, food and kindred lines.

(o) To do any or all of the things herein set forth to the same extent as natural persons might or could do and in any part of the world, without restrictions as to place or amount, as principals, agents, contractors, trustees, or otherwise, alone or in company with others.

The foregoing clauses shall be construed both as objects and powers, but no recital, expression or declaration of specific or special powers or purposes herein enumerated shall be deemed to be exclusive, but it is hereby expressly declared that all other lawful powers are hereby included.

FOURTH: The post-office address of the place at which the principal office of the Corporation in this State will be located is Queenstown, Maryland. The Resident Agent of the Corporation is Frank S. Dudley, Jr., whose post-office address is Queenstown, Maryland. Said Resident Agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The Corporation shall have at least three(3) directors, subject to increase or decrease as may be provided by the By-Laws, and Frank S. Dudley, Jr., Virginia I. Dudley and John H. Porter shall act as such until the first annual meeting or until their successors are duly chosen and qualified.

SIXTH: The total amount of the authorized capital stock of the Corporation is One Hundred Thousand Dollars (\$100,000.00) par value, divided into ten thousand (10,000) shares, of the par value of Ten Dollars (\$10.00) each.

SEVENTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the directors and stockholders:

- (1) The Board of Directors may declare dividends out of the net proceeds or surplus of the said Corporation.
- (2) The Stockholders, by a majority vote of all classes entitled to vote, may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, and securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as said Stockholders may deem advisable, subject to such limitations and restrictions, if any, as may be set forth in the By-Laws of the Corporation.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation, this 27th day of December, 1963.

WITNESS:

Frank S. Dudley, Jr.
Frank S. Dudley, Jr.

Barbara B. Porter

Virginia I. Dudley
Virginia I. Dudley

Barbara B. Porter

John H. Porter
John H. Porter

Barbara B. Porter

STATE OF MARYLAND, ANNE ARUNDEL COUNTY, TO WIT:

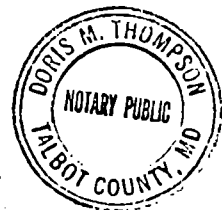
I HEREBY CERTIFY, that on this 27th day of December, 1963, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County aforesaid, personally appeared FRANK S. DUDLEY, JR., VIRGINIA I. DUDLEY, and JOHN H. PORTER, and they did severally acknowledge the foregoing Articles of Incorporation to be their respective act.

WITNESS my hand and Notarial Seal, the day and year last above written

Doris M. Thompson
Notary Public

My commission expires:

MY COMMISSION EXPIRES
MAY 3, 1965



ARTICLES OF INCORPORATION
OF
TIDEWATER MORTGAGE COMPANY, INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland January 8, 1964 at 9:00 o'clock A. M. as in conformity
with law and ordered recorded.

A 6914

Recorded in Liber 6 F395, folio 308, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

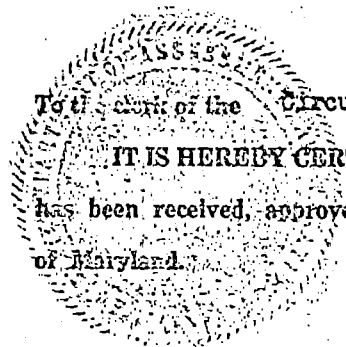
Bonus tax paid \$.....20.00.....Recording fee paid \$.....10.00.....

To the Clerk of the Circuit Court of Queen Annes County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon,
has been received, approved and recorded by the State Department of Assessments and Taxation
of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

[Handwritten Signature]



ST. P. W. HARRISLAND,
CLERK OF QUEEN ANNES COUNTY, SUPERVISOR
THIS INSTRUMENT WAS
RECEIVED FOR RECORD THIS 2nd
DAY OF JANUARY 1964. RE - 5912
AND RECORDED IN LIBER 6914 - 1
FOR QUEEN ANNES COUNTY
CLERK

ARTICLES OF INCORPORATION

OF

"THE APOSTOLIC CHURCH OF THE LIVING GOD
PILLAR AND GROUND OF TRUTH"

THIS IS TO CERTIFY:

FIRST

That we, the subscribers, Bishop James K. Sidney, a founder, whose post office address is 1860 Circle Road, Ruxton 4, Maryland, Ethel L. Sidney, a founder, whose post office address is 1860 Circle Road, Ruxton 4, Maryland, and Robert Copper, whose post office address is Centerville, Maryland, and Warren Brooks, whose post office address is Price, Maryland, all being of full legal age and sui juris, do, under and by virtue of the General Laws of the State of Maryland, authorizing the formation of Corporations, associate ourselves with the intention of forming a Religious Corporation.

SECOND

The name of the Corporation, hereinafter called the "Corporation" is "THE APOSTOLIC CHURCH OF THE LIVING GOD PILLAR AND GROUND OF TRUTH".

THIRD

The Post Office address of the place of the principal office of said Corporation in this State is Centerville, Maryland. The resident agent of said Corporation is Robert Copper, whose post office address is Centerville, Maryland. The said resident agent is a citizen of the State of Maryland and actually resides therein.

FOURTH

The purposes for which the Corporation is formed and the business

LIBER

1 PAGE 131

*Original mailed to Rocklin + Rocklin, Atty's
Court Square Bldg.
Baltimore, Md. 21202
7-24-64*

and objects to be carried on and promoted by it are as follows:

a. To evangelize, establish, foster and promote the gospel of Jesus Christ as expressed in the doctrines of the Apostolic Church of the Living God Pillar and Ground of Truth, to spread and endeavor to inculcate the Christian religion through the preaching of the Word, organizing and pastoring churches, publishing, distributing and selling religious literature, the giving of alms, the administering of the sacrament of the Lords Supper, and the performance of any and all other religious duties connected with church work and worship as believed in and practiced by The Apostolic Church of the Living God Pillar and Ground of Truth.

b. To found and maintain church schools for the instruction of the Bible and personal work in the gospel ministry, and to found and maintain divinity schools for the purpose of training and instructing those desirous of entering the ministry of our Lord, Jesus Christ, and to preach the Holy Word.

c. To specify qualifications for admission to the ministry of The Apostolic Church of the Living God Pillar and Ground of Truth, and in particular to exercise the power to ordain ministers in that faith in the manner prescribed by and in accordance with the Discipline of said Church and the rules and regulations adopted by said Corporation not in conflict therewith.

d. To become affiliated with congregations desiring to join with The Apostolic Church of the Living God Pillar and Ground of Truth and to receive delegates therefrom to membership in said Church in such manner as may be prescribed by the trustees, and rules and regulations adopted by said Church not in conflict therewith.

e. For the carrying out of any or all of the aforesaid purposes, the Corporation shall have the power to acquire by purchase, gift, devise, bequest or in any other manner and to own, hold, manage, lease, convey, mortgage, pledge, transfer, or otherwise dispose of property, real or personal, of every class and description, or any interest therein.

f. It is the intention that the objects and purposes specified in the foregoing clauses of this Article shall not limit or restrict any of the clauses or other Articles in this Charter, but the objects and purposes specified in each of the clauses shall be regarded as independent objects and purposes. It is also the intention that said clauses be construed broadly both as to purposes and powers and that the Corporation shall be authorized to exercise and enjoy all the powers, rights and privileges granted or conferred upon Religious Corporations by the Laws of the State of Maryland, and the enumeration of certain powers as herein specified is not intended to exclude or waive any of the powers, rights and privileges granted or conferred by the Laws of the State of Maryland now in force or hereafter enacted.

FIFTH

The governing body of the Corporation shall consist of a Board of Trustees of five or more persons; the original board of trustees being Bishop James K. Sidney, founder; Ethel L. Sidney, co-founder; Robert Copper; William Fletcher Wheeler; and Henrietta Mills. The said Trustees shall have the management and control of all the property of the Corporation, subject to the Laws of the State of Maryland. Vacancies on the Board of Trustees, occurring between Annual Sessions of the Corporation,

- 3 -

because of death, resignation, disqualification or otherwise, shall be filled in compliance with By-laws, or rules and regulations to be hereinafter enacted by the Corporation and until such By-Laws are enacted, such vacancies, shall be filled by the affirmative vote of a majority of the remaining Trustees. All Trustees shall hold office until their successors are duly elected and qualified.

SIXTH

The Officers of the Board of Trustees shall be a President, Vice-President, Secretary and Treasurer, to be elected annually by the Board of Trustees from among its members, who shall perform the duties usually assigned to such officers. Vacancies among the Officials of the Board of Trustees, occurring between Annual Elections as the result of death, resignation, disqualification or otherwise, shall be filled from among its members by the affirmative vote of a majority of the remaining Trustees.

SEVENTH

All conveyances and transfers of property to the said Corporation as a whole shall be made to said Board of Trustees and shall be received and held by said Board of Trustees for the use and benefit of the ministry and members of the Apostolic Church of the Living God Pillar and Ground of Truth and when any of said property shall cease to be used by the Church for religious purposes it shall pass into the hands of the General Board of Trustees of said Church, unless otherwise specified in the instrument of conveyance.

EIGHTH

The Corporation and its successors shall be and they are hereby authorized and empowered to make, ordain and establish such By-laws,

rules and regulations as shall be necessary and proper for the regulation of the temporal and fiscal affairs of the said Corporation, and for the promotion of their religious objects, provided a majority of the qualified members present at any meeting called for such purpose agree to such By-laws and ordinances.

NINTH

The Corporation reserves unto itself the right to alter and amend the foregoing Articles of Incorporation and to adopt additional articles as provided in Article 23, Section 264 of the Annotated Code of Maryland in the manner following: The trustees or a majority of them shall pass a resolution declaring that such amendment or amendments is or are advisable and calling a meeting of all persons above twenty-one years of age belonging to such church, society or congregation, to take action thereon. Ten days' written or printed notice stating the place, day or hour of such meeting and the business proposed to be transacted thereat shall be given to each such person by leaving the same with him or at his residence or usual place of business or by mailing it, postage prepaid and addressed to him at his address as it appears upon the records of said church, society or congregation. If a majority of all such persons attending such meeting vote in favor of such amendment or amendments, articles of amendment setting forth the same and stating that the same has or have been duly advised by the trustees and adopted by such persons, shall be signed and acknowledged in the name and on behalf of the church, society or congregation by such of the trustees as shall be designated in the resolution declaring such amendment or amendments advisable, and the matters and facts set forth in said articles of amendment shall be verified under oath by the chairman or secretary of the meeting of such

persons at which such amendment or amendments was or were adopted.

TENTH

The term of existence of said Corporation shall be perpetual.

IN WITNESS WHEREOF, we have hereunto signed our names and affixed our seals, this 11th day of January, 1964.

TEST:

Worman Locklin James K. Sidney (SEAL)
James K. Sidney

TEST:

Worman Locklin Ethel L. Sidney (SEAL)
Ethel L. Sidney

TEST:

Fred W. Turner Robert Copper (SEAL)
Robert Copper

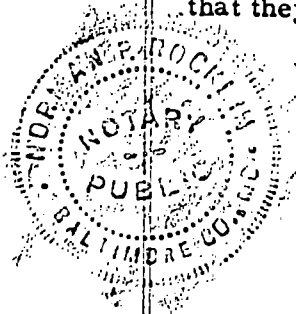
test:

Margaret E. Jones Warren Brooks (SEAL)
Warren Brooks

STATE OF MARYLAND, BALTIMORE COUNTY, TO WIT:

I HEREBY CERTIFY that on this 8th day of January, 1964, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Bishop James K. Sidney and two of Ethel L. Sidney, known to me to be the persons whose names are subscribed to the foregoing Articles of Incorporation and did acknowledge that they executed the same for the purposes therein contained.

Witness my hand and Notarial Seal.



Worman Locklin
Notary Public

STATE OF MARYLAND, QUEEN ANNE COUNTY, TO WIT:

I HEREBY CERTIFY that on this 28th day of December, 1963, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared Robert Copper, known to me to be one of the persons whose names are subscribed to the foregoing Articles of Incorporation and did acknowledge that he executed the same for the purposes therein contained.

Witness my hand and Notarial Seal.


Charles W. Turner
Notary Public

STATE OF MARYLAND, QUEEN ANNE COUNTY, TO WIT:

I HEREBY CERTIFY that on this 11 day of January, 1964, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared Warren Brooks, known to me to be one of the persons whose names are subscribed to the foregoing Articles of Incorporation and acknowledged that he executed the same for the purposes therein contained.

Witness my hand and Notarial Seal.


Margaret E. Jones
Notary Public

ARTICLES OF INCORPORATION
OF

THE APOSTOLIC CHURCH OF THE LIVING GOD PILLAR AND GROUND OF TRUTH

approved and received for record by the State Department of Assessments and Taxation
of Maryland January 15, 1964, at 4:00 o'clock P. M. as in conformity
with law and ordered recorded.

A 7057

8

Recorded in Liber *F396*, folio *487*, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

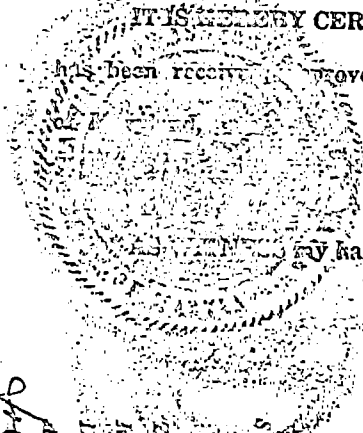
Bonus tax paid \$.....Recording fee paid \$.....*14.00*.....

To the clerk of the Circuit Court of Queen Annes County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon,
has been received, approved and recorded by the State Department of Assessments and Taxation

by hand and seal of the said Department at Baltimore.

Charles W. Barber



STATE OF MARYLAND,
QUEEN ANNES COUNTY, SC
RECEIVED FOR RECORD THIS 2nd
DAY OF JANUARY 1964.
FILED IN LIBER *Q-1*
AND RECORDED IN RECORD BOOK
FOR QUEEN ANNES COUNTY.
Charles W. Barber

RECEIVED FOR RECORD April 21, 1964

ARTICLES OF INCORPORATION

OF

ROMANCOKE ON-THE-BAY IMPROVEMENT ASSOCIATION, *Inc.*

FIRST: We, the undersigned, HENRY T. MCMAHON, whose post-office address is 1717 White Oak Avenue, Baltimore 34, Maryland; WILLIAM O. WOERMANN, whose post-office address is 8112 Clyde Bank Road, Baltimore 34, Maryland; and HUBERT LEGROS, whose post-office address is 1911 Tyler Road, Dundalk 22, Maryland, all being at least twenty-one years of age, do under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations, associate ourselves with the intention of forming a corporation by the execution and filing of these articles.

SECOND: The name of the corporation (which is herein after called the "Corporation") is:

ROMANCOKE ON-THE-BAY IMPROVEMENT ASSOCIATION, INC.

THIRD: The Purposes for which the Corporation is formed are as follows:

(1) To work for the improvement and betterment of the community known as Romancoke On-The-Bay.

(2) To engage in any activity, undertaking, or enterprise that will enable the Corporation to support any of its undertakings.

(3) To purchase, or otherwise acquire, hold, mortgage, pledge, sell, transfer, or in any manner encumber or dispose of goods, wares, merchandise, implements, and other personal property or equipment of every kind.

(4) To purchase, lease, or otherwise acquire, hold, develop, improve, mortgage, sell, exchange, let, or in any manner encumber or dispose of real property wheresoever situated.

JAMES E. THOMPSON, JR.
ATTORNEY AT LAW
CENTREVILLE, MARYLAND
TELEPHONE 798

LIBER

1 PAGE 139

(5) To improve, operate, and maintain the roads and recreational facilities for the benefit of the members of the Corporation.

(6) To loan or advance money with or without security, without limit as to amount; and to borrow or raise money for any of the purposes of the Corporation and to issue bonds, debentures, notes or other obligations of any nature, and in any manner permitted by law, for money so borrowed or in payment for property purchased, or for any other lawful consideration, and to secure the payment thereof and of the interest thereon, by mortgage upon, pledge or conveyance or assignment in trust of, the whole or any part of the property of the Corporation, real or personal, including contract rights, whether at the time owned or thereafter acquired; and to sell, pledge, discount or otherwise dispose of such bonds, notes, or other obligations of the Corporation for its corporate purposes.

The foregoing enumeration of the powers, objects and purposes of the Corporation is made in furtherance, and not in limitation, of the powers conferred upon the Corporation by law, and is not intended, by the mention of any particular purpose or object, in any manner to limit or restrict the generality of any other purpose, object or purpose mentioned, or to limit or restrict any of the powers of the Corporation. The Corporation shall be authorized to exercise and enjoy all the rights, powers and privileges granted to or conferred upon corporations of a similar character by the general laws of the State of Maryland now or hereafter in force, and the enumeration of the foregoing powers shall not be deemed to exclude any powers, rights or privileges so granted or conferred.

FOURTH: The post-office address of the principal office of the Corporation is Stevensville, Maryland. The resident

agent of the Corporation is Henry T. McMahon, whose post-office address is 1717 White Oak Avenue, Baltimore 34, Maryland. Said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The Corporation shall be without capital stock and will not be operated for profit.

SIXTH: The number of Directors of the Corporation shall be three, which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than three; and the names of the Directors who shall act until the first annual meeting of the Corporation or until their successors are duly chosen and qualify are HENRY T. MCMAHON, WILLIAM O. VOERMANN, and HUBERT LEGROS.

SEVENTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on the 17th day of February, 1964.

Henry T. McMahon
Henry T. McMahon

William O. Voermann
William O. Voermann

Hubert Le Gros
Hubert Le Gros

STATE OF MARYLAND)
)
COUNTY OF QUEEN ANNE'S)

SS:

I HEREBY CERTIFY that on this 17th day of February, 1964, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County aforesaid, personally appeared HENRY T. MCMAHON, WILLIAM O. VOERMANN, and HUBERT LE GROS, and

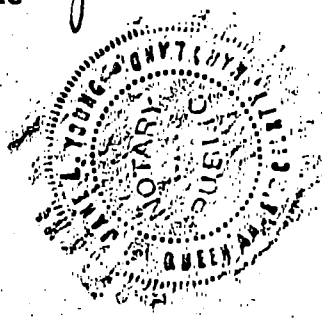
JAMES E. THOMPSON, JR.
ATTORNEY AT LAW
CENTREVILLE, MARYLAND
TELEPHONE 792

severally acknowledged the foregoing Articles of Incorporation to be their act.

WITNESS my hand and Notarial Seal the day and year last above written.

James L. Young
Notary Public

My Commission Expires:
May 3, 1965



RECEIVED
of
State Registrar

JAMES E. THOMPSON, JR.
ATTORNEY AT LAW
CENTREVILLE, MARYLAND
TELEPHONE 790

✓ NS

ARTICLES OF INCORPORATION
OF
ROMANCOKE ON-THE-BAY IMPROVEMENT ASSOCIATION, INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland February 28, 1964, at 9:00 o'clock A. M. as in conformity
with law and ordered recorded.

A 7828

5

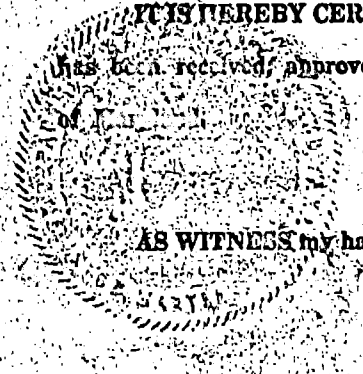
Recorded in Liber F404, folio 219, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$.....20.00.....Recording fee paid \$.....10.00.....

To the clerk of the Circuit Court of Queen Anne's County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon,
has been received, approved and recorded by the State Department of Assessments and Taxation

AS WITNESS my hand and seal of the said Department at Baltimore.



Charles H. Bostick

RECEIVED FOR RECORD April 21, 1964

THE QUEEN ANNE'S PUBLISHING COMPANY
STOCK ISSUANCE STATEMENT

THE QUEEN ANNE'S PUBLISHING COMPANY, a Maryland corporation, having its principal office in Queen Anne's County, Maryland, (hereinafter called the Corporation), hereby certifies to the State Department of Assessments and Taxation that:

FIRST: The Corporation has authorized the issuance of One Hundred (100) full paid and nonassessable shares of the par value of One Dollar (\$1.00) per share of the Corporation's common stock for the following consideration, the actual value of which, as determined by the Board of Directors, is not less than One Hundred Dollars (\$100.00):

Work and services performed for the Corporation by David Skinner, its plant manager, in addition to and beyond the activities called for by his usual employment by the Corporation, the said work and services having been fully performed during the year 1963.

SECOND: (a) The actual value of the consideration to be received by the Corporation, as determined by the Board of Directors, is at least equal to the par value of the shares to be so issued; and

(b) The issuance of said shares of stock on the terms above set forth was duly authorized by the Board of Directors of the Corporation at a meeting held on February 17, 1964.

IN WITNESS WHEREOF, The Queen Anne's Publishing Company has caused these presents to be signed in its name and on its

behalf by its President and its corporate seal to be hereunto
affixed and attested by its Secretary on February 21, 1964.

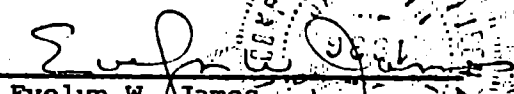
ATTEST:

THE QUEEN ANNE'S PUBLISHING COMPANY

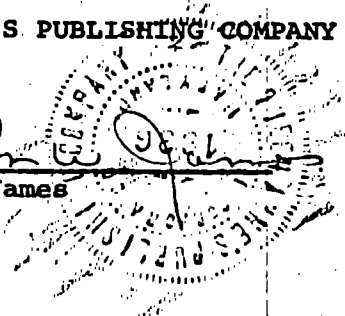


A. J. Epstein
Secretary

By:



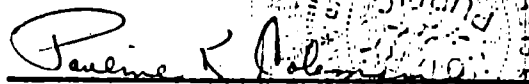
Evelyn W. James
President



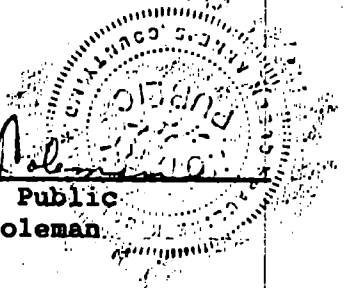
STATE OF MARYLAND, QUEEN ANNE'S COUNTY, to wit:

I HEREBY CERTIFY that on February 21, 1964, before me,
the subscriber, a Notary Public of the State and County aforesaid,
personally appeared EVELYN W. JAMES, President of The Queen Anne's
Publishing Company, a Maryland corporation, and in the name and
on behalf of said corporation, acknowledged the foregoing Stock
Issuance Statement to be the corporate act of said corporation;
and at the same time personally appeared A. J. EPSTEIN, and made
oath in due form of law that he was Secretary of the meeting of
the Board of Directors of said corporation at which the issuance
of the stock therein mentioned was finally approved, and that
the matters and facts set forth in said Statement are true to
the best of his knowledge, information and belief.

WITNESS my hand and Notarial seal, the day and year last
above-written.



Notary Public
Pauline K. Coleman



My Commission Expires:
May 3, 1965.

HENRY, HENRY & ADKINS
ATTORNEYS AT LAW
EASTON, MARYLAND

STOCK ISSUANCE STATEMENTS

OF

THE QUEEN ANNE'S PUBLISHING COMPANY

Approved and received for record by the State Department of Assessments and Taxation of Maryland February 27, 1964 at 10:16 o'clock A. M. as in conformity with law and order received.

A 7780

Recorded in Liber *1404*, folio *92*, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid \$..... Recording fee paid \$..... 10.00

To the clerk of the Circuit Court of Queen Anne's County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon, has been examined, approved and recorded by the State Department of Assessments and Taxation

In testimony and seal of the said Department at Baltimore.

[Handwritten Signature]



STATE OF MARYLAND,
QUEEN ANNE'S COUNTY, SO. I HEREBY CERTIFY THAT
THIS INSTRUMENT HAS BEEN
RECEIVED FOR RECORD THIS 27
DAY OF FEBRUARY 1964.
AND RECORDED IN LIBER *1404*
PAGE *92* RECORD BOOK
FOR QUEEN ANNE'S COUNTY.
Charles W. Wolf CLERK

May 22, 1964

ARTICLES OF INCORPORATION
OF
K. E. S. KINDERGARTEN CLUB, INC.

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Marcellus Beck, whose Post Office address is R.F.D. #1, Chestertown, Maryland, Perry Bonds, whose Post Office address is Centreville, Maryland, and Howard Wood, whose Post Office address is Centreville, Maryland, all being at least twenty-one (21) years of age, do under and by virtue of the general laws of the State of Maryland, authorizing the formation of corporations associate ourselves with the intention of forming a corporation by the execution and filing of these articles.

SECOND: That the name of the corporation (which is hereinafter called the "corporation") is:

K. E. S. KINDERGARTEN CLUB, INC.

THIRD: The purposes for which the corporation is formed are as follows:

To organize and operate a kindergarten exclusively for purposes, no part of the net earnings of which is to inure to the benefit of any member or other individual.

For the general purpose aforesaid and limited to such purpose, the corporation shall have the following powers and purposes:

(a) To cooperate with the Board of Education of Queen Anne's County, Maryland, to provide and solicit funds for the employment of a Kindergarten teacher, necessary equipment and supplies for the operation of a public kindergarten in the Kennard Elementary School, Centreville, Maryland, and to cooperate with said Board in setting policies for the operation of said kindergarten.

(b) To purchase or otherwise acquire, hold, mortgage, pledge, sell, transfer or in any manner encumber, or dispose of goods, wares, merchandise, implements and other personal property or equipment of every kind.

(c) To purchase, lease or otherwise acquire, hold, develop, improve, mortgage, sell, exchange, let or in any manner encumber or dispose of real property wherever situated.

(d) To carry on any businesses and activities which may seem to this corporation to be calculated either directly or indirectly to effectuate the aforesaid objects or any of them or any part thereof and generally to exercise the powers enumerated by the laws of the State of Maryland pertaining to corporations and to do any act, matter or thing not inconsistent with said laws which may be appropriate to promote and attain the objects and purposes for which this corporation is formed.

The foregoing enumeration of powers, purposes and objects is made in furtherance and not in limitation of the powers conferred upon the corporation by law and is not intended by mention of any particular object or business in any manner to limit or restrict the generality of any other purposes, objects or business mentioned or to limit or restrict any of the powers of the corporation.

FOURTH: The Post Office of the place at which the principal office of the corporation in this State will be located is Centreville, Maryland.

The resident agent of the corporation is Howard Wood, his Post Office address is Centreville, Maryland. Said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The corporation is not authorized to issue any capital stock and shall not be operated for profit. In case of its dissolution, its net assets shall be applied to the special objects of the corporation by such means as its members and directors shall determine but shall not inure to the benefit of any member or individual.

SIXTH: The Board of Directors may choose the first members in accordance with the By-Laws. Members may resign or be removed, vacancies may be filled and additional members elected as provided in the By-Laws which may prescribe different classes of members and prescribe the powers and duties of each class.

SEVENTH: The corporation shall have eleven directors which number may be increased or decreased pursuant to the By-Laws of the corporation but shall never be less than three (3); and the names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are:

| | |
|------------------------|-----------------------|
| Mrs. Bernadine Johnson | Mrs. Mildred Stanford |
| Mrs. Marvella Elliott | Mr. David Newman |
| Mrs. Martha Reese | Mr. Rudolph Rochester |
| Mrs. Bertha Copper | Mr. Adolphus Brown |
| Mrs. Margaret Wright | Mrs. Bessie Deaton |
| Mrs. Barbara Wilmer | |

148
IN WITNESS WHEREOF, we have signed these Articles of Incorporation, on this 28th day of February, 1964.

WITNESS:

Quita Boyd as to Marcellus Beck
(Marcellus Beck)

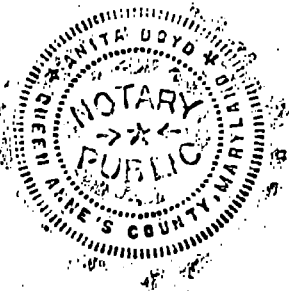
Quita Boyd as to Perry Bonds
(Perry Bonds)

Quita Boyd as to Howard Wood
(Howard Wood)

STATE OF MARYLAND, QUEEN ANNE'S COUNTY, to wit:

On this 28th day of February, 1964, before me, the subscriber, a Notary Public of the State of Maryland, in and for Queen Anne's County, personally appeared MARCELLUS BECK, PERRY BONDS and HOWARD WOOD, known to me (or satisfactorily proven) to be the persons whose names are subscribed to the within instrument and acknowledged that they executed the same for the purposes therein contained.

IN WITNESS WHEREOF I hereunto set my hand and official seal.



Quita Boyd
Notary Public

My Commission Expires: 5/3/65

✓ NS

ARTICLES OF INCORPORATION
OF
K. E. S. KINDERGARTEN CLUB, INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland March 12, 1964, at 9:00 o'clock A. M. as in conformity
with law and ordered recorded.

A 8090

Recorded in Liber F-407, folio 422, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$.....20.00.....Recording fee paid \$.....10.00.....

To the clerk of the Circuit Court of Queen Annes County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon,
has been received, approved and recorded by the State Department of Assessments and Taxation
of Maryland.

Hand and seal of the said Department at Baltimore.

Charles M. Bridge



REC'D BY MARYLAND,
QUEEN ANNES COUNTY, SGT.
I HEREBY CERTIFY THAT
THIS *Charles* HAS
RECEIVED FOR RECORD THIS 22
DAY OF May 1964 RE - 6539
AND RECORDED IN LIBER CUC-1
Vol. 147
FOR QUEEN ANNES COUNTY RECORD BOOK
Charles W. Beall CLERK

THE JUNIOR WOMAN'S CLUB OF CENTREVILLE, INC.

ARTICLES OF INCORPORATION

FIRST, We, the undersigned, Elizabeth C. Draper, whose post office address is 112 S. Liberty, Street, Centreville, Maryland, Joan Dawkins, whose post office address is Hope Road, Centreville, Maryland, and Florence Thompson, whose post office address is Centreville, Maryland, each being at least twenty-one (21) years of age, do hereby associate ourselves as incorporators with the intention of forming a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND, the name of the corporation, hereinafter called the "Corporation", is THE JUNIOR WOMAN'S CLUB OF CENTREVILLE, INC.

THIRD: The purposes for which the Corporation is formed are as follows:

To organize and operate an association exclusively for charitable, civic and educational purposes, no part of the net earnings of which is to inure to the benefit of any member or other individual.

For the general purpose aforesaid, and limited to such purpose, the corporation shall have the following purposes:

(1) Create an organized center of thought, and action for the better development of the homes and community along intellectual, social and civic lines.

(2) Organize and operate educational classes and programs of any sort and description.

(3) To cooperate with the Board of Education of Queen Anne's County, Maryland, to provide and solicit funds for the employment of a Kindergarten teacher, necessary equipment and supplies for the operation of a public kindergarten in a public school, in Centreville, Maryland, and to cooperate with said Board in setting policies for the operation of said kindergarten.

(4) To purchase or otherwise acquire, hold, mortgage, pledge, sell, transfer or in any manner encumber, or dispose of goods, wares, merchandise implements and other personal property or equipment of every kind.

(5) To purchase, lease or otherwise acquire, hold, develop, improve, mortgage, sell, exchange, let or in any manner encumber or dispose of real property

wherever situated.

(6) To carry on any business and activities which may seem to this corporation to be calculated either directly or indirectly to effectuate the aforesaid objects or any of them or any part thereof and generally to exercise the powers enumerated by the laws of the State of Maryland pertaining to corporations and to do any act, matter or thing not inconsistent with said laws which may be appropriate to promote and attain the objects and purposes for which this corporation is formed.

The foregoing enumeration of powers, purposes and objects is made in furtherance and not in limitation of the powers conferred upon the corporation by law and is not intended by mention of any particular object or business in any manner to limit or restrict the generality of any other purposes, objects or business mentioned or to limit or restrict any of the powers of the corporation.

FOURTH: The post office address of the principal office of the Corporation in this State is Centreville, Maryland. The name and post office address of the resident agent of the Corporation in this State is David C. Bryan, 119 Lawyers Row, Centreville, Maryland. Said resident agent is an individual actually residing in this State.

FIFTH: The corporation is not authorized to issue any capital stock. The following shall be the first members of the corporation: Elizabeth C. Draper, Joan Dawkins and Florence Thompson. Thereafter, members may resign or be removed, vacancies may be filled and additional members elected, as provided in the By-Laws, which By-Laws may prescribe different classes of members and prescribe the powers, duties and privileges of each class.

SIXTH: The number of directors of the Corporation shall be four which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than three; and the names of the directors who shall act until the first annual meeting, or until their successors are duly chosen and qualify are Elizabeth C. Draper, Joan Dawkins and Florence Thompson, and David C. Bryan.

SEVENTH: The duration of the Corporation is perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation this 12 day of March, 1964.

TEST (as to all four):

Anita Boyd

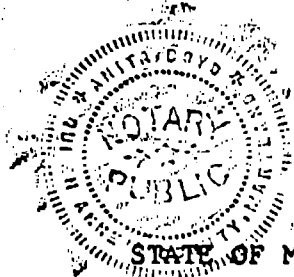
Elizabeth C. Draper
Elizabeth C. Draper
Joan Dawkins
Joan Dawkins

Florence Thompson
Florence Thompson
David C. Bryan
David C. Bryan

STATE OF MARYLAND,)
QUEEN ANNE'S COUNTY,)

to wit:

On this the 12th day of March, 1964, before me, the subscriber, a Notary Public of the State of Maryland, in and for Queen Anne's County, personally appeared Elizabeth C. Draper, Joan Dawkins and Florence Thompson, known to me (or satisfactorily proven) to be the persons whose names are subscribed to the within instrument, and acknowledged the foregoing Articles of Incorporation to be their respective act.



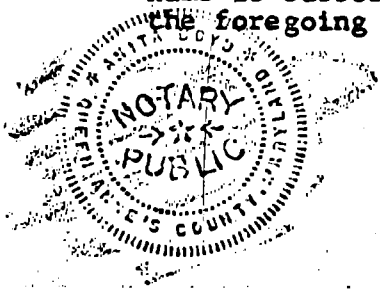
Anita Boyd
Anita Boyd
Notary Public

My Commission Expires: 5-3-65

STATE OF MARYLAND,)
QUEEN ANNE'S COUNTY,)

to wit:

On this the 20th day of March, 1964, before me, the subscriber, a Notary Public of the State of Maryland, in and for Queen Anne's County, personally appeared David C. Bryan, known to me (or satisfactorily proven) to be one of the persons whose name is subscribed to the within instrument, and acknowledged the foregoing Articles of Incorporation to be his act.



Anita Boyd
Anita Boyd
Notary Public

My Commission Expires: 3/3/65

VHS

ARTICLES OF INCORPORATION
OF
THE JUNIOR WOMAN'S CLUB OF CENTREVILLE, INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland March 23, 1964, at 10:03 o'clock A. M. as in conformity
with law and ordered recorded.

A 8228

4

Recorded in Liber F-408, folio 455, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$.....20.00.....Recording fee paid \$.....10.00.....

To the clerk of the Circuit Court of Queen Anne's County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon,
has been received, approved and recorded by the State Department of Assessments and Taxation
of



As witness my hand and seal of the said Department at Baltimore.

Charles H. Jones

STATE OF MARYLAND,
QUEEN ANNE'S COUNTY, SCT.
I HEREBY CERTIFY THAT
THIS Order WAS
RECEIVED FOR RECORD THIS 32
DAY OF May 1964. RR - 6539
AND RECORDED IN LIBER CWC
150 RECORD BOOK
FOR QUEEN ANNE'S COUNTY
Clara W. Cecil
CLERK

GANNON & SON, INC.

ARTICLES OF INCORPORATION

THIS IS TO CERTIFY:

FIRST: We, the undersigned, Thomas C. Gannon, whose Post Office Address is Centreville, Queen Anne's County, Maryland; Thomas N. Gannon, whose Post Office Address is Centreville, Queen Anne's County, Maryland; and Nellie K. Gannon, whose Post Office Address is Centreville, Queen Anne's County, Maryland, each being over twenty-one (21) years of age, do hereby associate ourselves as incorporators with the intention of forming a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the Corporation (which is hereinafter called the Corporation) is ---

GANNON & SON, INC.

THIRD: The purposes for which the Corporation is formed are, as follows:

- A. To make, enter into, perform and carry our contracts for building, erecting, improving, constructing, altering, repairing, decorating, finishing and furnishing houses, buildings, warehouses, storerooms, edifices, works, tenements and structures of every kind and description.
- B. To manufacture, purchase or otherwise acquire, hold, mortgage, pledge, sell, transfer, or in any manner encumber or dispose of goods, wares, merchandise, implements, and other personal property or equipment of every kind.
- C. To purchase, lease or otherwise acquire, hold, develop, improve, mortgage, sell, exchange, let, or in any manner encumber or dispose of real property wherever situated.
- D. To carry on and transact, for itself or for account of others, the business of general merchants, general brokers, general agents, manufacturers, buyers and sellers of, dealers in, importers, and exporters of natural products, raw materials, manufactured products and marketable goods, wares and merchandise of every description.
- E. To purchase, lease or otherwise acquire, all or any part of the property, rights, businesses, contracts, goodwill, franchises and assets of every kind, of any corporation, co-partnership or individual (including the estate of a decedent) carrying on or having carried on in whole or in part any of the aforesaid businesses or any other businesses that the Corporation may be authorized to carry on, and to undertake, guarantee, assume and pay the indebtedness and liabilities thereof, and to pay any such property, rights, business, contracts, goodwill, franchises or assets by the issue, in accordance with the laws of Maryland, of stock, bonds, or other securities of the Corporation or otherwise,

F. To purchase or otherwise acquire, hold and reissue shares of its capital stock of any class; and to purchase, hold, sell, assign, transfer, exchange, lease, mortgage, pledge or otherwise dispose of, any shares of stock, or any bonds or other securities or evidences of indebtedness issued or created by, any other corporation or association, organized under the laws of the State of Maryland, or any other state, territory, district, colony or dependency of the United States or of any foreign country and while the owner or holder of any such shares of stock, bonds, or other obligations, to possess and exercise in right thereof any and all the rights, powers, and privileges, of ownership, including the right to vote on any shares of stock so held or owned; and upon distribution of the assets or a division of the profits of this Corporation, to distribute and such shares of stock, bonds or other obligations, or the proceeds thereof, among the stock holders of the Corporation.

G. To loan or advance money with or without security, without limit as to amount, and to borrow or raise money for any of the purposes of the Corporation and to issue bonds, debentures, notes, or other obligations of any nature, and in any manner permitted by law, for money so borrowed or in payment for property purchased, or for any other lawful consideration and to secure the payment thereof and of the interest thereon by mortgage upon, or pledge or conveyance or assignment in trust of, the whole or any part of the property of the Corporation, real or personal, including contract rights, whether at the time owned or thereafter acquired; and to sell, pledge, discount or otherwise dispose of such bonds, notes, or other obligations of the Corporation for its corporate purposes.

H. To carry on any of the businesses hereinbefore enumerated for itself, or for account of others, or through others for its own account, and to carry on any business which may be deemed by it to be calculated, directly or indirectly, to effectuate or facilitate the transaction of the aforesaid objects or businesses, or any of them, or any part thereof, or to enhance the value of its property, business or rights.

I. To carry out all or any part of the aforesaid purposes, and to conduct its business in all or any of its branches in any or all states, territories, districts, colonies and dependencies of the United States of America and in foreign countries; and to maintain offices and agencies in any or all states, territories, districts, colonies and dependencies of the United States of America and in foreign countries.

The foregoing enumeration of the purposes, objects and business of the Corporation is made in furtherance, and not in limitation of the powers conferred upon the Corporation by law, and is not intended, by the mention of any particular purpose, object or business, in any manner to limit or restrict the generality of any other purpose, object or business mentioned, or to limit or restrict any of the powers of the Corporation. The

ROBERT R. PRICE, JR.
ATTORNEY AT LAW
CENTREVILLE, MARYLAND
TELEPHONE 842

corporation is formed upon the articles, conditions and provisions herein expressed, and subject in all particulars to the limitations relative to corporations which are contained in the general laws of this State.

FOURTH: The Post Office Address of the principal office of the Corporation in this State is Centreville, Queen Anne's County, Maryland. The resident agent of the Corporation is Nellie K. Gannon, whose Post Office Address is Centreville, Queen Anne's County, Maryland, Said resident agent is a citizen of the State of Maryland, and actually resides therein.

FIFTH: The total number of shares of stock which the Corporation has authority to issue is one thousand (1,000) shares of the par value of Ten (\$10.00) Dollars a share, all of one class, and having an aggregate par value of Ten Thousand (\$10,000) Dollars.

No stock of the corporation shall be sold, pledged, mortgaged, given or distributed by the registered holder thereof or by an Executor of Personal Representative of a deceased stockholder or otherwise assigns, disposed of or transferred to a transferee other than the Corporation without having first been offered for sale in writing to the Corporation for a period of ninety (90) days preceding said transfer at its then book value as determined by the most recent audit of the books, excluding good will from such value; failure of the Corporation to exercise its rights of purchase within the said period of ninety (90) days or a refusal to purchase in writing before such ninety (90) days shall constitute a waiver of these conditions; any transfer in violation of these conditions shall be void and shall confer no rights to the transferee except as may be required by law.

SIXTH: The number of the directors of the Corporation shall be three (3), which number may be increased or decreased pursuant to the by-laws of the Corporation, but shall never be less than three; and the names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualify are Thomas C. Gannon, Thomas N. Gannon and Nellie K. Gannon.

SEVENTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the directors and stockholders:

(1) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class or classes, whether now or hereafter authorized.

(2) The Board of Directors shall have power, from time to time, to fix and determine and to vary the amount of working capital of the Corporation; to determine whether any, and, if any, what part, of the surplus of the Corporation or of the net profits arising from its business shall be declared in dividends and paid to the stock holders, subject, however, to the provisions, of the charter, and to direct and determine the use and disposition of any of such surplus or net profits. The Board of Directors may in its discretion use and apply any of such surplus or net profits in purchasing or acquiring any of the shares of stock of the Corporation, or any of its bonds or other evidences of indebtedness, to such extent and

in such manner and upon such lawful terms as the Board of Directors shall deem expedient.

(3) The Corporation reserves the right to make from time to time any amendments of its charter which may now or hereafter be authorized by law, including any amendments changing the terms of any class of its stock by classification, re-classification or otherwise, but no such amendment which changes the terms of any of the outstanding stock shall be valid unless the such change of terms shall have been authorized by the holders of four-fifths of all such stock at the time outstanding, by vote at a meeting or in writing with or without a meeting.

(4) The Board of Directors shall have power to declare and authorize the payment of stock dividends whether or not payable in stock of one class to holders of stock or any other class or classes; and shall have authority to exercise, without a vote of stockholders, all powers of the Corporation, whether conferred by law or by these articles, to purchase, lease or otherwise acquire the business, assets or franchises in whole or in part, of other corporations or unincorporated business entities.

IN WITNESS WHEREOF, We, have signed these Articles of Incorporation on this 18th day of March, 1964.

WITNESS:

Mary F. Cassin

Thomas C. Gannon (SEAL)
Thomas C. Gannon

Mary F. Cassin

Thomas N. Gannon (SEAL)
Thomas N. Gannon

Mary F. Cassin

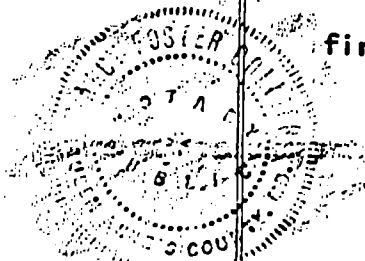
Nellie K. Gannon (SEAL)
Nellie K. Gannon

STATE OF MARYLAND }
QUEEN ANNE'S COUNTY } TO WIT:

I HEREBY CERTIFY, that on this 18th day of March, 1964, before me, the Subscriber, a Notary Public of the State and County aforesaid, personally appeared Thomas C. Gannon, Thomas N. Gannon and Nellie K. Gannon, and severally acknowledged the foregoing Article of Incorporation to be their act.

WITNESS my hand and Notarial Seal the day and year first above written.

Mary F. Cassin
Notary Public
My commission expires: 5-3-65



ROBERT R. PRICE, JR.
ATTORNEY AT LAW
CENTREVILLE, MARYLAND
TELEPHONE 343

STATE OF MARYLAND,
QUEEN ANNE'S COUNTY, SOP.
THIS *Charter* I HEREBY CERTIFY THAT
RECEIVED FOR RECORD THIS *22* ...
DAY OF *May* 1964 RE *6539*
AND RECORDED IN LIBER *QWC-1*
File 154 Charter RECORD BOOK
FOR QUEEN ANNE'S COUNTY.
Charles W. Cecil CLERK

Charles W. Cecil

AS WITNESS my hand and seal of the said Department at Baltimore.



IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon, has been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

To the clerk of the Circuit Court of Queen Anne's County

Bonus tax paid \$ 20.00 Recording fee paid \$ 10.00

Recorded in Liber *F-408*, folio *234* one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

A 8207

approved and received for record by the State Department of Assessments and Taxation of Maryland March 20, 1964, at 9:00 o'clock A. M. as in conformity with law and ordered recorded.

ARTICLES OF INCORPORATION
OF
GANNON & SON, INC.

✓

RECEIVED FOR RECORD July 13, 1964

ARTICLES OF INCORPORATION
OF
WILLIAM FAUST AND SONS, INC.

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, William H. Faust, Sr., whose post office address is Marydel, Maryland; Robert Lewis Faust, whose post office address is Marydel, Maryland; and Malcolm Elwood Faust, whose post office address is Marydel, Maryland, all being residents of Queen Anne's County, Maryland, and all being of full legal age, do under and by virtue of the General Laws of the State of Maryland, authorizing the formation of corporations, associate ourselves with the intention of forming a corporation.

SECOND: The name of the Corporation (which is hereinafter called the "Corporation") is

WILLIAM FAUST AND SONS, INC.

THIRD: The purposes for which the corporation is formed and the business or objects to be carried on and promoted by it are as follows:

1. To own, conduct, operate, maintain, manage and carry on a business as building, roofing, electrical, masonry, plumbing, heating, and painting contractors; to engage in the erection, construction, fabrication or pre-fabrication of residences and commercial structures; to act as distributors or agent for pre-built, pre-fabricated or shell homes or buildings; to sell, dispose of, or deal in, at wholesale or retail, building materials and supplies; to make, accept and/or reject bids for building construction of any kind or nature; to appraise and estimate building or construction costs for residential or commercial structures; to license or grant franchise to others for the manufacture, distribution, rental or leasing of any construction or building material, process or product; and to engage in the repair or renovation of buildings or structures of any kind or description and to engage in a general construction business as a licensed home improvement contractor.
2. To improve, manage, develop, sell, assign, transfer, lease, mortgage, pledge, or otherwise dispose of, or turn to account, or deal in, all or any part of the property or estate of the corporation, whether real, personal or mixed, and from time to time vary any investment or capital of the corporation.
3. To buy, sell, mortgage, lease, build upon, improve, develop, dispose of and otherwise deal in and with any land or lands, or interest therein, situated within or without the State of Maryland, and to engage in and carry on any other business which may be considered necessary or advisable for the purpose of promoting the general development of any such land or enhancing its value of furnishing useful or desirable conveniences and advantages to the owners thereof or dwellers thereon.
4. To purchase, lease or otherwise acquire, hold, own construct, erect, improve, manage, operate and in any manner dispose of, and to aid and subscribe toward the acquisition, construction or improvement of plants, mills, factories, works, buildings, machinery, equipment and facilities, and any other property or appliances which may appertain to or be useful in the conduct of any of the business of the corporation, including personal property of all types and kinds, whether purchased on a domestic or foreign market.

Page 2.

5. To acquire all or any part of the good will, rights, property and business of any person, firm, association or corporation heretofore or hereafter engaged in any business similar to any business which the Corporation has the power to conduct, and to hold, utilize, enjoy and in any manner dispose of the whole or any part of the rights, property and business so acquired, and to assume in connection therewith any liabilities of any such person, firm, association, or corporation.

6. To apply for, obtain, purchase or otherwise acquire, any patents, copy-rights, licenses, trade-marks, trade names, rights processes, formulas, and the like, which may be capable of being used for any of the purposes of the Corporation; and to use, exercise, develop, grant licenses in respect of, sell and otherwise turn to account the same.

7. To aid in any manner any person, firm, association, corporation or syndicate, any shares of stock, bonds, debentures, notes, mortgages, or other obligations of which, or any certificates, receipts, warrants or other instruments evidencing rights, or options to receive, purchase or subscribe for the same, or representing any other rights or interests therein, are held by or for the Corporation, or in the welfare of which the Corporation shall have any interest, and to do any acts or things designed to protect, preserve, improve and enhance the value of any such property or interest, or any other property of the Corporation.

8. To guarantee the payment of dividends upon any shares of stock or the performance of any contract by another corporation or association in which the Corporation has an interest, and to endorse or otherwise guarantee the payment of the principal and interest, or either, of any bonds, debentures, notes or other evidences of indebtedness created or issued by any such other corporation or association.

9. To carry out all or any part of the foregoing objects and purposes as principal, factor, agent, contractor, or otherwise, either along or through or in conjunction with any person, firm, association or corporation and, in carrying on its business and for the purpose of attaining or furthering any of its objects and purposes, to make and perform any contracts and to do any acts and things and to exercise any powers suitable, convenient to or proper for the accomplishment of any of the objects and purposes herein enumerated or incidental to the powers herein specified, or which at any time may appear conducive to or expedient for the accomplishment of any of such objects and purposes.

10. Without in any particular limiting any of the objects and powers of the Corporation, it is hereby expressly declared and provided that the Corporation shall have the power to make contracts incur liabilities and borrow money; to issue bonds, notes, debentures, stock and other obligations in payment for property purchased or acquired by it for any object in or about its business; to mortgage or pledge any stocks, bonds or other obligations, or any property which may be acquired by it; to secure any bonds or other obligations by it issued or incurred; to guarantee any dividends or bonds or contracts or other obligations; to make and perform contracts of any kind and description; and in carrying on its business for the purpose of attaining or furthering any of its objects, to do any and all other acts and things; and further to be vested with all of the powers set forth by the Public General Laws of Maryland and to exercise any and all powers which a co-partnership or natural person could do and exercise, and which now or hereafter may be authorized by law; provided, however, that any and all of the foregoing powers shall be exercised only in conformity with the Laws of the State of Maryland.

The foregoing objects and purposes shall, except when otherwise expressed, be in no way limited to restricted by reference to, or influence from, the terms of any other clause of this or any other articles of this Articles of Incorporation or of any amendment thereto, and shall each be regarded as independent, and construed as powers as well as objects and purposes.

The Corporation shall be authorized to exercise and enjoy all of the powers, rights and privileges granted to, or conferred upon, corporations of a similar character by the General Laws of the State of Maryland now or hereafter in force, and the enumeration of the foregoing powers shall not be deemed to exclude any powers, rights or privileges so granted or conferred.

FOURTH: The post office address of the place at which the principal office of the Corporation in this State will be located, is Marydel, Maryland. The resident agent of the Corporation is Robert Lewis Faust, whose post office address is Marydel, Maryland. Said resident agent is a citizen of the State of Maryland, and actually resides therein. *Caroline County*

FIFTH: The Corporation shall have three directors and William H. Faust, Sr., Robert Lewis Faust, and Malcolm Elwood Faust, shall act as such until the first annual meeting or until their successors are duly chosen and qualified.

SIXTH: The total amount of the authorized capital stock of the Corporation is ONE HUNDRED THOUSAND DOLLARS (\$100,000.00) par value, divided into TEN THOUSAND (10,000) shares of common stock at a par value of TEN DOLLARS (\$10.00) each.

SEVENTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the directors and stockholders.

(1) The Board of Directors of the Corporation are hereby empowered to authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, and securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such considerations as said Board of Directors may deem advisable, subject to such limitations and restrictions, if any, as may be set forth in the by-laws of the Corporation.

(2) Any director individually, or any firm of which any director may be a member, or any corporation or association of which any director may be an officer or director, or in which any director may be interested as the holder of any amount of its capital stock or otherwise, may be a party to, or may be pecuniarily, or otherwise interested in, any contract or transaction of the Corporation and in the absence of fraud no contract or other transaction shall be thereby affected or invalidated, provided that in case a director, or a firm of which a director is a member, is so interested such fact shall be disclosed to the Board of Directors or a majority thereof.

(3) Any contract, transaction or act of the Corporation, or of the directors, which shall be ratified by a majority of a quorum of the stockholders having voting powers at any annual meeting, or at any special meeting called for such purpose, shall, so far as permitted by law, be as valid and as binding as though ratified by every stockholder of the Corporation.

Page 4.

(4) The Corporation reserves the right from time to time to make any amendments of its charter which may now or hereafter be authorized, by law, including any amendments changing the terms of any of its outstanding stock by classification, re-classification or otherwise; but no such amendment which changes the terms of any of the outstanding stock shall be valid unless such change in the terms thereof shall have been authorized by the holders of two-thirds (2/3) of the shares of such stock at the time outstanding, by a vote at a meeting, or in writing with or without a meeting.

(5) The corporation reserves the right from time to time to retire its own stock at its then existing book value. No common stock of the corporation shall be sold, pledged, mortgaged, given or distributed by any stockholder, or by any executor or personal representative of a deceased stockholder, or otherwise assigned, disposed of or transferred to a transferee, other than the corporation, without having first been offered, in writing, for sale to the corporation for a period of sixty (60) days at its then book value, excepting good will therefrom; failure of the corporation to exercise its right of purchase within said period, or a written refusal to purchase said stock so offered by said corporation before the expiration of said period, shall constitute a waiver of these requirements. Any transfer in violation of these conditions shall be void and shall confer no rights to the transferees except as may be required by Law.

(6) Stock certificates shall not be issued to any subscriber until fully paid and said stock certificates, when issued, shall be non-assessable.

EIGHTH: The duration of the corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation this 2nd day of April, 1964.

WITNESS:

John E. George

William H. Faust Sr. (SEAL)
William H. Faust, Sr.

John E. George

Robert Lewis Faust (SEAL)
Robert Lewis Faust

John E. George

Malcolm Elwood Faust (SEAL)
Malcolm Elwood Faust

STATE OF MARYLAND

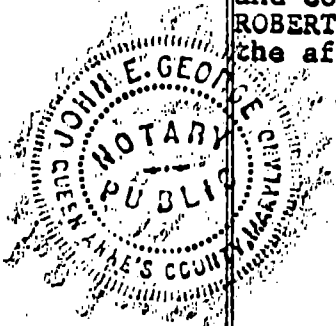
to wit:

COUNTY OF QUEEN ANNE'S

I HEREBY CERTIFY, that on this 3rd day of April, 1964, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared WILLIAM H. FAUST, SR., ROBERT LEWIS FAUST AND MALCOLM ELWOOD FAUST, and they acknowledged the foregoing Articles of Incorporation to be their act.

WITNESS my hand and Notarial Seal.

John E. George
Notary Public



ARTICLES OF INCORPORATION
OF
WILLIAM FAUST AND SONS, INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland April 7, 1964, at 10:16 o'clock A. M. as in conformity
with law and ordered recorded.

A 8468

5

Recorded in Liber F-426, folio 457 one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$...20.00.....Recording fee paid \$.....10.00.....

LIBER

1 PAGE 163

STATE OF MARYLAND,
QUEEN ANNE'S COUNTY, BOE
I HEREBY CERTIFY THAT
THIS WAS
RECEIVED FOR RECORD THIS 13
DAY OF 1964, RE
AND RECORDED IN LIBER Q W.C. 1
BOE QUEEN ANNE'S COUNTY,
CLERK W. Carl JORNER

STATE OF MARYLAND (SS
HARVILLIE COUNTY
FILED FOR RECORD ON

JUN 15 AM 9:58 1964

RECORDED IN LIBER OF THE
CLERK W. Carl JORNER

W. Carl Jorner

hand and seal of the said Department at Baltimore.

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon,
has been received, filed and recorded by the State Department of Assessments and Taxation.

To the Clerk of the Court of ~~Harvillie County~~
Queen Anne's County

RECEIVED FOR RECORD July 20, 1964

SHEETZ REALTY CO., INC.

ARTICLES OF INCORPORATION

THIS IS TO CERTIFY:

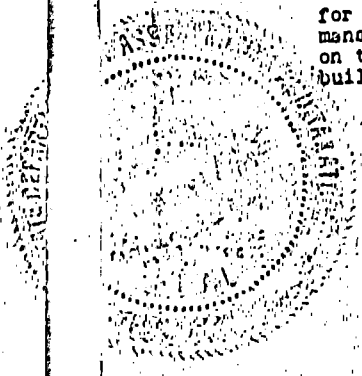
FIRST: That we, the subscribers, JOHN D. SHEETZ, whose Post Office Address is 5614 Wilkens Avenue, Baltimore 28, Maryland; LOIS E. SHEETZ, whose Post Office Address is 5614 Wilkens Avenue, Baltimore 28, Maryland; and GEORGE W. McMANUS, JR., whose Post Office Address is Room 430, 10 Light Street, Baltimore 2, Maryland, all being at least twenty-one (21) years of age, do under and by virtue of the General Laws of the State of Maryland, authorizing the formation of corporations, associate ourselves with the intention of forming a corporation.

SECOND: The name of the corporation (which is hereinafter called the Corporation) is "SHEETZ REALTY CO., INC."

THIRD: The purposes for which the Corporation is formed and the business or objects to be carried on and promoted by it are as follows:

A. To acquire by purchase, exchange, hire, lease, issuance of stock or securities or both, or otherwise, and to invest in, own, hold, manage, develop and improve and build upon and to sell for cash or on credit or both, exchange, lease, sub-lease, mortgage or otherwise dispose of, or encumber, or deal in, and with real property, improved or unimproved, and any interests, rights or privileges therein, either for its own account or for the account of others; and to lend money upon the security of mortgages or other liens on real property, improved or unimproved, and any interests, rights or privileges therein; and in general to do any acts or things and to carry on any business incidental to, or proper or useful in connection with dealing in and with respect to, owning, maintaining, operating, managing and disposing of real and leasehold property.

B. To purchase real estate, make and purchase materials for the construction of buildings; to erect buildings; to own, manage, operate, lease and sell buildings; to conduct and carry on the business of builders and contractors for the purpose of building, erecting, altering, repairing or doing any other work



in connection with any and all classes of building and improvements of any kind and nature whatsoever, including the locating, laying out and constructing of roads, avenues, docks, slips, sewers, bridges, wells, walls, canals, railroad or street railways, power plants, and generally in all classes of buildings, erections and works, both public and private, or integral parts thereof; to perform engineering and architectural work, including the preparation of plans and specifications and expert work, as acting and consulting and superintending engineers and architects.

C. To buy, purchase or in any other way acquire mortgages, notes, conditional contracts of sale, accounts receivable or other evidences of indebtedness, and to loan and advance money to individuals, corporations or partnerships on merchandise, chattels, motor vehicles, shares, bonds, stocks, securities, real and leasehold properties, notes, conditional contracts of sale and accounts receivable and any other property of whatsoever kind, nature or description.

D. To acquire by purchase or in any other manner, to take, receive, hold, use, improve, sell, mortgage, lease, dispose of, and otherwise deal with any real or personal property, including the shares, bonds, stocks, securities, properties, rights, business, good will and assets of every kind, of any corporation, firm or individual, and to pay for the same in cash or in stock of this Corporation or otherwise to assume and pay the liabilities thereof in the manner provided by law. To enter into, make and perform contracts of any kind for any lawful purposes without limit as to amount with any person, firm or corporation, municipality, State or Government, to borrow such monies as it may require for the purpose of its business and to draw, make, receipt, endorse, discount, execute and issue promissory notes, bills of exchange and other negotiable instruments and evidences of indebtedness, and to secure the payment thereof by mortgage, pledge, deed of trust, conveyance or assignment of the whole or any part of the corporate property, either real, personal or mixed.

E. To have offices, conduct its business and prosecute its objects within and without the State of Maryland, the District of Columbia, and in other States and foreign countries, without question as to place and number.

F. To carry on any other business which may be calculated directly or indirectly to effectuate the aforesaid objects, to facilitate the transaction of its aforesaid business, or any part thereof, or in the transaction of any other business that may be calculated directly or indirectly to enhance the value of its property and rights.

It is the intention that said clauses be broadly construed both as to purposes and powers, and generally that the Corporation shall be authorized to exercise and enjoy all other powers and rights granted or conferred upon corporations of this character by the Laws of the State of Maryland and the enumeration of certain powers as herein specified is not intended as exclusive or as waiver of any of the powers, rights, or privileges granted or conferred by the Laws of the State of Maryland, now or hereinafter in force.

G. To borrow money and to pledge as collateral any or all of the assets of the Corporation.

H. In general, to invest the capital of this Corporation for profit and to use and deal in money and wealth in any fashion and to do any and all things hereinabove set forth and such other things as are incidental or conducive to the attainment of the objects and purposes of the Corporation as principal, factor, agent, contractor, person, firm, association or corporation; and in carrying on its business and for the purpose of furthering or attaining any of its objects, to make and perform contracts of any kind and description, and to do such acts and things and to exercise all and any such powers to the same extent as a natural person might or could lawfully do, provided the same are not inconsistent with the By-Laws under which this Corporation is organized.

FOURTH: The Post Office Address of the place at which the principal office of the Corporation in this State will be located is 1334 Sulphur Spring Road, Halethorpe 27, Maryland. The resident agent of the Corporation is GEORGE W. McMANUS, JR., whose Post Office Address is Room 430, 10 Light Street, Baltimore 2, Maryland. Said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The Corporation shall have three (3) Directors and the following named persons shall act as such until the first annual meeting or until their successors are duly chosen and have qualified:

-3-

John D. Sheetz

5614 Wilkens Avenue
Baltimore 28, Maryland

Lois E. Sheetz

5614 Wilkens Avenue
Baltimore 28, Maryland

George W. McManus, Jr.

Room 430, 10 Light Street
Baltimore 2, Maryland

The Corporation may determine by its By-Laws the classification and number of its Directors, which may from time to time be fixed at a number greater than that named in this Charter, but shall never be less than three (3).

SIXTH: The total amount of the authorized capital stock of the Corporation is Five Thousand (5,000) shares, without nominal or par value.

SEVENTH: The Board of Directors shall have the power from time to time to fix and determine and to vary the amount of working capital of the Corporation.

To determine whether any, and if any, what part of the surplus of the Corporation or what net profits arising from its business shall be declared in dividends and paid to the stockholders, subject, however, to the use and disposition of any such surplus and not profits. The Board of Directors may, in its discretion, use and apply any of such surplus or not profits in purchasing or acquiring any of the shares of the Corporation, or any of the bonds or other evidences of indebtedness to such extent and in such manner and upon such lawful terms as the Board of Directors shall deem expedient, subject, however to the provisions of the Charter.

EIGHTH: The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock, without par value, of any class, and securities convertible into shares of its stock, without par value of any class, for such consideration as said Board of Directors may deem advisable, subject to such limitations and restrictions, if any, as may be set forth in the By-Laws of the Corporation.

NINTH: No contract or other transaction between this Corporation and any other corporation and no act of this Corporation shall in any way be affected or invalidated by the fact

that any of the Directors of this Corporation are pecuniarily or otherwise interested in, or are Directors or Officers of such other corporation; any Directors individually, or any firm of which any Directors may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof; and any Director or Officer of such other corporation or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation, which shall authorize any such contract or transaction, with like force and effect as if he were not such Director or Officer of such other corporation or not so interested.

IN WITNESS WHEREOF, we have hereunto set our hands and affixed our seals this 11th day of December, 1958.

WITNESS:

John D. Sheetz (SEAL)
John D. Sheetz

Lois E. Sheetz (SEAL)
Lois E. Sheetz

George W. McManus, Jr. (SEAL)
George W. McManus, Jr.

STATE OF MARYLAND, BALTIMORE CITY, TO WIT:

I HEREBY CERTIFY that on this 11th day of December, 1958, before me, the subscriber, a Notary Public of the State of Maryland, in and for Baltimore City aforesaid, personally appeared JOHN D. SHEETZ, LOIS E. SHEETZ and GEORGE W. McMANUS, JR., known to me to be the persons whose names are subscribed to the foregoing instrument and acknowledged that they executed the same for the purposes therein contained.

IN WITNESS WHEREOF, I hereunto set my hand and

Notarial Seal

Notary Public
Notary Public

-5-

ARTICLE I

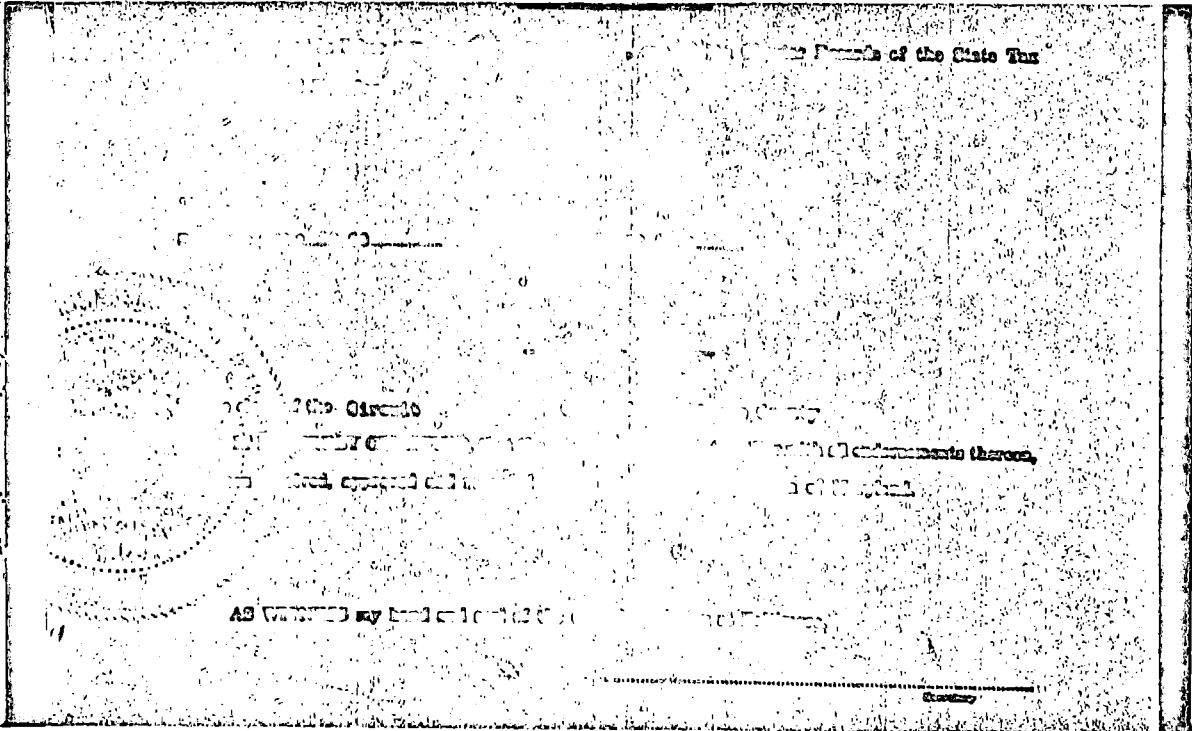
SECTION 1

Approved and recorded by the State Comptroller of Maryland,

December 11, 1958, at 2:23 P. M. as in conformity

with the laws of the State of Maryland.

RECORDED IN
BALTIMORE CITY

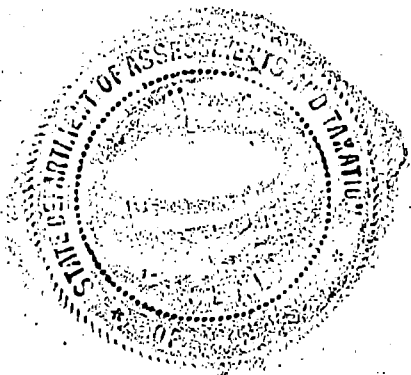


STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

THIS IS TO CERTIFY THAT the within instrument is a true
copy of the ARTICLES OF INCORPORATION
OF
SHEETZ REALTY CO., INC.

as approved and received for record by the State Department of
Assessments and Taxation of Maryland, December 16, 1958,
at 1:30 o'clock, P. M.

AS WITNESS my hand and official seal of the said Department
at Baltimore this 8th day of July, 1964.



Charles A. Bartgis
Charles A. Bartgis -
Chief Clerk

RECEIVED FOR RECORD August 21, 1964

CERTIFICATE OF INCORPORATION

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Lewis Emmett Lawhorne, whose Post Office address is Chestertown, Kent County, Maryland, Ella Virginis Lawhorne, whose Post Office address is Chestertown, Kent County, Maryland and Robert ~~L.~~ Larrimore whose Post Office address is Church Hill, Queen Anne's County, State of Maryland, all being of full legal age, do, under and by virtue of the General Laws of the State of Maryland, authorizing the formation of corporations associate ourselves with the intention of forming a corporation.

SECOND: The name of the Corporation (which is hereinafter called the Corporation) is

Bob's
~~"Bob's"~~ TAVERN, INC."

THIRD: The purposes for which the Corporation is formed and the business or objects to be carried on and promoted by it are as follows:

(a) To establish, conduct and engage in the operation for the provision of food, drink, etc., and other comforts to members of the public, for profit.

(b) To buy, sell and or otherwise deal in any and all machinery, equipment, furniture, foodstuffs, alcohol beverages, accessories and appliances necessary lawfully to promote the above purposes.

(c) And generally to perform all acts which may be necessary to promote the purposes for which the Corporation is formed.

FOURTH: The Post Office address of the place at which the principal office of the Corporation will be located is Starkey's Corner, R.F.D., Church Hill, Maryland, the resident agent of the Corporation is Robert ~~L.~~ Larrimore whose Post Office address is R.F.D., Church Hill, Maryland, said resident agent is a citizen of Queen Anne's County, State of Maryland, and actually resides therein.

FIVE: The Corporation shall have three (3) Directors, and the said Lewis Emmett Lawhorne and Ella Virginia Lawhorne and Robert ~~L.~~ Larrimore, shall act as such until the first annual meeting or until their successors are duly

chosen and qualified.

SIXTH: The said Corporation is a nonstock Corporation and that it is not authorized to issue Capital Stock.

SEVENTH: The said Lewis Emmett Lawhorne, Ella Virginia Lawhorne and Robert C. Larrimore shall constitute the Governing Board of said Corporation as well as its Directors.

IN WITNESS WHEREOF, we have signed this Certificate of Incorporation on the 1st day of June, 1964.

WITNESS:

Ralph E. Swan as to Lewis Emmett Lawhorne
Lewis Emmett Lawhorne

Ralph E. Swan as to Ella Virginia Lawhorne
Ella Virginia Lawhorne

Ralph E. Swan as to Robert C. Larrimore
Robert C. Larrimore

STATE OF MARYLAND

COUNTY, to wit:

I HEREBY CERTIFY that on this 1st day of June, 1964, before me, the subscriber, a Notary Public of the State of Maryland, in and for Queen Anne's County, personally appeared Lewis Emmett Lawhorne, and he acknowledged the foregoing **CERTIFICATE OF INCORPORATION** to be his respective act.

IN TESTIMONY WHEREOF, I have hereunto subscribed my name and affixed my notarial seal, the day and year last above written.

Mary C. Cook
Notary Public

My Commission Expires: May 3, 1965

STATE OF MARYLAND

COUNTY, to wit:

I HEREBY CERTIFY that on this 1st day of June, 1964, before me, the subscriber, a Notary Public of the State of Maryland, in and for Queen Anne's County, personally appeared Ella Virginia Lawhorne and she acknowledged the foregoing **CERTIFICATE OF INCORPORATION** to be her respec-

tive act.

IN TESTIMONY WHEREOF, I have hereunto subscribed my name
and affixed my notarial seal, the day and year last above written.



Dolores N. Luff

Notary Public

My Commission Expires: May, 1965

STATE OF MARYLAND

COUNTY, to wit:

I HEREBY CERTIFY that on this 1st day of June,
1964, before me, the subscriber, a Notary Public of the State of Maryland,
in and for Queen Anne's County, personally appeared Robert L Larrimore and
he acknowledged the foregoing **CERTIFICATE OF INCORPORATION** to be his
respective act.

IN TESTIMONY WHEREOF, I have hereunto subscribed my name
and affixed my notarial seal, the day and year last above written.

Mary C. Esch

Notary Public

My Commission Expires: May 3, 1965

VNS

ARTICLES OF INCORPORATION
OF
BOB'S TAVERN, INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland June 22, 1964 at 9:00 o'clock A. M. as in conformity
with law and ordered recorded.

A 9803

4

Recorded in Liber F424, folio 182, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$...20.00.....Recording fee paid \$...10.00.....

To the clerk of the Circuit Court of Queen Anne's County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon,
has been received, approved and recorded by the State Department of Assessments and Taxation
of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

Charles H. Roberts

STATE OF MARYLAND,
QUEEN ANNE'S COUNTY, SOI,
HEREBY CERTIFY THAT
THIS Charter HAS
RECEIVED FOR RECORD THIS 21
DAY OF July 1964.
AND RECORDED IN LIBER F424
171 CHARTER RECORD BOOK
FOR QUEEN ANNE'S COUNTY.
Charles H. Roberts CLERK
4.50 P.M.

RECEIVED FOR RECORD Oct 19, 1964

SUDLERSVILLE FROZEN FOOD LOCKERS, INCORPORATED

ARTICLES OF REVIVAL

Sudlersville Frozen Food Lockers, Incorporated, a Maryland corporation having its principal office in Sudlersville, Queen Anne's County, Maryland (hereinafter called the Corporation), hereby certified to the State Department of Assessments and Taxation, that:

FIRST: The charter of the Corporation was forfeited on November 3, 1948, for the non-payment of taxes and failure to file annual reports with the former State Tax Commission of Maryland and its successor, State Department of Assessments and Taxation, and these Articles of Revival are for the purpose of reviving and reinstating the charter of the Corporation.

SECOND: The name of the Corporation at the time of the forfeiture of its charter was Sudlersville Frozen Food Lockers, Incorporated.

THIRD: The name by which the Corporation will hereafter be known is Sudlersville Frozen Food Lockers, Incorporated.

FOURTH: (a) The post office address of the principal office of the Corporation in the State of Maryland, is Sudlersville, Queen Anne's County, Maryland, and said principal office is located in the same county in which the principal office of the Corporation was located at the time of the forfeiture of its charter.

(b) The name and post office address of the resident agent of the Corporation in the State of Maryland are Walter M. Eiker, R.F.D., Sudlersville, Queen Anne's County, Maryland. Said resident agent is an individual actually residing in this State.

FIFTH: At or prior to the filing of these Articles of Revival, the Corporation has:

- (a) Paid all fees required by law;
- (b) Filed all annual reports which should have been filed by the Corporation if its charter had not been forfeited;
- (c) Paid all State and local taxes (other than taxes on real estate) and all interest and penalties due by the Corporation, irrespective of any period of limitation otherwise prescribed by law affecting the collection of any part of such taxes; and
- (d) Paid an amount equal to all State and local taxes (other than taxes on real estate) and all interest and penalties which, irrespective of any period of limitation otherwise prescribed by law affecting the collection of any part of such taxes, would have been payable by the Corporation if its charter had not been forfeited.

IN WITNESS WHEREOF, the undersigned, who were respectively the last acting President and Treasurer of the Corporation, have signed these Articles of Revival on 17th July 1964.

Paul W. Phillips
Last Acting President

Walter M. Eiker
Last Acting Treasurer

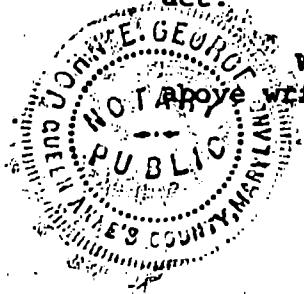
STATE OF MARYLAND

SS:

COUNTY OF QUEEN ANNE'S

I HEREBY CERTIFY, that on 17th day of July, 1964, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County of Queen Anne's, personally appeared Paul W. Phillips, the last acting President and Walter M. Eiker, the last acting Treasurer of Sudlersville Frozen Food Lockers, Incorporated, a Maryland corporation, and severally acknowledged the foregoing Articles of Revival to be their act.

WITNESS my hand and Notarial Seal, the day and year last above written.



John E. George
Notary Public

ARTICLES OF REVIVAL

OF

SUDLERSVILLE FROZEN FOOD LOCKERS, INCORPORATED

approved and received for record by the State Department of Assessments and Taxation
of Maryland August 24, 1964, at 9:00 o'clock A. M. as in conformity
with law and ordered recorded.

A 10870

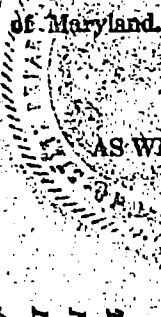
3

Recorded in Liber F434, folio 492, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Spec. Fee
~~Noted~~ paid \$ 25.00 Recording fee paid \$ 10.00

To the clerk of the Circuit Court of Queen Anne's County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon, has been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.



AS WITNESS my hand and seal of the said Department at Baltimore.

Charles H. Roberts

Vertical text on the left margin: *W. H. ...*

7/22/64 RECEIVED FOR RECORD Nov 19, 1964
H. J.

ARTICLES OF INCORPORATION

MANUFACTURERS' AGENTS, INC.

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, George E. Brown, Jr., whose post office address is 423 Munsey Building, Baltimore, Maryland, 21202; Howard DeMuth, Jr., whose post office address is 423 Munsey Building, Baltimore, Maryland, 21202; and Shirley K. Schmidt, whose post office address is 423 Munsey Building, Baltimore, Maryland, 21202, all being of full legal age, do, under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations, associate ourselves with the intention of forming a Corporation.

SECOND: The name of the Corporation (which is hereinafter called "the Corporation") is

MANUFACTURERS' AGENTS, INC.

THIRD: The purposes for which the Corporation is formed and the business or objects to be carried on and promoted by it are as follows:

1. To buy, sell and generally deal in tools, implements, machinery and all kinds of manufactured products, and to carry on business as principal, factors, agents or commission merchants in respect to buying, selling, trading, distributing or dealing in all kinds of machinery, implements, goods, wares, merchandise and manufactured products.

2. To acquire the good will, rights and property and to undertake the whole or any part of the assets of any person, firm, association or corporation now or hereafter engaged in any business which this Corporation may lawfully conduct, and to pay for the same in cash, stocks or bonds of this Corporation or otherwise.

3. To purchase or otherwise acquire, hold and reissue the shares of its own capital stock, and to deal in its own securities.

4. To carry out all or any part of the aforesaid purposes and to conduct its business in all or any of its branches in any or all states, territories and districts of the United States of America, and to maintain offices and agencies in any or all states, territories and districts of the United States of America.

5. To carry on any other business which may be calculated directly or indirectly to effectuate the aforesaid objects or any of them, or to facilitate the transaction by the Corporation of the aforesaid business or any part thereof, or the transaction of any other business which may be calculated directly or indirectly to enhance the value of its assets and property.

6. In general, to do any or all of the things hereinabove set forth and such other things as are incidental or conducive to the attainment of the objects and purposes of the Corporation, as principal, factor, agent, contractor or otherwise, whether alone or in conjunction with any person, firm, association or corporation; and in carrying on its business and for the purpose of attaining or furthering any of its objects, to make and perform contracts of every kind and description, and to do such acts and things and to exercise any and all such powers to the same extent as a natural person might or could lawfully do to the extent allowed by law; and to organize or promote or facilitate the organization of subsidiary companies.

FOURTH: The post office address of the place at which the principal office of the Corporation in this State will be located is Stevensville, Maryland. The Resident Agent is Samuel P. Densmore, whose post office address is Stevensville, Maryland. Said Resident Agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The Corporation shall have three directors, and George E. Brown, Jr., Howard DeMuth, Jr. and Shirley K. Schmidt shall act as such until the first annual meeting or until their successors are duly chosen and qualify. The number of Directors may be changed in such lawful manner as the by-laws may from time to time provide.

SIXTH: The total amount of the authorized capital stock of the Corporation is five thousand (5,000) shares without nominal or par value.

SEVENTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the directors and stockholders:

1. The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of the shares of its stock of any class, whether now or hereafter authorized, and securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such considerations as said Board of Directors may deem advisable, subject to such limitations and restrictions, if any, as may be set forth in the by-laws of the Corporation.

2. The Board of Directors shall have power from time to time to fix and determine and to vary the amount of working capital of the Corporation and to direct and determine the use and disposition of any surplus or net profits; and the amount of the surplus and the net profits of the Corporation to be reserved before the payment of any dividend shall rest wholly in the discretion of the Board of Directors.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation this 21st day of September, 1964.

Witness:

Katherine L. Sinnett
Katherine L. Sinnett
(as to all)

George E. Brown, Jr. (SEAL)
George E. Brown, Jr.

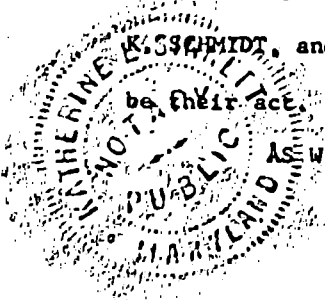
Howard DeMuth, Jr. (SEAL)
Howard DeMuth, Jr.

Shirley K. Schmidt (SEAL)
Shirley K. Schmidt

STATE OF MARYLAND, CITY OF BALTIMORE, To Wit:

I HEREBY CERTIFY, That on this 21st day of September, 1964, before me, the subscriber, a Notary Public in and for the State of Maryland, City of Baltimore aforesaid, personally appeared GEORGE E. BROWN, JR., HOWARD DEMUTH, JR., and SHIRLEY K. SCHMIDT, and severally acknowledged the foregoing Articles of Incorporation to be their act

AS WITNESS my hand and Notarial Seal.



LIBCR

1 PAGE 181

Katherine L. Sinnett
Katherine L. Sinnett Notary Public
My Commission expires May 3, 1965.

ARTICLES OF INCORPORATION
OF
MANUFACTURERS' AGENTS, INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland September 22, 1964, at 9:00 o'clock A. M. as in conformity
with law and ordered recorded.

A 11279

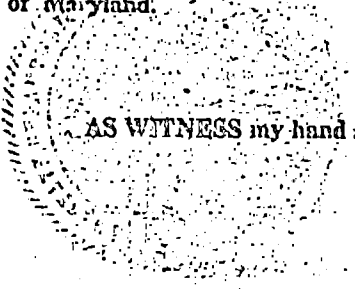
4

Recorded in Liber *F438*, folio *401*, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$.....20.00.....Recording fee paid \$.....10.00.....

To the clerk of the Circuit Court of Queen Anne's County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon,
has been received, approved and recorded by the State Department of Assessments and Taxation
of Maryland.



AS WITNESS my hand and seal of the said Department at Baltimore.

Charles M. Bostgen

STATE OF MARYLAND,
QUEEN ANNE'S COUNTY, S.C.
I HEREBY CERTIFY THAT
THIS *Charter* WAS
RECEIVED FOR RECORD, HAS 1974
DATE *Oct. 19 6 4 PM 8826*
AND RECORDED IN LIBER *438-1*
Folio *401* Charter, RECORD BOOK
FOR QUEEN ANNE'S COUNTY
Charles W. Bond CLERK

2.50 Pd.

Filed - 11-19-64

9/13/64
H. S.

RECEIVED FOR RECORD MAY 19 1964

THE KENT ISLAND YACHT CLUB HOLDING CORPORATION

ARTICLES OF AMENDMENT

The Kent Island Yacht Club Holding Corporation having its principal office in Chester, Queen Anne's County, Maryland (hereinafter called the Corporation) hereby certifies to the State Tax Commission of Maryland, that:

FIRST: The charter of the Corporation is hereby amended by striking out Article Six of the Articles of Incorporation and inserting in lieu thereof the following:

Sixth: The total number of shares of stock of all classes which the Corporation has authority to issue is Four Thousand Eight Hundred (4,800) shares, divided into Two Thousand Four Hundred (2,400) shares of Preferred stock of the par value of Twenty-five Dollars (\$25.00) each, and Two Thousand Four Hundred (2,400) shares of Common stock without par value. The aggregate par value of all shares having par value of all classes is Sixty Thousand Dollars (\$60,000.00).

The preferences, voting powers, restrictions and qualifications of the Preferred and Common stock shall be as follows:

With every share of Preferred stock purchased, the holder shall receive, without consideration, one share of Common stock. Each stockholder shall be entitled to only one vote, regardless of the number of shares standing in his name; no such stock shall be made part of any voting trust or any other agreement whereby the real owner shall be entitled to more than one vote, regardless of the number of shares standing in his name, or any person, firm or Corporation holding for, or under him. A further restriction is imposed on the voting rights of holders of stock, in that, so long as the Kent Island Yacht Club, Incorporated is in existence, one must be a member in good standing in the Kent Island Yacht Club, Incorporated to vote said stock.

The holders of the Preferred stock shall be entitled to receive from the surplus or net profits of the Corporation, when and as declared by its Board of Directors, dividends at the rate of \$1.00 per share per annum, payable annually. Such dividends shall be cumulative, accounting from the date of issue of each share of stock, and shall be payable for the current and all previous years before any dividends shall be paid or set apart on the Common stock. The Preferred stock shall not be entitled to participate in or receive any dividend or share of profits, whether payable in cash, stock or property, in excess of the aforesaid cumulative dividends.

REDEMPTION: The first option to redeem shall be in the Board of Governors of the Kent Island Yacht Club, Inc. Second option to redeem shall be in the Board of Directors of the Kent Island Yacht Club Holding Corporation. All stocks redeemed by the Board of Governors of the Kent Island Yacht Club, Inc. shall be transferred on the stock record book to the name of Kent Island Yacht Club, Inc. At any time and from time to time, the whole or any part of the Preferred stock outstanding, at any time may be redeemed, at the redemption price of Twenty-five Dollars (\$25.00) per share, together with all unpaid dividends accrued thereon to the date of redemption, upon not less than thirty (30) days previous notice given by mail to the holders of record of the Preferred stock. For each share of Preferred stock redeemed, the stockholder will also be surrendering his interest or claim to an equal number of shares of Common stock. After any of the outstanding Preferred stock shall have been called for redemption and the holders thereof duly notified and the funds necessary to effect such redemption has been tendered to the Board of Directors of the Kent Island Yacht Club Holding Corporation by the Board of Governors of the Kent Island Yacht Club, Inc. to be set aside, or set aside by the

Board of Directors of the Kent Island Yacht Club Holding Corporation, the holders thereof shall have no further rights as stockholders of the Corporation, but shall be entitled only upon presentation of the certificates, properly endorsed, to receive the redemption value thereof, as above set forth. Notice of redemption shall be deemed to have been given when addressed to such Preferred stockholders at their addresses recorded on the books of the Corporation, and deposited in the United States Mail.

The order of redemption shall be as follows:

1. Non-members of the Kent Island Yacht Club, Incorporated.
2. As may be set forth in the By-Laws.

COMMON STOCK

Subject to the foregoing provisions, dividends may be declared on the Common stock.

SECOND: The Board of Directors of the Corporation, at a meeting duly convened and held on July 8, 1964, adopted a resolution in which was set forth the foregoing amendment to the charter, declaring that the said amendment of the charter was advisable and directing that it be submitted for action thereon at a special meeting of the stockholders of the Corporation to be held on July 22, 1964.

THIRD: Notice setting forth a summary of the changes to be effected by said amendment of the charter and stating that a purpose of the meeting of the stockholders would be to take action thereon, was given, as required by law, to all stockholders entitled to vote thereon.

FOURTH: The amendment of the charter of the Corporation as hereinabove set forth was approved by the stockholders of the corporation at said meeting by the affirmative vote of two-thirds of all the votes entitled to be cast thereon.

FIFTH: The amendment of the charter of the Corporation as hereinabove set forth has been duly advised by the Board of Directors and approved by the stockholders of the Corporation.

SIXTH: (a) The total number of shares of all classes of Stock of the Corporation heretofore authorized, and the number and par value of the shares of each class are as follows:

Capital stock 2,000 shares.

1. (a) Preferred stock, 1,000 shares par value, \$25.00.
(b) Common stock, 1,000 shares no par value.

(b) The total number of shares of all classes of stock of the Corporation as increased, and the number and par value of the shares of each class, are as follows:

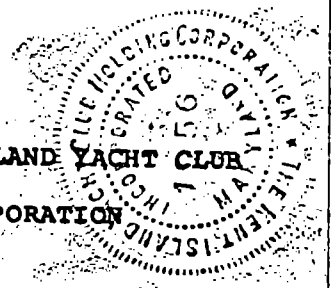
Capital stock 4,800 shares.

1. (a) Preferred stock, 2,400 shares par value, \$25.00.
(b) Common stock, 2,400 shares no par value.

(c) A description of each class of stock of the Corporation with the preferences, conversion and other rights, voting powers, restrictions, limitations as to dividends, and qualifications, of each class of the authorized capital stock as increased are as set forth in Article First hereof.

In witness whereof, the Kent Island Yacht Club Holding Corporation has caused these presents to be signed in its name and on its behalf by its President and its corporate seal to be hereunto affixed and attested by its Secretary, on September 1964.

THE KENT ISLAND YACHT CLUB
HOLDING CORPORATION



BY Edgar L. Lane
Edgar L. Lane, President

Attest: Walter Litvinuck
Walter Litvinuck, Secretary

STATE OF MARYLAND)
)
COUNTY OF QUEEN ANNE'S) ss.

I hereby certify that on September 2, 1964, before me, the subscriber, a notary public of the State of Maryland in and for the County of Queen Anne's, personally appeared Edgar L. Lane, President of the Kent Island Yacht Club Holding Corporation, a Maryland corporation, and in the name and on behalf of said corporation acknowledged the foregoing Articles of Amendment to be the corporate act of said corporation; and at the same time personally appeared Walter Litvinuck and made oath in due form of law that he was secretary of the meeting of the stockholders of said corporation at which the amendment of the charter of the corporation therein set forth was approved, and that the matters and facts set forth in said Articles of Amendment are true to the best of his knowledge, information and belief.

Witness my hand and notarial seal, the day and year last above written.

Louis P. King
Notary Public

X

ARTICLES OF AMENDMENT
OF
THE KENT ISLAND YACHT CLUB HOLDING CORPORATION

approved and received for record by the State Department of Assessments and Taxation
of Maryland September 3, 1964, at 11:30 o'clock A. M. as in conformity
with law and ordered recorded.

A 10986

4

Recorded in Liber F435 folio 593, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$...20.00.....Recording fee paid \$...10.00.....

To the clerk of the Circuit Court of Queen Anne's County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon,
has been received, approved and recorded by the State Department of Assessments and Taxation
of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

Charles H. Bentley

STATE OF MARYLAND,
QUEEN ANNES COUNTY, SOI.
I HEREBY CERTIFY THAT
THIS AMENDMENT HAS
RECEIVED FOR RECORD IN 1974.
DATE NOV. 19 64 8826
AND RECORDED IN THE Q.A.C. I.
FOR THE CHARTER BOOK
FOR QUEEN ANNES COUNTY
Clara W. Deal CLERK

8
3.50 Pf.

11-19-64

7/58/64
W. J.
RECEIVED FOR RECORD

July 19, 1964

G & G DISTRIBUTORS, INC.

STOCK ISSUANCE STATEMENT

G & G Distributors, Inc., a Maryland corporation, having its principal office in Centreville, Queen Anne's County, Maryland, (hereinafter called "Corporation"), hereby certifies to the State Tax Commission of Maryland, that:

FIRST: The Corporation has authorized the issuance of One Thousand (1,000) fully paid and non-assessable shares with a par value of Ten Dollars (\$10.00) per share of Stock of the Corporation for the following consideration, namely:

A consideration payable partly in money at the price of Ten Dollars (\$10.00) per share, or an aggregate consideration, or price payable in money of Twenty Dollars (\$20.00), and partly by the following consideration other than money, the value of which, as determined by the Board of Directors, is not less than Nineteen Thousand Two Hundred Seventeen Dollars and Twenty Cents (\$19,217.20)

(1) All of the following described real estate, subject to liens to be assumed by the Corporation, to wit:

(a) All that lot or parcel of land situate, lying and being in the southern portion of the Town of Centreville, in the Third Election District of Queen Anne's County, Maryland, bounded on the north by the State Road Maryland Route No. 18 leading from Centreville to Queenstown, bounded on the east by lands of Franklin M. Wharton Service Station, bounded on the south by Maryland Route No. 213 leading from Centreville to Easton, and bounded on the west by lands of Franklin S. and Frances F. Wharton, containing by survey made February, 1958, the quantity of 1.092 acres of land, more or less, improved by a large concrete block building used as a beer storage and office.

(b) All those two (2) lots of land situate in the Third Election District of Queen Anne's County, Maryland, on Groves Creek, being known as Lots No. Nine (9) and Ten (10) as shown and described on a Plat of "Bulle Rock Sub-division" recorded in Land Liber T.S.P. No. 35, folio 16.

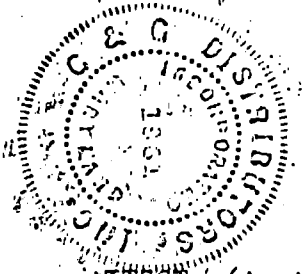
(2) All of the cash on hand and in bank, accounts receivable, inventories of merchandise, automobiles, trucks, machinery and equipment, furniture and fixtures and Chris Craft motor boat, subject to liens to be assumed by the Corporation, which are included among the assets and liabilities of the beverage distributing business of George O. Yewell, Sr., and Doris Yewell, operating under the trade name of "George O. Yewell".

SECOND: (a) The Corporation is by its Charter empowered to issue such shares of stock; and

(b) The issuance of said shares of stock on the terms above set forth was duly authorized by the Board of Directors of the Corporation at a meeting held on August 2, 1961, and said issuance was ratified by the Shareholders and Board of Directors of the Corporation at their respective annual meetings held on July 1,

2.

1964, after proper notice had been given.



G & G DISTRIBUTORS, INC.

BY George O. Yewell, Sr.
George O. Yewell, Sr.
President

ATTEST: (As to corporate seal)

George O. Yewell, Jr.
George O. Yewell, Jr., Secretary

STATE OF MARYLAND, QUEEN ANNE'S COUNTY, TO WIT:

I HEREBY CERTIFY, that on this 25th day of September, 1964, before me, the subscriber, a Notary Public of the State of Maryland, in and for Queen Anne's County, personally appeared GEORGE O. YEWELL, SR., President of G & G Distributors, Inc., a Maryland Corporation, and in the name and on behalf of said Corporation acknowledged the foregoing Stock Issuance Statement to be the corporate act of said corporation; and at the same time personally appeared GEORGE O. YEWELL, JR., and made oath in due form of law that he was secretary of the meeting of the Board of Directors and the Stockholders of said corporation at which time the issuance of the stock therein described was finally approved and ratified, and that the matters and facts set forth in said statement are true to the best of his knowledge, information and belief.

WITNESS my hand and notarial seal, the day and year last above written:

Marguerite M. Thompson
Notary Public

My commission expires: 5/3/65



STOCK ISSUANCE STATEMENT

OF

G & G DISTRIBUTORS, INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland September 28, 1964 at 9:00 o'clock A. M. as in conformity
with law and ordered recorded.

A 11378

3

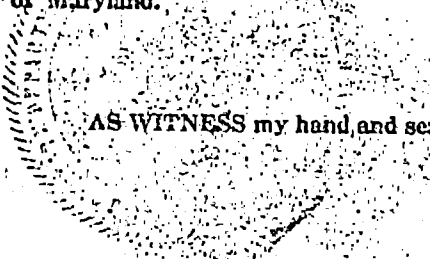
Recorded in Liber F439, folio 361, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$.....Recording fee paid \$..10.00.....

To the clerk of the Circuit

Court of Queen Anne's County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon, has been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.



AS WITNESS my hand and seal of the said Department at Baltimore.

Charles P. [Signature]

STATE OF MARYLAND,
QUEEN ANNE'S COUNTY, SCT.
I HEREBY CERTIFY THAT
THIS Book Issued Sept. 1974
RECEIVED FOR REG. NO. 8826
DAY OF NOV. 1974
AND RECEIVED IN THE CLERK'S OFFICE
FOR QUEEN ANNE'S COUNTY
FOR THE CLERK OF THE COURT

8.50 PD

10/19/64
RECEIVED FOR RECORD Oct. 21, 1965

J. H. E. LEGG, INC.

ARTICLES OF INCORPORATION

THIS IS TO CERTIFY:

Eliason

FIRST: That we, the subscribers, J. H. / . Legg, whose post office address is Centreville, Maryland, Charles L. Andrew, whose post office address is Centreville, Maryland, and Clayton C. Carter, whose post office address is Centreville, Maryland, all being of full legal age, do under and by virtue of the General Laws of the State of Maryland, authorizing the formation of corporation, associate ourselves with the intention of forming a corporation.

SECOND: The name of the corporation (which is hereinafter called the "Corporation") is

J. H. E. LEGG, INC.

THIRD: The purposes for which the Corporation is formed and the business or objects to be carried on and promoted by it are as follows:

(1) To act as agent, or broker for insurance companies in soliciting and receiving applications for fire, casualty, plate glass, automobiles, trucks and other motor vehicles, boiler, elevator, accident, health, burglary, rent, marine, credit and life insurance, the collection of premiums, and doing business as may be delegated to agents or brokers by such companies and to conduct a general insurance agency and insurance brokerage business.

(2) To transact the business of a real estate agent or broker, and in behalf of others, to buy, sell, deal in, lease, rent and manage real estate and any interest therein.

(3) From time to time to provide and carry out and to recall, abolish, revise, amend, alter, or change, a plan or

plans for the participation of all or any of the employees, including directors and officers of this Corporation, or of any Corporation in which or in the welfare of which the Corporation has any interest, and those actively engaged in the conduct of this Corporation's business, in the profits of this Corporation or of any branch or division thereof, as part of this Corporation's legitimate expenses, and for the furnishing to such employees or persons or any of them, at this Corporation's expense, of medical expenses, insurance against accident, sickness or death, pensions during old-age, disability or unemployment, profit sharing agreements or other similar aids for their relief or general welfare, in such manner and upon such terms and conditions, as may be determined by the Board of Directors.

(4) To carry on any of the businesses hereinbefore enumerated for itself, or for account of others, or through others for its own account, and to carry on any other business which may be deemed by it to be calculated, directly or indirectly, to effectuate or facilitate the transaction of the aforesaid objects or businesses, or any of them or any part thereof, or enhance the value of the property, business or rights.

The foregoing objects and purposes shall, except when otherwise expressed, be in no way limited or restricted by reference to, or inference from, the terms of any other clause of this or any other article of these Articles of Incorporation or of any amendments thereto, and shall each be regarded as independent, and construed as powers as well as objects and purposes.

The Corporation shall be authorized to exercise and enjoy all of the powers, rights and privileges granted to, or conferred upon, corporations of a similar character by the General Laws of the State of Maryland now or hereafter in force, and the enumeration of the foregoing powers shall not be deemed to exclude any powers, rights or privileges so granted or conferred.

FOURTH: The post office address of the place at which the principal office of the Corporation in this State will be located is

107 Lawyers Row, Centreville, Queen Anne's County, Maryland. The resident agent of the Corporation is Clayton C. Carter, whose post office address is 111 Lawyers Row, Centreville, Maryland. Said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The Corporation shall have three directors and J. H. E. Legg, Charles L. Andrew, and Clayton C. Carter shall act as such until the first annual meeting or until their successors are duly chosen and qualified.

SIXTH: The total amount of the authorized capital stock of the Corporation is One Hundred Thousand Dollars (\$100,000) par value divided into one thousand (1,000) shares at the par value of One Hundred Dollars (\$100) each.

SEVENTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the directors and stockholders:

(1) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, and securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such considerations as said Board of Directors may deem advisable, subject to such limitations and restrictions, if any, as may be set forth in the by-laws of the Corporation.

(2) Any director individually, or any firm of which any director may be a member, or any corporation or association of which any director may be an officer or director or in which any director may be interested as the holder of any amount of its capital stock or otherwise, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the Corporation, and in the absence of fraud no contract or other transaction shall be thereby affected or invalidated; provided that in case a director, or a firm of which a

director is a member, is so interested, such fact shall be disclosed to the Board of Directors or a majority thereof.

(3) Any contract, transaction or act of the Corporation or of the directors which shall be ratified by a majority of a quorum of the stockholders having voting powers at any annual meeting, or at any special meeting called for such purpose, shall so far as permitted by law be as valid and as binding as though ratified by every stockholder of this Corporation.

(4) Notwithstanding any provision of law requiring any action to be taken or authorized by the affirmative vote of the holders of a majority or other designated proportion of the shares or of the shares of stock of each class, or otherwise to be taken or authorized by vote of the stockholders, such action shall be effective and valid if taken or authorized by the affirmative vote of the holders of a majority of the total number of shares of stock outstanding and entitled to vote thereon, except as otherwise provided in the charter.

(5) The Corporation reserves the right from time to time to make any amendments of its charter which may now or hereafter be authorized by law, including any amendments, changing the terms of any of its outstanding stock by classification, re-classification or otherwise; but no such amendment which changes the terms of any of the outstanding stock shall be valid unless such change in the terms thereof shall have been authorized by the holders of two-thirds (2/3) of the shares of such stock at the time outstanding, by a vote at a meeting or in writing with or without a meeting.

(6) The Board of Directors shall have power to declare and authorize the payment of stock dividends, whether or not payable in stock of one-class to holders of stock to another class or classes; and shall have authority to exercise, without a vote of stockholders, all powers of the Corporation, whether conferred by law or by these Articles, to purchase, lease, or otherwise acquire the business, assets or franchises, in whole or in part, of other Corporations or unincorporated business entities.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on September 22ND, 1964.

WITNESS:

Jean D. Hayward

J. H. Eliason Legg

Jean D. Haymaker Charles L. Andrew
Charles L. Andrew
Jean D. Haymaker Clayton C. Carter
Clayton C. Carter

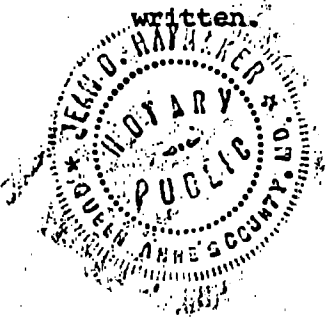
STATE OF MARYLAND

SS:

COUNTY OF QUEEN ANNE'S

I HEREBY CERTIFY, that on September 22ND, 1964, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County aforesaid, personally appeared J. H. / Legg, Charles L. Andrew and Clayton C. Carter, and severally acknowledged the foregoing Articles of Incorporation to be their act.

WITNESS my hand and notarial seal, the day and year last above



Jean D. Haymaker
Notary Public

ARTICLES OF INCORPORATION
OF
J. H. E. LEGG, INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland October 8, 1964 at 9:00 o'clock A. M. as in conformity
with law and ordered recorded.

A 11570

6

Recorded in Liber F441, folio 462, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

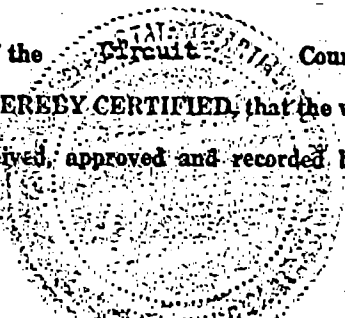
Bonus tax paid \$ 20.00 Recording fee paid \$ 10.00

To the clerk of the Circuit Court of Queen Annes County

IT IS HEREBY CERTIFIED that the within instrument, together with all endorsements thereon,
has been received, approved and recorded by the State Department of Assessments and Taxation
of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

Charles A. Bostger



STATE OF MARYLAND,
QUEEN ANNES COUNTY, SSA.
THIS 13th DAY OF October 1964 WAS
RECEIVED FOR RECORD THIS 11:57
DAY OF October 1964 RE 9157
AND RECORDED IN LIBER Q. C. 1
FILED Queen Annes Record Book
FOR QUEEN ANNES COUNTY.
Charles A. Bostger
CLERK

RECEIVED FOR BOOK E

Jan 19, 1965

ARTICLES OF INCORPORATION
OF

BAY BRIDGE RESTAURANT, INC.

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, JONATHAN EDDY, whose post-office address is 45 Franklin Street, Annapolis, Maryland, MARIA R. EDDY, whose postoffice address is 45 Franklin Street, Annapolis, Maryland, and MARJORIE BLACK GILMER, whose postoffice address is Queenstown, Maryland, all being at least twenty-one years of age, do under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations, associate ourselves with the intention of forming a corporation by the execution and filing of these articles.

SECOND: That the name of the corporation (which is hereinafter called the "Corporation") is:

BAY BRIDGE RESTAURANT, INC.

THIRD: The purposes for which the Corporation is formed are as follows:

(a) To construct, own, buy, sell, lease, equip and operate hotels, motels, restaurants, cafes, theatres, amusement parks and amusement enterprises of all kinds; to manufacture, grow, compound, create, sell and generally deal in all kinds of food, beverages of all kinds (including alcoholic beverages), food stuffs and food products; to manufacture, purchase, sell and generally deal in hotel and restaurant equipment and supplies of all kinds and to manufacture, own, operate and generally deal in and with all kinds of facilities and appurtenances convenient, desirable or necessary in the conduct and operation of the foregoing.

(b) To purchase or otherwise acquire, hold, mortgage, pledge, sell, transfer, or in any manner encumber or dispose of goods, wares, merchandise, implements, and other personal property or equipment of every kind.

JOHN-CLARENCE NORTH
ATTORNEY AT LAW
MASONIC BUILDING
EASTON, MD.

LIBER

1 PAGE 197

(c) To purchase, lease or otherwise acquire, hold, develop, improve, mortgage, sell, exchange, let, or in any manner encumber or dispose of real property wherever situated.

(d) To purchase, lease or otherwise acquire, all or any part of the property, rights, businesses, contracts, good-will, franchises and assets of every kind, of any corporation, co-partnership or individual (including the estate of a decedent), carrying on or having carried on in whole or in part any of the aforesaid businesses or any other businesses that the Corporation may be authorized to carry on, and to undertake, guarantee, assume and pay the indebtedness and liabilities thereof, and to pay for any such property, rights, business, contracts, good-will, franchises or assets, in accordance with the laws of Maryland, of stock, bonds, or other securities of the Corporation or otherwise.

(e) To apply for, obtain, purchase, or otherwise acquire, any patents, copyrights, licenses, trademarks, tradenames, rights, processes, formulae, and the like, which might be used for any of the purposes of the Corporation; and to use, exercise, develop, grant licenses in respect of, sell and otherwise turn to account, the same.

(f) To purchase or otherwise acquire, hold and reissue shares of its capital stock of any class; and to purchase, hold, sell, assign, transfer, exchange, lease, mortgage, pledge or otherwise dispose of, any shares of stock of, or voting trust certificates for any shares of stock of, or any bonds or other securities or evidences of indebtedness issued or created by, any other corporation or association, organized under the laws of the State of Maryland or of any other state, territory, district, colony or dependency of the United States of America, or of any foreign country; and while the owner or holder of any such shares of stock, voting trust certificates, bonds, or other obligations, to possess and exercise in respect thereof any and all the rights, powers, and privileges of ownership, including the right to vote on any shares of stock so held or owned; and upon a distribution of the assets or a

division of the profits of this Corporation, to distribute any such shares of stock, voting trust certificates, bonds or other obligations, or the proceeds thereof, among the stockholders of this Corporation.

(g) To loan or advance money with or without security, without limit as to amount; and to borrow or raise money for any of the purposes of the Corporation and to issue bonds, debentures, notes or other obligations of any nature, and in any manner permitted by law, for money so borrowed or in payment for property purchased, or for any other lawful consideration, and to secure the payment thereof and of the interest thereon, by mortgage upon, or pledge or conveyance or assignment in trust of, the whole or any part of the property of the Corporation, real or personal, including contract rights, whether at the time owned or thereafter acquired; and to sell, pledge, discount or otherwise dispose of such bonds, notes, or other obligations of the Corporation for its corporate purposes.

(h) To carry on any of the businesses hereinbefore enumerated for itself, or for account of others, or through others for its own account, and to carry on any other business which may be deemed by it to be calculated, directly or indirectly, to effectuate or facilitate the transaction of the aforesaid objects or businesses, or any of them, or any part thereof, or to enhance the value of its property, business or rights.

(i) To carry out all or any part of the aforesaid purposes, and to conduct its business in all or any of its branches in any or all states, territories, districts, colonies and dependencies of the United States of America and in foreign countries; and to maintain offices and agencies, in any or all states, territories, districts, colonies and dependencies of the United States of America and in foreign countries.

The foregoing enumeration of the purposes, objects and business of the Corporation is made in furtherance, and not in limitation, of the powers conferred upon the Corporation by law, and is not intended, by the

JOHN CLARENCE NORTH
ATTORNEY AT LAW
MASONIC BUILDING
EASTON, MO.

mention of any particular purpose, object or business, in any manner to limit or restrict the generality of any other purpose, object or business mentioned, or to limit or restrict any of the powers of the Corporation. The Corporation is formed upon the articles, conditions and provisions herein expressed, and subject in all particulars to the limitations relative to corporations which are contained in the general laws of this State.

FOURTH: The postoffice address of the principal office of the Corporation in this State is Bay Bridge Motel, Grasonville, Maryland. The resident agent of the Corporation is JONATHAN EDDY, whose postoffice address is 45 Franklin Street, Annapolis, Maryland. Said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The total number of shares of stock which the Corporation has authority to issue is ONE THOUSAND (1,000) shares without par value, all of one (1) class.

SIXTH: The Corporation shall have not less than four (4) directors and JONATHAN EDDY, MARIA R. EDDY, MARJORIE BLACK GILMER and JOHN-CLARENCE NORTH shall act as such until the first annual meeting, or until their successors are duly chosen and qualify.

SEVENTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the directors and stockholders:

(a) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock for such considerations as said Board of Directors may deem advisable, irrespective of the value or amount of such considerations, but subject to such limitations and restrictions, if any, as may be set forth in the By-laws of the Corporation.

(b) No contract or other transaction between this Corporation and any other corporation and no act of this Corporation shall in any way be affected or invalidated by the fact that any of the directors of this Corporation are pecuniarily or otherwise interested in, or are directors or officers

JOHN-CLARENCE NORTH
ATTORNEY AT LAW
MASONIC BUILDING
EASTON, MD.

of, such other corporation; any directors individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof; and any director of this Corporation who is also a director or officer of such other corporation or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation, which shall authorize any such contract or transaction, and may vote thereat to authorize any such contract or transaction, with like force and effect as if he were not such director or officer of such other corporation or not so interested.

(c) The Board of Directors shall have power, from time to time, to fix and determine and to vary the amount of working capital of the Corporation; to determine whether any, and, if any, what part, of the surplus of the Corporation or of the net profits arising from its business shall be declared in dividends and paid to the stockholders, subject, however, to the provisions of the charter, and to direct and determine the use and disposition of any of such surplus or net profits. The Board of Directors may in its discretion use and apply any of such surplus or net profits in purchasing or acquiring any of the shares of the stock of the Corporation, or any of its bonds or other evidences of indebtedness, to such extent and in such manner and upon such lawful terms as the Board of Directors shall deem expedient.

(d) The Corporation reserves the right to make from time to time any amendments of its charter which may now or hereafter be authorized by law, including any amendments changing the terms of any class of its stock by classification, re-classification or otherwise, but no such amendment which changes the terms of any of the outstanding stock shall be valid unless such change of terms shall have been authorized by the holders of four-fifths of all of such stock at the time outstanding, by vote at a meeting or in writing with or without a meeting.

JOHN-CLARENCE NORTH
ATTORNEY AT LAW
MASONIC BUILDING
EASTON, MD.

JOHN CLARENCE NORTH
ATTORNEY AT LAW
MASONIC BUILDING
EASTON, MD.

or otherwise acquire the business, assets or franchises, in whole or in part, Corporation, whether conferred by law or by these articles, to purchase, lease

authority to exercise, without a vote of stockholders, all powers of the one class to holders of stock of another class or classes; and shall have authorize the payment of stock dividends, whether or not payable in stock of (h) The Board of Directors shall have power to declare and

and the conversion rights of, such shares. and qualifications of, the dividends on, the times and prices of redemption of, issuance of such shares, the preferences, rights, voting powers, restrictions by fixing or altering in any one or more respects, from time to time before reclassify any unissued shares of stock, whether now or hereafter authorized, limitations or restrictions herein set forth or imposed by law, to classify or (g) The Board of Directors shall have power, subject to any this charter.

number of votes entitled to be cast thereon, except as otherwise provided in valid if taken or authorized by the affirmative vote of a majority of the total or authorized by vote of the stockholders, such action shall be effective and proportion of the shares of stock of the Corporation, or to be otherwise taken to be taken or authorized by the affirmative vote of the holders of a designated (f) Notwithstanding any provision of law requiring any action

existing. existing to the exclusion of holders of any or all other classes at the time Board of Directors shall determine, be offered to holders of stock at the time may determine to offer for subscription to the holders of stock may, as said may fix; and any shares or convertible securities which the Board of Directors may determine, and at such price as the Board of Directors in its discretion any thereof other than such, if any, as the Board of Directors in its discretion ble into shares of stock of the Corporation, nor any right of subscription to preferential right of subscription to any shares or to any securities converti- (e) No holders of stock of the Corporation shall have any

of other corporations or unincorporated business entities.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on the 13th day of November, 1964.

WITNESS:

Alvin M. Worm. as to Jonathan Eddy (SEAL)
JONATHAN EDDY

Alvin M. Worm. as to Maria R. Eddy (SEAL)
MARIA R. EDDY

Alvin M. Worm. as to Marjorie Black Gilmer (SEAL)
MARJORIE BLACK GILMER

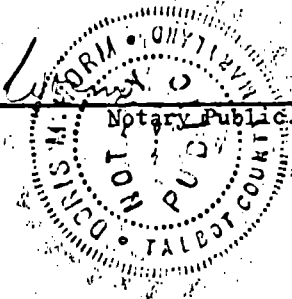
STATE OF MARYLAND, COUNTY OF TALBOT, to-wit:

THIS IS TO CERTIFY, That on the 13th day of November, 1964, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County aforesaid, personally appeared JONATHAN EDDY, MARIA R. EDDY, and MARJORIE BLACK GILMER, and severally acknowledged the foregoing Articles of Incorporation to be their respective act.

WITNESS my hand and Notarial Seal, the day and year last above written.

My Commission Expires:
May 3, 1965.

Alvin M. Worm
Notary Public



JOHN-CLARENCE NORTH
ATTORNEY AT LAW
MABONIC BUILDING
EASTON, MD.

ARTICLES OF INCORPORATION
OF
BAY BRIDGE RESTAURANT, INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland November 13, 1964, at 9:00 o'clock A. M. as in conformity
with law and ordered recorded.

A 12165

8

Recorded in Liber F447, folio 277, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

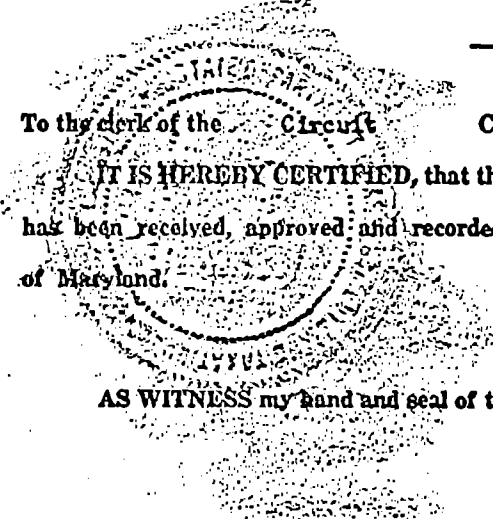
Bonus tax paid \$...20.00.....Recording fee paid \$...14.00.....

To the clerk of the Circuit Court of Queen Anne's County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon,
has been received, approved and recorded by the State Department of Assessments and Taxation
of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

[Handwritten Signature]



STATE OF MARYLAND,
QUEEN ANNE'S COUNTY, MD.
I HEREBY CERTIFY
THAT THIS INSTRUMENT
WAS RECEIVED FOR RECORD THIS
DAY OF 19 1965 9553
AND RECORDED IN BOOK
197 PAGE 602-1
CLERK OF QUEEN ANNE'S COUNTY
[Handwritten Signature]

3.50 PL

12/11/64
H. J.

RECEIVED FOR RECORD Mar 12, 1965

ARTICLES OF INCORPORATION

OF

EASTERN BAY INN, INC.

THIS IS TO CERTIFY;

FIRST: That we, the subscribers, PETER J. WENDLING, whose Post Office address is Grasonville, Queen Anne's County, Maryland, ELIZABETH M. WENDLING, whose Post Office address is Grasonville, Queen Anne's County, Maryland, and JAMES D. SMITH, whose Post Office address is Chester River Beach, Grasonville, Queen Anne's County, Maryland, all being of full age, do, under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations, associate ourselves with the intention of forming a corporation.

SECOND: The name of the corporation (which is hereinafter called "the Corporation") is

EASTERN BAY INN, INC.

THIRD: The purposes for which the Corporation is formed, and the business objects to be carried on and promoted are as follows:

(a) To establish, conduct and engage in the operation for the provision and preparation of food, drink, groceries of all kinds, meats, etc. and other comforts to members of the public, for profit.

(b) To prepare and serve breakfasts, lunches and dinners, sandwiches, etc., and to conduct a restaurant business in general, for profit, including the serving of alcoholic beverages, both with meals and separately at a bar.

(c) To buy, sell and/or otherwise deal in any and all machinery, equipment, furniture, foodstuff, alcoholic beverages, accessories and appliances necessary lawfully to promote the above purposes, including gasoline and motor oils.

(d) And generally to perform all acts which may be necessary to promote the purposes for which the Corporation is formed.

LIBER

1 PAGE 205

FOURTH: The Post Office address of the place at which the principal office of the Corporation will be located is Grasonville, Queen Anne's County, Maryland. The Resident Agent of the Corporation is James D. Smith, Chester River Beach, Grasonville, Queen Anne's County, Maryland. Said Resident Agent is a citizen of Queen Anne's County and actually resides therein.

FIFTH: The Corporation shall have three (3) Directors, and the said Peter J. Wendling, Elizabeth M. Wendling and James D. Smith shall act as such until the first annual meeting, or until their successors are duly chosen and qualified.

SIXTH: The said Corporation is a non-stock corporation, and is not authorized to issue capital stock.

SEVENTH: The said Peter J. Wendling and Elizabeth M. Wendling and James D. Smith shall constitute the governing board of the Corporation, as well as its Directors.

IN WITNESS WHEREOF, We have signed these Articles of Incorporation on this 28th day of November, 1964.

Witness:

Lola Cleverger

Lola Cleverger

Lola Cleverger

Peter J. Wendling (SEAL)
Peter J. Wendling

Elizabeth M. Wendling (SEAL)
Elizabeth M. Wendling

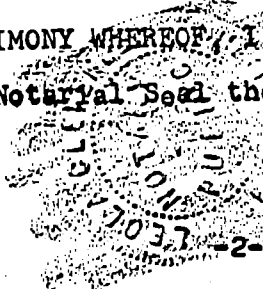
James D. Smith (SEAL)
James D. Smith

STATE OF MARYLAND, COUNTY OF Queen Anne's, To wit:

I HEREBY CERTIFY that on this 28 day of November, 1964, before me, the subscriber, a Notary Public of the State of Maryland, in and for Queen Anne's County, personally appeared PETER J. WENDLING, ELIZABETH M. WENDLING and JAMES D. SMITH, and they each individually acknowledged the foregoing Articles of Incorporation to be their respective act.

IN TESTIMONY WHEREOF, I have hereunto subscribed my name and affixed my Notary Seal the day and year last above written.

Lola Cleverger
Notary Public.
My Commission expires May 1965



✓
MS

ARTICLES OF INCORPORATION
OF
EASTERN BAY INN, INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland December 1, 1964, at 9:00 o'clock A. M. as in conformity
with law and ordered recorded.

A 12388

3

Recorded in Liber F449, folio 385; one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$...20.00.....Recording fee paid \$.....10.00.....

To the clerk of the STATE Circuit Court of Queen Anne's County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon,
has been received, approved and recorded by the State Department of Assessments and Taxation
of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

Charles H. Hartgen

STATE OF MARYLAND,
QUEEN ANNE'S COUNTY, SOE.
I HEREBY CERTIFY THAT
THIS 1 DECEMBER 1964 WAS
RECEIVED FOR RECORD THIS
DAY OF Dec 1964 (RE. 1021)

Charles H. Hartgen
CLERK

RECEIVED FOR RECORD MAR 17 1965

ARTICLES OF INCORPORATION

OF

CLEVINGER OIL COMPANY, INC.

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Marion H. Chambers, whose post office address is Centreville, Maryland; Donald Dennis, whose post office address is 315 Lake Street, Salisbury, Maryland; and James A. Spahn, whose post office address is 315 Lake Street, Salisbury, Maryland; all being residents of the State of Maryland, and all being of full legal age, do under and by virtue of the General Laws of the State of Maryland, authorizing the formation of corporations, associate ourselves with the intention of forming a corporation.

SECOND: The name of the Corporation (which is hereinafter called the "Corporation") is

CLEVINGER OIL COMPANY, INC.

THIRD: The purposes for which the corporation is formed and the business or objects to be carried on and promoted by it are as follows:

1. To establish, own, conduct, operate and otherwise engage in a general commercial petroleum business, including the storage and distribution, either wholesale or retail, of all types of petroleum products; to carry on, manage, own, operate, lease, or deal in an oil distribution business, service stations, tank trucks, and storage facilities as may best promote the activities and purposes of this corporation; and to provide all usual and customary or ancillary services to its customers, including the repair and maintenance of domestic and/or industrial oil burners or furnaces of every class and description.
2. To improve, manage, develop, sell, assign, transfer, lease, mortgage, pledge, or otherwise dispose of, or turn to account, or deal in, all or any part of the property or estate of the corporation, whether real, personal or mixed, and from time to time vary any investment or capital of the corporation.
3. To buy, sell, mortgage, lease, build upon, improve, develop, dispose of and otherwise deal in and with any land or lands, or interest therein, situated within or without the State of Maryland, and to engage in and carry on any other business which may be considered necessary or advisable for the purpose of promoting the general development of any such land or enhancing its value of furnishing useful or desirable conveniences and advantages to the owners thereof or dwellers thereon.
4. To purchase, lease or otherwise acquire, hold, own, construct, erect, improve, manage, operate and in any manner dispose of, and to aid and subscribe toward the acquisition, construction or improvement of plants, mills, factories, works, buildings, machinery, equipment and facilities, and any other property or appliances which may appertain to or be useful in the conduct of any of the business of the corporation, including personal property of all types and kinds, whether purchased on a domestic or foreign market.
5. To acquire all or any part of the good will, rights, property and business of any person, firm, association or corporation heretofore or hereafter engaged in any business similar to any business which the Corporation has the power to conduct, and to hold, utilize, enjoy and in any manner dispose of the whole or any part of the rights, property and business so acquired, and to assume in connection therewith any liabilities of any such person, firm, association, or corporation.

6. To apply for, obtain, purchase or otherwise acquire, any patents, copy-rights, licenses, trade-marks, trade names, rights processes, formulas, and the like, which may be capable of being used for any of the purposes of the Corporation; and to use, exercise, develop, grant licenses in respect of, sell and otherwise turn to account the same.

7. To aid in any manner any person, firm, association, corporation or syndicate, any shares of stock, bonds, debentures, notes, mortgages, or other obligations of which, or any certificates, receipts, warrants or other instruments evidencing rights, or options to receive, purchase or subscribe for the same, or representing any other rights or interests therein, are held by or for the Corporation, or in the welfare of which the Corporation shall have any interest, and to do any acts or things designed to protect, preserve, improve and enhance the value of any such property or interest, or any other property of the Corporation.

8. To guarantee the payment of dividends upon any shares of stock or the performance of any contract by another corporation or association in which the Corporation has an interest, and to endorse or otherwise guarantee the payment of the principal and interest, or either, of any bonds, debentures, notes or other evidences of indebtedness created or issued by any such other corporation or association.

9. To carry out all or any part of the foregoing objects and purposes as principal, factor, agent, contractor, or otherwise, either along or through or in conjunction with any person, firm, association or corporation and in carrying on its business and for the purpose of attaining or furthering any of its objects and purposes, to make and perform any contracts and to do any acts and things and to exercise any powers suitable, convenient to or proper for the accomplishment of any of the objects and purposes herein enumerated or incidental to the powers herein specified, or which at any time may appear conducive to or expedient for the accomplishment of any of such objects and purposes.

10. Without in any particular limiting any of the objects and powers of the Corporation, it is hereby expressly declared and provided that the Corporation shall have the power to make contracts incur liabilities and borrow money; to issue bonds, notes, debentures, stock and other obligations in payment for property purchased or acquired by it for any object in or about its business; to mortgage or pledge any stocks, bonds or other obligations, or any property which may be acquired by it; to secure any bonds or other obligations by it issued or incurred; to guarantee any dividends or bonds or contracts or other obligations; to make and perform contracts of any kind and description; and in carrying on its business for the purpose of attaining or furthering any of its objects, to do any and all other acts and things; and further to be vested with all of the powers set forth by the Public General Laws of Maryland and to exercise any and all powers which a co-partnership or natural person could do and exercise, and which now or hereafter may be authorized by law; provided, however, that any and all of the foregoing powers shall be exercised only in conformity with the Laws of the State of Maryland.

The foregoing objects and purposes shall, except when otherwise expressed, be in no way limited to restricted by reference to, or influence from, the terms of any other clause of this or any other articles of this Articles of Incorporation or of any amendment thereto, and shall each be regarded as independent, and construed as powers as well as objects and purposes.

The Corporation shall be authorized to exercise and enjoy all of the powers, rights and privileges granted to, or conferred upon, corporations of a similar character by the General Laws of the State of Maryland now or hereafter in force, and the enumeration of the foregoing powers shall not be deemed to exclude any powers, rights or privileges so granted or conferred.

FOURTH: The post office address of the place at which the principal office of the Corporation in this State will be located, is Crasonville, Mary-

land. The resident agent of the Corporation is Marion H. Chambers, whose post office address is Centreville, Maryland. Said resident agent is a citizen of the State of Maryland, and actually resides therein.

FIFTH: The Corporation shall have three directors and Marion H. Chambers, Donald Dennis and James A. Spahn, shall act as such until the first annual meeting or until their successors are duly chosen and qualified.

SIXTH: The total amount of the authorized capital stock of the Corporation is ONE HUNDRED THOUSAND DOLLARS (\$100,000.00) par value, divided into One Hundred Thousand (100,000) shares of common stock at a par value of One Dollar (\$1.00) each.

SEVENTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the directors and stockholders.

(1) The Board of Directors of the Corporation are hereby empowered to authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, and securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such considerations as said Board of Directors may deem advisable, subject to such limitations and restrictions, if any, as may be set forth in the by-laws of the Corporation.

(2) Any director individually, or any firm of which any director may be a member, or any corporation or association of which any director may be an officer or director, or in which any director may be interested as the holder of any amount of its capital stock or otherwise, may be a party to, or may be pecuniarily, or otherwise interested in, any contract or transaction of the Corporation and in the absence of fraud no contract or other transaction shall be thereby affected or invalidated, provided that in case a director, or a firm of which a director is a member, is so interested such fact shall be disclosed to the Board of Directors or a majority thereof.

(3) Any contract, transaction or act of the Corporation, or of the directors, which shall be ratified by a majority of a quorum of the stockholders having voting powers at any annual meeting, or at any special meeting called for such purpose, shall, so far as permitted by law, be as valid and as binding as though ratified by every stockholder of the Corporation.

(4) The Corporation reserves the right from time to time to make any amendments of its charter which may now or hereafter be authorized, by law, including any amendments changing the terms of any of its outstanding stock by classification, re-classification or otherwise; but no such amendment which changes the terms of any of the outstanding stock shall be valid unless such change in the terms thereof shall have been authorized by the holders of two-thirds (2/3) of the shares of such stock at the time outstanding, by a vote at a meeting, or in writing with or without a meeting.

(5) Stock certificates shall not be issued to any subscriber until fully paid and said stock certificates, when issued, shall be non-assessable.

EIGHTH: The duration of the corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation this 23rd day of November, 1964.

WITNESS:

Rachel Downes

Ann Jones

Ann Jones

Marion H. Chambers (SEAL)
Marion H. Chambers

Donald Dennis (SEAL)
Donald Dennis

James A. Spahn (SEAL)
James A. Spahn

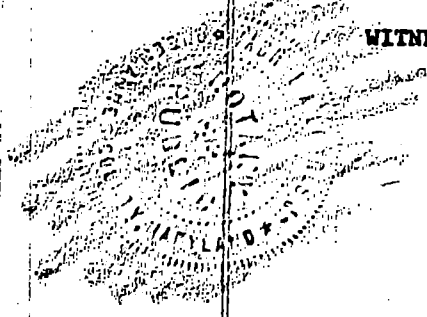
STATE OF MARYLAND

to wit:

COUNTY OF QUEEN ANNE'S

I HEREBY CERTIFY, that on this 23rd day of November, 1964, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared MARION H. CHAMBERS, and he acknowledged the foregoing Articles of Incorporation to be his act.

WITNESS my hand and Notarial Seal.


Richard Rowles J.
Notary Public

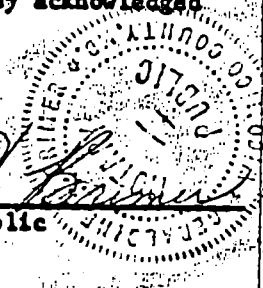
STATE OF MARYLAND

to wit:

COUNTY OF WICOMICO

I HEREBY CERTIFY, that on this 15th day of September, 1964, before me, the Subscriber, a Notary Public of the State and County aforesaid, personally appeared DONALD DENNIS and JAMES A. SPAHN, and they acknowledged the foregoing Articles of Incorporation to be their act.

WITNESS my hand and Notarial Seal.

Barbara J. Harrison
Notary Public 

ARTICLES OF INCORPORATION

OF

CLEVENGER OIL COMPANY, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland December 1, 1964, at 9:00 o'clock A. M. as in conformity with law and ordered recorded.

A 12391

Recorded in Liber 1249, folio 401, one of the Charter Records of the State

Department of Assessments and Taxation of Maryland.

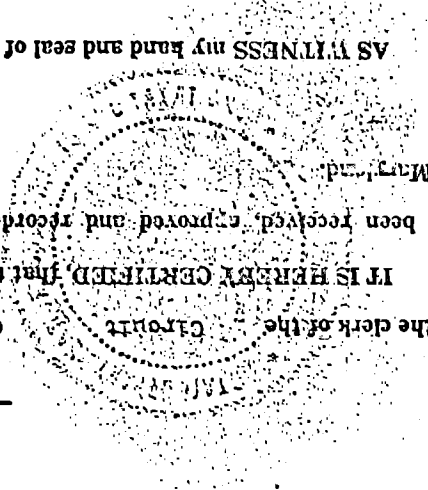
Bonus tax paid \$ 20.00 Recording fee paid \$ 10.00

To the clerk of the Court of Queen Anne's County

IT IS HEREBY CERTIFIED that the within instrument, together with all endorsements thereon, has been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

Charles W. Beal



STATIONER
QUEEN ANNE'S COUNTY, MD.
THIS CHARTER HEREBY CERTIFIED
RECEIVED FOR RECORD IN
BY CLERK 65 RE 10211
ADD FURNISH TO LIBER 006-1
FILED IN CLERK'S OFFICE
Charles W. Beal
2. 50 1964

11/11/65
W. S.
RECEIVED FOR RESS. Mar. 31, 1965

ARTICLES OF INCORPORATION

OF

CALVERT SHELLFISH COMPANY

THIS IS TO CERTIFY:

FIRST; That we, the subscribers, Calvert E. Hoxter, whose post office address is Grasonville, Queen Anne's County, Maryland; Anna Virginia Hoxter, whose post office address is Grasonville, Queen Anne's County, Maryland; and James Edward Hoxter, whose post office address is Grasonville, Queen Anne's County, Maryland, all being of full legal age, do under and by viture of the General Laws of the State of Maryland, authorizing the formation of corporations, associate ourselves with the intention of forming a corporation.

SECOND: The name of the Corporation (which is hereinafter called the "Corporation") is

CALVERT SHELLFISH COMPANY

THIRD: The purpose for which the corporation is formed and the business or objects to be carried on and promoted by it are as follows:

1. To own, conduct, operate, maintain, manage and carry on a business of food dealers, or distributors, either at retail or wholesale; to purchase, process, distribute and sell shellfish, seafood and other food products either fresh or frozen at retail or wholesale, and in general to engage in a food distribution business at retail or wholesale.
2. To improve, manage, develop, sell, assign, transfer, lease, mortgage, pledge, or otherwise dispose of, or turn account, or deal in, all or any part of the property or estate of the corporation, whether real, personal or mixed, and from time to time vary any investment or capital of the corporation.
3. To buy, sell, mortgage, lease, build upon, improve, develop, dispose of and otherwise deal in and with any land or lands, or interest therein, situated within or without the State of Maryland, and to engage in and carry on any other business which may be considered necessary or advisable for the purpose of promoting the general development of any such land or enhancing its value of furnishing useful or desirable conveniences and advantages to the owners thereof or dwellers thereon.
4. To purchase, lease or otherwise acquire, hold, own, construct, erect, improve, manage, operate and in any manner dispose of, and to aid and subscribe toward the acquisition, construction or improvement of plants, mills, factories, works, buildings, machinery, equipment and facilities, and any other property or appliances which may appertain to or be useful in the conduct of any of the business of the corporation, including personal property of all types and kinds, whether purchased on a domestic or foreign market.
5. To acquire all or any part of the good will, rights, property and business of any person, firm, association or corporation heretofore or hereafter engaged in any business similar to any business which the Corporation has the power to conduct, and to hold, utilize, enjoy and in any manner dispose of the whole or any part of the rights, property and business so acquired, and to assume in connection therewith any liabilities of any such person, firm, association or corporation.
6. To apply for obtain, purchase or otherwise acquire, any patents, copy-rights, licenses, trade-marks, trade names, rights, processes, formulas, and the like, which may be capable of being used for any of the purposes of the Corporation; and to use, exercise, develop, grant licenses in respect of, sell and otherwise turn to account the same.

7. To aid in any manner any person, firm, association, corporation or syndicate, any shares of stock, bonds, debentures, notes, mortgages, or other obligations of which, or any certificates, receipts, warrants or other instruments evidencing rights, or options to receive, purchase or subscribe for the same, or representing any other rights or interests therein, are held by or for the Corporation, or in the welfare of which the Corporation shall have any interest, and to do any acts or things designed to protect, preserve, improve and enhance the value of any such property or interest, or any other property of the Corporation.

8. To guarantee the payment of dividends upon any shares of stock or the performance of any contract by another corporation or association in which the Corporation has an interest, and to endorse or otherwise guarantee the payment of the principal and interest, or either, of any bonds, debentures, notes or other evidences of indebtedness created or issued by any such other corporation or association.

9. To carry out all or any part of the foregoing objects and purposes as principal, factor, agent, contractor, or otherwise, either along or through or in conjunction with any person, firm, association or corporation and, in carrying on its business and for the purpose of attaining or furthering any of its objects and purposes, to make and perform any contracts and to do any acts and things and to exercise any powers suitable, convenient to or proper for the accomplishment of any of the objects and purposes herein enumerated or incidental to the powers herein specified, or which at any time may appear conducive to or expedient for the accomplishment of any of such objects and purposes.

10. Without in any particular limiting any of the objects and powers of the Corporation, it is hereby expressly declared and provided that the Corporation shall have the power to make contracts incur liabilities and borrow money; to issue bonds, notes, debentures, stock and other obligations in payment for property purchased or acquired by it for any object in or about its business; to mortgage or pledge any stocks, bonds or other obligations, or any property which may be acquired by it; to secure any bonds or other obligations by it issued or incurred; to guarantee any dividends or bonds or contracts or other obligations; to make and perform contracts of any kind and description; and in carrying on its business for the purpose of attaining or furthering any of its objects, to do any and all other acts and things; and further to be vested with all of the powers set forth by the Public General Laws of Maryland and to exercise any and all powers which a co-partnership or natural person could do and exercise, and which now or hereafter may be authorized by law; provided, however, that any and all of the foregoing powers shall be exercised only in conformity with the Laws of the State of Maryland.

The foregoing objects and purposes shall, except when otherwise expressed, be in no way limited to restricted by reference to, or influence to, or influence from, the terms of any other clause of this or any other articles of this Articles of Incorporation or of any amendment thereto, and shall each be regarded as independent, and construed as powers as well as objects and purposes.

The Corporation shall be authorized to exercise and enjoy all of the powers, rights and privileges granted to, or conferred upon, corporations of a similar character by the General Laws of the State of Maryland now or hereafter in force, and the enumeration of the foregoing powers shall not be deemed to exclude any powers, rights or privileges so granted or conferred.

FOURTH: The post office address of the place at which the principal office of the Corporation in this State will be located is Grasonville, Queen Anne's County, Maryland. The resident agent of the Corporation is Calvert E. Hoxter, whose post office address is Grasonville, Queen Anne's County, Maryland. Said resident agent is a citizen of the State of Maryland, and actually resides therein.

FIFTH: The Corporation shall have three directors and Calvert E. Hoxter, Anna Virginia Hoxter, and James Edward Hoxter, shall act as such until the first annual meeting or until their successors are duly chosen and qualified.

SIXTH: The total amount of the authorized capital stock of the Corporation is ONE HUNDRED THOUSAND DOLLARS (\$100,000.00) par value, divided into TEN THOUSAND (10,000) shares of common stock at a par value of TEN DOLLARS (\$10.00) each.

SEVENTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the directors and stockholders.

(1) The Board of Directors of the Corporation are hereby empowered to authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, and securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such considerations as said Board of Directors may deem advisable, subject to such limitations and restrictions, if any, as may be set forth in the by-laws of the Corporation.

(2) Any director individually, or any firm of which any director may be a member, or any corporation or association of which any director may be an officer or director, or in which any director may be interested as the holder of any amount of its capital stock or otherwise, may be a party to, or may be pecuniarily, or otherwise interested in, any contract or transaction of the Corporation and in the absence of fraud no contract or other transaction shall be thereby affected or invalidated, provided that in case a director, or a firm of which a director is a member, is so interested such fact shall be disclosed to the Board of Directors or a majority thereof.

(3) Any contract, transaction or act of the Corporation, or of the directors, which shall be ratified by a majority of a quorum of the stockholders having voting powers at any annual meeting, or at any special meeting called for such purpose, shall, so far as permitted by law, be as valid and as binding as though ratified by every stockholder of the Corporation.

(4) The Corporation reserves the right from time to time to make any amendments of its charter which may now or hereafter be authorized by law, including any amendments changing the terms of any of its outstanding stock by classification, re-classification or otherwise; but no such amendment which changes the terms of any of the outstanding stock shall be valid unless such change in the terms thereof shall have been authorized by the holders of two-thirds (2/3) of the shares of such stock at the time outstanding, by a vote at a meeting, or in writing with or without a meeting.

(5) The corporation reserves the right from time to time to retire its own stock at its then existing book value. No common stock of the corporation shall be sold, pledged, mortgaged, given or distributed by any stockholder, or by any executor or personal representative of a deceased stockholder, or otherwise assigned, disposed of or transferred to a transferee, other than the corporation, without having first been offered, in writing, for sale to the corporation for a period of sixty (60) days at its then book value, excepting good will therefrom; failure of the corporation to exercise its right of purchase within said period, or a written refusal to purchase said stock so offered by said corporation before the expiration of said period, shall constitute a waiver of these requirements. Any transfer in violation of these conditions shall be void and shall confer no rights to the transferees except as may be required by Law.

(6) Stock certificates shall not be issued to any subscriber until fully paid and said stock certificates, when issued, shall be non-assessable.

EIGHTH: The duration of the corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation this 26 day of December, 1964.

WITNESS:

Rachel G. Hoxter Jr
Rachel G. Hoxter Jr
Rachel G. Hoxter Jr

Calvert E. Hoxter (SEAL)
Calvert E. Hoxter
Anna Virginia Hoxter (SEAL)
Anna Virginia Hoxter
James Edward Hoxter (SEAL)
James Edward Hoxter

STATE OF MARYLAND

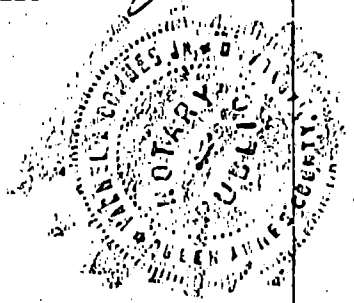
to wit:

COUNTY OF QUEEN ANNE'S

I HEREBY CERTIFY, that on this 26 day of December, 1964, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared CALVERT E. HOXTER, ANNA VIRGINIA HOXTER, AND JAMES EDWARD HOXTER, and they acknowledged the foregoing Articles of Incorporation to be their act.

WITNESS my hand and Notarial Seal.

Rachel G. Hoxter Jr
NOTARY PUBLIC



ARTICLES OF INCORPORATION
OF
CALVERT SHELLFISH COMPANY

approved and received for record by the State Department of Assessments and Taxation
of Maryland January 7, 1965, at 9:00 o'clock A. M. as in conformity
with law and ordered recorded.

A 13003

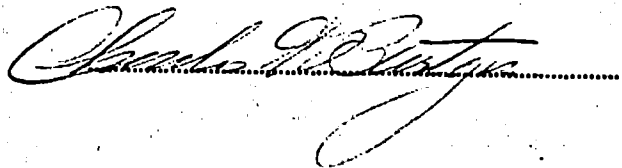
5
Recorded in Liber F 455, folio 507, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$...20.00.....Recording fee paid \$...10.00.....

To the clerk of the Circuit Court of Queen Anne County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon,
has been received, approved and recorded by the State Department of Assessments and Taxation
of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.



CLERK OF THE CIRCUIT COURT,
QUEEN ANNE'S COUNTY, MD.
RECEIVED FOR RECORD THIS 31
DAY OF JAN 1965 RE 10474
RECORDED IN BOOK (W.C.)
PAGE 213 RECORDED BOOK
FOR QUEEN ANNE'S COUNTY.
Charles W. Cecil CLERK

RECEIVED FOR RECORD Mar 31 1965

ARTICLES OF INCORPORATION

OF

W. W. MONTAGUE, INC.

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Woodrow W. Montague, Helen H. Montague, whose post office address is Sudlersville, Maryland, and Evelyn D. Nelson, whose post office address is Centreville, Maryland, all being of full legal age, do under and by virtue of the General Laws of the State of Maryland, authorizing the formation of corporations, associate ourselves with the intention of forming a corporation.

SECOND: That the name of the corporation (which is hereafter called the "Corporation"), is:

"W. W. MONTAGUE, INC."

THIRD: That the purpose for which the corporation is formed and the business or objects to be carried on and promoted by it are as follows:

(a) To buy, sell, lease, deal in and deal with, store and repair automobiles and motor vehicles of all descriptions, including motor boats, marine engines, bicycles and vehicles of all kinds and descriptions, and all parts and accessories, and all parts and supplies used in connection therewith and to do any and all things necessary and pertinent to said business.

(b) To buy, sell, license, lease, deal in and deal with machinery of every kind and description, and articles of every nature, and more particularly, agricultural machinery, farm machinery, dairy machinery, elevating and conveying machinery and all parts thereof, and to carry on a general retail merchandise business, including the sale, lease, storage and repair of same and to do any and all things necessary and pertinent to said business.

(c) To own, lease, operate and manage garages and filling stations for motor vehicles and farm machinery; to buy, sell, rent, store, repair and care for motor vehicles and farm machinery and equipment of all kinds, their parts, appurtenances, accessories, supplies, tools, equipment and all other personal property of every kind and description, and to make loans, discount notes secured by motor vehicles, farm machinery and equipment, their parts, appurtenances, supplies and accessories and to do any and all things necessary and pertinent to said business.

(d) To purchase, build, lease or otherwise acquire land and buildings, in order to conduct and operate the above enumerated businesses and to convey, mortgage, pledge, transfer or otherwise acquire or dispose of lands, buildings and other structures and all other property, both real and personal, of every kind and description, or any interest therein necessary or desirable for the carrying on of the business of the corporation.

(e) To carry on any other business which may seem to the corporation to be necessary or advantageous, either directly or indirectly to carry out the aforesaid objects or any of them.

(f) To purchase, acquire, hold, improve, sell, convey, assign, release, mortgage, incumber, lease, hire and deal in real and personal property of every name and nature.

FOURTH: The post office address of the principal office of the corporation in this State is Sudlersville, in Queen Anne's County, Maryland. The name of the resident agent of the corporation in this State is J. Thomas Clark, whose post office address is 114 North Commerce Street, Centreville, Queen Anne's County, Maryland. Said resident agent is a citizen agent of the State of Maryland and actually resides therein.

FIFTH: The number of directors of the corporation shall be three (3) which number may be increased, or decreased, pursuant to the by-laws of the corporation, but shall never be less than three (3) or more than nine (9); or until their successors are duly chosen and qualify, are Woodrow W. Montague, Helen H. Montague and Evelyn D. Nelson.

SIXTH: The total number of shares which the corporation has authority to issue is five thousand (5,000) shares, with par value of Twenty (\$20.00) Dollars per share, all of one class and designated common stock.

SEVENTH: The Board of Directors are expressly authorized to make, alter, amend and rescind the by-laws of the corporation, to fix the amount to be reserved as working capital, to authorize and cause to be executed mortgages and liens upon the real and personal property of the corporation.

EIGHTH: The signers of the Articles of Incorporation, being Directors, shall have the direction of the affairs and of the organization of the corporation, and may hold meeting or meetings in person or by proxy, and at such meeting or meetings elect directors and take such steps as are proper to obtain the necessary subscriptions to the stock and to perfect the organization of the corporation.

IN WITNESS WHEREOF, We have signed the Articles of Incorporation on this 30th day of December, 1964.

WITNESS:

Betty M. Comegys

Woodrow W. Montague (SEAL)
Woodrow W. Montague

Betty M. Comegys

Helen H. Montague (SEAL)
Helen H. Montague

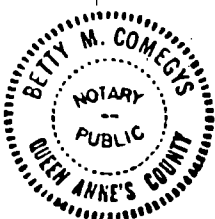
Betty M. Comegys

Evelyn D. Nelson (SEAL)
Evelyn D. Nelson

STATE OF MARYLAND, QUEEN ANNE'S COUNTY, to wit:

I HEREBY CERTIFY, that on this 30th day of December, 1964, before me, the subscriber, a Notary Public of the State of Maryland in and for Queen Anne's County aforesaid, personally appeared Woodrow W. Montague, Helen H. Montague and Evelyn D. Nelson, and severally acknowledged the foregoing Articles of Incorporation to be their act.

WITNESS my hand and Notarial Seal, the day and year last above written.



Betty M. Comegys
Notary Public

My Commission expires: May 3, 1965

LIBER

1 PAGE 219

ARTICLES OF INCORPORATION
OF
W. W. MONTAGUE, INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland January 4, 1965, at 10:07 o'clock A. M. as in conformity
with law and ordered recorded.

A 13093

3

Recorded in Liber f. 456, folio 411, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

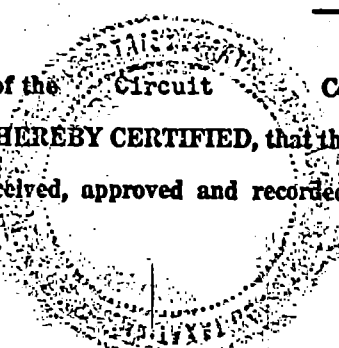
Bonus tax paid \$ 20.00 Recording fee paid \$ 10.00

To the clerk of the Circuit Court of Queen Anne County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon,
has been received, approved and recorded by the State Department of Assessments and Taxation
of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

Charles R. [Signature]



STATE OF MARYLAND,
QUEEN ANNE'S COUNTY, SOE.
HEREBY CERTIFY THAT
THIS Charter WAS
RECEIVED FOR RECORD THIS 31
DAY OF March 1965 RE 10474
AND RECORDED IN LIBER CWC-1
file 218 RECORD BOOK
FOR QUEEN ANNE'S COUNTY.
CLERK

11/3/65
W.F.
RECEIVED FOR RECORD Mar. 31, 1965

WYE RIVER ASSOCIATION, INC.

ARTICLES OF INCORPORATION

THIS IS TO CERTIFY:

(First): That we, the undersigned,

(a) Frank M. Hardy, whose post office address is Queenstown, Maryland;

(b) William J. Fulton, whose post office address is Queenstown, Maryland, and;

(c) Shepard Krech, Jr., whose post office address is Easton, Maryland;

each being at least twenty-one years of age, do hereby associate ourselves as incorporators with the intention of forming a corporation under and by virtue of the General Laws of the State of Maryland.

(Second): The name of the corporation (which is hereinafter called the Corporation) is

WYE RIVER ASSOCIATION, INC.

(Third): The purposes for which the Corporation is formed are as follows:

(a) To protect and preserve the natural resources of an area comprising the waters of Wye River and such parts of Queen Anne's and Talbot Counties, in the State of Maryland, lying near or adjacent to Wye River, as may from time to time be defined in the by-laws of the Corporation;

(b) To protect and advance the mutual interests of the inhabitants and property owners of, and persons earning their livelihoods within, the abovementioned area, including its water area;

(c) To protect and increase the seafood resources of the area;

(d) To promote the orderly economic development of the area;

(e) To assist public authorities to prevent pollution of the waters of Wye River;

(f) To preserve the natural beauty of the area;

(g) To urge adequate maintenance and improvement of roads by public authorities;

(h) To protect and enhance the value of real estate within the area;

(i) To require fair and legal tax assessments within the area;

(j) To combat community deterioration, vandalism and juvenile delinquency in the area;

(k) To lessen neighborhood tensions in the area;

(l) To encourage strict adherence by all persons to the letter and spirit of zoning, subdivision, building, health, trash, traffic, boat, hunting, fishing and seafood laws, regulations and ordinances as well as all other reasonable laws, regulations and ordinances from time to time affecting the area;

(m) To purchase, acquire, hold, improve, develop, sell, convey, assign, mortgage, encumber, lease or otherwise dispose of or deal in or with real or personal property of every name and nature, wherever situated;

(n) To carry on any businesses and activities which may seem to this Corporation to be calculated, either directly or indirectly, to effectuate the aforesaid objects or any of them, or any part thereof; and generally to exercise the powers enumerated by the laws of the State of Maryland pertaining to corporations, and to do any act, matter or thing not inconsistent with said laws and which may be appropriate to promote and attain the objects and purposes for which this Corporation is formed.

The foregoing enumeration of powers, purposes and objects is made in furtherance and not in limitation of the powers conferred upon the Corporation by law and is not intended by mention of any particular object or business in any manner to limit or restrict the generality of any other purposes, objects or business mentioned, or to limit or restrict any of the powers of the Corporation.

(Fourth): The post office of the place at which the principal office of the Corporation in this State will be located is Queens-town, Maryland.

The resident agent of the Corporation is Frank M. Hardy, whose post office address is Queenstown, Maryland. Said resident agent is a citizen of the State of Maryland and actually resides therein.

(Fifth): The Corporation is not authorized to issue any capital stock and shall not be operated for profit. No part of its net earnings shall inure to the benefit of any member or individual. No member or individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation. Upon the dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation shall be distributed exclusively to charitable, religious, scientific, literary or educational organizations which would then qualify under the provisions of Section 501 (c) (3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

(Sixth): The Board of Directors may choose the first members, establish membership dues and other membership requirements in accordance with the By-laws of the Corporation.

(Seventh): The number of directors of the Corporation shall be five (5), which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than three; and the names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are:

(a) Frank M. Hardy, whose post office address is Queens-
town, Maryland;

(b) William J. Fulton, whose post office address is Queens-
town, Maryland;

(c) Shepard Krech, Jr., whose post office address is Easton,
Maryland;

(d) Rogers C. B. Morton, whose post office address is
Easton, Maryland, and;

(e) Norman Anderson, whose post office address is Grason-
ville, Maryland.

IN WITNESS WHEREOF, we have signed these Articles of Incorpora-
tion this 11th day of January, 1965:

WITNESS:

Betty Jane Meredith Frank M. Hardy
Frank M. Hardy

Betty J. Meredith William J. Fulton
William J. Fulton

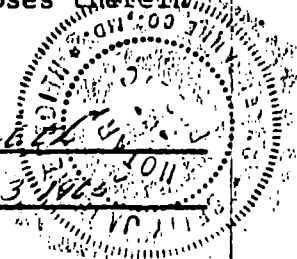
Gertrude K. Frey Shepard Krech Jr
Shepard Krech, Jr.

STATE OF MARYLAND)
QUEEN ANNE'S COUNTY) SS:

I HEREBY CERTIFY, that on this 11 day of January, 1965, before
me, the subscriber, a Notary Public of the State of Maryland, in and
for Queen Anne's County, personally appeared Frank M. Hardy, and
William J. Fulton, known to me (or satisfactorily proven) to be the
persons whose names are subscribed to the within instrument and
acknowledged that they executed the same for the purposes therein
contained.

WITNESS my hand and notarial seal:

Betty Jane Meredith
My commission expires: May 3, 1965

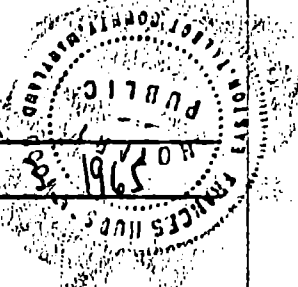


STATE OF MARYLAND)
TALBOT COUNTY) SS:

I HEREBY CERTIFY, that on this 11 day of January, 1964, before
me, the subscriber, a Notary Public of the State of Maryland, in and
for Talbot County, personally appeared Shepard Krech, Jr., known to
me (or satisfactorily proven) to be the person whose name is sub-
scribed to the within instrument and acknowledged that he executed
the same for the purposes therein contained.

WITNESS my hand and notarial seal:

Frances Hudson Wood
My commission expires: May 3, 1965



ARTICLES OF INCORPORATION
OF
WYE RIVER ASSOCIATION, INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland January 12, 1965, at 9:00 o'clock A. M. as in conformity
with law and ordered recorded.

A 13096

Recorded in Liber 4-456, folio 423, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 10.00

To the clerk of the Circuit Court of Queen Anne County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon,
has been received, approved and recorded by the State Department of Assessments and Taxation
of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

Charles W. Bartgen

STATE OF MARYLAND,
QUEEN ANNE'S COUNTY, NOT.
I HEREBY CERTIFY THAT
THIS *Charles* WAS
RECEIVED FOR RECORD THIS *31*
DAY OF *Jan* 19 *65* FE *10.74*
AND RECORDED IN LIBER *456-1*
11221 RECORDED BOOK
FOR QUEEN ANNE'S COUNTY.
Charles W. Bartgen CLERK

1/21/65
RECEIVED FOR RECORD

Mar 31 1965

ARTICLES OF INCORPORATION

OF

WYE ISLAND CLUB, INC.

ARTICLE I
SUBSCRIBERS

We, the subscribers, Lowell R. Bowen, whose post office address is 10 Light Street, Baltimore, Maryland, Robert L. Karwacki, whose post office address is 10 Light Street, Baltimore, Maryland, and Theodore C. Waters, Jr., whose post office address is 10 Light Street, Baltimore, Maryland, all being of full legal age, do, under and by virtue of the laws of the State of Maryland authorizing formation of corporations, associate ourselves with the intention of forming a corporation.

ARTICLE II
NAME

The name of the corporation is

WYE ISLAND CLUB, INC.

ARTICLE III
PURPOSES, OBJECTIVES AND POWERS

The corporation is formed solely for the recreational purposes and activities of its members and not for profit. No part of its net income shall inure to the benefit of any member and the more specific purposes for which the corporation is formed and the objectives to be promoted by it are as follows:

Clause (1) To lease or purchase a tract or tracts of land with improvements thereon erected so situated as to provide a site or

LIBER

1 PAGE 225

location for the members of the corporation and their respective guests to engage in the lawful hunting thereon of wildlife, including ducks, geese, quail, doves, rabbits, squirrels, deer and any other lawful prey, as well as to engage in trap shooting on said premises.

Clause (2) To make available to the corporation's members and their respective guests facilities, means, areas and locations for fishing, boating and related activities in and upon the Chesapeake Bay or its tributaries as may be permitted by the laws of the United States of America or of the state or states wherein such activities are engaged.

Clause (3) To provide the corporation's members with all requisite facilities for the lawful pursuit of diverse sporting, entertainment and recreational activities of all lawful kinds or character.

Clause (4) To provide the corporation's members and their respective guests with facilities for outdoor exercise and the conduct of recreational and competitive games or events including golf, tennis and any and all other lawful sports, games or recreational pursuits.

Clause (5) To provide the corporation's members and their respective guests with a lodge or club house and such other housing facilities as may be deemed necessary or desirable for use and occupancy for any and all lawful recreational and vacation purposes.

It is the intention that the objects and purposes specified in the foregoing clauses of this Article shall not, unless otherwise specified herein, be in any wise limited or restricted by reference to, or inference from, the terms of any other clause of this or any other article in this charter, but that the objects and purposes specified in each of the clauses of this Article shall be regarded as independent

objects and purposes. It is also the intention that said clauses be construed both as purposes and powers; and, generally, that the corporation shall be authorized to exercise and enjoy all other rights, powers and privileges granted to, or conferred upon, non-stock corporations of this character by the laws of the State of Maryland, and the enumeration of certain powers as herein specified is not intended as exclusive of, or as waiver of, any of the powers, rights or privileges granted or conferred by the laws of said state now or hereafter in force.

ARTICLE IV
PRINCIPAL OFFICE AND RESIDENT AGENT

The post office address of the principal office of the corporation in this state is Queenstown, Maryland, and the resident agent of the corporation is Clarence W. Miles, whose post office address is Queenstown, Maryland; said resident agent is a citizen of the State of Maryland and actually resides therein.

THE CORPORATION SHALL NOT BE AUTHORIZED TO ISSUE CAPITAL STOCK

ARTICLE V
BOARD OF GOVERNORS
AND OFFICERS OF CORPORATION

The number of Governors of the corporation shall be not less than seven (7) which number may be increased pursuant to the by-laws of the corporation and the names of the Governors who shall act until their successors are duly chosen and qualified are:

Charles H. Welling
Dr. John Herman Long
Rinaldo Van Brunt
Clarence W. Miles

Horace Wade
Henry Dudley
Nathan Twining

- 3 -

LIBER 1 PAGE 227

The following are the officers of the corporation who shall serve as such until their respective successors are duly chosen and qualified:

Charles H. Welling - President
Horace Wade - Vice President
Clarence W. Miles - Secretary
Henry Dudley - Treasurer

ARTICLE VI
PROVISIONS DEFINING, LIMITING AND REGULATING POWERS

The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the corporation and the Governors and the members thereof:

Clause (1) The membership of the corporation shall be limited to such number as may be determined from time to time by the Board of Governors. The Board of Governors shall have the power from time to time to increase or decrease the number of members of the corporation and shall be further empowered to determine and establish the dues to be paid by each member of every class, but in no event shall the annual dues for any member be less than Fifty Dollars (\$50.00). The Board of Governors shall be further empowered to fix and establish a schedule of fees to be paid by each and every member or his guest or guests for each use of the club and any of the facilities thereof.

Clause (2) No contract or other transaction between this corporation and any other association, firm or corporation shall in any way be affected or invalidated by the fact that any of the Governors or officers of this corporation are pecuniarily or otherwise interested in, or are directors or officers of such other association, firm or corporation; any Governor or officer of this corporation individually

may be a party to or may be pecuniarily or otherwise interested in, any contract or transaction of this corporation; and any Governor of the corporation who is also a director or officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Governors of the corporation which shall authorize or confirm any such contract or transaction and may vote thereat to authorize or confirm any such contract or transaction with like force and effect as if he were not such director or officer of such corporation or not so interested; and each and every person who may become a Governor or officer of this corporation is hereby relieved from any liability that might otherwise exist from thus contracting with this corporation for the benefit of himself or any person, firm, association, or corporation in which he may be in any wise interested.

Clause (3) The corporation reserves the right to make from time to time any amendments of its charter which may now or hereafter be authorized by law, including but not restricted to any amendments changing the terms and conditions applicable to the qualification of or the method of electing members.

ARTICLE VII BY-LAWS

The Board of Directors shall have the power at any regular or special meeting thereof to make and adopt by-laws, or to amend, alter or repeal any by-laws of the corporation. The by-laws may contain any provision for the regulation and management of the affairs of the corporation not inconsistent with law or the provisions of this charter.

ARTICLE VIII
INDEMNIFICATION OF OFFICERS AND GOVERNORS

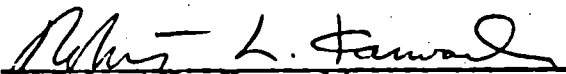
Each Governor and each officer of the corporation, and his heirs, executors and administrators shall be indemnified by the corporation against all costs and expenses reasonably incurred by him for advice or assistance concerning, or in connection with the defense of, any civil, criminal, administrative, or other claim, action, suit or proceeding in which he may become involved, or with which he may be threatened, by reason of his being, or having been, a Governor or officer of the corporation, or by reason of his serving or having served any corporation, trust, committee, firm or other organization as director, officer, employee, trustee, member or otherwise at the request of the corporation, whether or not he continues to be a Governor or officer at the time of incurring such costs or expenses, except costs and expenses incurred in relation to matters as to which such Governor or officer shall have been derelict in the performance of his duty as such Governor or officer.

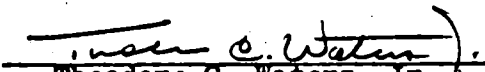
ARTICLE IX
INFORMAL ACTION BY BOARD OF GOVERNORS OR COMMITTEES THEREOF

Any action required or permitted to be taken at a meeting of the Board of Governors, or of any committee thereof, may be taken without a meeting, if a written consent to such action is signed by all members of the Board of Governors or of such committee, as the case may be, and such written consent is filed with the minutes of proceedings of the Board or committee.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation
this 21st day of January, 1965.

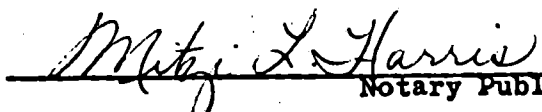

Lowell R. Bowen


Robert L. Karwacki


Theodore C. Waters, Jr.

STATE OF MARYLAND)
CITY OF BALTIMORE) SS

On this 21st day of January, 1965, before me, the undersigned, a
Notary Public of the State and City aforesaid, personally appeared
Lowell R. Bowen, Robert L. Karwacki and Theodore C. Waters, Jr., who
made oath in due form of law that they executed the foregoing Articles
of Incorporation and that the matters and facts set forth in said
Articles of Incorporation with respect to authorization and approval
are true.


Notary Public



ARTICLES OF INCORPORATION
OF
WYE ISLAND CLUB, INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland January 21, 1965 at 11:30 o'clock A. M. as in conformity
with law and ordered recorded.

A 13196

Recorded in Liber 457, folio 8 30, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$.....20.00.....Recording fee paid \$.....11.00.....

To the clerk of the Circuit Court of Queen Annes County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon,
has been received, approved and recorded by the State Department of Assessments and Taxation
of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

STATE OF MARYLAND,
QUEEN ANNES COUNTY, SOI,
I HEREBY CERTIFY THAT
THIS Charter
DATE Mar 65 RE 10474
AND RECORDED IN LIBER 457-1
Charters RECORD BOOK
FOR QUEEN ANNES COUNTY.
CLERK

Charles J. Bentley

RECEIVED FOR R. O. J. May 5, 1965

ARTICLES OF SALE

BY AND BETWEEN

THE WILSON GRAIN COMPANY,
a body corporate of the State of Maryland,
Transferor

AND

QUEEN ANNE'S COUNTY COOPERATIVE, INC.,
a body corporate of the State of Maryland,
Transferee

THE WILSON GRAIN COMPANY, a body corporate of the State of Maryland, hereinafter called "Transferor", and QUEEN ANNE'S COUNTY COOPERATIVE, INC., a body corporate of the State of Maryland, hereinafter called "Transferee", hereby certify to the State Department of Assessments and Taxation of Maryland that:

FIRST: The Transferor agrees to sell substantially all its property and assets to Transferee (including real estate, machinery and equipment, trucks and delivery equipment, and office furniture and equipment). The terms and conditions of the sale and the mode of carrying the same into effect are more particularly set forth hereinafter in these Articles of Sale.

SECOND: The name and post office address of the principal place of business of the Transferee is as follows:

Queen Anne's County Cooperative, Inc.
425 South Commerce Street
Centreville, Maryland

THIRD: The parties to these Articles of Sale are The Wilson Grain Company, a corporation organized and existing under the laws of the State of Maryland, and Queen Anne's County Cooperative, Inc., a corporation organized and existing under the laws of the State of Maryland.

HENRY, HENRY & ADKINS
ATTORNEYS AT LAW
EASTON, MARYLAND

LIBER

1 PAGE 233

FOURTH: The nature and amount of the consideration to be paid by the Transferee for the property and assets of the Transferor corporation is cash in the amount of Ninety Thousand Dollars (\$90,000.00).

FIFTH: The principal office of the Transferor is located in Queen Anne's County, in which county it owns property, the title to which could be affected by the recording of an instrument among the Land Records thereof. The principal office of the Transferee is located in Queen Anne's County.

SIXTH: These Articles were duly advised by the Board of Directors of the Transferor corporation and approved by its stockholders by a written consent signed by all the stockholders of said corporation, in accordance with the requirements of Article 23, Annotated Code of Maryland (1957), and the bylaws and charter of the Transferor corporation.

SEVENTH: These Articles were duly affirmed by the Board of Directors of the Transferee corporation in accordance with the requirements of Article 23, Annotated Code of Maryland (1957), and the bylaws and charter of the Transferee corporation.

IN WITNESS WHEREOF, The Wilson Grain Company has caused these presents to be signed in its name and in its behalf by its President and its corporate seal to be hereunto affixed and attested by its Secretary, and Transferee, Queen Anne's County Cooperative, Inc., has caused these presents to be signed in its name and in its behalf by its President and its corporate seal to be hereunto affixed and attested by its Secretary, this 9th day of February, 1965.

HENRY, HENRY & ADKINS
ATTORNEYS AT LAW
EASTON, MARYLAND

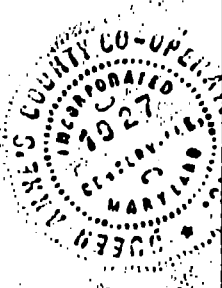


ATTEST:

THE WILSON GRAIN COMPANY

C. O. Nicholson
C. O. Nicholson
Secretary

By: C. Merrick Wilson
C. Merrick Wilson, President
Transferor



ATTEST:

QUEEN ANNE'S COUNTY COOPERATIVE, INC.

J. Roe Seaverton
Asst Sec

By: J. Roe Seaverton
President
Transferee

STATE OF MARYLAND, COUNTY OF Queen Anne's to wit:

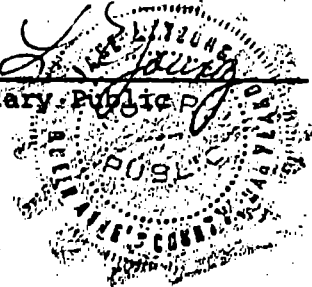
I HEREBY CERTIFY, that on this 9th day of February, 1965, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared C. Merrick Wilson, President of The Wilson Grain Company, and in the name and on behalf of said corporation, being authorized so to do, acknowledged the foregoing Articles of Sale to be the corporate act of said corporation and at the same time also personally appeared C. O. Nicholson, Secretary of said corporation, and made oath in due form of law that the corporate records of the corporation contain a consent to the immediate sale of the assets described in the above Articles of Sale, signed by the stockholders on January 15, 1965, and that the matters set forth in said Articles of Sale are true to the best of his knowledge, information and belief.

AS WITNESS my hand and notarial seal, the day and year first above-written.

HENRY, HENRY & ADKINS
ATTORNEYS AT LAW
EASTON, MARYLAND

My commission expires
May 3, 1965

Jane L. Jones
Notary Public



LIBER

1 PAGE 235 3 -

STATE OF MARYLAND, COUNTY OF Queen Anne's, to wit:

I HEREBY CERTIFY, that on this 11th day of February, 1965, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared J. Rose

Leaverton, President of Queen Anne's County Cooperative, Inc., and in the name and on behalf of said corporation, being authorized so to do, acknowledged the foregoing Articles of Sale to be the corporate act of said corporation; and at the same time also personally appeared C.O. Nicholson, Assistant, Secretary of said corporation, and made oath in due form of law that the matters set forth in said Articles of Sale are true to the best of his knowledge, information and belief.

AS WITNESS my hand and notarial seal, the day and year last above-written.



My commission expires May 3, 1965.

Jean D. Haymaker
Notary Public

HENRY, HENRY & ADKINS
ATTORNEYS AT LAW
EASTON, MARYLAND

ARTICLES OF SALE

OF

THE WILSON GRAIN COMPANY - A Maryland Corporation (Transferor)

to

QUEEN ANNE'S COUNTY COOPERATIVE, INC. - A Maryland Corporation (Transferee)

approved and received for record by the State Department of Assessments and Taxation of Maryland February 25, 1965, at 10:00 o'clock A. M. as in conformity with law and ordered recorded.

A 13679

Recorded in Liber 462, folio 65, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid \$.....Recording fee paid \$10.00.....
2.00 Certif. Land Rec. Office, Queen Anne's County
\$ 12.00 Total

To the clerk of the Circuit Court of Queen Anne's County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon, has been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

Charles W. Cecil



STATE OF MARYLAND,
QUEEN ANNE'S COUNTY, SCT.
I HEREBY CERTIFY THAT
THIS WAS
RECEIVED FOR RECORD THIS 5
DAY OF May 1965 RE - 12959
AND RECORDED BY LIBER CLERK
233 - Charles W. Cecil
FOR QUEEN ANNE'S COUNTY.
Charles W. Cecil CLERK

RECEIVED FOR RECORD May 5, 1965

ARTICLES OF SALE

BY AND BETWEEN

THE WILSON FEED COMPANY,
a body corporate of the State of Maryland,
Transferor

AND

QUEEN ANNE'S COUNTY COOPERATIVE, INC.,
a body corporate of the State of Maryland,
Transferee

THE WILSON FEED COMPANY, a body corporate of the State of Maryland, hereinafter called "Transferor", and QUEEN ANNE'S COUNTY COOPERATIVE, INC., a body corporate of the State of Maryland, hereinafter called "Transferee", hereby certify to the State Department of Assessments and Taxation of Maryland that:

FIRST: The Transferor agrees to sell substantially all its property and assets to Transferee (including real estate, machinery and equipment, trucks and delivery equipment, and office furniture and equipment, and inventories of feed, grain and supplies). The terms and conditions of the sale and the mode of carrying the same into effect are more particularly set forth hereinafter in these Articles of Sale.

SECOND: The name and post office address of the principal place of business of the Transferee is as follows:

Queen Anne's County Cooperative, Inc.
425 South Commerce Street
Centreville, Maryland

THIRD: The parties to these Articles of Sale are The Wilson Feed Company, a corporation organized and existing under the laws of the State of Maryland, and Queen Anne's County Cooperative, Inc., a corporation organized and existing under the laws of the State of Maryland.

FOURTH: The nature and amount of the consideration to be paid by the Transferee for the property and assets of the Transferor corporation is (a) cash in the amount of Forty-Five Thousand Dollars (\$45,000.00); plus (b) the total inventory value of all inventories of feed, grain, supplies and items held for manufacture of feed or for direct sale to customers which are on hand as of the close of business on February 8, 1965, at 12:00 o'clock noon, such value to be the lower of cost or market, said sum to be payable in cash on date of settlement.

FIFTH: The principal office of the Transferor is located in Queen Anne's County, in which county it owns property, the title to which could be affected by the recording of an instrument among the Land Records thereof. The principal office of the Transferee is located in Queen Anne's County.

SIXTH: These Articles were duly advised by the Board of Directors of the Transferor corporation and approved by its stockholders by a written consent signed by all the stockholders of said corporation, in accordance with the requirements of Article 23, Annotated Code of Maryland (1957), and the bylaws and charter of the Transferor corporation.

SEVENTH: These Articles were duly affirmed by the Board of Directors of the Transferee corporation in accordance with the requirements of Article 23, Annotated Code of Maryland (1957), and the charter of the Transferee corporation.

IN WITNESS WHEREOF, The Wilson Feed Company has caused these presents to be signed in its name and in its behalf by its

HENRY, HENRY & ADKINS
ATTORNEYS AT LAW
EASTON, MARYLAND

President and its corporate seal to be hereunto affixed and attested by its Secretary, and Transferee, Queen Anne's County Cooperative, Inc., has caused these presents to be signed in its name and in its behalf by its President and its corporate seal to be hereunto affixed and attested by its Secretary, this 9th day of February, 1965.

ATTEST:

THE WILSON FEED COMPANY

C. O. Nicholson
C. O. Nicholson
Secretary

By: C. Merrick Wilson
C. Merrick Wilson, President
Transferor

ATTEST:

QUEEN ANNE'S COUNTY COOPERATIVE, INC.

C. O. Nicholson
ASST. Sec.

By: J. Rae Tennerton
President
Transferee

STATE OF MARYLAND, COUNTY OF Queen Anne's, to wit:

I HEREBY CERTIFY, that on this 9th day of February, 1965, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared C. Merrick Wilson, President of The Wilson Feed Company, and in the name and on behalf of said corporation, being authorized so to do, acknowledged the foregoing Articles of Sale to be the corporate act of said corporation; and at the same time also personally appeared C. O. Nicholson, Secretary of said corporation, and made oath in due form of law that the corporate records of the corporation contain a consent to the immediate sale of the assets described in the above Articles of Sale, signed by the stockholders on



HENRY, HENRY & ADKINS
ATTORNEYS AT LAW
EASTON, MARYLAND

January 15, 1965, and that the matters set forth in said Articles of Sale are true to the best of his knowledge, information and belief.

AS WITNESS my hand and notarial seal, the day and year first above-written.

My commission expires
May 3, 1965

Jane L. George
Notary Public

STATE OF MARYLAND, COUNTY OF Queen Anne's, to wit:

I HEREBY CERTIFY, that on this 11th day of February, 1965, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared J. R. Leaverton, President of Queen Anne's County Cooperative, Inc., and in the name and on behalf of said corporation, being authorized so to do, acknowledged the foregoing Articles of Sale to be the corporate act of said corporation; and at the same time also personally appeared C. O. Nicholas, Assistant; Secretary of said corporation, and made oath in due form of law that the matters set forth in said Articles of Sale are true to the best of his knowledge, information and belief.

AS WITNESS my hand and notarial seal, the day and year last above-written.

My commission expires
May 3, 1965

Juan D. Haymaker
Notary Public

HENRY, HENRY & ADKINS
ATTORNEYS AT LAW
EASTON, MARYLAND



ARTICLES OF SALE

OF

THE WILSON FEED COMPANY - A Maryland Corporation (Transferor)

to

QUEEN ANNE'S COUNTY COOPERATIVE, INC. - A Maryland Corporation (Transferee)

approved and received for record by the State Department of Assessments and Taxation of Maryland February 25, 1965, at 10:00 o'clock A. M. as in conformity with law and ordered recorded.

A 13678

Recorded in Liber 3462, folio 650, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

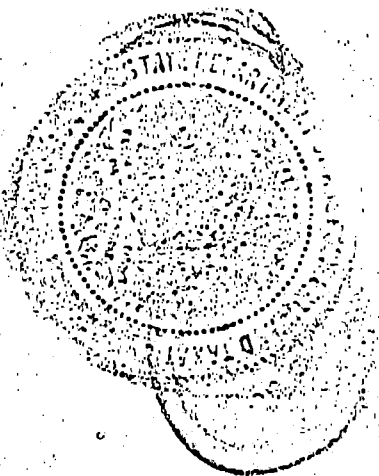
Bonus tax paid \$.....Recording fee paid \$10.00.....
2.00 Certif. Land Rec. Office, Queen Anne's County
\$12.00 Total

To the clerk of the Circuit Court of Queen Anne's County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon, has been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

Charles W. Lewis



STATE OF MARYLAND,
QUEEN ANNE'S COUNTY, SOI.
I HEREBY CERTIFY THAT
THIS WAS
RECEIVED FOR RECORD THIS 5
DAY OF May 1965 RE... 10959
AND RECORDED IN LIBER C.M.C.A. 1
folio 138 Charles W. Lewis
FOR QUEEN ANNE'S COUNTY. CLERK
Charles W. Lewis

RECEIVED FOR RECORD June 16, 1965

ARTICLES OF INCORPORATION

OF

CIVIC INTEREST GROUP, INC.

WE, THE UNDERSIGNED, Robert G. Dickerson, whose post office address is No. 229 South State Street, Dover, Delaware, Jane A. Kent, whose post office address is No. 229 South State Street, Dover, Delaware, and Zadoc A. Pool, III, whose post office address is No. 229 South State Street, Dover, Delaware, each being at least twenty-one years of age, do hereby associate ourselves as incorporators with the intention of forming a non profit corporation under and by virtue of the General Laws of the State of Maryland.

FIRST: The name of the corporation (hereinafter called the corporation) is

CIVIC INTEREST GROUP, INC.

SECOND: The nature of the business of the corporation and the objects and purposes proposed to be transacted, promoted or carried on by it are to do any or all of the things herein-after mentioned, as fully and to the same extent as natural persons might or could do, and in any part of the United States, viz.:

(1) To conduct and carry on the work of the corporation in such a manner as to be subject to the provisions of Section 501 (c) (3) of the United States Internal Revenue Code of 1954 as amended and not for profit but exclusively for educational purposes in such manner that no part of its income or property shall inure to the private benefit of any donor, member, trustee, officer, individual or person, and in such manner that it shall not, in any way, directly or indirectly, engage in carrying on propaganda or otherwise attempt to influence legislation or participate in, or intervene in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office.

(2) Subject always to the provisions of paragraph (1) of this Article SECOND, to engage in community action in connection with the poverty program; to receive grants and aid in con-

1954 1 page 244

nection therewith from governmental and private sources, and to promote and expand economic, educational and social development.

(3) To accept gifts from any member or members (whether an individual, firm, corporation or other organization) by last will and testament, deed or other writing, provided such gift shall have no limitations as to its use, or if it shall contain any limitations, such limitations shall not contravene the general purposes stated in paragraphs (1) and (2) of this Article SECOND.

(4) Subject always to the provisions of paragraphs (1) and (2) of this Article SECOND, to acquire, receive, purchase, take by gift, grant, devise, bequest or otherwise, real, personal and mixed property of every kind and description, wheresoever the same may be situated and without limit as to amount, including, without limiting the generality of the foregoing, money, lands, buildings, mortgages, shares, stocks, debentures, bonds, securities, including the stocks, bonds, debentures, or other securities of any donor, bills, notes, claims, or any evidence of indebtedness and any interest in any property which may be necessary for the conduct of the corporation; to hold, invest, reinvest, use, mortgage, pledge, sell, lease, assign, give, exchange, transfer or otherwise dispose of the same at pleasure; to borrow money of any person, firm or corporation and to issue notes or obligations of the corporation from time to time for any of the objects or purposes of the corporation and secure the same by lawful means; to enter into, make, perform and carry out contracts of any kind or nature for any of the objects or purposes of the corporation without limit as to amount; and to have one or more offices to carry on all or any of the operations and the exercise of any of the powers of the corporation.

(5) Subject always to the provisions of paragraphs (1) and (2) of this Article SECOND, to do all and everything necessary, suitable and proper for the accomplishment of any of the purposes or the attainment of any of the objects or the furtherance of any of the powers herein-

before set forth and to the same extent as natural persons might or could do, either alone or through the agency of other corporations, organizations, foundations, institutions, governmental bodies or individuals, but only if such agency, corporation, organization, foundation, institution or governmental bodies are exempt from tax as organizations described in Section 501 (c) (3) of the United States Internal Revenue Code of 1954 as amended, and to do every other act or acts, thing or things, incidental or appurtenant to or growing out of or connected with the aforesaid objects or purposes or any part or parts thereof, and to do all things not forbidden by the laws of the State of Maryland and with all the powers conferred upon corporations by the laws of said State, provided such act or acts are within the scope of the general purposes stated in paragraphs (1) and (2) of this Article SECOND.

THIRD: The post-office address of the principal office of the corporation in the State of Maryland is 303 Chesterfield Street, Centerville, Queen Anne's County, Maryland; the name and post-office address of the resident agent of the corporation in this State are Rev. George A. Mahoney whose post-office address is 303 Chesterfield Street, Centerville, Queen Anne's County, Maryland.

Said resident agent is a citizen of the State and actually resides herein.

FOURTH: The corporation shall not have authority to issue capital stock. The conditions, and the terms of the qualifications for membership in the corporation shall be provided for in the By-Laws of the corporation.

FIFTH: The number of trustees of the corporation, until the first annual meeting of members or until their successors are duly elected and qualify, is four.

The names of the trustees of the corporation, to serve until the first annual meeting of members or until their successors are duly elected and qualify, are as follows:

Gilbert Sherman
Leon Anderson
Richard Sorrell
Rev. George A. Mahoney

SIXTH: The corporation shall have perpetual existence.

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SEVENTH: The following provisions are inserted herein for the purpose of defining, limiting, and regulating the powers of the corporation and of the trustees and of the members, provided, however, that said provisions shall not be deemed exclusive of any rights or liabilities otherwise granted or imposed by the laws of the State of Maryland:

(a) The authority to make, alter, and repeal the By-Laws of the corporation shall be vested in the Board of Trustees, but the Board of Trustees may delegate such authority in whole or in part to the members entitled to vote.

(b) At any meeting of members, duly called and at which a quorum is present, the members may, by the affirmative vote of a majority of the members entitled to vote thereon, remove any trustee or trustees from office and may elect a successor or successors to fill any resulting vacancies for the unexpired terms of removed trustees.

(c) The corporation may indemnify any person who is serving or has served as a trustee or officer of the corporation or, at its request, as a trustee or officer of another corporation in which it owns shares of capital stock or of which it is a creditor, against expenses actually and necessarily incurred by him in connection with the defense of any action, suit or proceeding in which he is made a party by reason of being or having been a trustee or officer of the corporation or of such other corporation, except in relation to matters as to which such person is adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty. Such indemnification shall not be deemed exclusive of any other rights to which any person may be entitled, under any By-Law, agreement, vote of members, or otherwise.

(d) No contract or other transaction between the corporation and any other corporation and no other act of the corporation shall, in the absence of fraud, in any way be affected or invalidated by the fact that any of the trustees of the corporation are pecuniarily or otherwise interested in,

or are trustees or officers of, such other corporation. Any trustee of the corporation individually or any firm or association of which any trustee may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the corporation, provided that the fact that he individually or such firm or association is so interested shall be disclosed or shall have been known to the Board of Trustees or a majority of such members thereof as shall be present at any meeting of the Board of Trustees at which action upon any such contract or transaction shall be taken. Any trustee of the corporation who is also a trustee or officer of such other corporation or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Trustees which shall authorize any such contract or transaction, and may vote thereat to authorize any such contract or transaction, with like force and effect as if he were not such trustee or officer of such other corporation or not so interested. Any trustee of the corporation may vote upon any contract or other transaction between the corporation and any subsidiary or affiliated corporation without regard to the fact that he is also a trustee of such subsidiary or affiliated corporation. Any contract, transaction or act of the corporation or of the trustees, which shall be ratified by a majority of the votes cast, a quorum of the members being present, at any annual meeting, or at any special meeting called for such purpose, shall in so far as permitted by law or by the Articles of Incorporation of the corporation, be as valid and as binding as though ratified by every member of the corporation entitled to cast a vote; provided, however, that any failure of the members to approve or ratify any such contract, transaction or act, when and if submitted, shall not be deemed in any way to invalidate the same or deprive the corporation, its trustees, officers, or employees, of its or their right to proceed with such contract, transaction or act.

EIGHTH: The assets of the corporation having been dedicated to educational purposes, in the event of the liquidation, dissolution or winding up of the corporation, whether voluntary, involuntary, or by operation of law, any disposition made of the assets of the corporation shall be such as is cal-

culated exclusively to carry out the objects and purposes for which the corporation is formed, provided that no assets shall be distributed to any organization which does not qualify under Section 501 (c) (3) of the Internal Revenue code of 1954 or similar statute hereinafter enacted.

NINTH: Notwithstanding any powers granted to the corporation in these Articles of Incorporation or in the By-Laws of the corporation, the corporation shall not engage in any activities or have any powers which in themselves are not in furtherance of the primary purposes of the corporation, as set forth in paragraphs (1) and (2) of Article SECOND.

TENTH: From time to time any of the provisions of these Articles of Incorporation may be amended, altered or repealed, and other provisions authorized by the laws of the State of Maryland at the time in force may be added or inserted in the manner and at the time prescribed by said laws, and all contracts and rights at any time conferred upon the members of the corporation by these Articles of Incorporation are granted subject to the provisions of this Article.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation this 24th day of March.

Robert G. Dickerson
Robert G. Dickerson

Jane A. Kent
Jane A. Kent

Zadoc A. Pool, III
Zadoc A. Pool, III

STATE OF DELAWARE
COUNTY OF KENT

SS.:

THIS IS TO CERTIFY, that on the day, month, and year hereinafter set forth, before me, the subscriber, a Notary Public of the State of Delaware, in and for the County aforesaid, personally appeared Robert G. Dickerson, Jane A. Kent, and Zadoc A. Pool, III, and severally acknowledged the foregoing Articles of Incorporation to be their respective act.

WITNESS my hand and notarial seal.

Dated: March 24, 1965

Kenneth Tuller
K. Kenneth Tuller
Notary Public

ARTICLES OF INCORPORATION
OF
CIVIC INTEREST GROUP, INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland March 31, 1965 at 9:00 o'clock ^A. M. as in conformity
with law and ordered recorded.

A 14403

Recorded in Liber 8 470, folio 109, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$..20.00.....Recording fee paid \$..14.00.....

To the clerk of the Circuit Court of Queen Anne's County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon,
has been received, approved and recorded by the State Department of Assessments and Taxation
of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

Charles W. Bostyn

STATE OF MARYLAND,
QUEEN ANNE'S COUNTY, SOP,
I HEREBY CERTIFY THAT
THIS 30th DAY OF March 1965 HAS
RECEIVED FOR RECORD THIS 16
DAY OF March 1965 RE 14475
AND RECORDED IN LIBER 470 - 1
FOLIO 109 RECORD BOOK
FOR QUEEN ANNE'S COUNTY.
Charles W. Bostyn
CLERK

RECEIVED FOR RECORD June 16, 1965

ARTICLES OF INCORPORATION

OF

GRASONVILLE ADVENTIST MEDICAL CENTER, INC.

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, John C. Palmer, whose post office address is Stevensville, Queen Anne's County, Maryland; Carville J. Tolson, Jr., whose post office address is Stevensville, Queen Anne's County, Maryland; and Howard Arnold Thomas, whose post office address is Chester, Queen Anne's County, Maryland; all being of full legal age, do under and by virtue of the General Laws of the State of Maryland, authorizing the formation of corporations, associate ourselves with the intention of forming a corporation.

SECOND: The name of the Corporation (which is hereinafter called the "Corporation") is

GRASONVILLE ADVENTIST MEDICAL CENTER, INC.

THIRD: The purposes for which the corporation is formed and the business or objects to be carried on and promoted by it are as follows:

1. To own, conduct, operate, manage and carry on a medical center and/or medical clinic; to provide offices for medical practitioners in a general practice of medicine or surgery, or the specializing practice of medicine or surgery; to provide facilities and equipment to such medical practitioners as may be useful or necessary in the conduct of such professional services.
2. To improve, manage, develop, sell, assign, transfer, lease, mortgage, pledge, or otherwise dispose of, or turn to account, or deal in, all or any part of the property or estate of the corporation, whether real, personal or mixed, and from time to time vary any investment or capital of the corporation.
3. To buy, sell, mortgage, lease, build upon, improve, develop, dispose of and otherwise deal in and with any land or lands, or interest therein, situated within or without the State of Maryland, and to engage in and carry on any other business which may be considered necessary or advisable for the purpose of promoting the general development of any such land or enhancing its value of furnishing useful or desirable conveniences and advantages to the owners thereof or dwellers thereon.
4. To purchase, lease or otherwise acquire, hold, own construct, erect, improve, manage, operate and in any manner dispose of, and to aid and subscribe toward the acquisition, construction or improvement of plants, mills, factories, works, buildings, machinery, equipment and facilities, and any other property or appliances which may appertain to or be useful in the conduct of any of the business of the corporation, including personal property of all types and kinds, whether purchased on a domestic or foreign market.
5. To acquire all or any part of the good will, rights, property and business of any person, firm, association or corporation heretofore or hereafter engaged in any business similar to any business which the Corporation has the power to conduct, and to hold, utilize, enjoy and in any manner dispose of the whole or any part of the rights, property and business so acquired, and to assume in connection therewith any liabilities of any such person, firm, association, or corporation.
6. To apply for, obtain, purchase or otherwise acquire, any patents, copy-rights, licenses, trade-marks, trade names, rights processes, formulas, and the like, which may be capable of being used for any of the purposes of the Corporation; and to use, exercise, develop, grant licenses, in respect of, sell and otherwise turn to account the same.

7. To aid in any manner any person, firm, association, corporation or syndicate, any shares of stock, bonds, debentures, notes, mortgages, or other obligations of which, or any certificates, receipts, warrants or other instruments evidencing rights, or options to receive, purchase or subscribe for the same, or representing any other rights or interests therein, are held by or for the Corporation, or in the welfare of which the Corporation shall have any interest, and to do any acts or things designed to protect, preserve, improve and enhance the value of any such property or interest, or any other property of the Corporation.

8. To guarantee the payment of dividends upon any shares of stock or the performance of any contract by another corporation or association in which the Corporation has an interest, and to endorse or otherwise guarantee the payment of the principal and interest, or either, of any bonds, debentures, notes or other evidences of indebtedness created or issued by any such other corporation or association.

9. To carry out all or any part of the foregoing objects and purposes as principal, factor, agent, contractor, or otherwise, either along or through or in conjunction with any person, firm, association or corporation and, in carrying on its business and for the purpose of attaining or furthering any of its objects and purposes, to make and perform any contracts and to do any acts and things and to exercise any powers suitable, convenient to or proper for the accomplishment of any of the objects and purposes herein enumerated or incidental to the powers herein specified, or which at any time may appear conducive to or expedient for the accomplishment of any of such objects and purposes.

10. Without in any particular limiting any of the objects and powers of the Corporation, it is hereby expressly declared and provided that the Corporation shall have the power to make contracts, incur liabilities and borrow money; to issue bonds, notes, debentures, stock and other obligations in payment for property purchased or acquired by it for any object in or about its business; to mortgage or pledge any stocks, bonds or other obligations, or any property which may be acquired by it; to secure any bonds or other obligations by it issued or incurred; to guarantee any dividends or bonds or contracts or other obligations; to make and perform contracts of any kind and description; and in carrying on its business, for the purpose of attaining or furthering any of its objects, to do any and all other acts and things; and further to be vested with all of the powers set forth by the Public General Laws of Maryland and to exercise any and all powers which a co-partnership or natural person could do and exercise, and which now or hereafter may be authorized by law; provided, however, that any and all of the foregoing powers shall be exercised only in conformity with the Laws of the State of Maryland.

The foregoing objects and purposes shall, except when otherwise expressed, be in no way limited to restricted by reference to, or influence from the terms of any other clause of this or any other articles of this Articles of Incorporation or of any amendment thereto, and shall each be regarded as independent, and construed as powers as well as objects and purposes.

The Corporation shall be authorized to exercise and enjoy all of the powers, rights and privileges granted to, or conferred upon, corporations of a similar character by the General Laws of the State of Maryland now or hereafter in force, and the enumeration of the foregoing powers shall not be deemed to exclude any powers, rights or privileges so granted or conferred.

FOURTH: The post office address of the place at which the principal office of the Corporation in this State will be located, is Grasonville, Queen Anne's County, Maryland. The resident agent of the Corporation is John C. Palmer, whose post office address is Stevensville, Queen Anne's County, Maryland. Said resident agent is a citizen of the State of Maryland, and actually resides therein.

FIFTH: The Corporation shall have not less than three directors nor more than twenty-five directors and John C. Palmer, Carville J. Tolson, Jr., and Howard Arnold Thomas, shall act as such until the first annual meeting or until their successors are duly chosen and qualified.

SIXTH: The total amount of the authorized capital stock of the Corporation is One Hundred Thousand Dollars (\$100,000.00) par value, divided into Ten Thousand (10,000) shares of common stock at a par value of Ten Dollars (\$10.00) each.

SEVENTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the directors and stockholders.

(1) Any director individually, or any firm of which any director may be a member, or any corporation or association of which any director may be an officer or director, or in which any director may be interested as the holder of any amount of its capital stock or otherwise, may be a party to, or may be pecuniarily, or otherwise interested in, any contract or transaction of the Corporation and in the absence of fraud no contract or other transaction shall be thereby affected or invalidated, provided that in case a director, or a firm of which a director is a member, is so interested such fact shall be disclosed to the Board of Directors or a majority thereof.

(2) Any contract, transaction or act of the Corporation, or of the directors, which shall be ratified by a majority of a quorum of the stockholders having voting powers at any annual meeting, or at any special meeting called for such purpose, shall, so far as permitted by law, be as valid and as binding as though ratified by every stockholder of the Corporation.

(3) The Corporation reserves the right from time to time to make any amendments of its character which may now or hereafter be authorized, by law, including any amendments changing the terms of any of its outstanding stock by classification, re-classification or otherwise; but no such amendment which changes the terms of any of the outstanding stock shall valid unless such change in the terms thereof shall have been authorized by the holders of two-thirds (2/3) of the shares of such stock at the time outstanding, by a vote at a meeting, or in writing with or without a meeting.

(4) The Corporation reserves the right from time to time to retire its own stock at its then existing book value. No common stock of the corporation shall be sold, pledged, mortgaged, given or distributed by any stockholder, or by any executor or personal representative of a deceased stockholder, or otherwise assigned, disposed of or transferred to a transferee, other than the corporation, without having first been offered, on writing, for sale to the corporation, for a period of thirty (30) days at its then book value, excepting good will therefrom; failure of the corporation to exercise its right of purchase within said period, or a written refusal to purchase said stock so offered by said corporation before the expiration of said period, shall constitute a waiver of these requirements. Any transfer in violation of these conditions shall be void and shall confer no rights to the transferee except as may be required by law.

(5) Stock certificates shall not be issued to any subscriber until fully paid and said stock certificates, when issued, shall be non-assessable.

EIGHTH: The duration of the corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation this 18 day of February, 1965.

WITNESS:

Lois J. Hoster
Lois J. Hoster
Lois J. Hoster

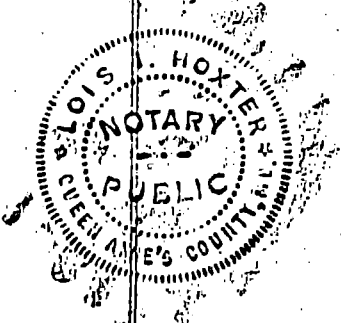
John C. Palmer (SEAL)
John C. Palmer
Carville J. Tolson, Jr. (SEAL)
Carville J. Tolson, Jr.
Howard Arnold Thomas (SEAL)
Howard Arnold Thomas

STATE OF MARYLAND
COUNTY OF QUEEN ANNE'S

to wits:

I HEREBY CERTIFY, that on this 18 day of February, 1965, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared John C. Palmer, Carville J. Tolson, Jr., and Howard Arnold Thomas, and they acknowledged the foregoing Articles of Incorporation to be their act.

WITNESS my hand and Notarial Seal.



Lois J. Hoster
NOTARY PUBLIC LOIS J. HOSTER
my com. expires May 3, 1965

ARTICLES OF INCORPORATION

OF

GRASONVILLE ADVENTIST MEDICAL CENTER, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland March 11, 1965, at 2:01 o'clock P. M. as in conformity with law and ordered recorded.

A 14021

Recorded in Liber 3466, folio 276 one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid \$20.00.....Recording fee paid \$ 10.00.....

To the clerk of the Circuit Court of Queen Anne's County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon, has been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

Charles W. Bartles

STATE OF MARYLAND,
QUEEN ANNE COUNTY, SGT.

THESE BE CERTIFIED THAT

THIS *3/11/65* WAS

RECEIVED FOR RECORD THIS *11/16*

DATE OF *3/11/65* RE. *Case 1*

AND RECORDED BY C. B. F. N. *Case 1*

Charles W. Bartles CLERK

FOR QUEEN ANNE COUNTY



3:58 P

4/30/65
RECEIVED FOR RECORD July 14, 1965

ARTICLES OF INCORPORATION
OF
GORDON L. DRUMMER, INC.

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Gordon L. Drummer, whose post office address is Centreville, Maryland, Betty Ann Drummer, whose post office address is Centreville, Maryland, and David C. Bryan, whose post office address is Centreville, Maryland, all being at least twenty-one (21) years of age, do, under and by virtue of the General Laws of the State of Maryland, authorizing the formation of corporations, associate ourselves with the intention of forming a corporation.

SECOND: The name of the corporation is GORDON L. DRUMMER, INC.

THIRD: The purposes for which the corporation is formed and the business, or objects to be carried on and promoted by it, are as follows:

To manufacture, buy or otherwise acquire, and to distribute, sell, lease, service, repair, trade and deal in and with farm machinery, implements, tools, parts, vehicles of all types, motors, engines, fuels, garden and lawn supplies and equipment, home appliances, hardware, fixtures, furniture, electrical goods and appliances, decorating materials, and in other related goods, wares, merchandise and personal property of every description; and to do generally all and every other thing necessary and incident to the business of an agricultural equipment and supply company.

To purchase, acquire, hold, improve, develop, and sub-develop, sell, convey, assign, release, mortgage, encumber, lease, hire, and deal in real and personal property of every name and nature, including stocks and securities of this corporation and other corporations, and to loan money, and take securities for the payment of all sums due the corporation, and to sell, assign, and release such securities, and the doing of such other business as shall be necessary, convenient, or incident thereto.

To erect, purchase, lease, own, operate, and dispose of, mills, factories, warehouses, yards, and other buildings and structures, with such machinery tools, apparatus, and equipment, as may be necessary for the proper conduct of the business of the corporation.

To engage in, and carry on, the business of importing, exporting, manufacturing, producing, buying, selling, and otherwise dealing in, and with, goods, wares, and merchandise, of every class and description.

LIBER

1 PAGE 255

To engage in, and carry on, any other business which may conveniently be conducted in conjunction with any of the business of the corporation.

To acquire all, or any part of the good will, rights, property, and business, of any person, firm, association, or corporation, heretofore or hereafter engaged in any business similar to any business which the corporation has the power to conduct and to hold, utilize, enjoy, and, in any manner, dispose of the whole, or any part of, the rights, property, and business so acquired, and to assume, in connection therewith, any liabilities of any such person, firm, association, or corporation.

To apply for, obtain, purchase, or otherwise acquire, any patents, copyrights, licenses, trade-marks, trade names, rights, processes, formulas, and the like, which may seem capable of being used for any of the purposes of the corporation; and to use, exercise, develop, grant licenses in respect of, sell, and otherwise turn to account, the same.

To purchase, or otherwise acquire, and to hold, sell or otherwise dispose of, and to retire, and reissue, shares of its own stock of any class, in any manner, now or hereafter authorized or permitted by law.

To guarantee the payment of dividends upon any shares of stock or shares in, or the performance of any contract by any other corporation, or association, in which this corporation has an interest, and to endorse, or otherwise guarantee, the payment of the principal and interest, or either, of any bonds, debentures, notes, or other evidences of indebtedness created or issued by any such other corporation or association.

To carry out all, or any part of, the aforesaid objects, as principal, factor, agent, contractor, or otherwise, either alone or through, or in conjunction with any person, firm, association, or corporation and in carrying on its business, and for the purpose of attaining, or furthering, any of its objects and purposes, to make and perform any contracts, and to do any acts and things, and to exercise any powers suitable, convenient, or proper, for the accomplishment of any of the objects and purposes herein enumerated or incidental to the powers herein specified, or which, at any time, may appear conducive to, or expedient for, the accomplishment of any of such objects and purposes.

The foregoing objects and purposes shall, except when otherwise expressed, be in no way limited or restricted by reference to, or inference from, the terms of any other clause of this, or any other article of these Articles of Incorporation, or of any amendment thereto, and shall be regarded as independent, and construed as powers, as well as objects and purposes.

The corporation shall be authorized to exercise and enjoy all of the powers, rights, and privileges, granted to, or conferred upon, corporations of a similar character by the General Laws of the State of Maryland, now or hereafter in force, and the enumeration of the foregoing powers shall not be deemed to exclude or limit any powers, rights, or privileges so granted or conferred.

Queen Anne
5.

FOURTH: The post office address of the place at which the principal office of the corporation in this State will be located is Wye Mills, Maryland. The resident agent of the corporation is Gordon L. Drummer, whose post office address is Centreville, Maryland. Said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The corporation shall not have less than three (3) nor more than nine (9) directors, and Gordon L. Drummer, Betty Ann Drummer and David C. Bryan shall act as such until the first annual meeting or until their successors are duly chosen and qualified.

SIXTH: The total number of shares of stock of all classes which the corporation has authority to issue is One Hundred Thousand shares of Common Stock of the par value of One Dollar (\$1.00) each.

SEVENTH: The following provisions are hereby adopted, for the purpose of defining, limiting, and regulating the powers of the corporation and of the directors and stockholders:

(a) The Board of Directors of the corporation is hereby empowered to authorize the issuance, from time to time, of shares of its stock of any class, whether now or hereafter authorized, and securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as said Board of Directors may deem advisable, subject to such limitations and restrictions, if any, as may be set forth in the by-laws of the corporation.

(b) Any director, individually, or any firm of which any director may be a member, or any corporation or association of which any director may be an officer or director, or in which any director may be interested, as the holder of any amount of its capital stock or otherwise, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the corporation, and in the absence of fraud, no contract, or other transaction shall be thereby affected or invalidated; provided, that in case a director, or a firm of which a director is a member, is so interested, such fact shall be disclosed, or shall have been known to the Board of Directors, or a majority thereof. Any director of the corporation who is also a director of or officer of or interested in such other corporation, or association, or who, or the firm of which he is a member, is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize any such contract or transaction, and may vote thereat to authorize any such contract or transaction, with like force and effect as if he were not such director or officer of such other corporation or association or not so interested, or a member of a firm so interested.

(c) The Board of Directors of the corporation is hereby empowered to authorize the purchase by the corporation out of its surplus, at any such time or times and in such amounts as it shall deem advisable, shares of its own stock of any class, whether now or hereafter authorized, and securities convertible into shares of its own stock, whether now or hereafter authorized, at such price or prices as the Board of Directors shall deem to be the fair market value thereof; such purchase or purchases to be for the purpose of resale, reissue or retirement as the said Board may determine.

(d) The Board of Directors shall have power, subject to any limitations or restrictions herein set forth, or imposed by law, to classify, or reclassify, any unissued shares of stock, whether now or hereafter authorized, by fixing, or altering, in any one or more respects, from time to time, before issuance of such shares, the preferences, rights, voting powers, restrictions, and qualifications of, the dividends on, the time and prices of redemption of, and the conversion rights of, such shares.

(e) The corporation reserves the right, from time to time, to make any amendments of its charter which may now or hereafter be authorized by law, including any amendments changing the terms of any of its outstanding stock, by classification, reclassification, or otherwise; but no such amendment which changes the terms of any of the outstanding stock shall be valid, unless such change in the terms thereof shall have been authorized by the holders of fifty-one per cent (51%) of the shares of such stock at the time outstanding, by a vote at a meeting, or in writing, with or without a meeting.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation, on this 27th day of April, 1965.

WITNESS:

Marie B. Lawrence Gordon L. Drummer (SEAL)
(Gordon L. Drummer)

Marie B. Lawrence Betty Ann Drummer (SEAL)
(Betty Ann Drummer)

Marie B. Lawrence David C. Bryan (SEAL)
(David C. Bryan)

STATE OF MARYLAND,)
QUEEN ANNE'S COUNTY) TO WIT:

On this 27th day of April, 1965, before me, the subscriber, a Notary public of the State of Maryland, in and for Queen Anne's County aforesaid, personally appeared Gordon L.

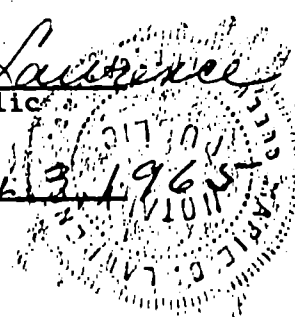
- 5 -

Drummer, Betty Ann Drummer and David C. Bryan, satisfactorily proven to be the persons described in the foregoing Articles of Incorporation, and they each acknowledged that they executed the same in the capacity therein stated and for the purposes therein contained.

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

Marie B. Lawrence
Notary Public

My Commission Expires: May 3, 1965



ARTICLES OF INCORPORATION
OF
GORDON L. DRUMMER, INC.

vs opd 7-14-65 Re 118

approved and received for record by the State Department of Assessments and Taxation
of Maryland April 28, 1965, at 9:00 o'clock A. M. as in conformity
with law and ordered recorded.

A 14973

Recorded in Liber 3474, folio 289, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$.....20.00.....Recording fee paid \$.....10.00.....

To the clerk of the Circuit Court of Queen Anne's County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon,
has been received, approved and recorded by the State Department of Assessments and Taxation
of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

Charles W. East



STATE OF MARYLAND,
QUEEN ANNE'S COUNTY, SOY,
I HEREBY CERTIFY THAT
THIS Charter WAS
RECEIVED FOR RECORD THIS 14th
DAY OF July 1965 RE 11840
AND RECORDED IN LIBER CWC-1
Pl. 279 RECORD BOOK
FOR QUEEN ANNE'S COUNTY,
Charles W. East CLERK

RECEIVED FOR RECORD

July 14, 1965

QUEEN ANNE'S COUNTY COMMUNITY ACTION GROUP, INC.

ARTICLES OF INCORPORATION

THIS IS TO CERTIFY:

FIRST: We, the undersigned, Chester M. Cissel; whose Post Office Address is Centreville, Maryland; Larrie S. Jones, whose Post Office Address is Centreville, Maryland; and Walter Schmidt whose Post Office Address is Sudlersville, Maryland, each being over twenty-one years of age, do hereby associate ourselves as incorporators with the intention of forming a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereinafter called the Corporation) is - - -

QUEEN ANNE'S COUNTY COMMUNITY ACTION GROUP, INC.

THIRD: The purposes for which the Corporation is formed and the objects to be carried on and promoted by it are exclusively charitable and non-profit, including the following:

(a) To provide encouragement, guidance, and assistance, to the people and the community of Queen Anne's County of the State of Maryland in the mobilization of resources to combat poverty and to effect a permanent increase in the capacities of these individuals and groups within the community afflicted by poverty so as to deal with their own problems without the need of further assistance, and to this end to support and coordinate activities, including among others, remedial reading, literacy courses, employment counseling, homemaker services, job development and training, consumer education, vocational rehabilitation and health service;

FOURTH: In order to carry out and further the charitable and non-profit purposes hereinabove set forth, the Corporation shall have the following powers:

(a) To accept, acquire, receive and hold donations, devises, bequests, legacies, gifts and other contributions in money or in property, both real and personal, of whatever kind,

nature or description and wherever situated and without limitation as to amount or value, except such limitation, if any as may be specifically imposed by law, and to employ the same for the furtherance and development of any one or more of the purposes of the Corporation.

(b) To contract with and accept monies and services from all federal, state, county or municipal government or any agencies or departments thereof for the purposes of this Corporation.

(c) To borrow money and from time to time to make, accept, endorse, execute and issue bonds, debentures, promissory notes and other obligations of the Corporation for monies borrowed or in payment of property acquired or for any of the other purposes of the Corporation.

(d) To invest and reinvest any funds of the Corporation in bonds, debentures, stocks, (common or preferred) securities, savings accounts, mortgages, real estate, or any interest or estate therein, and any other property, without limitation,

(e) To purchase or otherwise acquire, hold, improve, mortgage, sell, lease, transfer or in any manner dispose of goods, wares, merchandise, implements and other personal property or real property.

(f) To carry on any business and activities which may seem to this Corporation to be calculated either directly or indirectly to effectuate the aforesaid objects or any of them or any part of thereof, and generally to exercise the powers enumerated by the laws of the State of Maryland, pertaining to Corporations and to do any act, matter or thing not inconsistent with said laws which may be appropriate to promote and attain the objects and purposes for which this Corporation is formed.

The foregoing enumeration of powers, purposes and objects is made in furtherance and not in limitation of the powers conferred upon the Corporation by law and is not intended by mention of any particular object or business in any

ROBERT R. PRICE, JR.
ATTORNEY AT LAW
CENTREVILLE, MARYLAND
755-1640

manner to limit or restrict the generality of any other purposes, objects, or business mentioned or to limit or restrict any of the powers of the Corporation.

FIFTH: The post office address of the principal office of the Corporation in this State is Centreville, Maryland. The name and post office address of the resident agent of the Corporation in this State is Chester M. Cissel, County Office Building, Centreville, Maryland. Said resident agent is an individual actually residing in this State.

SIXTH: The Corporation shall not be authorized to issue any capital stock whatsoever.

SEVENTH: The Corporation is not organized for profit and no part of the net earnings of the Corporation shall at any time or in any manner inure to the benefit of any member, trustee, or officer of the Corporation or of any other individual, except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes. The Corporation shall not promote in any way, either directly or indirectly, the private interest of any member, trustee, or other individual.

EIGHTH: The Corporation may have twenty (20) directors, which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than three (3), and the names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are:

- (a) Chester M. Cissel, whose post office address is Centreville, Maryland.
- (b) Larrie S. Jones, whose post office address is Centreville, Maryland.
- (c) Walter Schmidt, whose post office address is Sudlersville, Maryland.

NINTH: The Board of Directors may choose the first members in accordance with the By-Laws. Members may resign or be removed, vacancies may be filled and additional members elected as provided by the By-Laws which may prescribe different

classes of members and prescribe the powers and duties of each class.

IN WITNESS WHEREOF, We have signed these Articles of Incorporation on this 19th day of April, 1965.

WITNESS:

Robert R. Price Jr. as to Chester M. Cissel
Chester M. Cissel

Robert R. Price Jr. as to Larrie S. Jones
Larrie S. Jones

Robert R. Price Jr. as to Walter Schmidt
Walter Schmidt

STATE OF MARYLAND }
QUEEN ANNE'S COUNTY } TO WIT:

I HEREBY CERTIFY, that on this 19th day of April, 1965, before me, the Subscriber, a Notary Public of the State and County aforesaid, personally appeared Chester M. Cissel, Larrie S. Jones and Walter Schmidt, known to me (or satisfactorily proven) to be the persons whose names are subscribed to the within instrument and acknowledged that they executed the same for the purposes therein contained.

WITNESS my hand and Notarial Seal, the day and year last above written.

Brayley Foster
Notary Public
My commission expires 5-5-65

ROBERT R. PRICE, JR.
ATTORNEY AT LAW
CENTREVILLE, MARYLAND
750-1660

LIBER

1 PAGE 264

ARTICLES OF INCORPORATION

OF

QUEEN ANNE'S COUNTY COMMUNITY ACTION GROUP, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland April 20, 1965 at 11:45 o'clock A. M. as in conformity with law and ordered recorded.

2, 50p. 7-19-65 Re 11845

A 14660

Recorded in Liber 472, folio 5 457 one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 10.00

To the clerk of the Circuit Court of Queen Anne's County

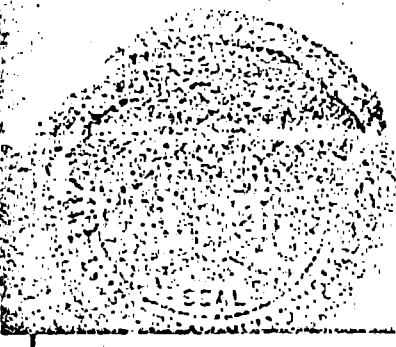
IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon, has been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

Charles W. Ceaf

SIA R. OF V. A. S. J. D.,
QUEEN ANNE'S COUNTY, SOY,
I HEREBY CERTIFY THAT
THIS Charter WAS
RECEIVED FOR RECORD THIS 14th
DAY OF July 1965 RE 11845
AND RECORDED IN LIBER CWC-1
Folio 214 RECORDED BOOK
FOR QUEEN ANNE'S COUNTY.

Charles W. Ceaf CLERK



RECEIVED FOR RECORD July 28, 1965

At a Special Meeting of the Board of Directors of Island Enterprises, Inc., 1800 N. Charles St., Baltimore, Maryland, at 1:00 P.M. on April 20, 1965, it was,

"RESOLVED THAT the principal place of business and post office of Island Enterprises, Inc. be changed to P. O. Box 48, Stevensville, Maryland and that the Resident Agent of Island Enterprises, Inc., be Catharine C. Wallman, P. O. Box 48, Stevensville, Maryland in place of Ellsworth H. Steinberg, 300 N. Gay St., Baltimore, Maryland."

ISLAND ENTERPRISES, INC.



Catharine C. Wallman
Catharine C. Wallman, President

NOTICE OF CHANGE OF PRINCIPAL OFFICE
AND CHANGE OF RESIDENT AGENT

OF

ISLAND ENTERPRISES, INC.

received for record May 11, 1965

, at 9:54 A. M.

and recorded in Liber F No. 477

Folio No. 281 one of

the charter records of the State Department of Assessments and Taxation of Maryland.

To the Clerk of the Circuit Court of Queen Annes County.

AA N^o 3268

Recording Fee Paid \$2.00

LIBER

1 PAGE 265

RECEIVED FOR RECORD July 28, 1965CASTLE MARINA YACHT CLUB, INC.ARTICLES OF INCORPORATION

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, William Henry Bittorf, Edith Helfrich Bittorf, and Edith Othelia Bittorf, all of 3611 St. Paul Street, Baltimore, Maryland 21218, all being of full age, do under and by virtue of the laws of the State of Maryland authorizing the formation of corporations associate ourselves with the intention of forming a corporation.

SECOND: The name of the corporation (which is hereinafter called the Corporation) is

CASTLE MARINA YACHT CLUB, INC.

THIRD: The purposes for which the Corporation is formed and the business or objects to be carried on and promoted by it are as follows:

(a) To organize and operate a private yacht club and do any and all things necessary and incidental to the carrying on of such business in the State of Maryland or elsewhere.

(b) To purchase, sell, own, hold, rent, lease, maintain, convey, encumber, mortgage, improve, exchange, transfer, dispose or otherwise in any manner whatsoever, deal in all kinds of property, real, personal or mixed, necessary or convenient for the purposes of its business within or without the State of Maryland, and to construct, equip, operate, rent or manage buildings of every kind, character and description, and to assume and perform contracts without restriction as to character or amount.

(c) To carry on any business which may seem to the Corporation to be calculated directly or indirectly to effectuate the aforesaid objects or any of them, and to facilitate the transaction of its aforesaid business or any part thereof, and to transact any other business that may be calculated directly or indirectly to enhance the value of its property or rights.

(d) To borrow money for its corporate purposes, to make, accept, endorse, issue and deliver bonds, debentures, notes, bills of exchange, or other indebtedness, to mortgage, hypothecate any stock, notes, bonds or other obligations, or any other property held by it and to loan money with or without collateral security.

(e) And in general to have every power granted or to be hereafter granted corporations by the laws of the State of Maryland, the enumeration of specific powers not to be in derogation of unnamed powers.

And the said Corporation is formed under the articles, conditions and powers herein expressed and subject in all particulars to the limitations relating to corporations which are contained in the General Laws of the State of Maryland.

FOURTH: The post office address of the place at which the principal office of the Corporation in this State will be located is Castle Marina, Chester, Queen Anne's County, Maryland. The resident agent of the Corporation is William Henry Bittorf, whose post office address is 3811 St. Paul Street, Baltimore, Maryland 21218. Said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The Corporation shall have four (4) directors and William Henry Bittorf, Edith Helfrich Bittorf, William Helfrich Bittorf and Edith Othelia Bittorf shall act as such until the first annual meeting or until their successors are duly chosen and qualified.

SIXTH: The total amount of the authorized capital stock of the Corporation is One Hundred Thousand Dollars (\$100,000.00) par value, divided into one thousand (1,000) shares of the par value of One Hundred Dollars (\$100.00) each.

SEVENTH: The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of any class whether now or hereafter authorized, and securities convertible into shares of its stock of any class whether now or hereafter authorized, for such consideration as said Board of Directors may deem advisable, subject to such limitations and restrictions, if any, as may be set forth in the By-Laws of the Corporation.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on this thirtieth day of April, 1965.

William Henry Bittorf
William Henry Bittorf

Witness:

William A. Bittorf
William A. Bittorf

Edith Helfrich Bittorf
Edith Helfrich Bittorf

Edith Othelia Bittorf
Edith Othelia Bittorf

STATE OF MARYLAND, BALTIMORE CITY, to wit:

I HEREBY CERTIFY, that on this thirtieth day of April, before me, the subscriber, a Notary Public of the State of Maryland, in and for Baltimore City aforesaid, personally appeared William Henry Bittorf, Edith Helfrich Bittorf, and Edith Othelia Bittorf, the incorporators named in the foregoing Articles of Incorporation, and severally acknowledged the foregoing Articles of Incorporation to be their act.

AS WITNESS my hand and notarial seal the day and year last above written.

Pearl Benschel Bittorf
Pearl Benschel Bittorf

LIBER

1 PAGE 267

ARTICLES OF INCORPORATION
OF
CASTLE MARINA YACHT CLUB, INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland May 4, 1965 at 11:30 o'clock A. M. as in conformity
with law and ordered recorded.

A 37

Recorded in Liber 476 folio 337 one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 10.00

To the clerk of the Circuit Court of Queen Anne's County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon,
has been received, approved and recorded by the State Department of Assessments and Taxation
of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

Charles H. [Signature]



STATE OF MARYLAND,
QUEEN ANNE'S COUNTY, SOY.
I HEREBY CERTIFY THAT
THIS 04 day of May 1965
RECORDED FOR RECORD THIS 2 FEB
DATE OF May 19 6 5 RE 11928
AND RECORDED IN LIBER CLC-1
476 FOLIO 337 RECORD BOOK
FOR QUEEN ANNE'S COUNTY
CLERK *[Signature]*

24

RECEIVED FOR RECORD July 28, 1965

CASTLE MARINA SWIM CLUB, INC.

ARTICLES OF INCORPORATION

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, William Henry Bittorf, Edith Helfrich Bittorf, and Edith Othelia Bittorf, all of 3611 St. Paul Street, Baltimore, Maryland 21218, all being of full age, do under and by virtue of the laws of the State of Maryland authorizing the formation of corporations associate ourselves with the intention of forming a corporation.

SECOND: The name of the corporation (which is hereinafter called the Corporation) is

CASTLE MARINA SWIM CLUB, INC.

THIRD: The purposes for which the Corporation is formed and the business or objects to be carried on and promoted by it are as follows:

(a) To organize and operate a private swim club and do any and all things necessary and incidental to the carrying on of such business in the State of Maryland or elsewhere.

(b) To purchase, sell, own, hold, rent, lease, maintain, convey, encumber, mortgage, improve, exchange, transfer, dispose or otherwise in any manner whatsoever, deal in all kinds of property, real, personal or mixed, necessary or convenient for the purposes of its business within or without the State of Maryland, and to construct, equip, operate, rent or manage buildings of every kind, character and description, and to assume and perform contracts without restrictions as to character or amount.

(c) To carry on any business which may seem to the Corporation to be calculated directly or indirectly to effectuate the aforesaid objects or any of them, and to facilitate the transaction of its aforesaid business or any part thereof, and to transact any other business that may be calculated directly or indirectly to enhance the value of its property or rights.

(d) To borrow money for its corporate purposes, to make, accept, endorse, issue and deliver bonds, debentures, notes, bills of exchange, or other indebtedness, to mortgage, hypothecate any stock, notes, bonds or other obligations, or any other property held by it and to loan money with or without collateral security.

(e) And in general to have every power granted or to be hereafter granted corporations by the laws of the State of Maryland, the enumeration of specific powers not to be in derogation of unnamed powers.

And the said Corporation is formed under the articles, conditions and powers herein expressed and subject in all particulars to the limitations relating to corporations which are contained in the General Laws of the State of Maryland.

FOURTH: The post office address of the place at which the principal office of the Corporation in this State will be located is Castle Marina, Chester, Queen Anne's County, Maryland. The resident agent of the Corporation is William Henry Bittorf, whose post office address is 3811 St. Paul Street, Baltimore, Maryland 21218. Said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The Corporation shall have four (4) directors and William Henry Bittorf, Edith Helfrich Bittorf, William Helfrich Bittorf and Edith Othelia Bittorf shall act as such until the first annual meeting or until their successors are duly chosen and qualified.

SIXTH: The total amount of the authorized capital stock of the Corporation is One Hundred Thousand Dollars (\$100,000.00) par value, divided into one thousand (1,000) shares of the par value of One Hundred Dollars (\$100.00) each.

SEVENTH: The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of any class whether now or hereafter authorized, and securities convertible into shares of its stock of any class whether now or hereafter authorized, for such consideration as said Board of Directors may deem advisable, subject to such limitations and restrictions, if any, as may be set forth in the By-Laws of the Corporation.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on this thirtieth day of April, 1965.

William Henry Bittorf
William Henry Bittorf

Witness:

William A. Bittorf
William A. Bittorf

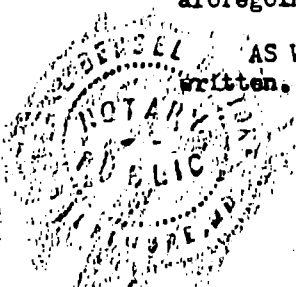
Edith Helfrich Bittorf
Edith Helfrich Bittorf

Edith Othelia Bittorf
Edith Othelia Bittorf

STATE OF MARYLAND, BALTIMORE CITY, to wit:

I HEREBY CERTIFY, that on this thirtieth day of April, before me, the subscriber, a Notary Public of the State of Maryland, in and for Baltimore City aforesaid, personally appeared William Henry Bittorf, Edith Helfrich Bittorf, and Edith Othelia Bittorf, the incorporators named in the foregoing Articles of Incorporation, and severally acknowledged the foregoing Articles of Incorporation to be their act.

AS WITNESS my hand and notarial seal the day and year last above written.



Pearl Bensel Bittorf
Pearl Bensel Bittorf

ARTICLES OF INCORPORATION
OF
CASTLE MARINA SWIM CLUB, INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland May 4, 1965 at 11:30 o'clock A. M. as in conformity
with law and ordered recorded.

A 38

Recorded in Liber 476, folio 335, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 10.00

To the clerk of the Circuit Court of Queen Anne's County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon,
has been received, approved and recorded by the State Department of Assessments and Taxation
of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

Charles H. Brantley

SEALED & FILED
QUEEN ANNE'S COUNTY, MD.
I HEREBY CERTIFY THAT
THIS INSTRUMENT WAS
RECEIVED FOR RECORD THIS 11TH
DAY OF MAY 1965 RE 11:30 A.M.
AND RECORDED IN BOOK NO. 476
PAGE 335
FOR QUEEN ANNE'S COUNTY
W. C. Goff CLERK



RECEIVED FOR RECORD July 28, 1965

ARTICLES OF INCORPORATION
OF
ROBERTS, INCORPORATED

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, FRANKLIN A. ROBERTS, whose Post Office address is Grasonville, Queen Anne's County, Maryland, RAE McD. ROBERTS, whose Post Office address is Grasonville, Queen Anne's County, Maryland, and MARTHA C. DAVIS, whose Post Office address is Wilmington, New Castle County, Delaware, all being of full age, do, under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations, associate ourselves with the intention of forming a corporation.

SECOND: The name of the corporation (which is hereinafter called "the Corporation") is

ROBERTS, INCORPORATED.

THIRD: The purposes for which the Corporation is formed, and the business objects to be carried on and promoted are as follows:

(a) To establish, conduct and engage in the operation and business of a dealer in antiques, equipment and parts, and to engage in the appraisal, repair and servicing, reconstruction and re-finishing of antiques, equipment and parts, and to establish, conduct and engage in and carry on the business of making, preparing, fitting and repairing any and all types of canvas covers, awnings, seat covers and the like, for all kinds of personal property of every kind and description.

(b) To manufacture, purchase or otherwise acquire, hold, mortgage, sell, transfer, or in any manner encumber or dispose of goods, wares, merchandise, implements and other personal property or equipment of every kind.

(c) To do all and everything necessary, suitable and proper for the accomplishment of any of the purposes, or the

attainment of any of the objects, or the furtherance of any of the purposes hereinbefore set forth, either above or in association with other corporations, firms, or individuals, and to do every other act or acts, thing or things, incidental or appurtenant to, or growing out of, or connected with the aforesaid business or purposes, or any part or parts thereof, provided the same be not inconsistent with the laws under which this Corporation is formed.

(d) To acquire by purchase, lease or otherwise, and to own, use, hold, sell, convey, exchange, lease, mortgage, work, improve, develop, cultivate and otherwise handle, deal in and dispose of antiques, canvas products, seat covers and the like, land, buildings, machinery, equipment, parts, appliances, furniture, furnishings, stores, garages and any other property, real or personal, necessary or advisable to accomplish any of the purposes herein, or to carry on and promote the business or objects referred to in these Articles of Incorporation.

(e) To engage in and carry on any other business which may conveniently be conducted in conjunction with any of the business of the Corporation.

(f) To enter into, make and perform contracts of every sort and description, with any person, firm, association or corporation, and generally to perform all acts which may be necessary to promote the purposes for which this Corporation is formed.

FOURTH: The Post Office address of the place at which the principal office of the Corporation will be located is Grasonville, Queen Anne's County, Maryland. The Resident Agent of the Corporation is Franklin A. Roberts, whose Post Office address is Grasonville, Queen Anne's County, Maryland. Said Resident Agent is a citizen of Queen Anne's County, and actually resides therein.

FIFTH: The Corporation shall have three (3) Directors, and the said Franklin A. Roberts, Rae McD. Roberts, and Martha C.

Davis shall act as such until the first annual meeting, or until their successors are duly chosen and qualified.

SIXTH: The said Corporation is a non-stock corporation, and is not authorized to issue capital stock.

SEVENTH: The said Franklin A. Roberts, Rae McD. Roberts and Martha C. Davis shall constitute the governing board of the Corporation, as well as its Directors.

IN WITNESS WHEREOF, We have signed these Articles of Incorporation this 16th day of May, 1965.

Witness:

Ruby C. Quandt Franklin A. Roberts (SEAL)
 Ruby C. Quandt Franklin A. Roberts

Ruby C. Quandt Rae McD. Roberts (SEAL)
 Ruby C. Quandt Rae McD. Roberts

Ruby C. Quandt Martha C. Davis (SEAL)
 Ruby C. Quandt Martha C. Davis

STATE OF MARYLAND

*

To wit:

*

QUEEN ANNE'S COUNTY

I HEREBY CERTIFY that on this 16th day of May, 1965, before me, the subscriber, a Notary Public of the State of Maryland, in and for Queen Anne's County, personally appeared FRANKLIN A. ROBERTS, RAE McD. ROBERTS and MARTHA C. DAVIS, and they each individually acknowledged the foregoing Articles of Incorporation to be their respective act.

IN TESTIMONY WHEREOF, I have hereunto subscribed my name and affixed my Notarial Seal the day and year last above written.

Ruby C. Quandt
Notary Public.

My Commission expires:

July 1st, 1965



ARTICLES OF INCORPORATION

OF

ROBERTS, INCORPORATED

approved and received for record by the State Department of Assessments and Taxation
of Maryland May 19, 1965 at 9:00 o'clock A. M. as in conformity
with law and ordered recorded.

A: 278

Recorded in Liber 7429, folio 33, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 10.00

LIBER

1 PAGE 275

To the clerk of the Circuit Court of Queen Anne's County

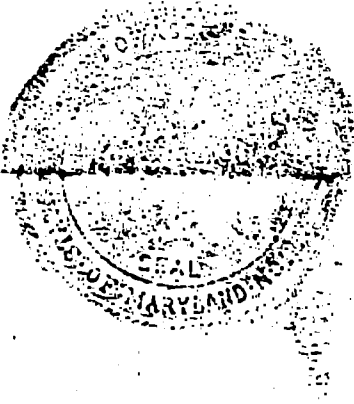
IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon, has been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

Charles H. Bartens

3864

STATE OF MARYLAND,
QUEEN ANNE'S COUNTY, 809,
I HEREBY CERTIFY THAT
THIS *Charles H. Bartens* HAS
RECEIVED FOR RECORD THIS *26th*
DAY OF *July* 196*6*. RE. *1199P*
AND RECORDED IN LIBER *Q* C.S. - *1*
At the *27th* *July* RECORD BOOK
FOR QUEEN ANNE'S COUNTY
Charles W. Giff CLERK



RECEIVED FOR RECORD Aug 24, 1965

GALILEE EVANGELICAL LUTHERAN CHURCH

ARTICLES OF INCORPORATION

(Under Article 23 Sections 256-297)

FIRST: WE, THE UNDERSIGNED, EARL R. QUANDT, of Stevensville, Maryland, STEPHEN B. FRANKE, of Stevensville, Maryland, JAMES M. PATCHETT, of Grasonville, Maryland and WILLIAM C. KERBER, of Chester, Maryland, elected by the qualified voting members of the congregation of GALILEE EVANGELICAL LUTHERAN CHURCH to act as trustees in the name and on behalf of said congregation, to manage the estate, property, interest and inheritance of the same, and each being at least twenty-one years of age, and all being discreet and sober persons, do hereby associate ourselves as incorporators with the intention of forming a Religious Corporation under and by virtue of the special provisions of the General Laws of the State of Maryland.

SECOND: The name of the congregation and of the corporation shall be: GALILEE EVANGELICAL LUTHERAN CHURCH.

THIRD: The plan and purpose of the corporation adopted at the meeting of the members of the congregation electing the trustees are as follows, to wit:

1. To conduct a church for religious purposes in accordance with the confessional standard of the Evangelical Lutheran Church.
2. The Minister for the time being and the members of the Church Council now in office or who may hereafter be elected and continued in succession as hereinafter provided shall act as trustees in the name and on behalf of the congregation and shall constitute the corporation. The officers of the congregation shall also be the officers of the corporation and the President or Vice-President shall be empowered to execute all properly authorized legal documents.

3. The members of the Church Council, who shall also act as the Trustees constituting the corporation, shall be elected by ballot by majority vote at the regular May meeting of the qualified voting members of the congregation in such numbers and for such terms as the congregation may determine by its Constitution and Bylaws, or by resolution, but their number shall never be less than four nor more than the number permitted by the religious corporation laws of the State of Maryland.

Only such male members of the congregation who are in good standing and have reached the age of twenty-one years and are qualified voting members under the practice of the congregation according to its Constitution and Bylaws, shall be eligible for election as members of the Church Council, and hence, as Trustees constituting the Corporation.

4. Only the male members of the congregation who have reached the age of twenty-one years, who have subscribed to the Constitution, and who are qualified as voting members in good standing according to the Constitution and Bylaws of the congregation, shall have the right to vote in the election of the Church Council of the congregation, the members of which, as Trustees, also constitute the Corporation.

5. The qualified voting members of the congregation at all times shall have full power to adopt a Constitution and Bylaws and such rules, regulations, and ordinances for conducting the temporal and spiritual affairs of the congregation as may be necessary and convenient for accomplishing its purposes, and not in conflict with these Articles of Incorporation, or the laws of the State of Maryland, and to revoke, amend or alter the same.

6. The Trustees constituting the Corporation shall hold and manage the property of the congregation in the name and on behalf of the congregation and in accordance with the provisions of its Constitution and Bylaws and resolutions, but shall have no power to sell, mortgage, or otherwise encumber, convey or dispose of the same except upon proper resolution of the congregation and

in accordance with its Constitution and Bylaws.

FOURTH: The church shall be located at Stevensville, in Queen Anne's County, State of Maryland, and the mailing address of the corporation for the time being shall be Galilee Evangelical Lutheran Church, in care of Earl R. Quandt, Stevensville, Maryland. The resident agent of the corporation is Earl R. Quandt, whose address is Stevensville, Maryland, and who is a citizen of the State of Maryland and actually resides therein.

IN WITNESS WHEREOF, we, the Trustees, have signed these Articles of Incorporation on May 26th, , 1965.

WITNESS:

David E. Shackelford
David E. Shackelford

Rev. John Trojian, Jr.
John Trojian, Jr. Minister

Earl R. Quandt
Earl R. Quandt

Stephen B. Franke
Stephen B. Franke

James M. Patchett
James M. Patchett

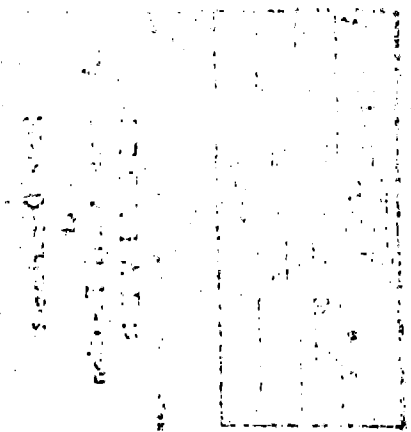
William C. Kerber
William C. Kerber

STATE OF MARYLAND,)
QUEEN ANNE'S COUNTY,) SS:

I HEREBY CERTIFY that on *May 26th*, 1965, before the subscriber, a Notary Public of the State of Maryland, personally appeared JOHN TROJIAN, EARL R. QUANDT, STEPHEN B. FRANKE, JAMES M. PATCHETT and WILLIAM C. KERBER and severally acknowledged the foregoing Articles of Incorporation to be their Act.

WITNESS my hand and Notarial Seal, the day and year last above written.

Ruby C. Quandt
Ruby C. Quandt
Notary Public



RECORDED & INDEXED
1965 MAY 27 10 11 AM
HERBERT L. ROYCE, CLERK

ARTICLES OF INCORPORATION
OF
GALILEE EVANGELICAL LUTHERAN CHURCH

approved and received for record by the State Department of Assessments and Taxation
of Maryland June 4, 1965, at 9:00 o'clock A. M. as in conformity
with law and ordered recorded.

A: 639

Recorded in Liber 7482, folio 332 one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

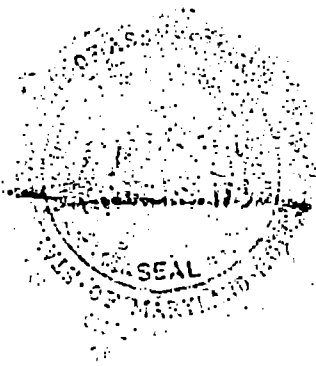
Bonus tax paid \$ Recording fee paid \$ 10.00

To the clerk of the Circuit Court of Queen Anne's County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon,
has been received, approved and recorded by the State Department of Assessments and Taxation
of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

Charles W. [Signature]



STATE OF MARYLAND,
QUEEN ANNE'S COUNTY, SCT.
I HEREBY CERTIFY THAT
THIS Charles WAS
RECEIVED FOR RECORD THIS 24
DAY OF Aug 1965 RR. 12297
AND RECORDED IN LIBER CWC-1
Pl. 277 Charles RECORD BOOK
FOR QUEEN ANNE'S COUNTY.
Charles W. [Signature] CLERK
\$ 2.50 Pd.

LIBER 1 PAGE 281

RECEIVED FOR RECORD

Sept 17, 1965

SHIPPING CREEK FARM, INC.

ARTICLES OF SALE

SHIPPING CREEK FARM, INC., a Maryland corporation, having its principal office in Queen Anne's County, Maryland (hereinafter referred to as the Corporation) hereby certifies to the State Department of Assessments and Taxation of Maryland that:

FIRST: The Corporation, as Transferor, has agreed to sell, transfer and convey substantially all of its property and assets, consisting of that farm known as Shipping Creek Farm, located in Queen Anne's County, Maryland, comprising approximately 155 acres, the improvements thereon and certain tangible personal property used in connection therewith.

SECOND: The names and the post office addresses of the Transferees named in the Deed are as follows: Andrew B. Beveridge, Howard L. Keller, Charles A. Shreeve, Jr., Richard B. Johnson, Amos R. Meyer and Edgar P. Young, Co-Partners t/a Shipping Creek Associates, Shipping Creek Farm, Inc., Kent Island, Queen Anne's County, Maryland.

THIRD: The name and state of incorporation of the Corporation are as hereinabove stated.

FOURTH: The amount of the consideration to be paid by the Transferees to the Corporation for the property and assets of the Corporation transferred is \$250,000 in cash.

FIFTH: The principal office of the Corporation is located in Queen Anne's County, Maryland. The property being transferred by the Corporation is located in Queen Anne's County, Maryland, the title to which could be affected by the recording of an instrument among the land records.

SIXTH: The Transferees are individuals and co-partners trading as Shipping Creek Associates.

SEVENTH: The Transferees are individuals, resident of this State.

EIGHTH: These Articles of Sale were duly advised by the Board of Directors of the Corporation and approved by the stockholders of the Corporation in the manner and by the vote required by Article 23 of the Annotated Code of Maryland and by the Charter of the Corporation.

NINTH: The sale and transfer of the real property referred to herein will be evidenced by a deed from the Corporation to the Transferees, which is intended to be recorded among the land records of Queen Anne's County.

IN WITNESS WHEREOF, Shipping Creek Farm, Inc. has caused these presents to be signed in its name and on its behalf by its President and its Corporate Seal to be hereunto affixed by its Secretary and the Transferees have signed and sealed the same this 11th day of June, 1965.



ATTEST:

SHIPPING CREEK FARM, INC.

James M. LaMarche
Secretary

By Charles S. Dewey, Sr.
President

WITNESS:

TRANSFEREES

Wadell G. Dawnes, Jr.

Howard L. Keller (SEAL)
Howard L. Keller

Wadell G. Dawnes, Jr.

Andrew W. Beveridge (SEAL)
Andrew W. Beveridge

Wadell G. Dawnes, Jr.

Charles A. Shreeve, Jr. (SEAL)
Charles A. Shreeve, Jr.

Wadell G. Dawnes, Jr.

Richard B. Johnson (SEAL)
Richard B. Johnson

Sidney C. Enjiles

Amos R. Meyer (SEAL)
Amos R. Meyer

Wadell G. Dawnes, Jr.

Edgar P. Young (SEAL)
Edgar P. Young

Co-Partners
T/A Shipping Creek Associates

STATE OF MARYLAND

SS:

CITY OF BALTIMORE

I HEREBY CERTIFY that on June 11th, 1965, before me, the subscriber, a Notary Public of the State of Maryland, in and for the City of Baltimore, personally appeared Charles S. Dewey, Sr., President of Shipping Creek Farm, Inc., a Maryland corporation, and James M. LaMarche, Secretary of Shipping Creek Farm, Inc., a Maryland corporation, and in the name and on behalf of said Corporation acknowledged the foregoing Articles of Sale to be the corporate act of said Corporation; and at the same time personally appeared Charles S. Dewey, Sr., who made oath in due form of law that he was chairman of the special meeting of stockholders at which the dissolution of the Corporation was authorized and that the matters set forth in the Article

EIGHTH of said Articles of Sale are true, to the best of his knowledge, information and belief.

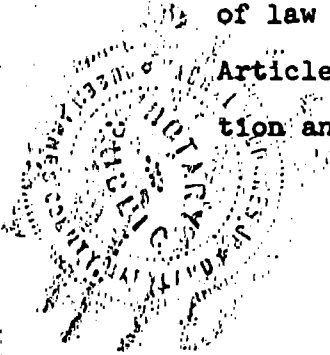


Albert P. Dollinger
Notary Public

My commission expires: 7-1-67

STATE OF MARYLAND
~~GREEN ANNE'S COUNTY~~ SS:
~~CITY OF BALTIMORE~~

I HEREBY CERTIFY that on June 11, 1965, before me, the subscriber, a Notary Public of the State of Maryland, City of Baltimore, personally appeared Howard L. Keller, Andrew W. Beveridge, Charles A. Shreeve, Jr., Richard B. Johnson, ~~Amos R. Meyer~~ and Edgar P. Young, who made oath in due form of law that the matters and facts set forth in the foregoing Articles of Sale are true to the best of their knowledge, information and belief.

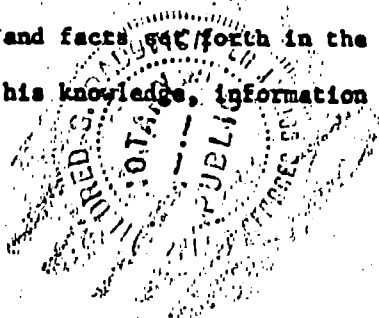


Michael S. Reames Jr
Notary Public

My commission expires: 7-1-65

STATE OF MARYLAND
~~GREEN ANNE'S COUNTY~~ SS:
Prince George's

I HEREBY CERTIFY that on June 18th, 1965, before me, the Subscriber, a Notary Public of the State of Maryland, ~~County of Queen Anne's~~ Prince George's, personally appeared Amos R. Meyer, who made oath in due form of law that the matters and facts set forth in the foregoing Articles of Sale are true to the best of his knowledge, information and belief.



Michael S. Reames
NOTARY PUBLIC

My commission expires: 7/1/65

RECEIVED FOR RECORD *Sept 17, 1965*

QUEEN ANNE'S COUNTY ARCHERY CLUB, INC.

ARTICLES OF INCORPORATION

THIS IS TO CERTIFY:

(First) That we, the subscribers,

- (a) W. Franklin Moore, Jr., whose post office address is Centreville, Queen Anne's County, Maryland;
- (b) Milford Usilton, whose post office address is Centreville, Queen Anne's County, Maryland;
- (c) William E. Thomas, whose post office address is Centreville, Queen Anne's County, Maryland;

all being of full legal age, do, under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations, associate ourselves with the intention of forming a corporation.

(Second) The name of the corporation (which is hereinafter called the Corporation) is

QUEEN ANNE'S COUNTY ARCHERY CLUB, INC.

(Third) The purposes for which the Corporation is formed and the business or objects to be carried on and promoted are as follows:

- (a) To encourage, perpetuate, and promote recreation, training and education in the sport of archery for persons residing in Queen Anne's County, Maryland; to hold and sponsor archery tournaments; to join and hold membership in state and national archery associations; to erect and maintain archery ranges and the customary and usual facilities convenient or necessary thereto; and to do all things usual and customary for non-profit archery clubs in the State of Maryland.
- (b) To purchase, acquire, hold, improve, develop, sell, convey, assign, mortgage, encumber, lease, or otherwise dispose of or deal in or with real or personal property of every name and nature which this corporation may think necessary or convenient for the purpose of providing the aforesaid facilities and services.
- (c) To carry on any other business which may seem to the Board of Directors of this Corporation to be calculated, either directly or indirectly to effectuate the aforesaid objects or any of them, or any part thereof; and generally to exercise the powers enumerated by the Laws of the State of Maryland pertaining to corporations, and to do any act, matter or thing not inconsistent with said laws which may be appropriate to promote and attain the objects and purposes for which this Corporation is formed.

The foregoing enumeration of powers, purposes and objects is made in furtherance and not in limitation of the powers conferred upon the Corporation by law and is not intended by mention of any particular object or business in any manner to limit or restrict the generality of any other purposes, objects or business mentioned, or to limit or restrict any of the powers of the Corporations.

(Fourth) The post office of the place at which the principal office of the Corporation in this State will be located is Centreville, Maryland.

The resident agent of the Corporation is W. Franklin Moore, Jr., whose post office address is Centreville, Maryland. Said resident agent is a citizen of the State of Maryland and actually resides therein.

(Fifth) The Corporation shall be without capital stock and shall not be operated for profit.

(Sixth) The number of directors of the Corporation shall be four (4) which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than three; and the names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are:

- a. W. Franklin Moore, Jr., whose post office address is Centreville, Queen Anne's County, Maryland;
- b. Milford Usilton, whose post office address is Centreville, Queen Anne's County, Maryland;
- c. William E. Thomas, whose post office address is Centreville, Queen Anne's County, Maryland;
- d. J. Bradford Moore, whose post office address is Centreville, Queen Anne's County, Maryland.

(Seventh) The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation this 8th day of July, 1965.

WITNESS:

Rebecca D. Davenport
Rebecca D. Davenport
Rebecca D. Davenport

W. Franklin Moore Jr. (SEAL)
W. Franklin Moore, Jr.
Milford Usilton (SEAL)
Milford Usilton
William E. Thomas (SEAL)
William E. Thomas

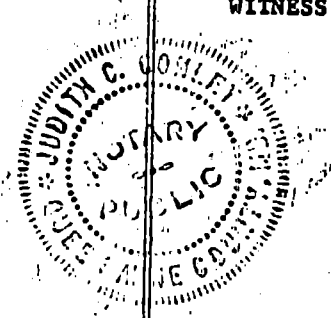
STATE OF MARYLAND

QUEEN ANNE'S COUNTY

to wit:

I HEREBY CERTIFY, that on this 8th day of July, 1965, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County aforesaid, personally appeared W. Franklin Moore, Jr., Milford Usilton, and William E. Thomas, and they severally acknowledged the foregoing Articles of Incorporation to be their act.

WITNESS my hand and Notarial Seal.



Judith C. Conley
NOTARY PUBLIC

My commission expires: 7-1-1967

103

LIBER

1 PAGE 288

ARTICLES OF INCORPORATION

OF

QUEEN ANNE'S COUNTY ARCHERY CLUB, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland July 9, 1965, at 9:00 o'clock A. M. as in conformity with law and ordered recorded.

A: 1209

Recorded in Liber 7488, folio 204, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

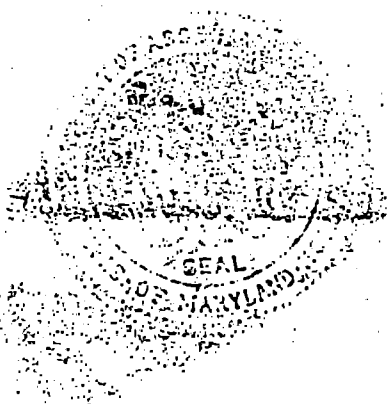
Bonus tax paid \$ 20.00 Recording fee paid \$ 10.00

To the clerk of the Circuit Court of Queen Anne's County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon, has been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

Charles W. Cecil



STATE OF MARYLAND,
QUEEN ANNE'S COUNTY, SCT.
I HEREBY CERTIFY THAT
THIS Article of Incorporation WAS
RECEIVED FOR RECORD
DAY OF Sept 1965 RE - 12588
AND RECORDED IN THE CLERK'S BOOK
FOR QUEEN ANNE'S COUNTY.
Charles W. Cecil CLERK

JMB

RECEIVED FOR RECORD Sept. 17, 1965

ARTICLES OF INCORPORATION
OF

P.L. HOWARD ASSOCIATES, INC.

This is to certify:

FIRST: That we, the subscribers, Mary L. Walters, whose post office address is Queenstown, Maryland; Dan M. Tabler, whose post office address is Centreville, Maryland; and John W. Sause, Jr., whose post office address is Centreville, Maryland, all being at least twenty-one years of age, do under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations, associate ourselves with the intention of forming a corporation by the execution and filing of these articles.

SECOND: That the name of the corporation (which is hereafter called "Corporation") is P. L. Howard Associates, Inc.

THIRD: The purposes for which the Corporation is formed are as follows:

- a. To engage in research and development in the fields of electrochemistry, including energy conversion, power supplies, corrosion, and electrodeposition.
- b. To engage in research and development in oceanography, including instrumentation, materials, and chemical compositions.
- c. To engage in research and development of processes for desalinazition of water, including sea water and brackish water.
- d. To engage in research and development in the field of electronics relating particularly to inertial guidance, countermeasures, antisubmarine warfare, and all equipment and processes related thereto.
- e. To provide consulting services, studies, reports, analyses, surveys and advice with respect to any of the above purposes.

f. To manufacture, purchase or otherwise acquire, hold, mortgage, pledge, sell, transfer, or in any manner encumber or dispose of goods, wares, merchandise, implements, and other personal property or equipment of every kind.

g. To purchase, lease or otherwise acquire, hold, develop, improve, mortgage, sell, exchange, let, or in any manner encumber or dispose of real property wherever situated.

h. To carry on and transact, for itself or for account of others, the business of general merchants, general brokers, general agents, manufacturers, buyers and sellers of, dealers in, importers and exporters of natural products, raw materials, manufactured products and marketable goods, wares and merchandise of every description.

i. To purchase, lease or otherwise acquire, all or any part of the property, rights, businesses, contracts, good-will, franchises and assets of every kind, of any corporation, co-partnership or individual (including the estate of a decedent), carrying on or having carried on in whole or in part any of the aforesaid businesses or any other businesses that the Corporation may be authorized to carry on, and to undertake, guarantee, assume and pay the indebtedness and liabilities thereof, and to pay for any such property, rights, business, contracts, good-will, franchises or assets by the issue, in accordance with the laws of Maryland, of stock, bonds, or other securities of the Corporation or otherwise.

j. To apply for, obtain, purchase, or otherwise acquire, any patents, copyrights, licenses, trademarks, tradenames, rights, processes, formulae, and the like, which might be used for any of the purposes of the Corporation; and to use, exercise, develop, grant licenses in respect of, sell and otherwise turn to account, the same.

k. To purchase or otherwise acquire, hold and reissue shares of its capital stock of any class; and to purchase, hold, sell, assign, transfer, exchange, lease, mortgage, pledge or otherwise dispose of, any shares of stock of, or voting trust certificates for any shares of stock of, or any bonds or other securities or evidences of indebtedness issued or created by, any other corporation or association, organized under the laws of the State of Maryland or of any other state, territory, district, colony or dependency of the United States of America, or of any foreign country; and while the owner or holder of any such shares of stock, voting trust certificates, bonds or other obligations, to possess and exercise in respect thereof any and all the rights, powers, and privileges of ownership, including the right to vote on any shares of stock so held or owned; and upon a distribution of the assets or a division of the profits of this Corporation, to distribute any such shares of stock, voting trust certificates, bonds or other obligations, or the proceeds thereof, among the stockholders of this Corporation.

l. To guarantee the payment of dividends upon any shares of stock of, or the performance of any contract by, any other corporation or association in which the Corporation has an interest, and to endorse or otherwise guarantee the payment of the principal and interest, or either, of any bonds, debentures, notes, securities or other evidences of indebtedness created or issued by any such other corporation or association.

m. To loan or advance money with or without security, without limit as to amount; and to borrow or raise money for any of the purposes of the Corporation and to issue bonds, debentures, notes or other obligations of any nature, and in any manner permitted by law, for money so borrowed or in payment for property purchased, or for any

other lawful consideration, and to secure the payment thereof and of the interest thereon, by mortgage upon, or pledge or conveyance or assignment in trust of, the whole or any part of the property of the Corporation, real or personal, including contract rights, whether at the time owned or thereafter acquired; and to sell, pledge, discount or otherwise dispose of such bonds, notes, or other obligations of the Corporation for its corporate purposes.

n. To carry on any of the businesses hereinbefore enumerated for itself, or for account of others, or through others for its own account, and to carry on any other business which may be deemed by it to be calculated, directly or indirectly, to effectuate or facilitate the transaction of the aforesaid objects or businesses, or any of them, or any part thereof, or to enhance the value of its property, business or rights.

o. To carry out all or any part of the aforesaid purposes, and to conduct its business in all or any of its branches in any or all states, territories, districts, colonies and dependencies of the United States of America and in foreign countries; and to maintain offices and agencies, in any or all states, territories, districts, colonies and dependencies of the United States of America and in foreign countries.

The foregoing enumeration of the purposes, objects and business of the Corporation is made in furtherance, and not in limitation, of the powers conferred upon the Corporation by law, and is not intended, by the mention of any particular purpose, object or business, in any manner to limit or restrict the generality of any other purpose, object or business mentioned, or to limit or restrict any of the powers of the Corporation. The Corporation is formed upon the articles, conditions and provisions herein expressed, and subject in all particulars to the

limitations relative to corporations which are contained in the general laws of this State.

FOURTH: The postoffice address of the principal office of the Corporation in this State is Centreville, Maryland 21617. The resident agent of the Corporation is John W. Sause, Jr., whose postoffice address is Centreville, Maryland 21617. Said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The total number of shares of stock which the corporation has authority to issue is Ten Thousand (10,000) shares of the par value of Ten Dollars (\$10.00) per share, all of which shares are of one class and are designated common stock. The aggregate par value of all shares having par value is One Hundred Thousand Dollars (\$100,000.00).

SIXTH: The Corporation shall have such number of directors, not less than three (3), as may from time to time be prescribed by the By Laws of the Corporation. Paul L. Howard, Sr.; Anna C. Howard; and Paul L. Howard, Jr., shall act as directors until the first annual meeting, or until their successors are duly chosen and qualify.

SEVENTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the directors and stockholders:

(a) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock, with or without par value, of any class, and securities convertible into shares of its stock, with or without par value, of any class, for such considerations as said Board of Directors may deem advisable, irrespective of the value or amount of such considerations, but subject to such limitations and restrictions, if any, as may be set forth in the By-laws of the Corporation.

(b) No contract or other transaction between this Corporation and any other corporation and no act of this Corporation shall in any way be affected or invalidated by the fact that any of the directors of this Corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation; any directors individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof; and any director of this Corporation who is also a director or officer of such other corporation or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation, which shall authorize any such contract or transaction, and may vote thereat to authorize any such contract or transaction, with like force and effect as if he were not such director or officer of such other corporation or not so interested.

(c) The Board of Directors shall have power, from time to time, to fix and determine and to vary the amount of working capital of the Corporation; to determine whether any, and, if any, what part, of the surplus of the Corporation or of the net profits arising from its business shall be declared in dividends and paid to the stockholders, subject, however, to the provisions of the charter, and to direct and determine the use and disposition of any of such surplus or net profits. The Board of Directors may in its discretion use and apply any of such surplus or net profits in purchasing or acquiring any of the shares of the stock of the Corporation, or any of its bonds or other evidences of indebtedness, to such extent and in such manner and upon such lawful terms as the Board of Directors shall deem expedient.

(d) The Corporation reserves the right to make from time to time any amendments of its charter which may now or hereafter be authorized by law, including any amendments changing the terms of any class of its stock by classification, re-classification or otherwise, but no such amendment which changes the terms of any of the outstanding stock shall be valid unless such change of terms shall have been authorized by the holders of four-fifths of all of such stock at the time outstanding, by vote at a meeting or in writing with or without a meeting.

(e) No holders of stock of the Corporation, of whatever class, shall have any preferential right of subscription to any shares of any class or to any securities convertible into shares of stock of the Corporation, nor any right of subscription to any thereof other than such, if any, as the Board of Directors in its discretion may determine, and at such price as the Board of Directors in its discretion may fix; and any shares or convertible securities which the Board of Directors may determine to offer for subscription to the holders of stock may, as said Board of Directors shall determine, be offered to holders of any class or classes of stock at the time existing to the exclusion of holders of any or all other classes at the time existing.

(f) Notwithstanding any provision of law requiring any action to be taken or authorized by the affirmative vote of the holders of a designated proportion of the shares of stock of the Corporation, or to be otherwise taken or authorized by vote of the stockholders, such action shall be effective and valid if taken or authorized by the affirmative vote of a majority of the total number of votes entitled to be cast thereon, except as otherwise provided in this charter.

(g) The Board of Directors shall have power, subject to any limitations or restrictions herein set forth or imposed by law, to

classify or reclassify any unissued shares of stock, whether now or hereafter authorized, by fixing or altering in any one or more respects, from time to time before issuance of such shares, the preferences, rights, voting powers, restrictions and qualifications of, the dividends on, the times and prices of redemption of, and the conversion rights of, such shares.

(h) The Board of Directors shall have power to declare and authorize the payment of stock dividends, whether or not payable in stock of one class to holders of stock of another class or classes; and shall have authority to exercise, without a vote of stockholders, all powers of the Corporation, whether conferred by law or by these articles, to purchase, lease or otherwise acquire the business, assets or franchises, in whole or in part, of other corporations or unincorporated business entities.

EIGHTH: The Corporation is authorized to issue to Paul L. Howard, Sr., eighty-six (86) shares of the common stock of the Corporation upon receipt of and in exchange for the following property, the actual value of which is Eight Hundred Sixty Dollars (\$860.00): 1957 Mercury Montclair 4 door sedan, Model 58B, Serial 57ME-8459M; PACO Model C-20 Resistance Capacitance Ratio Bridge; EICO Model 488 Electronic Switch; Triumph Model 841 Oscillograph; EICO Model 360 Sweep Generator; set of AIEE and IEEE monthly magazines; set of Electrochemical Society Monthly magazines and books; set of ARS and AIAA magazines; and nine (9) volumes power sources proceedings.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on the 7th day of July, 1965.

Witness as to all:

Elizabeth W. Engle
Elizabeth W. Engle

Mary L. Walters
Mary L. Walters

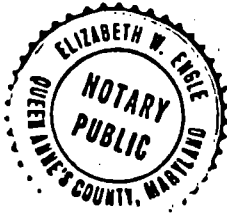
Dan M. Tabler
Dan M. Tabler

John W. Sause, Jr.
John W. Sause, Jr.

STATE OF MARYLAND, COUNTY OF QUEEN ANNE'S: ss

I hereby certify that on the *7th* day of July, 1965, before me, the subscriber, a Notary Public of the State of Maryland, in and for Queen Anne's County, personally appeared Mary L. Walters, Dan M. Tabler and John W. Sause, Jr., and severally acknowledged the foregoing Articles of Incorporation to be their respective act.

AS WITNESS, my hand and Notarial seal the day and year above written.



Elizabeth W. Engle
Elizabeth W. Engle
Notary Public

ARTICLES OF INCORPORATION

OF

P. L. HOWARD ASSOCIATES, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland July 9, 1965 at 10:25 o'clock A. M. as in conformity with law and ordered recorded.

A: 1251

Recorded in Liber 7488, folio 423 one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 18.00

To the clerk of the Circuit Court of Queen Annes County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon, has been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore. *

Charles W. Cecil



STATE OF MARYLAND,
QUEEN ANNES COUNTY, SCT.
I HEREBY CERTIFY THAT
THIS Article of Incorporation AS
RECEIVED AND RECORDED THIS 17
DAY OF April 1965. RE. 185.88
AND RETURNED IN THE
Fee \$ 89.00
FOR QUEEN ANNES COUNTY.
Charles W. Cecil CLERK

18

RECEIVED FOR RECORD

Sept. 17, 1965

WOLFE'S WESTERN AUTO, INC.

ARTICLES OF AMENDMENT

Wolfe's Western Auto, Inc., a Maryland corporation having its principal office in Queen Anne's County, Maryland, (hereinafter called the Corporation) hereby certifies to the State Department of Assessments and Taxation of Maryland, That:

First: The charter of the Corporation is hereby amended by striking out the second item of the certificate of incorporation and inserting in lieu thereof the following:

Second: The name of the corporation (which is hereinafter called the Corporation) is

JOSEPH C. WOLFE, INC.

Second: The board of directors of the Corporation, at a meeting duly convened and held on the 3rd day of May, 1965, adopted a resolution in which was set forth the foregoing amendments to the charter, declaring that said amendments of the charter were advisable and directing that it be submitted for action thereon at a special meeting of the stockholders of the Corporation to be held on the 3rd day of June, 1965.

Third: Notice setting forth the said amendments of the corporate charter and stating that a purpose of the meeting of the stockholders would be to take action thereon was given as required by law to all stockholders (whether or not entitled to vote thereon) and whose contract rights as expressly set forth in the charter would be altered by the amendments.

Fourth: The amendments of the charter of the Corporation as hereinabove set forth was approved by the stockholders of the Corporation at said meeting by the unanimous vote of all votes to be cast thereon.

Fifth: The amendments of the charter of the Corporation as hereinabove set forth have been advised by the Board of Directors and approved by the stockholders of the corporation.

IN WITNESS WHEREOF, Wolfe's Western Auto, Inc., a body corporate of the State of Maryland, has caused these presents to be signed in its name and on its behalf by Joseph C. Wolfe, its President, and its corporate seal to be hereunto affixed and attested by Ronald E. Wolfe, its Secretary, on this 6th day of July, 1965.

WITNESS AND ATTEST:

Ronald E. Wolfe
Ronald E. Wolfe, Secretary

WOLFE'S WESTERN AUTO, INC.
By Joseph C. Wolfe
Joseph C. Wolfe, President

(Place corporate seal here)



STATE OF MARYLAND

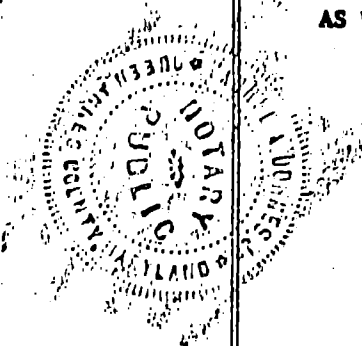
to wit:

COUNTY OF QUEEN ANNE'S

I HEREBY CERTIFY, that on this 6th day of July, 1965, before me, the Subscriber, a Notary Public, as aforesaid, personally appeared Joseph C. Wolfe, President of Wolfe's Western Auto, Inc., a Maryland corporation, and in its name and on behalf of said Corporation acknowledged the foregoing Articles of Amendment to be the corporate act of said corporation; and at the same time personally appeared Ronald E. Wolfe, and made oath in due form of law that he was the Secretary of the meeting of the stockholders of said corporation at which the amendments of the charter of the corporation herein set forth was approved, and that the matters and facts set forth in said Articles of Amendment are true to the best of his knowledge, information and belief.

AS WITNESS my hand and Notarial Seal, the day and year last above written.

Richard A. Doune Jr.
NOTARY PUBLIC



✓

ARTICLES OF AMENDMENT
OF
WOLFE'S WESTERN AUTO, INC.
Changing its name to
JOSEPH C. WOLFE, INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland July 7, 1965, at 9:00 o'clock A. M. as in conformity
with law and ordered recorded.

A: 1236

Recorded in Liber 7488, folio 340 ³ one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$..... Recording fee paid \$ 10.00.....

To the clerk of the Circuit Court of Queen Anne's County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon, has been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

Charles W. Cecil



STATE OF MARYLAND,
QUEEN ANNE'S COUNTY, SGT.
THIS Article of Amendment WAS
RECEIVED FOR RECORD THIS 17
DAY OF Sept 19 65 RE - 125 98
AND RECORDED IN LIBER C-1
Page 299 of the RECORD BOOK
FOR QUEEN ANNE'S COUNTY.
Charles W. Cecil CLERK

LP

RECEIVED FOR RECORD Oct. 20, 1961

COURSERA CORPORATION

ARTICLES OF INCORPORATION

FIRST: WE, THE UNDERSIGNED, Edward F. Severa, Jr., whose post office address is Queenstown, Queen Anne's County, Maryland and James S. Coursey, Chester, Queen Anne's County, Maryland and W. Raymond Baker, Stevensville, Queen Anne's County, Maryland, each being at least twenty-one years of age, do hereby associate ourselves as incorporators with the intention of forming a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereinafter called the Corporation) is COURSERA CORPORATION.

THIRD: The purposes for which, and for any of which the Corporation is formed, and the business and objects to be carried on and promoted by it are as follows:

A. To transact a general real estate agency and brokerage business, including the management of estates, to act as agent, broker or attorney in fact for any person, firm or corporation in buying, selling and dealing in real property and any and every estate and interest therein, and choses in action secured thereby, judgments resulting therefrom, and other personal property, in supervising, managing and protecting such property and loans and all interests in and claims affecting the same, in effecting insurance against and all other risks thereon, and in managing and conducting any legal actions, proceedings and business relating to any of the purposes herein mentioned or referred to; to register mortgages and deed of trust of real property or chattels real and all other securities collateral thereto; to investigate and report upon the credit and financial solvency and sufficiency of borrowers and sureties upon such securities; to purchase and hold real property and any and every estates and interest therein, and choses

in action secured thereby, judgments resulting therefrom and other personal property, collateral thereto, to improve, manage, operate, sell mortgage, lease and otherwise dispose of any property so acquired, to loan on real estate, and to take mortgages and assignments of mortgages of the same; and to transact all or any other business which may be necessary or incidental or proper to the exercise of any or all of the aforesaid purposes of the Corporation.

B. To conduct and carry on the business of builders and contractors for the purpose of building, erecting, altering, repairing, or any other work in connection with any and all classes of building, rebuilding, alteration, repairing or improvement of houses, factories, building, works or erections of every kind and description whatsoever, including the location, laying out and constructing of roads, avenues, decks, slips, sewers, bridges, walks, walls, canals, railroads, or street railways, wells, power plants, and generally in all classes of buildings, erections and works, both public and private, or integral parts thereof, and generally to do and perform any, and all, works as builders and contractors, and with that end in view to solicit, obtain, make, perform and carry out contracts covering the building and contracting business and the work connected therewith.

C. To purchase, sell, mortgage, lease, improve, invest and deal in land and in real estate, wheresoever situated, and to construct, equip, operate, lease, rent, hire and manage buildings of every kind and description.

D. To build, make, operate, maintain, buy, sell, deal in and with, own, lease, pledge, and otherwise dispose of boats of every nature and kind whatsoever, together with all materials, articles, tools, machinery and appliances entering into or suitable and convenient for the construction or equipment thereof, and

together with engines, machinery and appliances of all kinds, and tackle, apparel, and furniture of all kinds.

E. To manufacture, deal in, build, install, repair, buy and sell marine specialities, marine hardware, gas engines, gasoline engines, diesel engines, marine engines, hulls, accessories, apparatus and appliances of all kinds used in connection therewith.

F. To operate a marina and to transact such other business incidental thereto as may be necessary and proper in the conduct of the business of said Corporation.

G. To own, conduct, operate, maintain and carry on the business of tavern and restaurant, and to sell and dispense foods, beverages and liquids of all kinds and to do any and all things necessary and pertinent to said business.

H. (1) To buy, sell and deal in all classes and description of sea food, either at wholesale or retail and edible foods of every nature and description.

(2) For the purpose of transacting all and sundry the acts of whatever nature necessary to best effectuate a proper and successful operation and maintenance of a sea food business and to carry out the purposes heretofore outlined in the sub-section one.

I. To construct, own, buy, sell, lease, equip and operate hotels, motels, camping and outing resorts; to manufacture, purchase, sell, and generally deal in hotel, motel, camping and outing resort equipment and supplies of all kinds and to manufacture, own, operate and generally deal in and with all kinds of facilities and appurtenances convenient, desirable or necessary in the conduct and operation of the foregoing.

J. To carry on any other business which may seem to the Corporation to be calculated directly or indirectly to effectuate the aforesaid objects, or either of them, to facilitate it in the transaction of its aforesaid business or any part thereof, or in the transaction of any other business that may be calculated,

directly or indirectly, to enhance the value of its property and rights; and to have and exercise all powers conferred by the General Laws of the State of Maryland, upon corporations formed thereunder, and to exercise and enjoy all powers, rights, and privileges granted to, or conferred upon, corporations of this character by said General Laws, now or hereinafter in force; the enumeration of certain powers, as herein specified, not being intended to exclude any such other powers, rights and privileges.

K. The said Corporation is formed upon the articles, conditions, and provisions herein expressed, and subject in all particulars to the limitations pertaining to corporations, which are contained in the General Laws of this State. The business and operation of said Corporation are to be carried on in the State of Maryland and elsewhere in the United States of America and such other localities as the Board of Directors may deem advisable, subject however, in all respects to the laws of the jurisdictions wherein said business is carried on.

FOURTH: The post office address of the principal office of the Corporation in this State is Queenstown, Queen Anne's County, Maryland. The name and post office of the resident agent of the Corporation in this State is Edward F. Severa, Jr., Queenstown, Queen Anne's County, Maryland.

Said resident agent is a citizen of this State and actually resides herein.

FIFTH: The total number of shares of stock which the Corporation has authority to issue is One Thousand (1,000) shares of No Par Value, having no aggregate par value.

SIXTH: The number of directors of the Corporation shall be three (3) which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less three; and the names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualified, are Edward F. Severa, Jr., James S. Coursey and W. Raymond Baker.

SEVENTH: The following provisions are hereby adopted for the purpose of defining, limiting, and regulating the powers of the Corporation and of the directors and stockholders:

(1) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class or classes, whether now or hereafter authorized.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on this 24 day of July, 1965.

WITNESS:

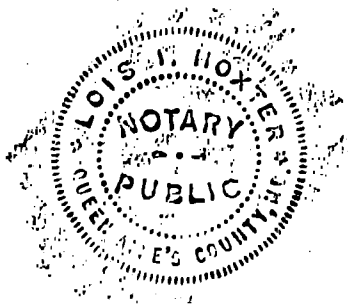
Louis J. Hoster
(to all)

Edward F. Severa, Jr. (SEAL)
Edward F. Severa, Jr.
James S. Coursey (SEAL)
James S. Coursey
W. Raymond Baker (SEAL)
W. Raymond Baker

STATE OF MARYLAND, QUEEN ANNE'S COUNTY, To wit:

I HEREBY CERTIFY, that on this 24 day of July, 1965, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County of Queen Anne's, personally appeared Edward F. Severa, Jr., James S. Coursey, and W. Raymond Baker and severally acknowledged the foregoing Articles of Incorporation to be their act.

AS WITNESS my hand and Notarial Seal.



Louis J. Hoster
Notary Public

ARTICLES OF INCORPORATION
OF
COURSERA CORPORATION

approved and received for record by the State Department of Assessments and Taxation
of Maryland August 10, 1965, at 9:00 o'clock A. M. as in conformity
with law and ordered recorded.

A 1748

Recorded in Liber 493, folio 178, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 10.00

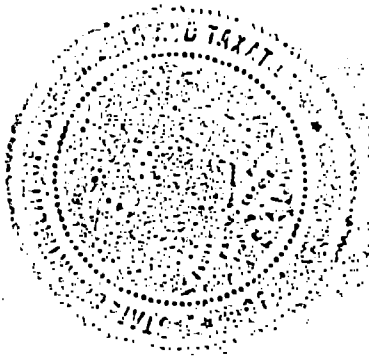
To the clerk of the Circuit Court of Queen Anne's County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon,
has been received, approved and recorded by the State Department of Assessments and Taxation
of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

Charles W. Cecil

STATE OF MARYLAND,
QUEEN ANNE'S COUNTY, SOY,
I HEREBY CERTIFY THAT
THIS *Article of Incorporation* WAS
RECEIVED FOR RECORD THIS *20*
DAY OF *Oct* 19*65* RE *12983*
AND RECORDED IN LIBER *493-1*
Charter RECORD BOOK
FOR QUEEN ANNE'S COUNTY.
Charles W. Cecil CLERK



RECEIVED FOR RECORD Oct 20, 1965

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

hereby gives notice that ARTICLES OF DISSOLUTION of the
..... SHIPPING CREEK FARM, INC.

were received for record on July 30,, 19 65,
in accordance with the provisions of Sec. 77 of Art. 23 of the
Code (1957 Edition).

..... Albert W. Ward
Director

SHIPPING CREEK FARM, INC.
ARTICLES OF DISSOLUTION

SHIPPING CREEK FARM, INC., a Maryland corporation,
having its principal office in Queen Anne's County, Maryland
(hereinafter referred to as the Corporation) hereby certifies
to the State Department of Assessments and Taxation of Mary-
land that:

FIRST: The Corporation is hereby dissolved.

SECOND: The name of the Corporation is as herein-
above set forth, and the post office address of the principal
office of the Corporation in the State of Maryland is Shipping
Creek Farm, Queen Anne's County, Maryland.

THIRD: The name and post office address of the
resident agent of the Corporation, in the State of Maryland,
service of process upon whom shall bind the Corporation in any
action, suit or proceeding, pending or hereafter instituted or
filed against the Corporation, for one year after dissolution and
thereafter until the affairs of the Corporation are wound up,
is Andre W. Brewster, 900 First National Bank Building, Balti-
more, Maryland 21202. Said resident agent is an individual,
actually residing in this State.

FOURTH: The name and post office address of each of
the Directors of the Corporation is as follows:

Charles S. Dewey, Sr., 3539 Williamsburg Lane, N.W.
Washington, D. C.
Elizabeth Z. Dewey, 3539 Williamsburg Lane, N.W.
Washington, D. C.
James M. LaMarche, Room 1011 Longworth, House
Office Building, Washington, D.C.

FIFTH: The name, title and post office address of each of the Officers of the Corporation is as follows:

Charles S. Dewey, Sr., President
3539 Williamsburg Lane, N.W., Washington, D.C.

Charles S. Dewey, Jr., First Vice-President
109 East 64th Street, New York, New York

Elizabeth Z. Dewey, Second Vice-President
3539 Williamsburg Lane, N.W., Washington, D.C.

James M. LaMarche, Secretary - Treasurer
Room 1011 Longworth, House Office Building, Washington, D.C.

SIXTH: Dissolution of the Corporation was duly advised by the Board of Directors of the Corporation and authorized by the stockholders of the Corporation in the manner and by the vote required by Article 23 of the Annotated Code of Maryland and the Charter of the Corporation.

SEVENTH: The Corporation has no known creditors.

EIGHTH: These Articles of Dissolution are accompanied by certificates of the Comptroller of the Treasury and every collector of taxes in the list supplied by the State Department of Assessments and Taxation stating in effect that all taxes levied on assessments made by the said Department and billed by and payable to such collecting authorities by the Corporation have been paid, except taxes barred by Section 212 of Article 81 or otherwise, including taxes billed for the year in which the dissolution of the Corporation is to be effected.

IN WITNESS WHEREOF, Shipping Creek Farm, Inc. has caused these presents to be signed in its name and on its behalf by its President and its Corporate Seal to be hereunto affixed by its Secretary, this 20th day of July, 1965.

SHIPPING CREEK FARM, INC.

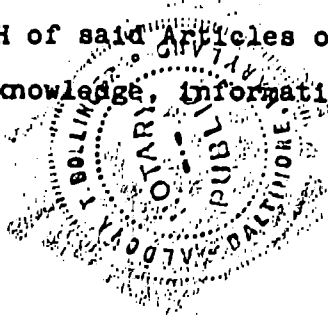


Attest:
James M. LaMarche
Secretary

By Charles S. Dewey
President

STATE OF MARYLAND
CITY OF BALTIMORE SS:

I HEREBY CERTIFY that on July 20, 1965, before me, the subscriber, a Notary Public of the State of Maryland, in and for the City of Baltimore, personally appeared Charles S. Dewey, Sr., President of Shipping Creek Farm, Inc., a Maryland corporation, and James M. LaMarche, Secretary of Shipping Creek Farm, Inc., a Maryland corporation, and in the name and on behalf of said Corporation acknowledged the foregoing Articles of Dissolution to be the corporate act of said Corporation; and at the same time personally appeared Charles S. Dewey, Sr., who made oath in due form of law that he was chairman of the special meeting of stockholders at which the dissolution of the Corporation was authorized and that the matters set forth in the Article SIXTH of said Articles of Dissolution are true, to the best of his knowledge, information and belief.



Aldon D. Hollinger
Notary Public

ROYDEN N. POWELL
TREASURER
HELEN E. PARDES
DEPUTY
ELEANOR M. HUNTER
ASSISTANT DEPUTY

TREASURER OF QUEEN ANNE'S COUNTY
CENTREVILLE, MARYLAND

July 19, 1965

Mr. H. Rutherford Turnbull, III
900 First National Building
Light & Redwood Streets
Baltimore, Maryland 21202

Dear Mr. Turnbull:

This is to certify that all taxes due and owing the State of Maryland, or due to Queen Anne's County, payable through my office or to me as Treasurer of Queen Anne's County, by Shipping Creek Farm, Inc. have been paid through June 30th, 1966.

Witness my Hand and Seal this nineteenth day of July, 1965.

Royden N. Powell, Jr. (Seal)
Royden N. Powell, Jr., Treasurer
Queen Anne's County

STATE OF MARYLAND

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

301 WEST PRESTON STREET
BALTIMORE 1

ALBERT W. WARD
DIRECTOR

WILLIAM H. RILEY
CHIEF SUPERVISOR
OF ASSESSMENTS

July 15, 1965



PIPER & MARBURY
H. Rutherford Turnbull III
900 First National Bank Building
Baltimore, Maryland 21202

THIS IS TO CERTIFY that according to the records of the State Department of Assessments and Taxation, assessments of personal property taxable to

SHIPPING CREEK FARM, INC.

a Maryland corporation, have been certified to the following counties and cities for the collection of taxes thereon, which taxes are not barred by Section 212 of Article 61 or otherwise:

QUEEN ANNE'S COUNTY

This certificate is made pursuant to Chapter 135 of the Acts of 1951.

313
WITNESS my hand and the Seal of the State Department of Assessments and Taxation of Maryland, at Baltimore, this 15th day of July, 1965.

HCE:RAH



Mary E. Thomas
Mary E. Thomas



STATE OF MARYLAND
COMPTROLLER OF THE TREASURY
STATE TREASURY BUILDING
P. O. BOX 486 - PHONE COLONIAL 8-3371
ANNAPOLIS, MARYLAND 21404

LOUIS L. GOLDSTEIN
COMPTROLLER
BERNARD F. NOSSEL
CHIEF DEPUTY

THIS IS TO CERTIFY, That the books of the State Comptroller's Office and of the Department of Employment Security, as reflected in their certification to the State Comptroller, show that all taxes and charges due the State of Maryland, payable through the said offices as of the date hereof by

SHIPPING CREEK FARM, INC.

have been paid.

WITNESS my hand and official seal this
twelfth day of July A.D. 1965.



H. M. Zeld
Deputy Comptroller

ARTICLES OF DISSOLUTION
OF
SHIPPING CREEK FARM, INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland July 30, 1965 at 9:00 o'clock A. M. as in conformity
with law and ordered recorded.

A 1591

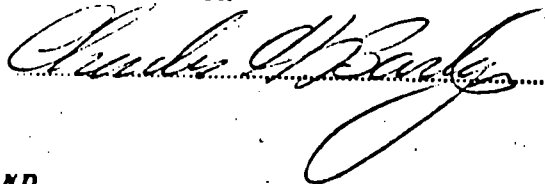
Recorded in Liber 3491 folio 782 of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Spec. Fee
Books/Tax paid \$ 10.00 Recording fee paid \$ 12.00

To the clerk of the Circuit Court of Queen Anne's County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon,
has been received, approved and recorded by the State Department of Assessments and Taxation
of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.



STATE OF MARYLAND,
QUEEN ANNE'S COUNTY, SOF,
I HEREBY CERTIFY THAT
THIS Articles of Dissolution WAS
RECEIVED FOR RECORD THIS 22
DAY OF Oct 19 65 RE. 12283
AND RECORDED IN LIBER 3491 OF
FOLE 304 RECORDED IN RECORD BOOK
FOR QUEEN ANNE'S COUNTY.

Charles W. Cecil CLERK



J
7/31/65
w p

RECEIVED FOR RECORD Nov. 26, 1965

GORDON L. DRUMMER, INC.

STOCK ISSUANCE STATEMENT

Gordon L. Drummer, Inc., a Maryland corporation, having its principal office in Wye Mills, Queen Anne's County, Maryland, (hereinafter called "Corporation"), hereby certifies to the State Tax Commission of Maryland, that:

FIRST: The Corporation has authorized the issuance of Eight Thousand Eight Hundred (8,800) fully paid and non-assessable shares with a par value of One Dollar (\$1.00) per share of stock of the Corporation for the following consideration, namely:

A consideration payable partly in money at the price of One Dollar (\$1.00) per share, or an aggregate consideration, or price payable in money of Two Thousand Eight Hundred Ninety-six Dollars and Eighty Cents (\$2,896.80), and partly by the following consideration other than money, the value of which, as determined by the Board of Directors, is not less than Five Thousand Nine Hundred Three Dollars and Twenty Cents (\$5,903.20).

(1) All of the following described real estate, subject to liens to be assumed by the Corporation, to wit:

(a) All that lot, parcel or tract of land located near and about 1 mile North of the Village of Wye Mills and about 200 yards East of the intersection of U.S. Route 50 and U.S. Route 213, situate in the Third Election District of Queen Anne's County, State of Maryland, and being on the Southerly side of said U.S. Route 50 leading from the Chesapeake Bay Bridge to Easton, bounded on the East by the land of Gunther and Regina Schiwy, bounded on the South or rear by the lands of (or formerly of) Theodore E. Fletcher, bounded on the West by the lands of Paul R. and Marie B. Lawrence, bounded on the North by the aforesaid U.S. Route 50, containing 39,900 square feet of land, more or less.

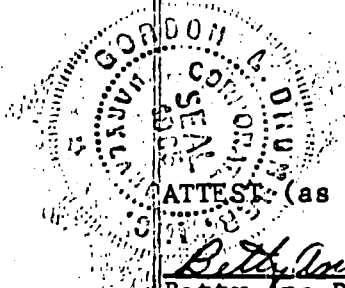
(2) All the cash, receivables and inventories, machinery and equipment, furnitures and fixtures, subject to the liens to be assumed by the Corporation, which are included among the assets and liabilities of the farm equipment and supply business of Gordon L. Drummer and Betty Ann Drummer, operating under the trade name of "Gordon L. Drummer".

SECOND: (a) The Corporation is by its Charter empowered to issue such shares of stock; and

(b) The issuance of said shares of stock on the terms above set forth is in accordance with the stock issuance plan adopted by the Board of Directors of the Corporation at a meeting held on May 12, 1965, and that said issuance was duly authorized by the Board of Directors at a meeting held on August 19, 1965, after proper notice had been given.

GORDON L. DRUMMER, INC.

By Gordon L. Drummer
Gordon L. Drummer, President



ATTEST (as to corporate seal):

Betty Ann Drummer
Betty Ann Drummer, Secretary

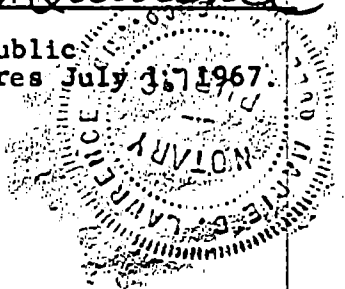
STATE OF MARYLAND)
QUEEN ANNE'S COUNTY) TO WIT:

I HEREBY CERTIFY, that on this 19th day of August, 1965, before me, the subscriber, a Notary Public of the State of Maryland, in and for Queen Anne's County, personally appeared Gordon L. Drummer, President of Gordon L. Drummer, Inc., a Maryland Corporation, and in the name and on behalf of said Corporation acknowledged the foregoing Stock Issuance Statement to be the corporate act of said corporation; and at the same time personally appeared Betty Ann Drummer, and made oath in due form of law that she was secretary of the meetings of the Board of Directors at which the issuance of the stock herein described was authorized, and that the matters and facts set forth in said statement are true to the best of her knowledge, information and belief.

WITNESS my hand and notarial seal, the day and year last above written:

Marie B. Lawrence

Notary Public
My Commission Expires July 31, 1967.



+

STOCK ISSUANCE STATEMENT
OF
GORDON L. DRUMMER, INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland August 30, 1965, at 9:00 o'clock A. M. as in conformity
with law and ordered recorded.

A: 2087

Recorded in Liber 7496, folio 358³ one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ Recording fee paid \$ 10.00

To the clerk of the Circuit Court of Queen Anne's County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon, has been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

Charles W. Bentley



STATE OF MARYLAND,
QUEEN ANNE'S COUNTY, SOI.
I HEREBY CERTIFY THAT
THIS BOOK HAS ACCIDENTALLY
RECEIVED FOR RECORD THIS 26TH
DAY OF NOV. 1965. RE 1345 &
AND RECEIVED BY LIBR. CUS-1
FOR QUEEN ANNE'S COUNTY.
Charles W. Bentley

10/20/64
11/1

RECEIVED FOR RECORD *Case 21, 1964*

REYNOLDS BUILDING SERVICE, INC.

ARTICLES OF INCORPORATION

THIS IS TO CERTIFY:

FIRST: We, the undersigned Harry C. Reynolds, Jr., whose Post Office Address is Queenstown, Queen Anne's County, Maryland, Robert R. Price, Jr., whose Post Office Address is Centreville, Queen Anne's County, Maryland, and Marcy F. Collier, whose Post Office Address is Centreville, Queen Anne's County, Maryland, each being over twenty-one (21) years of age, do hereby associate ourselves as incorporators with the intention of forming a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereinafter called the Corporation) is - - -

REYNOLDS BUILDING SERVICE, INC.

THIRD: The purposes for which the Corporation is formed are, as follows:

- A. To engage in the business of designing, renovating repairing and constructing structures of all types and nature, including the installation of heat, electricity, and other utilities and fixtures and the sale and distribution of equipment and products associated with the building or construction business.
- B. To manufacture, purchase or otherwise acquire, hold, mortgage, pledge, sell, transfer, or in any manner encumber or dispose of goods, wares, merchandise, implements, and other personal property or equipment of every kind.
- C. To purchase, lease or otherwise acquire, hold, develop, improve, mortgage, sell, exchange, let, or in any manner encumber or dispose of real property wherever situated.
- D. To carry on and transact, for itself or for account of others, the business of general merchants, general brokers, general agents, manufacturers, buyers and sellers of, dealers in, importers, and exporters of natural products, raw materials, manufactured products and marketable goods, wares and merchandise of every description.
- E. To purchase, lease or otherwise acquire, all or any part of the property, rights, businesses, contracts, goodwill, franchises and assets of every kind, of any corporation, co-partnership or individual (including the estate of a decedent) carrying on or having carried on in whole or in part any of the aforesaid businesses or any other businesses that the Corporation may be authorized to carry one, and to undertake, guarantee, assume and pay the indebtedness and liabilities thereof, and to pay any such property, rights, business, contracts, goodwill, franchises or assets by the issue, in accordance with the laws of Maryland, of stock, bonds, or other securities of the Corporation or otherwise,

ROBERT R. PRICE, JR.
ATTORNEY AT LAW
CENTREVILLE, MARYLAND
788-1660

- F. To purchase or otherwise acquire, hold and re-issue shares of its capital stock of any class; and to purchase, hold, sell, assign, transfer, exchange, lease, mortgage, pledge or otherwise dispose of, any shares of stock, or any bonds or other securities or evidences of indebtedness issued or created by, any other corporation or association, organized under the laws of the State of Maryland or any other state, territory, district, colony or dependency of the United States or of any foreign country and while the owner or holder of any such shares of stock, bonds, or other obligations, to possess and exercise in right thereof any and all the rights, powers, and privileges, of ownership, including the right to vote on any shares of stock so held or owned, and upon distribution of the assets or a division of the profits of this Corporation, to distribute any such shares of stock, bonds or other obligations, or the proceeds thereof, among the stock holders of the Corporation.
- G. To loan or advance money with or without security, without limit as to amount, and to borrow or raise money for any of the purposes of the Corporation and to issue bonds, debentures, notes, or other obligations of any nature, and in any manner permitted by law, for money so borrowed or in payment for property purchased, or for any other lawful consideration and to secure the payment thereof and of the interest thereon by mortgage upon, or pledge or conveyance or assignment in trust, of the whole or any part of the property of the Corporation, real or personal, including contract rights, whether at the time owned or thereafter acquired; and to sell, pledge, discount or otherwise dispose of such bonds, notes, or other obligations of the Corporation for its corporate purposes.
- H. To carry on any of the businesses hereinbefore enumerated for itself, or for account of others, or through others for its own account, and to carry on any business which may be deemed by it to be calculated, directly or indirectly, to effectuate or facilitate the transaction of the aforesaid objects or businesses, or any of them, or any part thereof, or to enhance the value of its property, business or rights.
- I. To carry out all or any part of the aforesaid purposes, and to conduct its business in all or any of its branches in any or all states, territories, districts, colonies and dependencies of the United States of America and in foreign countries; and to maintain offices and agencies in any or all states, territories, districts, colonies and dependencies of the United States of America and in foreign countries.

The foregoing enumeration of the purposes, objects and business of the Corporation is made in furtherance, and not in limitation of the powers conferred upon the Corporation by law, and is not intended, by the mention of any particular purpose, object or business, in any manner to limit or restrict the generality of any other purpose, object or business mentioned, or to limit or restrict any of the powers

of the Corporation. The corporation is formed upon the articles, conditions and provisions herein expressed, and subject in all particulars to the limitations relative to corporations which are contained in the general laws of this State.

FOURTH: The Post Office Address of the principal office of the Corporation in this State is Queenstown, Queen Anne's County, Maryland. The resident agent of the corporation is Harry C. Reynolds, Jr., whose Post Office Address is Queenstown, Maryland. Said resident agent is a citizen of the State of Maryland, and actually resides therein.

FIFTH: The total number of shares of stock which the Corporation has authority to issue is One Thousand (1,000) shares of the par value of Ten (\$10.00) Dollars a share, all of one class, and having an aggregate par value of Ten Thousand (\$10,000.00) Dollars.

No stock of the corporation shall be sold, pledged, mortgaged, given or distributed by the registered holder thereof or by an Executor or Personal Representative of a deceased stockholder or otherwise assigned, disposed of or transferred to a transferee other than the Corporation without having first been offered for sale in writing to the Corporation for a period of ninety (90) days preceding said transfer at its then book value, as determined by the most recent audit of the books, excluding goodwill from such value; failure of the Corporation to exercise its rights of purchase within the said period of ninety (90) days or a refusal to purchase in writing before such ninety (90) days shall constitute a waiver of these conditions; any transfer in violation of these conditions shall be void and shall confer no rights to the transferee except as may be required by law.

SIXTH: The number of the directors of the Corporation shall be three (3), which number may be increased or decreased pursuant to the by-laws of the Corporation, but shall never be less than three; and the names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualify are Harry C. Reynolds, Jr., Thomas L. Reynolds and Mary Lucretia Reynolds.

SEVENTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the directors and stockholders:

(1) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class or classes, whether now or hereafter authorized.

(2) The Board of Directors shall have power, from time to time, to fix and determine and to vary the amount of working capital of the Corporation; to determine whether any, and, if any, what part, of the surplus of the Corporation or of the net profits arising from its business shall be declared in dividends and paid to the stock holders, subject, however, to the provisions, of the charter, and to direct and determine the use and disposition of any of such surplus or net profits. The Board of Directors may in its discretion use and apply any of such surplus or net profits in purchasing or acquiring any of the shares of the stock of the Corporation, or any of its bonds or other evidences of indebtedness, to such extent and in such manner and upon such lawful terms as the Board of Directors shall deem expedient.

(3) The Corporation reserves the right to make from time to time any amendments of its charter which may now or hereafter be authorized by law, including any amendments changing the terms of any class of its stock by classification, re-classification or otherwise, but no such amendment which changes the terms of any of the outstanding stock shall be valid unless the such change of terms shall have been authorized by the holders of four-fifths of all such stock at the time outstanding, by vote at a meeting or in writing with or without a meeting.

(4) The Board of Directors shall have power to declare and authorize the payment of stock dividends whether or not payable in stock of one class to holders of stock or any other class or classes; and shall have authority to exercise, without a vote of stockholders, all powers of the Corporation, whether conferred by law or by these articles, to purchase, lease or otherwise acquire the business, assets or franchises in whole or in part, of other corporation or unincorporated business entities.

IN WITNESS WHEREOF, We, have signed these Articles of Incorporation on this 15th day of OCTOBER, 1965.

WITNESS: (as to all incorporators)

William R. Turner Harry C. Reynolds, Jr. (SEAL)
Harry R. Reynolds, Jr.

Robert R. Price, Jr. (SEAL)
Robert R. Price, Jr.

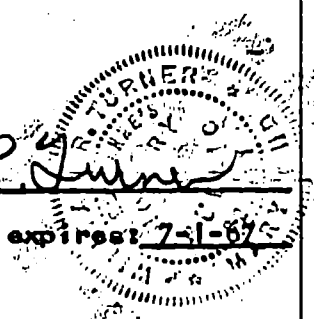
Marcy F. Collier (SEAL)
Marcy F. Collier.

STATE OF MARYLAND }
QUEEN ANNE'S COUNTY } TO WIT:

I HEREBY CERTIFY, that on this 15th day of OCTOBER, 1965, before me, the Subscriber, a Notary Public of the State and County aforesaid, personally appeared Harry C. Reynolds, Jr., Robert R. Price, Jr., and Marcy F. Collier, and severally acknowledged the foregoing Article of Incorporation to be their respective act.

WITNESS my hand and Notarial Seal.

William R. Turner
Notary Public
My commission expires 7-31-67



ARTICLES OF INCORPORATION
OF
REYNOLDS BUILDING SERVICE, INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland October 18, 1965, at 9:00 o'clock A. M. as in conformity
with law and ordered recorded.

A: 2865

Recorded in Liber 7504, folio 157 ⁵ one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 10.00

To the clerk of the Circuit Court of Queen Anne's County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon,
has been received, approved and recorded by the State Department of Assessments and Taxation
of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

Charles W. Bertges



STATE OF MARYLAND,
QUEEN ANNE'S COUNTY, SCT.
I HEREBY CERTIFY THAT
THIS *Charter* WAS
RECEIVED FOR RECORD THIS *21*
DAY OF *Oct* 1965 RE *13793*
AND RECORDED IN BOOK *(wc-1)*
John 319 Charles
Charles W. Bertges CLERK
83. 10 P4

LIBER 1 PAGE 323

7/30/55
RECEIVED FOR RECORD. 10 Oct 21, 1955

ARTICLES OF INCORPORATION

OF

W. D. ROE, INC.

THIS IS TO CERTIFY:

First: That we, the subscribers, M. Dorsey Owings, whose post office address is Millington, Kent County, Maryland; Mary Frances Owings, whose post office address is Millington, Kent County, Maryland; and Elroy G. Boyer, whose post office address is Chestertown, Kent County, Maryland, all being of full legal age, do, under and by virtue of the General Laws of the State of Maryland, authorizing the formation of corporations, associate ourselves with the intention of forming a corporation.

Second: The name of the corporation is W. D. Roe, Inc.

Third: The purposes for which the corporation is formed and the business or objects to be carried on or promoted by it are as follows:

(a) To buy, sell, store, and otherwise handle and deal in grain, feeds, hay, seeds, and produce of all kinds, and generally to do a grain storage and commission business in the State of Maryland and elsewhere, and to buy, sell, mortgage, lease and deal in real estate and personal property, including grain elevators, warehouses, cribs and other property, in and about the transaction of its business, and to do and perform any and all acts and things as may be necessary and incidental in and about the carrying on of the business aforesaid.

(b) To buy, sell, and deal in all kinds of livestock, grains, hay, feeds, fertilizer, lime, chemical, spray materials, remedies, minerals and milling products; to mill, manufacture, prepare and process all kinds of grains, hay, feeds, fertilizer, lime, chemical, spray materials, remedies, minerals and milling products, to transact a general milling business; to manufacture, buy, sell

and deal in all kinds of farm equipment and supplies, and articles and things designed for or useful in the business of raising livestock.

(c) To clean and store and mix and prepare when necessary, grain, seeds, feeds, both animal and poultry, as well as animal and poultry medications, including veterinarian supplies and remedies for stock and poultry.

(d) To manage and carry on the cultivation and improvements of farms, gardens, and agricultural lands, the raising and improving of livestock and incidentally to own and control under lease or otherwise, such lands, buildings, and personal property necessary to the conduct and operation of such business.

(e) To manufacture, construct, buy, sell, license, lease, deal in and deal with machinery of every kind and description and articles of every nature and more particularly, agricultural machinery, farm machinery, dairy machinery, elevating and conveying machinery, transmission machinery and all parts thereof, and to acquire, hold, possess and own letters patent of the United States and of any foreign country now or hereafter issued or to acquire licenses under such patents for the manufacture and sale of machinery or improvements thereon or articles of any nature and beneficially to use rights under such patents by vending the said patents or rights and licenses thereunder; to manufacture as herein specified either directly or indirectly or by contract with other corporations or individuals; and to carry on a general manufacturing, wholesale and retail merchandise business; and for the better attainment for the general purposes thus indicated, to purchase, lease, hold, and convey all necessary property, real or personal wheresoever the same be situated.

(f) To manufacture flour, feed, breakfast foods, and other articles manufactured from grain cereals and to carry on a general milling and manufacturing business in the preparation of grains, cereals and the products and by-products therefrom, and to sell

the products so manufactured by it, and to carry on such other business, operations and transactions as are incident to a general milling and manufacturing business; and for that purpose said corporation shall acquire, build, lease, own and operate in connection with its business, such offices, mills, warehouses, elevators and other structures as may be necessary for the carrying on of such milling business, and for buying, selling, storing and handling flour and other milling products.

(g) To haul, truck, and deliver for the corporation and others any and all produce, farm products, machinery or other commodities such as may be incidental to the conduct of the corporation as herein contained.

Fourth: The Post Office address of the place at which the principal office of the Corporation in this State will be located is Sudlersville, Maryland. The resident agent of the Corporation is M. Dorsey Owings, whose address is Millington, Maryland. Said resident agent is a citizen of the State of Maryland and actually resides there.

Fifth: The Corporation shall have not less than three or more than five directors and M. Dorsey Owings, Mary Frances Owings and Elroy G. Boyer shall act until the first annual meeting of the stockholders or until their successors are duly chosen and qualified.

Sixth: The total amount of the authorized capital stock of the Corporation is One Hundred Thousand Dollars (\$100,000.00) par value divided into one thousand (1,000) shares of the par value of One Hundred Dollars (\$100.00) each.

Seventh: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of its directors and stockholders.

(1) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, and

securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such considerations as said Board of Directors may deem advisable subject to such limitations and restrictions, if any, as may be set forth in the by-laws of the Corporation.

(2) To do all and every thing necessary, suitable and proper for the accomplishment of any of the purposes or the obtainment of any of the objects and the furtherance of any of the powers hereinbefore set forth, either alone or in association with other corporations, firms or individuals, and to do every other act, or acts, thing or things, incidental or pertinent to or growing out of, or connected with the aforesaid business or powers, or any part or parts thereof: Provided the same be not in consistent with the laws under which this corporation is organized.

(3) To borrow money and to make and issue notes, bonds, debentures, obligations and evidence of indebtedness of all kinds, whether secured by mortgage, pledge or otherwise, without limit as to amount, and to secure the same by mortgage, pledge or otherwise, and generally to make and perform agreements and contracts of every kind and description.

(4) To the same extent as natural persons might or could do, to purchase or otherwise acquire and to hold, own, maintain, work, develop, sell, lease, exchange, hire, convey, mortgage or otherwise dispose of and deal in lands and leaseholds, and any interest estate and rights in real property, and any personal or mixed property, and any franchises, rights, licenses, or privileges necessary, convenient or appropriate for any of the purposes herein expressed.

(5) To improve, manage, develop, sell, assign, transfer, lease, mortgage, pledge or otherwise dispose of or turn to account or deal with all or any part of the property of the company and from time to time to vary any investments or employment of capital of the company.

(6) To acquire by purchase, subscription, or otherwise, and to hold for investment or otherwise, and to use, sell, assign, transfer, mortgage, pledge or otherwise deal with, or dispose of stocks, bonds or any other obligation or securities, of any corporation or corporations; to merge or consolidate with any corporation in such manner as may be permitted by law; to aid in any manner any corporation who stocks, bonds or other obligations are held or in any manner guaranteed by the company, or in which the company is in any way interested to do any other acts or things for the preservation and protection, improvement, or enhancement of the value of any such stock, bonds or other obligations or to do any acts or things designed such purpose, and while owner of any such stocks, bonds or other obligations to exercise all the rights, powers, and privileges of ownership thereof and to exercise any and all voting powers thereon; to guarantee the payment of any dividends upon any stock or the principal or interest or both of any bonds or obligations and the performance of any contracts.

(7) The business or purpose of the company is from time to time to do any one or more of the acts and things herein above set forth, and it shall have the power to conduct and carry on its business or any part thereof, and to have one or more offices and to exercise all or any of its corporate powers and rights in the State of Maryland, and in the various other states, territories, colonies and dependencies of the United States, in the District of Columbia, and in all or any foreign country.

(8) The number of the directors of the corporation shall be fixed and may be altered from time to time as may be provided in the by-laws. In any case of any increase in the number of directors, the additional directors may be elected by the directors or by the stockholders at an annual meeting or special meeting as shall be provided in the by-laws.

Eighth: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF we have signed these Articles of Incorporation on this 28th day of September, 1965.

WITNESS:

H. Elizabeth Lurrie

M. Dorsey Owings (SEAL)
M. Dorsey Owings

H. Elizabeth Lurrie

Mary Frances Owings (SEAL)
Mary Frances Owings

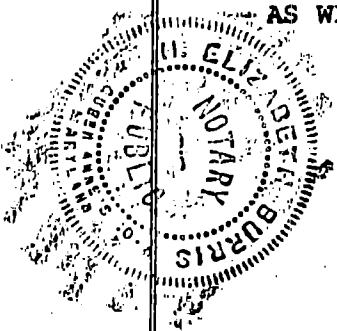
H. Elizabeth Lurrie

Elroy G. Boyer (SEAL)
Elroy G. Boyer

STATE OF MARYLAND, QUEEN ANNE'S COUNTY, to wit:

I HEREBY CERTIFY, that on this 28th day of September, 1965, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared M. Dorsey Owings, Mary Frances Owings and Elroy G. Boyer, and severally acknowledged the foregoing Articles of Incorporation to be their act.

AS WITNESS my hand and Notarial Seal.



H. Elizabeth Lurrie
Notary Public

LAW OFFICE OF
ELROY G. BOYER
COURT STREET
CHESTERTOWN, MD.
770-1830

ARTICLES OF INCORPORATION
OF
W. D. ROE, INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland September 29, 1965, at 9:00 o'clock A. M. as in conformity
with law and ordered recorded.

A 2562

Recorded in Liber 7501, folio 75⁷, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 12.00

To the clerk of the Circuit Court of Queen Anne's County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon,
has been received, approved and recorded by the State Department of Assessments and Taxation
of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

Charles W. Goul



STATE OF MARYLAND,
QUEEN ANNE'S COUNTY, SCT.
I HEREBY CERTIFY THAT
THIS Charter WAS
RECEIVED FOR RECORD THIS 21
DAY OF Dec 1965 NO. 13793
AND RECORDED IN LIBER CWC-1
plus 324 RECORD BOOK
FOR QUEEN ANNE'S COUNTY.
Charles W. Goul CLERK
B. 3. 1965

1124

RECEIVED FOR RECORD Dec 21 1965

ARTICLES OF INCORPORATION
OF
KENNERSLEY STUD, INC.

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, David E. Seaman, whose post office address is Kennersley Farm, Church Hill, Maryland, David C. Bryan, whose post office address is Centreville, Maryland, and Howard Wood, whose post office address is Centreville, Maryland, all being at least twenty-one (21) years of age, do, under and by virtue of the General Laws of the State of Maryland, authorizing the formation of corporations, associate ourselves with the intention of forming a corporation.

SECOND: The name of the corporation is:

"KENNERSLEY STUD, INC."

THIRD: The purposes for which the corporation is formed and the business, or objects to be carried on and promoted by it, are as follows:

To purchase, acquire, hold, breed, raise, train, care for, sell, assign, mortgage, encumber, hire or otherwise deal in horses, and in connection therewith to lease, purchase or otherwise acquire, use, maintain, farm, operate, manage, lease, sublease and dispose of farm property; such business to be carried on in this State or elsewhere;

To lease, purchase or otherwise acquire, use, maintain, operate, conduct, manage and dispose of one or more veterinary hospitals and veterinary offices, under the direct supervision of a veterinarian licensed and registered under the law of Maryland or any other place where any such office or hospital is located, as the case may be;

To purchase, acquire, hold, improve, develop, breed, slaughter, render, sell, assign, release, mortgage, encumber, hire or otherwise deal in cattle, hogs, sheep and all classes and descriptions of livestock, farm animals, and domestic fowls, and in connection therewith to establish, purchase, lease or otherwise acquire, own, maintain, operate, and dispose of feed lots, stockyards, slaughterhouses, packing, rendering, refining, curing, and cold storage plants, warehouses, and all other facilities necessary or expedient for such purposes; such business to be carried on in this State or elsewhere.

To purchase, acquire, hold, sell, store, warehouse, and otherwise handle and deal in grain, hay, seeds and produce of all kinds and generally engage in the grain business.

To organize, maintain and operate for hire a transportation service anywhere for the purpose of transporting and hauling horses, livestock, farm animals, domestic fowl, merchandise and freight of every description whatsoever by motor trucks, motor busses, automobiles, airplanes, and vehicles of every kind, no matter how propelled; to do generally all and every other thing necessary and incident to the business of a trucking company.

To lease, operate and maintain garages, marinas, service stations, and terminal freight points, and to store, repair, rent and lease motors, automobiles, motor trucks, motor busses, airplanes, boats and vehicles of every kind.

To purchase, acquire, hold, sell, lease, repair, and deal in motor trucks, motor busses, motors, automobiles, airplanes, boats and their appliances, fuels and accessories.

UBER

1 PAGE 331

To purchase, acquire, hold, improve, develop, and sub-develop, sell, convey, assign, release, mortgage, encumber, lease, hire, and deal in real and personal property of every name and nature, including stocks and securities of this corporation and other corporations, and to loan money, and take securities for the payment of all sums due the corporation, and to sell, assign, and release such securities, and the doing of such other business as shall be necessary, convenient, or incident thereto.

To erect, purchase, lease, own, operate, and dispose of, mills, factories, warehouses, yards, and other buildings and structures, with such machinery, tools, apparatus, and equipment, as may be necessary for the proper conduct of the business of the corporation.

To engage in, and carry on, the business of importing, exporting, manufacturing, producing, buying, selling, and otherwise dealing in, and with, goods, wares, and merchandise, of every class and description.

To engage in, and carry on, any other business which may conveniently be conducted in conjunction with any of the business of the corporation.

To acquire all, or any part of the good will, rights, property and business, of any person, firm, association, or corporation, heretofore or hereafter engaged in any business similar to any business which the corporation has the power to conduct, and to hold, utilize, enjoy, and, in any manner, dispose of, the whole, or any part of, the rights, property and business so acquired, and to assume, in connection therewith, any liabilities of any such person, firm, association, or corporation.

To apply for, obtain, purchase, or otherwise acquire, any patents, copyrights, licenses, trade-marks, trade names, rights, processes, formulas, and the like, which may seem capable of being used for any of the purposes of the corporation; and to use, exercise, develop, grant licenses in respect of, sell, and otherwise turn to account, the same.

To purchase, or otherwise acquire, and to hold, sell, or otherwise dispose of, and to retire, and reissue, shares of its own stock of any class, in any manner, now or hereafter authorized or permitted by law.

To guarantee the payment of dividends upon any shares of stock or shares in, or the performance of any contract by, any other corporation, or association, in which this corporation has an interest, and to endorse, or otherwise guarantee, the payment of the principal and interest, or either, of any bonds, debentures, notes, or other evidences of indebtedness created or issued by any such other corporation or association.

To carry out all, or any part of, the aforesaid objects, as principal, factor, agent, contractor, or otherwise, either alone, or through, or in conjunction with, any person, firm, association, or corporation, and, in carrying on its business, and for the purpose of attaining, or furthering, any of its objects and purposes, to make and perform any contracts, and to do any acts and things, and to exercise any powers suitable, convenient, or proper, for the accomplishment of any of the objects and purposes herein enumerated or incidental to the powers herein specified, or which, at any time, may appear conducive to, or expedient for, the accomplishment of any of such objects and purposes.

The foregoing objects and purposes shall, except when otherwise expressed, be in no way limited or restricted by reference to, or inference from, the terms of any other clause of this, or any other article of these Articles of Incorporation, or of any amendment thereto, and shall be regarded as independent, and construed as powers, as well as objects and purposes.

The corporation shall be authorized to exercise and enjoy all of the powers, rights, and privileges granted to, or conferred upon, corporations of a similar character by the General Laws of the State of Maryland, now or hereafter in force, and the enumeration of the foregoing powers shall not be deemed to exclude any powers, rights, or privileges so granted or conferred.

FOURTH: The post office address of the place at which the principal office of the corporation in this State will be located is Kennersley Farm, Church Hill, Maryland. The resident agent of the corporation is David E. Seaman, whose post office address is Kennersley Farm, Church Hill, Maryland. Said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The corporation shall have not less than three (3) nor more than nine (9) directors, and David E. Seaman, Owen K. Fox and Howard Wood-----
shall act as such until the first annual meeting or until their successors are duly chosen and qualified.

SIXTH: The total number of shares of stock of all classes which the corporation has authority to issue is as follows:

(a) Fifty (50) shares of Class A common stock of the par value of One Hundred Dollars (\$100.00) each; and

(b) Fifty (50) shares of Class B common stock of the par value of One Hundred Dollars (\$100.00) each. The holders of Class B stock shall not be entitled to vote for the election of directors or upon any matter or question at any stockholders' meeting except as some provision of law may expressly confer a right to vote regardless of any provision to the contrary in the articles of incorporation filed pursuant to law. Excepting for voting rights, holders of Class B stock shall enjoy the same rights and privileges as holders of Class A stock; and Class B stock shall not be subject to any restrictions on transfer.

No holder of Class A stock shall transfer or encumber his shares of Class A stock without having first offered to sell all his Class A shares to the corporation, which may, within thirty (30) days after receipt of such offer, at its option, elect to purchase all of such holder's Class A stock. Upon the death of a holder of Class A stock and within sixty (60) days after the qualification of his personal representatives, the corporation shall purchase all of such decedent's Class A stock. The price of each share to be paid by the corporation after any exercise of such option or to any such decedent's estate, as the case may be, shall be the last price per share determined annually by agreement of all the holders of Class A stock evidenced by noting the same in the minutes of each annual stockholders' meeting, except that if no such price per share shall have been agreed upon and noted as aforesaid within fifteen (15) months prior to the event giving rise to the purchase of stock, then the price per share shall be determined by dividing the total number of Class A shares outstanding into the total equity of Class A holders as disclosed in the Statement of Financial Condition, prepared by a Certified Public Accountant as of the last day of the calendar month coinciding with or next following the date of death or the date of notice of intention to sell or encumber such stock. This per share evaluation shall be adjusted to reflect the per share effect of any excess of an appraisal of fixed assets of the corporation over the adjusted book basis of such assets, said appraisal to be made by a person or persons jointly selected by holders of Class A stock, including the retiring holder or personal representative

of the deceased holder. In case of such stockholders' failure to make a selection promptly, the appraiser or appraisers shall be selected by the board of directors.

In case of death of a holder of Class A stock, in the event that the corporation lacks sufficient surplus to permit it lawfully to buy all the decedent's shares of such stock, the decedent's personal representative and the surviving holders of Class A stock shall promptly vote to reduce the capital of the corporation or take such other steps as may be appropriate or necessary to enable the corporation lawfully to buy and pay for the decedent's shares of Class A stock.

Further terms of the above stated restrictions upon transfer and encumbrance of Class A stock and additional restrictions may be agreed upon by the holders thereof in writing; and each certificate of Class A stock shall be stamped or endorsed to show that transfer or encumbrance of the shares represented thereby is restricted by the Articles of Incorporation and, if such is the case, by an agreement on file at the corporation's principal office.

No stock of either class shall be issued except pursuant to a plan adopted by the directors of the corporation to offer such stock for a period, (ending not later than two years after the adoption of the plan), specified in the plan; and the board of directors shall in all respects endeavor to see that stock of either class is issued only under circumstances enabling it to qualify as "Section 1244 stock" as defined by the present Internal Revenue Code or similar future provisions of the federal tax laws, as the case may be.

SEVENTH: The following provisions are hereby adopted, for the purpose of defining, limiting and regulating the powers of the corporation and of the directors and stockholders:

(a) The board of directors of the corporation is hereby empowered to authorize the issuance, from time to time, of shares of its stock of any class, whether now or hereafter authorized, and securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as said board of directors may deem advisable, subject to such limitations and restrictions, if any, as may be set forth in SIXTH hereof or in the by-laws of the corporation.

(b) Any director, individually, or any firm of which any director may be a member, or any corporation or association of which any director may be an officer or director, or in which any director may be interested, as the holder of any amount of its capital stock or otherwise, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the corporation, and in the absence of fraud, no contract, or other transaction, shall be thereby affected or invalidated; provided, that in case a director, or a firm of which a director is a member, is so interested, such fact shall be disclosed, or shall have been known to the board of directors, or a majority thereof. Any director of the corporation who is also a director of or officer of or interested in such other corporation, or association, or who, or the firm of which he is a member, is so interested, may be counted in determining the existence of a quorum at any meeting of the board of directors of the corporation which shall authorize any such contract or transaction, and may vote thereat to authorize any such contract or transaction, with like force and effect as if he were not such director or officer of such other corporation or association or not so interested, or a member of a firm so interested.

(c) The board of directors of the corporation is hereby empowered to authorize the purchase by the corporation out of its surplus, at any

such time or times and in such amounts as it shall deem advisable, shares of its own stock of any class, whether now or hereafter authorized, and securities convertible into shares of its own stock, whether now or hereafter authorized, at such price or prices as the board of directors shall deem to be the fair market value thereof; such purchase or purchases to be for the purpose of resale, reissue or retirement as the said board may determine.

(d) The corporation reserves the right, from time to time, to make any amendments of its charter which may now or hereafter be authorized by law, including any amendments changing the terms of any of its outstanding stock, by classification, reclassification, or otherwise; but no such amendment which changes the terms of any of the outstanding stock shall be valid, unless such change in the terms thereof shall have been authorized by the holders of fifty-one per cent (51%) of the shares of such stock at the time outstanding, by a vote at a meeting, or in writing, with or without a meeting.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation, on this 07th day of October, 1965.

WITNESS:

Lucy Blackiston

David E. Seaman (SEAL)
(David E. Seaman)

Lucy Blackiston

David C. Bryan (SEAL)
(David C. Bryan)

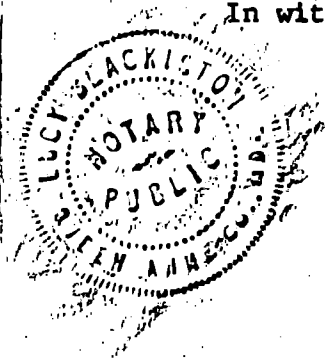
Lucy Blackiston

Howard Wood (SEAL)
(Howard Wood)

STATE OF MARYLAND }
QUEEN ANNE'S COUNTY } TO WIT:

On this 7th day of October, 1965, before me, the subscriber, a Notary Public of the State of Maryland, in and for Queen Anne's County, aforesaid, personally appeared David E. Seaman, David C. Bryan, and Howard Wood, satisfactorily proven to be the persons described in the foregoing Articles of Incorporation, and they each acknowledged that they executed the same in the capacity therein stated and for the purposes therein contained.

In witness whereof, I have hereunto set my hand and official seal.



Lucy Blackiston
Lucy Blackiston
Notary Public
My Commission Expires July 1, 1967.

LIBER 1 PAGE 336
ARTICLES OF INCORPORATION
OF
KENNERSLEY STUD, INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland October 11, 1965, at 9:00 o'clock A. M. as in conformity
with law and ordered recorded.

A 2726

Recorded in Liber 7502 , folio 6 one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 10.00

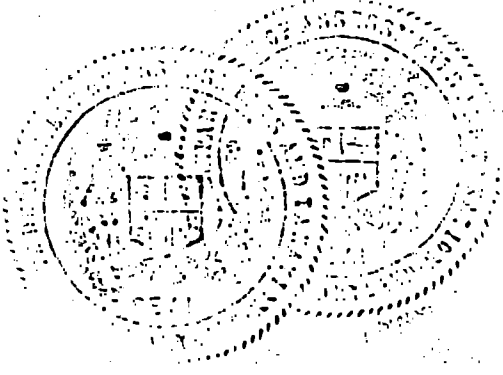
To the clerk of the Circuit Court of Queen Anne's County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon,
has been received, approved and recorded by the State Department of Assessments and Taxation
of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

Charles W. [Signature]

STATE OF MARYLAND,
QUEEN ANNE'S COUNTY, SCT.
I HEREBY CERTIFY THAT
THIS Charter WAS
RECEIVED FOR RECORD THIS 21
DAY OF Oct 65 RE. 13793
AND RECORDED IN LIBER Cwe-1
File 331 Charter RECORD BOOK
FOR QUEEN ANNE'S COUNTY.
Charles W. [Signature] CLERK
\$ 3.00 Pd



7/10/65
W. F.

RECEIVED FOR RECORD Dec. 21, 1965

QUEEN ANNE'S INN, INC.
Name of Corporation

A R T I C L E S O F I N C O R P O R A T I O N

Under Section 4

FIRST: WE, THE UNDERSIGNED,
whose post office address is Edward James Doyle
Grasonville, Maryland
and

whose post office address is Arthur Lombard Hatch
1013 Marleigh Circle
Towson, Maryland
and

whose post office address is Wilmer Henry Summers
Grasonville, Maryland

each being at least twenty-one years of age,
do hereby associate ourselves as incorporators with the
intention of forming a corporation under and by virtue of
the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is here-
inafter called the Corporation)

QUEEN ANNE'S INN, INC.

THIRD: The purposes for which the Corporation is
formed are as follows:

To conduct business as a Motel, Restaurant and
Tavern selling alcoholic beverages.

FOURTH: The post office address of the principal
office of the Corporation in this State is, Grasonville
Queen Anne's County, Maryland

The name and post office address of the resident agent of
the Corporation in this State are, Edward James Doyle
Queen Anne's County, Grasonville, Maryland.

Said resident agent is a citizen of this
State and actually resides herein/

One Class:

FIFTH: The total number of shares of stock which the Corporation has authority to issue is Two Hundred (200) shares of the par value of Ten dollars (\$10.00) a share, all of one class, and having an aggregate par value of Two Thousand dollars (\$2000.00)

SIXTH: The number of directors of the Corporation shall be Three (3), which number may be increased or decreased pursuant to the by-laws of the Corporation, but shall never be less than Three; and the names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are

Edward James Doyle,
Arthur Lombard Hatch and Wilmer Henry Summers

SEVENTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on the Fifth day of October, 1965

Witness:

Thomas Austin

Edward James Doyle
Edward James Doyle

Arthur Lombard Hatch
Arthur Lombard Hatch

Wilmer Henry Summers
Wilmer Henry Summers

State of Maryland
County of Queen Anne's

I HEREBY CERTIFY that on October 5, 1965, before me, the subscriber, a notary public of the State of Maryland in and for the county of Queen's Anne's personally appeared

Edward James Doyle, Arthur Lombard Hatch and Wilmer Henry Summers

and severally acknowledged the foregoing Articles of Incorporation to be their act.

WITNESS my hand and notarial seal, this day and year last written above.

Livermore
Notary Public

ARTICLES OF INCORPORATION
OF
QUEEN ANNE'S INN, IEC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland October 6, 1965, at 9:45 o'clock A. M. as in conformity
with law and ordered recorded.

A: 2693

Recorded in Liber 7502 folio 250 ³ one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

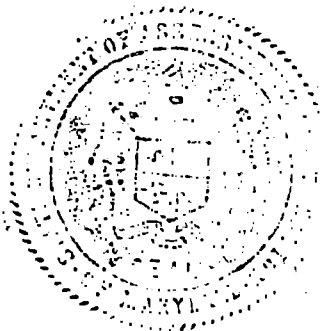
Bonus tax paid \$ 20.00 Recording fee paid \$ 10.00

To the clerk of the Circuit Court of Queen Anne's County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon,
has been received, approved and recorded by the State Department of Assessments and Taxation
of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

Charles W. Cecil



STATE OF MARYLAND,
QUEEN ANNE'S COUNTY, SCT.
I HEREBY CERTIFY THAT
THIS Charter WAS
RECEIVED FOR RECORD THIS 21
DAY OF Oct 1965 RE. 13793
AND RECORDED IN LIBER QWC-1
File 337 Charter RECORD BOOK
FOR QUEEN ANNE'S COUNTY
Charles W. Cecil CLERK

USER

1 FILE 339

7/27/67 RECEIVED FOR RECORD Dec 21, 1967

ARTICLES OF INCORPORATION
OF
THE COUNTRY LOUNGE, INC.

THIS IS TO CERTIFY:

FIRST: that we, the subscribers, James Earle Teat, Jr. and Henry Yeager, whose post office addresses are RFD, Millington, Maryland, and Leroy P. Everett, whose post office address is Sudlersville, Maryland, all being of full legal age, do under and by virtue of the General Laws of the State of Maryland, authorizing the formation of corporations, associate ourselves with the intention of forming a corporation.

SECOND: That the name of corporation (which is hereafter called the "Corporation"), is:

"THE COUNTRY LOUNGE, INC."

THIRD: That the purpose for which the corporation is formed and the business or objects to be carried on and promoted by it are as follows:

(a) To own and operate or both, as the general nature of its business, night clubs, taverns and restaurants and all matters incident thereto.

(b) To own, conduct, operate, maintain and carry on the business of night club, tavern and restaurant, and to sell and dispense foods, beverages, and liquids of all kinds, to produce, present, conduct, manage and otherwise furnish such entertainment as the corporation may from time to time think fit, and to do any and all things necessary and pertinent to said business.

(c) To purchase, build, lease or otherwise acquire land and buildings, in order to conduct and operate the above enumerated businesses and to convey, mortgage, pledge, transfer or otherwise acquire or dispose of land, buildings and other structures and all other property, both real and personal, of every kind and description, or any interest therein necessary or desirable for the carrying on of the business of the corporation.

(d) To carry on any other business which may seem to the corporation to be necessary or advantageous, either directly or indirectly to carry out the aforesaid objects or any of them.

(e) To purchase, acquire, hold, improve, sell, convey, assign, release, mortgage, incumber, lease, hire and deal in real and personal property of every name and nature.

FOURTH: The post office address of the principal office of the corporation in this State is Sudlersville, Queen Anne's County, Maryland. The name of the resident agent of the corporation in this State is J. Thomas Clark, whose post office address is Centreville, Queen Anne's County, Maryland. Said resident agent is a citizen agent of the State of Maryland and actually resides therein.

FIFTH: The number of directors of the Corporation shall be three (3) which number may be increased, or decreased, pursuant to the by-laws of the Corporation, but shall never be less than three (3) nor more than nine (9); or until their successors are duly chosen and qualify, are James Earle Teat, Jr., Henry Yeager and Leroy P. Everett.

SIXTH: The total number of shares which the Corporation has authority to issue is ten thousand (10,000) shares, with par value of Ten (\$10.00) Dollars per share, all of one class and designated common stock.

SEVENTH: The Board of Directors are expressly authorized to make, alter, amend and rescind the by-laws of the corporation, to fix the amount to be reserved as working capital, to authorize and cause to be executed mortgages and liens upon the real and personal property of the corporation.

EIGHTH: The signers of the Articles of Incorporation, being Directors, shall have the direction of the affairs and of the organization of the corporation, and may hold meeting or meetings in person or by proxy, and at such meeting or meetings elect directors and take such steps as are proper to obtain the necessary subscriptions to the stock and to perfect the organization of the corporation.

IN WITNESS WHEREOF, We have signed the Articles of Incorporation on this 23 day of September, 1965.

WITNESS:

Samuel C. Truitt

James Earle Teat, Jr. (SEAL)
James Earle Teat, Jr.

Samuel C. Truitt

Henry Yeager (SEAL)
Henry Yeager

Samuel C. Truitt

Leroy P. Everett (SEAL)
Leroy P. Everett

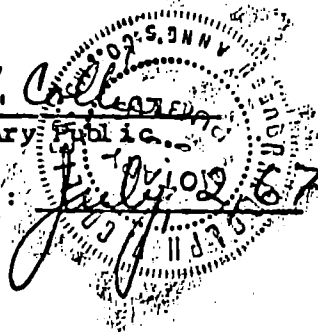
STATE OF MARYLAND, QUEEN ANNE'S COUNTY, to wit:

I HEREBY CERTIFY, that on this 23 day of September, 1965, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared James Earle Teat, Jr., Henry Yeager and Leroy P. Everett, and severally acknowledged the foregoing Articles of Incorporation to be their acts.

WITNESS my hand and Notarial Seal, the day and year last above written.

Randolph V. [Signature]
Notary Public

My Commission expires:



LIBER 1 PAGE 342
ARTICLES OF INCORPORATION
OF
THE COUNTRY LOUNGE, INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland September 27, 1965, at 9:00 o'clock A. M. as in conformity
with law and ordered recorded.

A: 2511

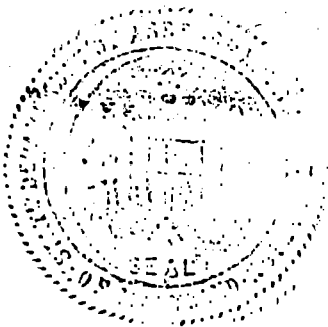
Recorded in Liber 2500, folio 385, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 10.00

To the clerk of the Circuit Court of Queen Anne's County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon,
has been received, approved and recorded by the State Department of Assessments and Taxation
of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.



Charles A. Prouty
STATE OF MARYLAND,
QUEEN ANNE'S COUNTY, SCT.
I HEREBY CERTIFY THAT
THIS Charter WAS
RECEIVED FOR RECORD THIS 21
DAY OF Oct 1965 RE 13793
AND RECORDED IN LIBER CW 1
File 340 Charter RECORD BOOK
FOR QUEEN ANNE'S COUNTY.
Charles W. Wolf CLERK
K. B. Wolf

RECEIVED FOR RECORD Dec. 22, 1965

ARTICLES OF INCORPORATION
OF
SUDLERSVILLE TRUCKING COMPANY, INC.

FIRST: We, the undersigned, MARION V. CLARK, whose post-office address is Sudlersville, Maryland, HENRY LEINART, whose post-office address is Sudlersville, Maryland, and LEROY P. EVERETT, whose post-office address is Sudlersville, Maryland, all being at least twenty-one years of age, do under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations, associate ourselves with the intention of forming a corporation by the execution and filing of these articles.

SECOND: The name of the corporation (which is herein-after called the "Corporation") is:

SUDLERSVILLE TRUCKING COMPANY, INC.

THIRD: The purposes for which the Corporation is formed are as follows:

(1) To manufacture, buy, sell, lease and deal in motors, automobiles, motor trucks, motor buses and their appliances, fuels, and accessories; to operate and maintain garages, service stations and terminal freight points and to store, repair, rent, and lease motors, automobiles, motor vehicles, motor buses and other vehicles; to manufacture, buy, sell and repair vehicles of every description propelled by electricity, gas, gasoline, compressed air or other mode of power, to organize, maintain and operate for highway transportation, service in all parts of the world for the purpose of transporting passengers, baggage, merchandise and freight of every description whatsoever by means of

JAMES E. THOMPSON, JR.
ATTORNEY AT LAW
CENTREVILLE, MD. 21617
780-0877

LIBER

1 PAGE 343

automobiles, motor buses, motor trucks and vehicles of every kind however propelled; and to do generally all and every other thing necessary and incident to the business of a trucking or bus company or necessary and incident to the enjoyment of the powers and privileges herein granted.

(2) To manufacture, purchase, or otherwise acquire, hold, mortgage, pledge, sell, transfer, or in any manner encumber or dispose of goods, wares, merchandise, implements, and other personal property or equipment of every kind.

(3) To purchase, lease, or otherwise acquire, hold, develop, improve, mortgage, sell, exchange, let, or in any manner encumber or dispose of real property wheresoever situated.

(4) To purchase, lease, or otherwise acquire, all or any part of the property, rights, businesses, contracts, goodwill, franchises, and assets of every kind, of any corporation, co-partnership, or individual (including the estate of a decedent), carrying on or having carried on in whole or in part any of the aforesaid businesses or any other business or businesses that the Corporation may be authorized to carry on, and to undertake, guarantee, assume and pay the indebtednesses and liabilities thereof, and to pay for any such property, rights, business or businesses, contracts, goodwill, franchises or assets, by the issue, in accordance with the laws of the State of Maryland, of stock, bonds, or other securities of the Corporation or otherwise.

(5) To apply for, obtain, purchase, or otherwise acquire, any patents, copyrights, licenses, trade-marks, trade-names, rights, processes, formulæ, and the like, which might be used for any of the purposes of the Corporation; and to use, exercise, develop, grant licenses in respect of, sell and otherwise

turn to account, the same.

(6) To purchase or otherwise acquire, hold and re-issue shares of its capital stock of any class; and to purchase, hold, sell, assign, transfer, exchange, lease, mortgage, pledge, or otherwise dispose of, any shares of stock of, or voting trust certificates for any shares of stock of, or any bonds or other securities or evidences of indebtedness issued or created by, any other corporation or association, organized under the laws of the State of Maryland or of any other state, territory, district, colony, or dependency of the United States of America, or of any foreign country; and while the owner or holder of any such shares of stock, voting trust certificates, bonds or other obligations, to possess and exercise in respect of same any and all the rights, powers, and privileges of ownership, including the right to vote on any shares of stock so held or owned; and upon a distribution of the assets or a division of the profits of this Corporation, to distribute any such shares of stock, voting trust certificates, bonds or other obligations, or the proceeds thereof, among the stockholders of this Corporation.

(7) To guarantee the payment of dividends upon any shares of stock of, or the performance of any contract by, any other corporation or association in which the Corporation has an interest, and to endorse or otherwise guarantee the payment of the principal and interest, or either, of any bonds, debentures, notes, securities or other evidences of indebtedness created by or issued by any such other corporation or association.

(8) To loan or advance money with or without security, without limit as to amount; and to borrow or raise money for any of the purposes of the Corporation and to issue bonds,

debentures, notes or other obligations of any nature, and in any manner permitted by law, for money so borrowed or in payment for property purchased, or for any other lawful consideration, and to secure the payment thereof and of the interest thereon, by mortgage upon, pledge or conveyance or assignment in trust of, the whole or any part of the property of the Corporation, real or personal, including contract rights, whether at the time owned or thereafter acquired; and to sell, pledge, discount or otherwise dispose of such bonds, notes, or other obligations of the corporation for its corporate purposes.

(9) To carry on any of the businesses hereinbefore enumerated for itself, or for the account of others, or through others for its own account, and to carry on any other business or businesses which may be deemed by it to be calculated, directly or indirectly, to effectuate or facilitate the transaction of the aforesaid objects or purposes or businesses, or any of them, or any part thereof, or to enhance the value of its own property, business or objects.

(10) To carry out all or any part of the aforesaid purposes, and to conduct its business in all or any of its branches, in any or all states, territories, districts, colonies and dependencies of the United States of America and in foreign countries; and to maintain offices and agencies, in any or all states, territories, districts, colonies, and dependencies of the United States of America, and in foreign countries.

The foregoing enumeration of the powers, objects and business of the Corporation is made in furtherance, and not in limitation, of the powers conferred upon the Corporation by law, and is not intended, by the mention of any particular purpose,

object or business, in any manner to limit or restrict the generality of any other purpose, object or business mentioned, or to limit or restrict any of the powers of the Corporation. The Corporation shall be authorized to exercise and enjoy all the rights, powers and privileges granted to or conferred upon corporations of a similar character by the general laws of the State of Maryland now or hereafter in force, and the enumeration of the foregoing powers shall not be deemed to exclude any powers, rights or privileges so granted or conferred.

FOURTH: The post-office address of the principal office of the Corporation is Sudlersville, Maryland. The resident agent of the Corporation is Marion V. Clark, whose post-office address is Sudlersville, Maryland. Said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The total amount of the authorized capital stock of the Corporation is One Hundred Thousand Dollars (\$100,000.00), consisting of Ten Thousand (\$10,000.00) shares of common stock of the par value of Ten Dollars (\$10.00) each.

SIXTH: The number of Directors of the Corporation shall be three, which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than three; and the names of the directors who shall act until the first annual meeting of the Corporation or until their successors are duly chosen and qualify are MARION V. CLARK, HENRY LEINART, and LEROY P. EVERETT.

SEVENTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the Board of Directors and stockholders.

(1) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of

shares of its stock, with or without par value, of any class, and securities convertible into shares of its stock, with or without par value, of any class, for such consideration as said Board of Directors may deem advisable, irrespective of the value or amount of such considerations, but subject to such limitations and restrictions, if any, as may be set forth in the By-Laws of the Corporation.

(2) The Board of Directors shall have power, from time to time, to fix and determine and to vary the amount of the working capital of the Corporation; to determine whether any, and, if any, what part, of the surplus of the Corporation or of the net profits arising from its business shall be declared in dividends and paid to the stockholders, subject, however, to the provisions of the charter, and to direct and determine the use and disposition of any such surplus or net profits. The Board of Directors may in its direction use and apply any of the surplus and net profits in purchasing or acquiring any of the shares of the Corporation, or any of its bonds or other evidences of indebtedness, to such extent and in such manner and upon such lawful terms as the Board of Directors shall deem expedient.

(3) The Board of Directors shall have power, subject to any limitations or restrictions imposed by law, to classify or re-classify any unissued shares of stock, whether now or hereafter authorized, by fixing or altering in any one or more respects, from time to time before issuance of such shares, the preferences, rights, voting powers, restrictions and qualifications of, the dividends on, the times and prices of redemption of, and the conversion rights, of, such shares.

(4) No contract or other transaction between this

Corporation and any other corporation and no act of this Corporation shall in any way be affected or invalidated by the fact that any of the Directors and/or Officers of this Corporation are pecunarily or otherwise interested in, or are Directors or Officers of, such other corporation; any Directors individually, or any firm, association or corporation of which any Director or Officer may be a member, may be a party to, or may be pecunarily or otherwise interested in, any contract or transaction of this Corporation provided that the fact that he or such firm is do interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof; and any Director or Officer of this Corporation who is so interested may be counted in determining whether a quorum exists at any meeting of the Board of Directors of this Corporation, which shall authorize any such contract or transaction or Officer of such other firm, association or corporation or not so interested.

(5) Any contract, transaction or act of the Corporation or of the Directors which shall be ratified by a majority of a quorum of the stockholders having voting powers at any annual meeting, or at any special meeting called for such purpose, shall so far as permitted by law be as binding as though ratified by every stockholder of the Corporation.

(6) Agreements may be entered into by any stockholder or stockholders giving to the Corporation or to any other stockholder or stockholders an option to purchase the stockholdings of such stockholder or stockholders, and binding such stockholder or stockholders, his or her or their heirs, executors, administrators and assigns, and the shares of stock of such person or persons shall, thereupon be subject to such agreement and transferable only upon proof of compliance therewith; provided, however, such agree-

ment be filed with the Corporation, and reference thereto be placed upon the certificate of stock.

(7) No holders of stock of the Corporation, of whatever class, shall have any preferential right of subscription to any shares of any class or to any securities convertible into shares of stock of the Corporation, nor any right of subscription to any thereof other than such, if any, as the Board of Directors in its discretion may determine, and at such price as the Board of Directors in its discretion may determine and fix; and any shares or convertible securities which the Board of Directors may determine to offer for subscription to the holders of stock may, as the Board of Directors shall determine, be offered to the holders of any class or classes of stock at the time existing to the exclusion of the holders of any or all other classes at the time existing.

(8) Notwithstanding any provisions of law requiring any action to be taken or authorized by the affirmative vote of the holders of a majority or other designated proportion of the shares or of the shares of each class, such action shall be effective and valid if taken or authorized by the affirmative vote of the holders of a majority of the total number of shares outstanding and entitled to vote thereon, except as otherwise provided in the charter or By-Laws, but in cases in which the law authorizes such action to be taken or authorized by a less vote, such action shall be effective and valid if so taken or authorized, except as otherwise provided in the charter or By-Laws.

(9) The Corporation reserves the right to make from time to time any amendments of its charter which may now or hereafter be authorized by law, including any amendment or amendments changing the terms of any class of its stock by classification

re-classification, or otherwise.

(10) The Board of Directors shall have power to determine from time to time whether and to what extent and at what times and places and under what conditions and regulations the books, accounts and documents of the Corporation, or any of them, shall be open to the inspection of stockholders, except as otherwise provided by statute or by the By-Laws; and, except as so provided, no stockholder shall have any right to inspect any book, account or document of the Corporation unless authorized to do so by a Resolution of the Board of Directors.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on the 20 day of Sept, 1965.

Marion V. Clark
Marion V. Clark

Henry Leinart
Henry Leinart

Leroy P. Everett
Leroy P. Everett

STATE OF MARYLAND)
) TO WIT:
QUEEN ANNE'S COUNTY)

I HEREBY CERTIFY, that on this 20 day of Sept, 1965, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County aforesaid, personally appeared Marion V. Clark, Henry Leinart, and Leroy P. Everett, and severally acknowledged the foregoing Articles of Incorporation to

JAMES E. THOMPSON, JR.
ATTORNEY AT LAW
CENTREVILLE, MD. 21617
788-0677

be their act.

WITNESS my hand and seal the day and year last above written.

Edith M. Shelton
Notary Public
My Commission Expires: July 1967



LIBER 1 PAGE 352

ARTICLES OF INCORPORATION
OF
SUDLERSVILLE TRUCKING COMPANY, INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland September 27, 1965, at 9:00 o'clock A. M. as in conformity
with law and ordered recorded.

A: 2507

11

Recorded in Liber 500, folio 356 one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

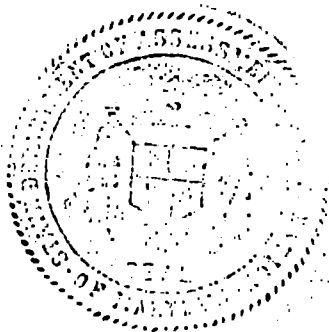
Bonus tax paid \$ 20.00 Recording fee paid \$ 20.00

To the clerk of the Circuit Court of Queen Anne's County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon,
has been received, approved and recorded by the State Department of Assessments and Taxation
of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

Charles W. Coulter



STATE OF MARYLAND,
QUEEN ANNE'S COUNTY, SCT.
I HEREBY CERTIFY THAT
THIS *Charter* WAS
RECEIVED FOR RECORD THIS *21*
DAY OF *Sept* 19 *65* RE. *13793*
AND RECORDED IN LIBER *cwc-1*
fol. 356 RECORD BOOK
FOR QUEEN ANNE'S COUNTY
Charles W. Coulter CLERK
3.0 Pf

RECEIVED FOR RECORD Feb 7 1966

KENT ISLAND MOTORS, INC.

ARTICLES OF INCORPORATION

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, William H. Bittorf, whose post office address is No. 3811 St. Paul Street, Baltimore, Maryland 21218, Edith H. Bittorf, whose post office address is No. 3811 St. Paul Street, Baltimore, Maryland 21218, and Edith O. Bittorf, whose post office address is No. 3811 St. Paul Street, Baltimore, Maryland 21218, all being of full age, do under and by virtue of the laws of the State of Maryland authorizing the formation of corporations associate ourselves with the intention of forming a corporation.

SECOND: The name of the corporation (which is hereinafter called the Corporation) is

KENT ISLAND MOTORS, INC.

THIRD: The purposes for which the Corporation is formed and the business or objects to be carried on and promoted by it are as follows:

(a) To purchase, sell, own, hold, rent, lease, repair, import, export, exchange, transfer, store and deal generally, in any manner whatsoever, in automobiles, motor trucks, motor vehicles, motorcycles, tractors, airplanes, flying machines, motor boats, sail boats, water conveyances, of all types whatsoever of every name and nature, whether domestic or foreign make; to deal in all parts, devices, supplies, accessories, equipment and appliances appertaining thereto; to maintain a service station for the repair, overhauling and testing of said conveyances; also to do any and all things necessary and incidental to the carrying on of said business in connection with the objects and purposes aforesaid in the State of Maryland and elsewhere.

(b) To acquire, own, hold, buy, sell, convey, encumber, lease, exchange, improve, transfer, dispose of or otherwise in any manner whatsoever deal in all kinds of property, real, personal or mixed, necessary or convenient for the purpose of its business, within or without the State of Maryland, and to construct, equip, operate, rent, or manage buildings of every kind, character and description, and to assume and perform contracts without restriction as to character or amount.

(c) To carry on any business which may seem to the Corporation to be calculated directly or indirectly to effectuate the aforesaid objects, or any of them, and to facilitate the transaction of its aforesaid business or any part thereof, and to transact any other business that may be calculated directly or indirectly to enhance the value of its property or rights.

(d) To borrow money for its corporate purposes, to make, accept, endorse, issue and deliver bonds, debentures, notes, bills of exchange or other obligations, to mortgage, hypothecate any stock, notes, bonds or other indebtedness or any other property held by it and to loan money with or without collateral security.

(e) And in general to have every power granted or to be granted Corporations hereafter by the laws of the State of Maryland, the enumeration of specific powers not to be in derogation of unnamed powers.

And the said Corporation is formed under the articles, conditions and powers herein expressed and subject to the limitations in all particulars relating to Corporations which are contained in the General Laws of the State of Maryland.

FOURTH: The post office address of the place at which the principal office of the Corporation in this State will be located is U.S. Route #50 and Cox Neck Road, Chester, Queen Anne's County, Maryland 21619. The resident agent of the Corporation is William H. Bittorf, whose post office address is No. 3811 St. Paul Street, Baltimore, Maryland 21218. Said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The Corporation shall have three (3) directors, and William H. Bittorf, Edith H. Bittorf, and Edith O. Bittorf shall act as such until the first annual meeting, or until their successors are duly chosen and qualified.

SIXTH: The total amount of the authorized capital stock of the Corporation is One Hundred Thousand Dollars (\$100,000.00) par value, divided into one thousand (1,000) shares of the par value of One Hundred Dollars (\$100.00) each.

SEVENTH: The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of any class whether now or hereafter authorized, and securities convertible into shares of its stock of any class whether now or hereafter authorized for such consideration as said Board of Directors may deem advisable, subject to such limitations and restrictions, if any, as may be set forth in the By-Laws of the Corporation.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on this seventeenth day of November, 1965.

William H Bittorf
William H. Bittorf

Witness as to all signatures:

Edith H Bittorf
Edith H. Bittorf

W. A. Bittorf
W. A. Bittorf

Edith O. Bittorf
Edith O. Bittorf

STATE OF MARYLAND, BALTIMORE CITY, to wit:

I HEREBY CERTIFY that on this seventeenth day of November, 1965, before me, the subscriber, a Notary Public of the State of Maryland, in and for the City of Baltimore aforesaid, personally appeared William H. Bittorf, Edith H. Bittorf and Edith O. Bittorf, the incorporators named in the foregoing Articles of Incorporation, and severally acknowledged the foregoing Articles of Incorporation to be their act.

AS WITNESS my hand and notarial seal, the day and year last above written.

Pearl Bensel Bittorf
Pearl Bensel Bittorf
Notary Public
My commission expires July, 1967.



ARTICLES OF INCORPORATION

OF

KENT ISLAND MOTORS, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland November 18, 1965, at 3:45 o'clock P. M. as in conformity with law and ordered recorded.

A: 3355

Recorded in Liber 7509, folio 467 one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

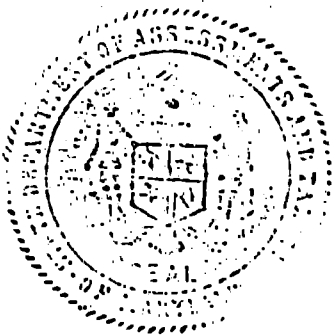
Bonus tax paid \$ 20.00 Recording fee paid \$ 10.00

To the clerk of the Circuit Court of Queen Anne's County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon, has been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

Charles W. Carl



STATE OF MARYLAND,
QUEEN ANNE'S COUNTY, SOY,
I HEREBY CERTIFY THAT
THIS *Charter* WAS
RECEIVED FOR RECORD THIS *14*
DAY *Nov* 19*65* AT *3:45*
AND RECORDED IN LIBER *Cwe 1*
7509 RECORD BOOK
FOR QUEEN ANNE'S COUNTY
Charles W. Carl CLERK

RECEIVED FOR RECORD Feb 7 1966

ARTICLES OF INCORPORATION
OF
THE PINEY-NARROWS CORPORATION

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, DOROTHY M. MONROE, whose postoffice address is Grasonville, Maryland, DAN M. TABLER, whose postoffice address is Centreville, Maryland, and JOHN W. SAUSE, JR., whose postoffice address is Centreville, Maryland, all being at least twenty-one years of age, do under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations associate ourselves with the intention of forming a corporation by the execution and filing of these articles.

SECOND: That the name of the corporation (which is hereinafter called the "Corporation"), is: THE PINEY-NARROWS CORPORATION.

THIRD: The purposes for which the Corporation is formed are as follows:

(a) To purchase, lease or otherwise acquire, hold, develop, improve, mortgage, sell, exchange, let, or in any manner encumber or dispose of real property wherever situated.

(b) To manufacture, purchase or otherwise acquire, hold, mortgage, pledge, sell, transfer, or in any manner encumber or dispose of goods, wares, merchandise, implements, and other personal property or equipment of every kind.

(c) To purchase, lease or otherwise acquire, all or any part of the property, rights, businesses, contracts, good-will, franchises and assets of every kind, of any corporation, co-partnership or indi-

vidual (including the estate of a decedent), carrying on or having carried on in whole or in part any of the aforesaid businesses or any other businesses that the Corporation may be authorized to carry on, and to undertake, guarantee, assume and pay the indebtedness and liabilities thereof, and to pay for any such property, rights, business, contracts, good-will, franchises or assets by the issue, in accordance with the laws of Maryland, of stock, bonds, or other securities of the Corporation or otherwise.

(d) To apply for, obtain, purchase, or otherwise acquire, any patents, copyrights, licenses, trademarks, tradenames, rights, processes, formulae, and the like, which might be used for any of the purposes of the Corporation; and to use, exercise, develop, grant licenses in respect of, sell and otherwise turn to account, the same.

(e) To purchase or otherwise acquire, hold and reissue shares of its capital stock of any class; and to purchase, hold, sell, assign, transfer, exchange, lease, mortgage, pledge or otherwise dispose of, any shares of stock of, or voting trust certificates for any shares of stock of, or any bonds or other securities or evidences of indebtedness issued or created by, any other corporation or association, organized under the laws of the State of Maryland or of any other state, territory, district, colony or dependency of the United States of America, or of any foreign country; and while the owner or holder of any such shares of stock, voting trust certificates, bonds or other obligations, to possess and exercise in respect thereof any and all the rights, powers, and privileges of ownership, including the right to vote on any shares of stock so held or owned; and upon a distribution of the assets or a division of the profits of this Corporation, to distribute any such shares of stock, voting trust certificates,

bonds or other obligations, or the proceeds thereof, among the stockholders of this Corporation.

(f) To guarantee the payment of dividends upon any shares of stock of, or the performance of any contract by, any other corporation or association in which the Corporation has an interest, and to endorse or otherwise guarantee the payment of the principal and interest, or either, of any bonds, debentures, notes, securities or other evidences of indebtedness created or issued by any such other corporation or association.

(g) To loan or advance money with or without security, without limit as to amount; and to borrow or raise money for any of the purposes of the Corporation and to issue bonds, debentures, notes or other obligations of any nature, and in any manner permitted by law, for money so borrowed or in payment for property purchased, or for any other lawful consideration, and to secure the payment thereof and of the interest thereon, by mortgage upon, or pledge or conveyance or assignment in trust of, the whole or any part of the property of the Corporation, real or personal, including contract rights, whether at the time owned or thereafter acquired; and to sell, pledge, discount or otherwise dispose of such bonds, notes, or other obligations of the Corporation for its corporate purposes.

(h) To carry on any of the businesses hereinbefore enumerated for itself, or for account of others, or through others for its own account, and to carry on any other business which may be deemed by it to be calculated, directly or indirectly, to effectuate or facilitate the transaction of the aforesaid objects or businesses, or any of them, or any part thereof, or to enhance the value of its property, business or rights.

(i) To carry out all or any part of the aforesaid purposes, and to conduct its business in all or any of its branches in any or all states, territories, districts, colonies and dependencies of the United States of America and in foreign countries; and to maintain offices and agencies, in any or all states, territories, districts, colonies and dependencies of the United States of America and in foreign countries.

(j) To carry on any other business or businesses which may be lawfully carried on in the State of Maryland, or in any other state, territory, district, colony or dependency of the United States of America.

The foregoing enumeration of the purposes, objects and business of the Corporation is made in furtherance, and not in limitation, of the powers conferred upon the Corporation by law, and is not intended, by the mention of any particular purpose, object, or business, in any manner to limit or restrict the generality of any other purpose, object, or business mentioned, or to limit or restrict any of the powers of the Corporation.

FOURTH: The postoffice address of the principal office of the Corporation in this State is: Centreville, Maryland 21617. The Resident Agent of the Corporation is JOHN W. SAUSE, JR., whose postoffice address is: 116 Broadway, Centreville, Maryland 21617. Said Resident Agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The total number of shares of stock which the Corporation has authority to issue is one hundred thousand (100,000) shares without par value, all of which shares are of one class and are designated common stock.

SIXTH: The Corporation shall have three directors, and

J. WILLIAM SAUSE, C. WILLIAM W. HERZOG, and JOHN W. SAUSE, JR., shall act as such until the first annual meeting or until their successors are duly chosen and qualified.

SEVENTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the Directors and Stockholders:

(a) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of any class, and securities convertible into shares of its stock of any class, for such considerations as said Board of Directors may deem advisable, irrespective of the value or amount of such considerations, but subject to such limitations and restrictions, if any, as may be set forth in the By-Laws of the Corporation.

(b) No contract or other transaction between this Corporation and any other corporation and no act of this Corporation shall in any way be affected or invalidated by the fact that any of the Directors of this Corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation; any directors, individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof; and any director of this Corporation who is also a director or officer of such other corporation or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation, which shall authorize any such contract or transaction, and may vote thereat to authorize any such contract or transaction,

with like force and effect as if he were not such director or officer of such other corporation or not so interested.

(c) The Board of Directors shall have power, from time to time, to fix and determine and to vary the amount of working capital of the Corporation; to determine whether any, and, if any, what part, of the surplus of the Corporation or of the net profits arising from its business shall be declared in dividends and paid to the stockholders, subject, however, to the provisions of the charter, and to direct and determine the use and disposition of any of such surplus or net profits. The Board of Directors may in its discretion use and apply any of such surplus or net profits in purchasing or acquiring any of the shares of the stock of the Corporation, or any of its bonds or other evidences of indebtedness, to such extent and in such manner and upon such lawful terms as the Board of Directors shall deem expedient.

(d) The Corporation reserves the right to make from time to time any amendments of its charter which may now or hereafter be authorized by law, including any amendments changing the terms of any class of its stock by classification, reclassification or otherwise.

(e) No holders of stock of the Corporation, of whatever class, shall have any preferential right of subscription to any shares of any class or to any securities convertible into shares of stock of the Corporation, nor any right of subscription to any thereof other than such, if any, as the Board of Directors in its discretion may determine, and at such price as the Board of Directors in its discretion may fix; and any shares or convertible securities which the Board of Directors may determine to offer for subscription to the holders of stock may, as said Board of Directors shall determine,

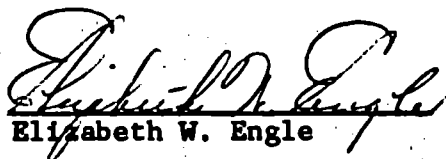
be offered to holders of any class or classes of stock at the time existing to the exclusion of holders of any or all other classes at the time existing.

(f) Notwithstanding any provision of law requiring any action to be taken or authorized by the affirmative vote of the holders of a designated proportion of the shares of stock of the Corporation, or to be otherwise taken or authorized by vote of the stockholders such action shall be effective and valid if taken or authorized by the affirmative vote of the holders of a majority of the issued and outstanding common stock.

(g) The Board of Directors shall have power to declare and authorize the payment of stock dividends, whether or not payable in stock of one class to holders of stock of another class or classes; and shall have authority to exercise, without a vote of stockholders, all powers of the Corporation, whether conferred by law or by these articles, to purchase, lease or otherwise acquire the business, assets or franchises, in whole or in part, of other corporations or unincorporated business entities.

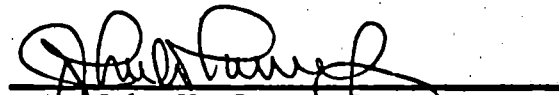
IN WITNESS WHEREOF, we have signed these Articles of Incorporation this 11th day of November, 1965.

Witness as to all:


Elizabeth W. Engle


Dorothy M. Monroe

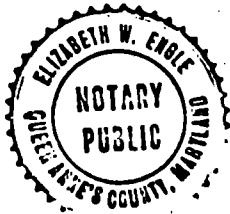

Dan M. Tabler


John W. Sause, Jr.

STATE OF MARYLAND, COUNTY OF QUEEN ANNE'S: ss

I HEREBY CERTIFY, that on the *11th* day of November, 1965, before me, the subscriber, a Notary Public of the State of Maryland, in and for Queen Anne's County, personally appeared DOROTHY M. MONROE, DAN M. TABLER and JOHN W. SAUSE, JR., and severally acknowledged the foregoing Articles of Incorporation to be their respective act.

AS WITNESS, my hand and Notarial Seal the day and year above written.



Elizabeth W. Engle
Elizabeth W. Engle, Notary Public

ARTICLES OF INCORPORATION

OF

THE PINEY-NARROWS CORPORATION

approved and received for record by the State Department of Assessments and Taxation of Maryland November 15, 1965, at 9:00 o'clock A. A. M. as in conformity with law and ordered recorded.

A 3303

Recorded in Liber 7510 / 7508, folio 9 / 346 253, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 300.00 Recording fee paid \$ 16.00

To the clerk of the Circuit Court of Queen Anne's County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon, has been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.



Charles W. Bartgis

STATE OF MARYLAND,
QUEEN ANNE'S COUNTY, SOY,
HEREBY CERTIFY THAT

THIS *Charter* W. ON
RECEIVED FOR RECORD THIS *7th*
DAY OF *October* 1965, at *11:42 A.M.*

AND RECORDED IN LIBER *7508-1*
John 356 RECORD BOOK
FOR QUEEN ANNE'S COUNTY.
Charles W. Bartgis CLERK

RECEIVED FOR RECORD Feb 7 1966

ARTICLES OF INCORPORATION

OF

FOX'S STORE, INC.

FIRST: We, the undersigned, HERBERT GOLDSTEIN, whose post-office address is Centreville, Maryland, SHIRLEY F. GOLDSTEIN, whose post-office address is Centreville, Maryland, and JAMES E. THOMPSON, JR., whose post-office address is Centreville, Maryland, all being at least twenty-one years of age, do under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations, associate ourselves with the intention of forming a corporation by the execution and filing of these articles.

SECOND: The name of the corporation (which is herein-after called the "Corporation") is:

FOX'S STORE, INC.

THIRD: The purposes for which the Corporation is formed are as follows:

(1) To buy, sell, import, export and generally deal in and deal with wearing apparel, including men's and women's furnishings of every nature, toys, novelties, furniture, household and kindred furnishings and appliances, goods, wares, and merchandise of every kind and nature, and to carry on such business as wholesaler, retailer, importer, and exporter; to acquire all such merchandise, supplies, materials, and other articles as shall be necessary or incidental to carry on the business of 5¢ to \$5.00 store, shoe store, furniture store, and junior retail department store.

(2) To manufacture, purchase, or otherwise acquire,

JAMES E. THOMPSON, JR.
ATTORNEY AT LAW
CENTREVILLE, MD. 21017
788-0877

hold, mortgage, pledge, sell, transfer, or in any manner encumber or dispose of goods, wares, merchandise, implements, and other personal property or equipment of every kind.

(3) To purchase, lease, or otherwise acquire, hold, develop, improve, mortgage, sell, exchange, let, or in any manner encumber or dispose of real property wheresoever situated.

(4) To purchase, lease, or otherwise acquire, all or any part of the property, rights, businesses, contracts, goodwill, franchises, and assets of every kind, of any corporation, co-partnership, or individual (including the estate of a decedent), carrying on or having carried on in whole or in part any of the aforesaid businesses or any other business or businesses that the Corporation may be authorized to carry one, and to undertake, guarantee, assume and pay the indebtednesses and liabilities thereof, and to pay for any such property, rights, business or businesses, contracts, goodwill, franchises or assets, by the issue, in accordance with the laws of the State of Maryland, of stock, bonds, or other securities of the Corporation or otherwise.

(5) To apply for, obtain, purchase, or otherwise acquire, any patents, copyrights, licenses, trade-marks, trade-names, rights, processes, formulae, and the like, which might be used for any of the purposes of the Corporation; and to use, exercise, develop, grant licenses in respect of, sell and otherwise turn to account, the same.

(6) To purchase or otherwise acquire, hold and re-issue shares of its capital stock of any class; and to purchase, hold, sell, assign, transfer, exchange, lease, mortgage, pledge or otherwise dispose of, any shares of stock of, or voting trust certificates for any shares of stock of, or any bonds or

other securities or evidences of indebtedness issued or created by, any other corporation or association, organized under the laws of the State of Maryland or of any other state, territory, district, colony, or dependency of the United States of American, or of any foreign country; and while the owner or holder of any such shares of stock, voting trust certificates, bonds or other obligations, to possess and exercise in respect of same any and all the rights, powers, and privileges of ownership, including the right to vote on any shares of stock so held or owned; and upon a distribution of the assets or a division of the profits of this Corporation, to distribute any such shares of stock, voting trust certificates, bonds or other obligations, or the proceeds thereof, among the stockholders of this Corporation.

(7) To guarantee the payment of dividends upon any shares of stock of, or the performance of any contract by, any other corporation or association in which the Corporation has an interest, and to endorse or otherwise guarantee the payment of the principal and interest, or either, of any bonds, debentures, notes, securities or other evidences of indebtedness created by or issued by any such other corporation or association.

(8) To loan or advance money with or without security, without limit as to amount; and to borrow or raise money for any of the purposes of the Corporation and to issue bonds, debentures, notes or other obligations of any nature, and in any manner permitted by law, for money so borrowed or in payment for property purchased, or for any other lawful consideration, and to secure the payment thereof and of the interest thereon, by mortgage upon, pledge or conveyance or assignment in trust of, the whole or any part of the property of the Corporation, real or personal,

JAMES E. THOMPSON, JR.
ATTORNEY AT LAW
CENTREVILLE, MD. 21617
786-0877

including contract rights, whether at the time owned or thereafter acquired; and to sell, pledge, discount or otherwise dispose of such bonds, notes, or other obligations of the Corporation for its corporate purposes.

(9) To carry on any of the businesses hereinbefore enumerated for itself, or for the account of others, or through others for its own account, and to carry on any other business or businesses which may be deemed by it to be calculated, directly or indirectly, to effectuate or facilitate the transaction of the aforesaid objects or purposes or businesses, or any of them, or any part thereof, or to enhance the value of its own property, business or objects.

(10) To carry out all or any part of the aforesaid purposes, and to conduct its business in all or any of its branches in any or all states, territories, districts, colonies and dependencies of the United States of American and in foreign countries; and to maintain offices and agencies, in any or all states, territories, districts, colonies and dependencies of the United States of America, and in foreign countries.

The foregoing enumeration of the powers, objects and businesses of the Corporation is made in furtherance, and not in limitation, of the powers conferred upon the Corporation by law, and is not intended, by the mention of any particular purpose, object or business, in any manner to limit or restrict the generality of any other purpose, object or business mentioned, or to limit or restrict any of the powers of the Corporation. The Corporation shall be authorized to exercise and enjoy all the rights, powers and privileges granted to or conferred upon corporations of a similar character by the general laws of the State of Maryland

now or hereafter in force, and the enumeration of the foregoing powers shall not be deemed to exclude any powers, rights, or privileges so granted or conferred.

FOURTH: The post-office address of the principal office of the Corporation is Stevensville, Maryland. The resident agent of the Corporation is Herbert Goldstein, whose post-office address is Centreville, Maryland. Said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The total amount of the authorized capital stock of the Corporation is One Hundred Thousand Dollars (\$100,000.00) consisting of One Thousand (1,000) shares of common stock of the par value of One Hundred Dollars (\$100.00) each.

SIXTH: The number of Directors of the Corporation shall be three, which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than three; and the names of the Directors who shall act until the first annual meeting of the Corporation or until their successors are duly chosen and qualify are HERBERT GOLDSTEIN, SHIRLEY F. GOLDSTEIN and JAMES E. THOMPSON, JR.

SEVENTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the Directors and stockholders.

(1) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock, with or without par value, of any class, and securities convertible into shares of its stock, with or without par value, of any class, for such consideration as said Board of Directors may deem advisable, irrespective of the value or amount

JAMES E. THOMPSON, JR.
ATTORNEY AT LAW
CENTREVILLE, MD. 21617
786-0877

of such considerations, but subject to such limitations and restrictions, if any, as may be set forth in the By-Laws of the Corporation.

(2) The Board of Directors shall have power, from time to time, to fix and determine and to vary the amount of the working capital of the Corporation; to determine whether any, and if any, what part, of the surplus of the Corporation or of the net profits arising from its business shall be declared in dividends and paid to the stockholders, subject, however, to the provisions of the charter, and to direct and determine the use and disposition of any such surplus or net profits. The Board of Directors may in its discretion use and apply any of the surplus and net profits in purchasing or acquiring any of the shares of the Corporation, or any of its bonds or other evidences of indebtedness, to such extent and in such manner and upon such lawful terms as the Board of Directors shall deem expedient.

(3) The Board of Directors shall have power, subject to any limitations or restrictions imposed by law, to classify or re-classify any unissued shares of stock, whether now or hereafter authorized, by fixing or altering in any one or more respects, from time to time before issuance of such shares, the preferences, rights, voting powers, restrictions and qualifications of, the dividends on, the times and prices of redemption of, and the conversion rights of, such shares.

(4) No contract or other transaction between this Corporation and any other corporation and no act of this Corporation shall in any way be affected or invalidated by the fact that any of the Directors and/or Officers of this Corporation are pecunarily or otherwise interested in, or are Directors or Officers

of, such other corporation, any Directors individually, or any firm, association or corporation of which any Director or Officer may be a member, may be a party to, or may be pecunarily or otherwise interested in, any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof; and any Director or Officer of this Corporation who is so interested may be counted in determining whether a quorum exists at any meeting of the Board of Directors of this Corporation, which shall authorize any such contract or transaction, with like force and effect as if he were not such Director or Officer of such other firm, association or corporation or not so interested.

(5) Any contract, transaction or act of the Corporation or of the Directors which shall be ratified by a majority of a quorum of the stockholders having voting powers at any annual meeting, or at any special meeting called for such purpose, shall so far as permitted by law be as binding as though ratified by every stockholder of the Corporation.

(6) Agreements may be entered into by any stockholder or stockholders giving to the Corporation or to any other stockholder or stockholders an option to purchase the stockholdings of such stockholder or stockholders, and binding such stockholder or stockholders, his or her or their heirs, executors, administrators and assigns, and the shares of stock of such person or persons shall, thereupon be subject to such agreement and transferable only upon proff of compliance therewith; provided, however, such agreement be filed with the Corporation, and reference thereto be placed upon the certificate of stock.

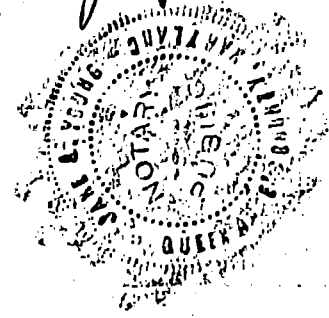
(7) No holders of stock of the Corporation, of whatever class, shall have any preferential right of subscription to any shares of any class or to any securities convertible into shares of stock of the Corporation, nor any right of subscription to any thereof other than such, if any, as the Board of Directors in its discretion may determine, and at such price as the Board of Directors in its discretion may determine and fix; and any shares or convertible securities which the Board of Directors may determine to offer for subscription to the holders of stock may, as the Board of Directors shall determine, be offered to the holders of any class or classes of stock at the time existing to the exclusion of the holders of any or all other classes at the time existing.

(8) Notwithstanding any provisions of law requiring any action to be taken or authorized by the affirmative vote of the holders of a majority or other designated proportion of the shares or of the shares of each class, such action shall be effective and valid if taken or authorized by the affirmative vote of the holders of a majority of the total number of shares outstanding and entitled to vote thereon, except as otherwise provided in the charter or By-Laws, but in cases in which the law authorizes such action to be taken or authorized by a less vote, such action shall be effective and valid if so taken or authorized except as otherwise provided in the charter or By-Laws.

(9) The Corporation reserves the right to make from time to time any amendments of its charter which may now or hereafter be authorized by law, including any amendment or amendments changing the terms of any class of its stock by classification, re-classification, or otherwise.

WITNESS my hand and seal the day and year last above written.

Jane L. Young
Notary Public
My Commission Expires: *July 1, 1967*



ARTICLES OF INCORPORATION

OF

FOX'S STORE, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland October 25, 1965, at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

A: 3025

Recorded in Liber *7505*, folio *512*, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 20.00

To the clerk of the Circuit Court of Queen Anne's County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon, has been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

Charles W. Coe



STATE OF MARYLAND,
QUEEN ANNE'S COUNTY, SOI.
I HEREBY CERTIFY THAT
THIS *Charter* WAS
RECEIVED FOR RECORD THIS *24* 148
DAY OF *October* 1966 BE *14226*
AND RECORDED IN LIBER *CWC-1*
John RECORD BOOK
FOR QUEEN ANNE'S COUNTY.
Charles W. Coe CLERK

RECEIVED FOR RECORD Feb 8 1966

ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION
OF
THE SUDLERSVILLE BANK OF MARYLAND
OF
SUDLERSVILLE, MARYLAND

THIS IS TO CERTIFY that, at a meeting of the Board of Directors of The Sudlersville Bank of Maryland, of Sudlersville, Maryland, held on the 23 day of August, 1965, at which more than a majority of the said Board was present, a motion was duly made, seconded and unanimously carried, that the Board of Directors of The Sudlersville Bank of Maryland, of Sudlersville, Maryland, recommend to the stockholders of the Corporation that the capital stock of the Corporation be increased from Twenty-five Thousand Dollars (\$25,000) to Seventy-five Thousand Dollars (\$75,000), and that the Certificate of Incorporation of the Corporation be amended to effect that result, and that an annual meeting of the stockholders of the Corporation be called for the purpose of considering such recommendation of the Board, and taking such action thereon as may be deemed by them proper in the premises.

That pursuant to a notice of the annual meeting of the stockholders, sent to all of the stockholders of the Corporation in pursuance of the aforementioned action of the Board of Directors, and setting forth the object of the meeting, as well as the time and place thereof, and giving the period of notice required by Law in the premises, a meeting of the stockholders of The Sudlersville Bank of Maryland, of Sudlersville, Maryland, was duly held on the 17 day of January, 1966, at which the holders of more than two-thirds of the stock of the Corporation outstanding and entitled to vote were present; that at said meeting the aforementioned recommendation of the Board of Directors was duly read to the stockholders, and by them considered; that thereupon, upon motion duly made, seconded and unanimously carried, it was resolved

that the Section of the Articles of Incorporation of The Sudlersville Bank of Maryland, of Sudlersville, Maryland as follows:

"SECTION II. And be it enacted, That the capital stock of the said corporation hereby created shall consist of twenty-five hundred shares of par value of ten dollars each, being twenty-five thousand dollars, and said corporation shall have the right to increase its capital stock from time to time at such meeting of the stockholders of said corporation as may be called for that purpose by a three-fourths vote of the shares of stock of the said corporation, to an amount not exceeding fifty thousand dollars; and the incorporators herein named, or a majority of them, shall have power to open books for subscription at such time and place as they may deem expedient, and when said twenty-five hundred shares shall have been subscribed and one-half thereof shall have been actually paid in, the stockholders may elect, in addition to the abovenamed incorporators, who are also hereby made directors, such number of additional directors as they may see fit; provided the whole number of directors shall not be less than eight nor more than twelve, and no director shall own less than ten shares of the capital stock; and the directors so elected as aforesaid and the incorporators named in this Act shall act as directors for the corporation hereby formed until the ensuing election or until their successors shall have been elected and qualified; and the directors thereafter shall be elected annually by the stockholders on the Second Monday in January and shall elect from among their number a president and a vice-president; and the directors are further authorized to elect a cashier and such other officers as may be necessary to the conduct of the corporation; the directors shall also fix the amount of the bond to be given by the officers of the corporation for the faithful discharge of their trust, and also regulate the pay of the salaries of its officers and directors."

be and the same is hereby changed to read as follows:

"SECTION II. The total amount of the capital stock of said Bank is Seventy-five Thousand Dollars (\$75,000), divided into Seventy-five Hundred (7,500) shares of the par value of Ten Dollars (\$10) each."

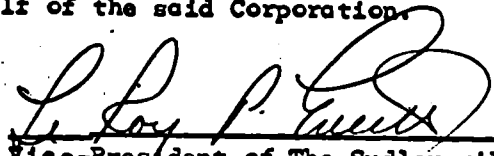
Twenty-five Hundred (2,500) of the additional shares authorized by said amendment shall be declared as a 100% stock dividend to the old stockholders of record as of a date fixed by Resolution of the Board of Directors.


The remaining additional Twenty-five Hundred (2,500) shares authorized by this amendment shall be sold at a price of Fifty-five Dollars (\$55) per share, and each old stockholder of record as of a given date fixed by the Board of Directors shall be entitled to subscribe for one of the new shares for each old share presently owned (exclusive of the 100% stock dividend) at a price of Fifty-five Dollars (\$55) per share.

All unsubscribed stock by the old stockholders of record may be sold by the Board of Directors to other interested parties, provided the sales price to such individuals shall not be less than Fifty-five Dollars (\$55) per share.

That at said meeting of the stockholders of The Sudlersville Bank of Maryland, it was further resolved that a Certificate be executed by the proper officers of the Corporation, as is hereby done, setting forth the said Amendment to the Articles of Incorporation, and that such further action be taken in the premises by the proper officers of the Corporation as may be requisite to render the said Amendment effectual.

IN WITNESS WHEREOF, the ^{Vice} President and Cashier of The Sudlersville Bank of Maryland, of Sudlersville, Maryland, have hereunto affixed their signatures this 18 day of January, 1966, and certify that the foregoing resolutions were passed as above set forth, and the said President and Cashier have further acknowledged this Certificate of Amendment for and on behalf of the said Corporation.


Vice-President of The Sudlersville
Bank of Maryland, of Sudlersville,
Maryland.


Cashier of The Sudlersville Bank
of Maryland, of Sudlersville,
Maryland.

12/21/66
RECEIVED FOR RECORD Feb 17, 1966

HERBERT A. WILLIS, INC.

ARTICLES OF INCORPORATION

THIS IS TO CERTIFY:

FIRST: We, the undersigned, Herbert A. Willis, whose Post Office address is Sudlersville, Queen Anne's County, Maryland; Foster S. Willis, whose Post Office Address is Sudlersville, Queen Anne's County, Maryland; and Joyce S. Hurley, whose Post Office Address is Sudlersville, Queen Anne's County, Maryland, each being over twenty-one (21) years of age, do hereby associate ourselves as incorporators with the intention of forming a Corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereinafter called the Corporation) is - - -

HERBERT A. WILLIS, INC.

THIRD: The purposes for which the Corporation is formed, are, as follows:

- A. To engage in the solicitation, representation, writing, and all other aspects of being brokers or agents, in the business of general insurance, life insurance, accident and health insurance or any other type of insurance which this Corporation is licensed by the State of Maryland to represent.
- B. To manufacture, purchase or otherwise acquire, hold, mortgage, pledge, sell, transfer, or in any manner encumber or dispose of goods, wares, merchandise, implements, and other personal property or equipment of every kind.
- C. To purchase, lease or otherwise acquire, hold, develop, improve, mortgage, sell, exchange, let, or in any manner encumber or dispose of real property wherever situated.
- D. To carry on and transact, for itself or for account of others, the business of general merchants, general brokers, general agents, manufacturers, buyers and sellers of, dealers in, importers, and exporters of natural products, raw materials, manufactured products and marketable goods, wares and merchandise of every description.
- E. To purchase, lease or otherwise acquire, all or any part of the property, rights, businesses, contracts, goodwill, franchises and assets of every kind, of any Corporation, co-partnership or individual (including the estate of a decedent) carrying on or having carried on in whole or in part any of the aforesaid businesses or any other businesses that the Corporation may be authorized to carry on, and to undertake, guarantee, assume and pay the indebtedness and liabilities thereof, and to pay any such property, rights, business, contracts, goodwill franchises or assets by the issue, in accordance with the Laws of Maryland of stock, bonds, or other securities of the Corporation or otherwise.

- F.** To purchase or otherwise acquire, hold and re-issue shares of its capital stock of any class; and to purchase, hold, sell, assign, transfer, exchange, lease, mortgage, pledge or otherwise dispose of, any shares of stock, or any bonds or other securities or evidences of indebtedness issued or created by, any other corporation or association, organized under the laws of the State of Maryland or any other state, territory, district, colony or dependency of the United States or of any foreign country and while the owner or holder of any such shares of stock, bonds, or other obligations, to possess and exercise in right thereof any and all the rights, powers, and privileges, of ownership, including the right to vote on any shares of stock so held or owned; and upon distribution of the assets or a division of the profits of this Corporation, to distribute any such shares of stock, bonds or other obligations, or the proceeds thereof, among the stock holders of the Corporation.
- G.** To loan or advance money with or without security, without limit as to amount, and to borrow or raise money for any of the purposes of the Corporation and to issue bonds, debentures, notes, or other obligations of any nature, and in any manner permitted by law, for money so borrowed or in payment for property purchase, or for any other lawful consideration and to secure the payment thereof and of the interest thereon by mortgage upon, or pledge or conveyance or assignment in trust of, the whole or any part of the property of the Corporation, real or personal, including contract rights, whether at the time owned or thereafter acquired; and to sell, pledge, discount or otherwise dispose of such bonds, notes, or other obligations of the Corporation for its corporate purposes.
- H.** To carry on any of the businesses hereinbefore enumerated for itself, or for account of others, or through others for its own account, and to carry on any business which may be deemed by it to be calculated, directly or indirectly, to effectuate or facilitate the transaction of the aforesaid objects or businesses, or any of them, or any part thereof, or to enhance the value of its property, business or rights.
- I.** To carry out all or any part of the aforesaid purposes, and to conduct its business in all or any of its branches in any or all states, territories, districts, colonies and dependencies of the United States of America and in foreign countries; and to maintain offices and agencies in any or all states, territories, districts, colonies and dependencies of the United States of America and in foreign countries.

The foregoing enumeration of the purposes, objects and business of the Corporation is made in furtherance and not in limitation of the powers conferred upon the Corporation by law, and is not intended, by the mention of any particular purpose, object or business, in any manner to limit or restrict the generality of any other purpose, object or business mentioned, or to limit or restrict any of the powers of the Corporation. This Corporation is formed upon the articles, conditions and provisions herein expressed, and subject in all

particulars to the limitations relative to corporations which are contained in the general laws of this State.

FOURTH: The Post Office Address of the principal office of the Corporation in this State is Sudlerville, Queen Anne's County, Maryland. The resident agent of the Corporation is Foster S. Willis, whose Post Office Address is Sudlerville, Queen Anne's County, Maryland. Said resident agent is a citizen of the State of Maryland, and actually resides therein.

FIFTH: The total number of shares of stock which the Corporation has authority to issue is Five Thousand (5,000) shares of the par value of Ten (\$10.00) Dollars a share, all of one class, and having an aggregate par value of Fifty Thousand (\$50,000.) Dollars.

No stock of the Corporation shall be sold, pledged, mortgage, given or distributed by the registered holder thereof or by an Executor or Personal Representative of a deceased stockholder or otherwise assigns, disposed of or transferred to a transferee other than the Corporation without having first been offered for sale in writing to the Corporation for a period of ninety (90) days preceding said transfer at its then book value as determined by the most recent audit of the books, excluding goodwill from such value; failure of the Corporation to exercise its rights of purchase within the said period of ninety (90) days or a refusal to purchase in writing before such ninety (90) days shall constitute a waiver of these conditions; any transfer in violation of these conditions shall be void and shall confer no rights to the transferee except as may be required by law.

SIXTH: The number of the directors of the Corporation shall be three (3), which number may be increased or decreased pursuant to the by-laws of the Corporation, but shall never be less than three; and the names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualify are Herbert A. Willis, Foster S. Willis and Joyce S. Hurley.

SEVENTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the directors and stockholders:

(1) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class or classes, whether now or hereafter authorized.

(2) The Board of Directors shall have power, from time to time, to fix and determine and to vary the amount of working capital of the Corporation; to determine whether any, and, if any, what part, of the surplus of the Corporation or of the net profits arising from its business shall be declared in dividends and paid to the stockholders, subject, however, to the provisions, of the charter, and to direct and determine the use and disposition of any of such surplus or net profits. The Board of Directors may in its discretion use and apply any of such surplus or net profits in purchasing or acquiring any of the shares of the stock of the Corporation, or any of its bonds or other evidences of indebtedness, to such extent and in such manner and upon such lawful terms as the Board of Directors shall deem expedient.

(3) The Corporation reserves the right to make from time to time any amendments of its charter which may now or hereafter be authorized by law, including any amendments changing the terms of any class of its stock by classifications, re-classification or otherwise, but no such amendment which changes the terms of any of the outstanding stock shall be valid unless the such change of terms shall have been authorized by the holders of four-fifths of all such stock at the time outstanding, by vote at a meeting or in writing with or without a meeting.

(4) The Board of Directors shall have power to declare and authorize the payment of stock dividends whether or not payable in stock of one class to holders of stock or any other class or classes; and shall have authority to exercise, without a vote of stockholders, all powers of the Corporation, whether conferred by law or by these articles, to purchase, lease or otherwise acquire the business, assets or franchises, in whole or in part, of other corporations or unincorporated business entities.

IN WITNESS WHEREOF, We, have signed these Articles of Incorporation on this 17th day of December, 1965.

WITNESS:

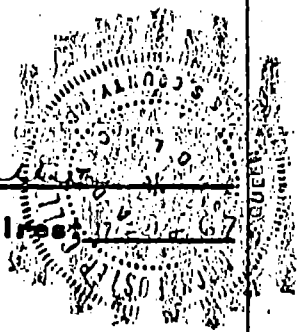
| | |
|-----------------------|---------------------------------|
| <u>Ray D. Collins</u> | <u>Herbert A. Willis</u> (SEAL) |
| <u>Ray D. Collins</u> | <u>Foster S. Willis</u> (SEAL) |
| <u>Ray D. Collins</u> | <u>Joyce S. Hurley</u> (SEAL) |

STATE OF MARYLAND }
QUEEN ANNE'S COUNTY } TO WIT:

I HEREBY CERTIFY, that on this 17th day of December, 1965, before me, the Subscriber, a Notary Public of the State and County aforesaid, personally appeared Herbert A. Willis, Foster S. Willis and Joyce S. Hurley, and severally acknowledged the foregoing Articles of Incorporation to be their respective act.

WITNESS my hand and Notarial Seal.

Ray D. Collins
Notary Public
My commission expires 12-18-67



ARTICLES OF INCORPORATION

OF

HERBERT A. WILLIS, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland December 20, 1965, at 9:00 o'clock A. M. as in conformity with law and ordered recorded.

A: 3883

Recorded in Liber 515, folio 113 one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 10.00

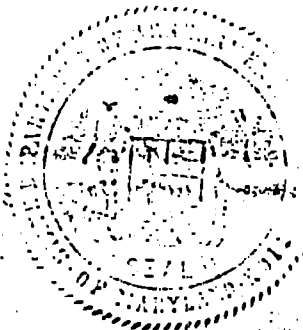
To the clerk of the Circuit Court of Queen Anne's County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon, has been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

Charles W. Coff

STATE OF MARYLAND,
QUEEN ANNE'S COUNTY, COX,
I HEREBY CERTIFY THAT
THIS Charter WAS
RECEIVED FOR RECORD THIS 17
DAY OF Dec. 1966 RE. 14373
AND RECORDED IN LIBER 515
Charter RECORD BOOK
FOR QUEEN ANNE'S COUNTY,
Charles W. Coff CLERK



LIBER 1 PAGE 383

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

hereby gives notice that ARTICLES OF DISSOLUTION of the
THE WILSON GRAIN COMPANY

were received for record on November 24, 1965,
in accordance with the provisions of Sec. 77 of Art. 23 of the
Code (1957 Edition).

Albert W. Ward
Director

RECEIVED FOR RECORD Feb. 17, 1966
THE WILSON GRAIN COMPANY
ARTICLES OF DISSOLUTION

The Wilson Grain Company, a body corporate of the State of Maryland, having its principal office in Centreville, Queen Anne's County, Maryland, (hereinafter called the Corporation) hereby certifies to the State Department of Assessments and Taxation of Maryland that:

FIRST: The Corporation is hereby dissolved.

SECOND: The name of the Corporation is as hereinabove set forth, and the post office address of the principal office of the Corporation in the State of Maryland is Centreville, Queen Anne's County, Maryland.

THIRD: The name and post office address of the resident agent of the Corporation in the State of Maryland, service of process upon whom shall bind the Corporation in any action, suit or proceeding pending or hereafter instituted or filed against the Corporation for one year after dissolution and thereafter until the affairs of the Corporation are wound up is C. Merrick Wilson, Centreville, Queen Anne's County, Maryland. Said resident agent is an individual actually residing in this State.

FOURTH: The name and post office address of each of the Directors of the Corporation is as follows:

| <u>Name</u> | <u>Post Office Address</u> |
|------------------------|--------------------------------|
| C. Merrick Wilson | Centreville, Maryland 21617 |
| William T. Harris, Jr. | Centreville, Maryland 21617 |
| Clark O. Nicholson | Centreville, Maryland 21617 |

FIFTH: The name, title and post office address of each of the officers of the Corporation is as follows:

| <u>Name</u> | <u>Title</u> | <u>Post Office Address</u> |
|------------------------|----------------------------|--------------------------------|
| C. Merrick Wilson | President | Centreville, Maryland 21617 |
| William T. Harris, Jr. | Vice President | Centreville, Maryland 21617 |
| Clark O. Nicholson | Treasurer and Secretary | Centreville, Maryland 21617 |

SIXTH: A majority of the entire Board of Directors, at a meeting of the Board of Directors of the Corporation duly convened and held on January 4, 1965, adopted a Resolution declaring that dissolution of the Corporation is advisable and directing that the proposed dissolution be submitted for action thereon to the stockholders of the Corporation, pursuant to the provisions of Article 23, Section 76, Annotated Code of Maryland (1951).

SEVENTH: A consent in writing to the dissolution of the Corporation was signed by all the stockholders of the Corporation, such consent is filed with the records of the Corporation, and the dissolution of the Corporation has been duly advised by the Board of Directors and authorized by the stockholders of the Corporation in the manner and by the vote required by Article 23 of the Annotated Code of Maryland.

EIGHTH: Notice that dissolution of the Corporation had been duly authorized pursuant to Article 23 of the Annotated Code of Maryland was mailed on February 11, 1965, to all known creditors of the Corporation.

NINTH: These Articles of Dissolution are accompanied by certificates of the Comptroller of the Treasury of the State of Maryland and of all collectors of taxes in the list heretofore

HENRY, HENRY & ADKINS
ATTORNEYS AT LAW
EASTON, MARYLAND

LIBER

1 PAGE 385

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supplied to the Corporation by the State Department of Assessments and Taxation of Maryland, stating in effect that all taxes levied on assessments made by the said Department and billed by and payable to such collecting authorities by the Corporation have been paid, except taxes barred by Section 212 of Article 81 or otherwise, including taxes billed for the year in which the dissolution of the Company is to be effected.

IN WITNESS WHEREOF, The Wilson Grain Company has caused these presents to be signed in its name and on its behalf by its President, and its corporate seal to be affixed and attested by its Secretary on this 3rd day of November, 1965.

ATTEST:

THE WILSON GRAIN COMPANY



Clark O. Nicholson
Clark O. Nicholson
Secretary

By: C. Merrick Wilson
C. Merrick Wilson
President

STATE OF MARYLAND, COUNTY OF Queen Anne, to wit:

I HEREBY CERTIFY, that on this 3rd day of November, 1965, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared C. Merrick Wilson, President of The Wilson Grain Company, and in the name and on behalf of said Corporation acknowledged the foregoing Articles of Dissolution to be the corporate act of said Corporation; and at the same time personally appeared Clark O. Nicholson, and made oath in due form of law that he was Secretary of the meeting of the Board of Directors of said Corporation at which the dissolution of the Corporation therein set forth was authorized, and that the matters and facts set forth in said Articles of Dissolution are true to the best of his knowledge, information and belief.

WITNESS my hand and seal the day and year last above written.

HENRY, HENRY & ADKINS
ATTORNEYS AT LAW
EASTON, MARYLAND



My commission expires
July 1, 1967.

Leanna D. Muff
Notary Public



STATE OF MARYLAND
COMPTROLLER OF THE TREASURY
STATE TREASURY BUILDING
P. O. BOX 466 - PHONE COLONIAL 8-3371
ANNAPOLIS, MARYLAND 21404

LOUIS L. GOLDSTEIN
COMPTROLLER
BERNARD F. NOSSEL
CHIEF DEPUTY

THIS IS TO CERTIFY, That the books of the
State Comptroller's Office and of the Department of
Employment Security, as reflected in their certifi-
cation to the State Comptroller, show that all taxes
and charges due the State of Maryland, payable through
the said offices as of the date hereof by

THE WILSON GRAIN COMPANY
have been paid.

WITNESS my hand and official seal this
twenty - third day of August A.D. 1965.



H. M. Zee
Deputy Comptroller

CERTIFICATE OF PAYMENT OF TAXES

THIS IS TO CERTIFY that all taxes levied on assessments made by the State Department of Assessments and Taxation of Maryland, billed by and payable to the Town of Centreville by The Wilson Grain Company, a Maryland corporation, have been paid, except taxes barred by Section 212 of Article 81, or otherwise, but including taxes billed for the year 1964.

TOWN COMMISSIONERS OF CENTREVILLE

NA 65

By: William R. Turner
Clerk

CERTIFICATE OF PAYMENT OF TAXES

THIS IS TO CERTIFY that all taxes levied on assessments made by the State Department of Assessments and Taxation of Maryland, billed by and payable to the Treasurer of Queen Anne's County by The Wilson Grain Company, a Maryland corporation, have been paid, except taxes barred by Section 212 of Article 81, or otherwise, but including taxes billed for the year July 1, 1964 to June 30, 1965.

N.A. 65

Royden N. Powell, Jr.
Royden N. Powell, Jr.
Treasurer of Queen Anne's
County, Maryland.

ARTICLES OF DISSOLUTION

OF

THE WILSON GRAIN COMPANY

approved and received for record by the State Department of Assessments and Taxation of Maryland November 24, 1965, at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

A 3437

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Recorded in Liber 7510, folio 501, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

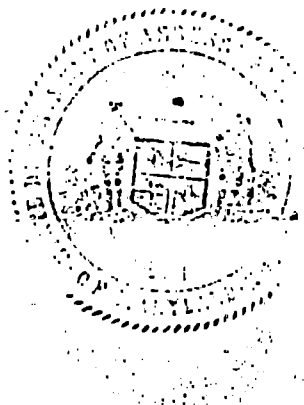
Spec. Fee
~~FFFF/AA~~ paid \$ 10.00 Recording fee paid \$ 12.00

To the clerk of the Circuit Court of Queen Anne's County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon, has been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

Charles W. Easton



SIA T. P. A. N. N. S. D.,
QUEEN ANNE'S COUNTY, SOY.
I HEREBY CERTIFY THAT
THIS *Article of Dissolution* WAS
RECEIVED FOR RECORD THIS 17
DAY OF *Oct* 1966. RE. 14373
AND RECORDED IN LIBER *CWC-1*
The CHARTER RECORDED BOOK
FOR QUEEN ANNE'S COUNTY.

Charles W. Easton CLERK.

LIBER 1 PAGE 389

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STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

hereby gives notice that ARTICLES OF DISSOLUTION of the
THE WILSON FEED COMPANY

were received for record on November 24, 1965,
 in accordance with the provisions of Sec. 77 of Art. 23 of the
 Code (1957 Edition).

Albert W. Ward
 Director

RECEIVED FOR RECORD Feb 17, 1966
THE WILSON FEED COMPANY
ARTICLES OF DISSOLUTION

The Wilson Feed Company, a body corporate of the State of Maryland, having its principal office in Centreville, Queen Anne's County, Maryland, (hereinafter called the Corporation), hereby certifies to the State Department of Assessments and Taxation of Maryland that:

FIRST: The Corporation is hereby dissolved.

SECOND: The name of the Corporation is as herein above set forth, and the post office address of the principal office of the Corporation in the State of Maryland is Centreville, Queen Anne's County, Maryland.

THIRD: The name and post office address of the resident agent of the Corporation in the State of Maryland, service of process upon whom shall bind the Corporation in any action, suit or proceeding pending or hereafter instituted or filed against the Corporation for one year after dissolution and thereafter until the affairs of the Corporation are wound up is C. Merrick Wilson, Centreville, Queen Anne's County, Maryland. Said resident agent is an individual actually residing in this state.

FOURTH: The name and post office address of each of the Directors of the Corporation is as follows:

| <u>NAME</u> | <u>POST OFFICE ADDRESS</u> |
|------------------------|-----------------------------|
| C. Merrick Wilson | Centreville, Maryland 21617 |
| William T. Harris, Jr. | Centreville, Maryland 21617 |
| C. O. Nicholson | Centreville, Maryland 21617 |

FIFTH: The name, title and post office address of each of the officers of the Corporation is as follows:

| <u>NAME</u> | <u>TITLE</u> | <u>POST OFFICE ADDRESS</u> |
|------------------------|----------------------------|--------------------------------|
| C. Merrick Wilson | President | Centreville, Maryland 21617 |
| William T. Harris, Jr. | Vice President | Centreville, Maryland 21617 |
| Clark O. Nicholson | Secretary and Treasurer | Centreville, Maryland 21617 |

SIXTH: A majority of the entire Board of Directors, at a meeting of the Board of Directors of the Corporation duly convened and held on January 4, 1965, adopted a Resolution declaring that dissolution of the Corporation is advisable and directing that the proposed dissolution be submitted for action thereon to the stockholders of the Corporation, pursuant to the provisions of Article 23, Section 76, Annotated Code of Maryland (1951).

SEVENTH: A consent in writing to the dissolution of the Corporation was signed by all the stockholders of the Corporation, such consent is filed with the records of the Corporation, and the dissolution of the Corporation has been duly advised by the Board of Directors and authorized by the stockholders of the Corporation in the manner and by the vote required by Article 23 of the Annotated Code of Maryland.

EIGHTH: Notice that dissolution of the Corporation had been duly authorized pursuant to Article 23 of the Annotated Code of Maryland was mailed on February 11, 1965 to all known creditors of the Corporation.

NINTH: These Articles of Dissolution are accompanied by certificates of the Comptroller of the Treasury of the State of Maryland and of all collectors of taxes in the list heretofore supplied to the Corporation by the State Department of Assessments

HENRY, HENRY & ADKINS
ATTORNEYS AT LAW
EASTON, MARYLAND

LRFR

1 PAGE 391

and Taxation of Maryland, stating in effect that all taxes levied on assessments made by the said Department and billed by and payable to such collecting authorities by the Corporation have been paid, except taxes barred by Section 212 of Article 81 or otherwise, including taxes billed for the year in which the dissolution of the Company is to be effected.

IN WITNESS WHEREOF, The Wilson Feed Company has caused these presents to be signed in its name and on its behalf by its President, and its corporate seal to be affixed and attested by its Secretary on this 3rd day of December, 1965.

ATTEST:

THE WILSON FEED COMPANY

Clark O. Nicholson
Clark O. Nicholson
Secretary

By: C. Merrick Wilson
C. Merrick Wilson
President

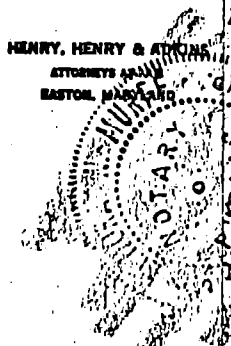
STATE OF MARYLAND, COUNTY OF Queen Anne's, to wit:

I HEREBY CERTIFY that on this 3rd day of December, 1965, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County aforesaid, personally appeared C. Merrick Wilson, President of The Wilson Feed Company, and in the name and on behalf of said Corporation acknowledged the foregoing Articles of Dissolution to be the corporate act of said Corporation; and at the same time personally appeared Clark O. Nicholson, and made oath in due form of law that he was Secretary of the meeting of the Board of Directors of said Corporation at which the dissolution of the Corporation therein set forth was authorized, and that the matters and facts set forth in said Articles of Dissolution are true to the best of his knowledge, information and belief.

WITNESS my hand and notarial seal the day and year last above written.

My commission expires
July 1, 1967.

Leona D. Muff
Notary Public





STATE OF MARYLAND
COMPTROLLER OF THE TREASURY
 STATE TREASURY BUILDING
 P. O. BOX 466 - PHONE COLONIAL 6-3371
 ANNAPOLIS, MARYLAND 21404

LOUIS L. GOLDSTEIN
 COMPTROLLER
 BERNARD F. NOBEL
 CHIEF DEPUTY

THIS IS TO CERTIFY, That the books of the State Comptroller's Office and of the Department of Employment Security, as reflected in their certification to the State Comptroller, show that all taxes and charges due the State of Maryland, payable through the said offices as of the date hereof by

THE WILSON FEED COMPANY
 have been paid.

WITNESS my hand and official seal this
 ninth day of September A.D. 1965.



[Signature]
 Deputy Comptroller

CERTIFICATE OF PAYMENT OF TAXES

THIS IS TO CERTIFY that all taxes levied on assessments made by the State Department of Assessments and Taxation of Maryland, billed by and payable to the Town of Centreville by The Wilson Feed Company, a Maryland corporation, have been paid, except taxes barred by Section 212 of Article 81, or otherwise, but including taxes billed for the year 1964.

TOWN COMMISSIONERS OF CENTREVILLE

NA 65 By: *[Signature]*
 Clerk

CERTIFICATE OF PAYMENT OF TAXES

THIS IS TO CERTIFY that all taxes levied on assessments made by

the State Department of Assessments and Taxation of Maryland, billed by and payable to the Treasurer of Queen Anne's County by The Wilson Feed Company, a Maryland corporation, have been paid, except taxes barred by Section 212 of Article 81, or otherwise, but including taxes billed for the year July 1, 1964 to June 30, 1965.

Royden N. Powell, Jr.
Royden N. Powell, Jr.
Treasurer of
Queen Anne's County, Maryland

NA 65

ARTICLES OF DISSOLUTION
OF
THE WILSON FEED COMPANY

approved and received for record by the State Department of Assessments and Taxation of Maryland November 24, 1965, at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

A 3436

7

Recorded in Liber *2510*, folio *489*, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Spec. Fee
~~10.00~~ paid \$10.00 Recording fee paid \$ 12.00

To the clerk of the Circuit Court of Queen Anne's County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon, has been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

Charles W. Cool

CLERK OF MARYLAND,
QUEEN ANNE'S COUNTY, MD.
I HEREBY CERTIFY THAT
THIS *Articles of Dissolution* WAS
RECEIVED FOR RECORD THIS *17th*
DAY OF *Nov* 196*6* RE. *14373*
AND RECORDED IN LIBER *CWC-1*
FILED *Charters* RECORD BOOK
FOR QUEEN ANNE'S COUNTY

Charles W. Cool



RECEIVED FOR RECO D. Filed Feb. 17, 1966

AMENDED
ARTICLES OF INCORPORATION
OF
KENNERSLEY STUD, INC.

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, David E. Seaman, whose post office address is Kennersley Farm, Church Hill, Maryland, David C. Bryan, whose post office address is Centreville, Maryland, and Howard Wood, whose post office address is Centreville, Maryland, all being at least twenty-one (21) years of age, do, under and by virtue of the General Laws of the State of Maryland, authorizing the formation of corporations, associate ourselves with the intention of forming a corporation.

SECOND: The name of the corporation is:

"KENNERSLEY STUD, INC."

THIRD: The purposes for which the corporation is formed and the business, or objects to be carried on and promoted by it, are as follows:

To purchase, acquire, hold, breed, raise, train, care for, sell assign, mortgage, encumber, hire or otherwise deal in horses, and in connection therewith to lease, purchase, or otherwise acquire, use, maintain, farm, operate, manage, lease, sublease and dispose of farm property; such business to be carried on in this State or elsewhere;

To lease, purchase or otherwise acquire, use, maintain, operate, conduct, manage and dispose of one or more veterinary hospitals and veterinary offices, under the direct supervision of a veterinarian licensed and registered under the law of Maryland or any other place where any such office or hospital is located, as the case may be;

To purchase, acquire, hold, improve, develop, breed, slaughter, render, sell, assign, release, mortgage, encumber, hire or otherwise deal in cattle, hogs, sheep and all classes and descriptions of livestock, farm animals, and domestic fowls, and in connection therewith to establish, purchase, lease or otherwise acquire, own, maintain, operate, and dispose of feed lots, stockyards, slaughterhouses, packing, rendering, refining, curing, and cold storage plants, warehouses, and all other facilities necessary or expedient for such purposes; such business to be carried on in this State or elsewhere.

To purchase, acquire, hold, sell, store, warehouse, and otherwise handle and deal in grain, hay, seeds and produce of all kinds and generally engage in the grain business.

To organize, maintain and operate for hire a transportation service anywhere for the purpose of transporting and hauling horses, livestock, farm animals, domestic fowl, merchandise and freight of every description whatsoever by motor trucks, motor busses, automobiles, airplanes, and vehicles of every kind, no matter how propelled; to do generally all and every other thing necessary and incident to the business of a trucking company.

To lease, operate and maintain garages, marinas, service stations, and terminal freight points, and to store, repair, rent and lease motors, automobiles, motor trucks, motor busses, airplanes, boats and vehicles of every kind.

To purchase, acquire, hold, sell, lease, repair, and deal in motor trucks, motor busses, motors, automobiles, airplanes, boats and their appliances, fuels and accessories.

LIBER

1 PAGE 395

To purchase, acquire, hold, improve, develop, and sub-develop, sell, convey, assign, release, mortgage, encumber, lease, hire, and deal in real and personal property of every name and nature, including stocks and securities of this corporation and other corporations, and to loan money, and take securities for the payment of all sums due the corporation, and to sell, assign, and release such securities, and the doing of such other business as shall be necessary, convenient, or incident thereto.

To erect, purchase, lease, own, operate, and dispose of, mills, factories, warehouses, yards, and other buildings and structures, with such machinery, tools, apparatus, and equipment, as may be necessary for the proper conduct of the business of the corporation.

To engage in, and carry on, the business of importing, exporting, manufacturing, producing, buying, selling, and otherwise dealing in, and with, goods, wares, and merchandise, of every class and description.

To engage in, and carry on, any other business which may conveniently be conducted in conjunction with any of the business of the corporation.

To acquire all, or any part of the good will, rights, property and business, of any person, firm, association, or corporation, heretofore or hereafter engaged in any business similar to any business which the corporation has the power to conduct, and to hold, utilize, enjoy, and, in any manner, dispose of, the whole, or any part of, the rights, property and business so acquired, and to assume, in connection therewith, any liabilities of any such person, firm, association, or corporation.

To apply for, obtain, purchase, or otherwise acquire, any patents, copyrights, licenses, trade-marks, trade names, rights, processes, formulas, and the like, which may seem capable of being used for any of the purposes of the corporation; and to use, exercise, develop, grant licenses in respect of, sell, and otherwise turn to account, the same.

To purchase, or otherwise acquire, and to hold, sell, or otherwise dispose of, and to retire, and reissue, shares of its own stock of any class, in any manner, now or hereafter authorized or permitted by law.

To guarantee the payment of dividends upon any shares of stock or shares in, or the performance of any contract by, any other corporation, or association, in which this corporation has an interest, and to endorse, or otherwise guarantee, the payment of the principal and interest, or either, of any bonds, debentures, notes, or other evidences of indebtedness created or issued by any such other corporation or association.

To carry out all, or any part of, the aforesaid objects, as principal, factor, agent, contractor, or otherwise, either alone, or through, or in conjunction with, any person, firm, association, or corporation, and, in carrying on its business, and for the purposes of attaining, or furthering, any of its objects and purposes, to make and perform any contracts, and to do any acts and things, and to exercise any powers suitable, convenient, or proper, for the accomplishment of any of the objects and purposes herein enumerated or incidental to the powers herein specified, or which, at any time, may appear conducive to, or expedient for, the accomplishment of any of such objects and purposes.

The foregoing objects and purposes shall, except when otherwise expressed, be in no way limited or restricted by reference to, or inference from, the terms of any other clause of this, or any other article of these Articles of Incorporation, or of any amendment thereto, and shall be regarded as independent, and construed as powers, as well as objects and purposes.

The corporation shall be authorized to exercise and enjoy all of the powers, rights, and privileges granted to, or conferred upon, corporations of a similar character by the General Laws of the State of Maryland, now or hereafter in force, and the enumeration of the foregoing powers shall not be deemed to exclude any powers, rights, or privileges so granted or conferred.

FOURTH: The post office address of the place at which the principal office of the corporation in this State will be located is Kennersley Farm, Church Hill, Maryland. The resident agent of the corporation is David E. Seaman, whose post office address is Kennersley Farm, Church Hill, Maryland. Said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The corporation shall have not less than three (3) nor more than nine (9) directors, and David E. Seaman, Owen K. Fox and Howard Wood shall act as such until the first annual meeting or until their successors are duly chosen and qualified.

SIXTH: The total number of shares of stock of all classes which the corporation has authority to issue is as follows:

One thousand (1,000) shares of common stock of the par value of One Hundred Dollars (\$100.00) each.

No holder of stock of the corporation shall transfer or encumber any of his shares of stock without having first offered to sell all his shares to the corporation, which may, within thirty (30) days after receipt of such offer, at its option, elect to purchase all of such holder's stock. Upon the death of a holder of stock and within sixty (60) days after the qualification of his personal representative, the corporation shall purchase all of such decedent's stock. The price of each share to be paid by the corporation after any exercise of such option or to any such decedent's estate, as the case may be, shall be the last price per share determined annually by agreement of all the holders of stock evidenced by noting the same in the minutes of each annual stockholder's meeting, except that if no such price per share shall have been agreed upon and noted as aforesaid within fifteen (15) months prior to the event giving rise to the purchase of stock, then the price per share shall be determined by dividing the total number of shares outstanding into the total equity of stockholders as disclosed in the Statement of Financial Condition, prepared by a Certified Public Accountant as of the last day of the calendar month coinciding with or next following the date of death or the date of notice of intention to sell or encumber such stock. This per share evaluation shall be adjusted to reflect the per share effect of any excess of an appraisal of fixed assets of the corporation over the adjusted book basis of such assets, said appraisal to be made by a person or persons jointly selected by holders of stock, including the retiring holder or personal representative of the deceased holder. In case of such stockholders' failure to make a selection promptly, the appraiser or appraisers shall be selected by the board of directors.

In case of death of a holder of stock, in the event that the corporation lacks sufficient surplus to permit it lawfully to buy all the

decendent's shares of such stock, the decedent's personal representative and the surviving holders of stock shall promptly vote to reduce the capital of the corporation or take such other steps as may be appropriate or necessary to enable the corporation lawfully to buy and pay for the decedent's shares of stock.

Further terms of the above stated restrictions upon transfer and encumbrance of stock and additional restrictions may be agreed upon by the holders thereof in writing; and each certificate of stock shall be stamped or endorsed to show that transfer or encumbrance of the shares represented thereby is restricted by the Amended Articles of Incorporation and, if such is the case, by an agreement on file at the corporation's principal office.

No stock shall be issued except pursuant to a plan adopted by the directors of the corporation to offer such stock for a period, (ending not later than two years after the adoption of the plan), specified in the plan; and the board of directors shall in all respects endeavor to see that stock is issued only under circumstances enabling it to qualify as "Section 1244 stock" as defined by the present Internal Revenue Code or similar future provisions of the federal tax laws, as the case may be.

SEVENTH: The following provisions are hereby adopted, for the purpose of defining, limiting and regulating the powers of the corporation and of the directors and stockholders:

(a) The board of directors of the corporation is hereby empowered to authorize the issuance, from time to time, of shares of its stock of any class, whether now or hereafter authorized, and securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as said board of directors may deem advisable, subject to such limitation and restrictions, if any, as may be set forth in SIXTH herein or in the by-laws of the corporation.

(b) Any director, individually, or any firm of which any director may be a member, or any corporation or association of which any director may be an officer or director, or in which any director may be interested, as the holder of any amount of its capital stock or otherwise, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the corporation, and in the absence of fraud, no contract, or other transaction, shall be thereby affected, or invalidated; provided, that in case a director, or a firm of which a director is a member, is so interested, such fact shall be disclosed, or shall have been known to the board of directors, or a majority thereof. Any director of the corporation who is also a director of or officer of or interested in such other corporation, or association, or who, or the firm of which he is a member, is so interested, may be counted in determining the existence of a quorum at any meeting of the board of directors of the corporation which shall authorize any such contract or transaction, and may vote thereat to authorize any such contract or transaction, with like force and effect as if he were not such director or officer of such other corporation or association or not so interested, or a member of a firm so interested.

(c) The board of directors of the corporation is hereby empowered to authorize the purchase by the corporation out of its surplus, at any such time or times and in such amounts as it shall deem advisable, shares of its own stock of any class, whether now or hereafter authorized, and securities convertible into shares of its own stock, whether now or hereafter authorized, at such price or prices as the board of directors shall

deem to be the fair market value thereof; such purchase or purchases to be for the purpose of resale, reissue or retirement as the said board may determine.

(d) The corporation reserves the right, from time to time, to make any amendments of its charter which may now or hereafter be authorized by law, including any amendments changing the terms of any of its outstanding stock, by classification, reclassification, or otherwise; but no such amendment which changes the terms of any of the outstanding stock shall be valid, unless such change in the terms thereof shall have been authorized by the holders of fifty-one per cent (51%) of the shares of such stock at the time outstanding, by a vote at a meeting, or in writing, with or without a meeting.

IN WITNESS WHEREOF, we have signed these ^{AMENDED} Articles of Incorporation, on this 3rd. day of December, 1965.

WITNESS:

Lucy Blackiston David E. Seaman (SEAL)
(David E. Seaman)

Lucy Blackiston David C. Bryan (SEAL)
(David C. Bryan)

Lucy Blackiston Howard Wood (SEAL)
(Howard Wood)

STATE OF MARYLAND)
QUEEN ANNE'S COUNTY) TO WIT:

On this 3rd. day of December, 1965, before me, the subscriber, a Notary Public of the State of Maryland, in and for Queen Anne's County, aforesaid, personally appeared David E. Seaman, David C. Bryan, and Howard Wood, satisfactorily proven to be the persons described in the foregoing Amended Articles of Incorporation, and they each acknowledged that they executed the same in the capacity therein stated and for the purposes therein contained.

In witness whereof, I have hereunto set my hand and official seal.



Lucy Blackiston
Lucy Blackiston
Notary Public
My Commission Expires July 1, 1967.

AMENDED ARTICLES OF INCORPORATION
OF
KENNERSLEY STUD, INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland December 6, 1965 at 9:00 o'clock A. M. as in conformity
with law and ordered recorded.

A: 3639

6

Recorded in Liber 513, folio 112, One of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

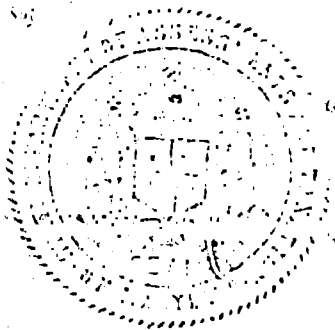
Bonus tax paid \$..... Recording fee paid \$ 10.00.....

To the clerk of the Circuit Court of Queen Anne's County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon,
has been received, approved and recorded by the State Department of Assessments and Taxation
of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

Charles H. Beatty



STATE OF MARYLAND,
QUEEN ANNE'S COUNTY, MD.
I HEREBY CERTIFY THAT
THE ABOVE INSTRUMENT WAS
RECORDED FOR RECORD ON
DECEMBER 17, 1965.
RECORDED BY UNIT 100-1
STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
QUEEN ANNE'S COUNTY.
Charles H. Beatty

12/31/65
W.F.

RECEIVED FOR RECORD MAR. 14, 1966

KENNERSLEY STUD, INC.
STOCK ISSUANCE STATEMENT

Kennersley Stud, Inc., a Maryland corporation having its principal office in Queen Anne's County, Maryland (hereinafter called the Corporation), hereby certifies to the State Department of Assessments and Taxation of Maryland, that:

FIRST: The Corporation has authorized the issuance of six hundred (600) full paid and non-assessable shares of the par value of One Hundred Dollars (\$100.00) per share of the Common Stock of the Corporation for the following consideration, namely:

(a) The following consideration, the actual value of which, as determined by the Board of Directors, is Twenty-Nine Thousand Nine Hundred Sixty ^{Eight} Dollars and Eighty-Eight Cents (\$29,968.88):

ALL of the farm machinery, farm equipment, motor vehicles, tools, X-Ray equipment, instruments, medicines and office equipment located at Kennersley Farm, Church Hill, Maryland, on December 15, 1965, and belonging to David E. Seaman and/or Owen K. Fox, V.M.D.; and one (1) mare belonging to Owen K. Fox, V.M.D.; and

(b) Cash at One Hundred Dollars (\$100.00) per share in the aggregate sum of Thirty Thousand Thirty-One Dollars and Twelve Cents (\$30,031.12).

SECOND: (a) The Board of Directors of the Corporation is by the charter empowered to authorize the issuance of such shares of stock; and

(b) The issuance of said shares of stock on the terms above set forth was duly authorized by the Board of Directors of the Corporation at a meeting held on December 24, 1965.

KENNERSLEY STUD, INC.

By David E. Seaman
(David E. Seaman) President

ATTEST

Owen K. Fox
(Owen K. Fox) Secretary

STATE OF MARYLAND, QUEEN ANNE'S COUNTY, ss:

I HEREBY CERTIFY, that on this 24th day of December, 1965,

before me, the subscriber, a Notary Public of the State of Maryland, in and for Queen Anne's County, personally appeared David E. Seaman, President of Kennersley Stud, Inc., a Maryland corporation, and in the name and on behalf of said corporation acknowledged the foregoing Stock Issuance Statement to be the corporate act of said Corporation; and at the same time personally appeared Owen K. Fox and made oath in due form of law that he was secretary of the meeting of the Board of Directors of said corporation at which the issuance of the stock therein mentioned was finally approved, and that the matters and facts set forth in said statement are true, to the best of his knowledge, information and belief.

WITNESS my hand and notarial seal, the day and year last above written:

Lucy Blackiston
Lucy Blackiston
Notary Public
My Commission Expires July 1, 1967



STOCK ISSUANCE STATEMENT

OF

KENNERSLEY STUD, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland December 29, 1965, at 9:00 o'clock A. M. as in conformity with law and ordered recorded.

A: 4011

Recorded in Liber 3516 , folio 386 ³ one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

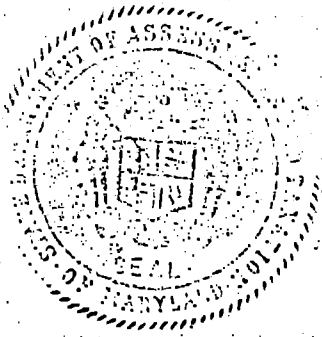
Bonus tax paid \$ Recording fee paid \$ 10.00

To the clerk of the Circuit Court of Queen Anne's County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon, has been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

Charles W. Ceifere



STATE OF MARYLAND,
QUEEN ANNE'S COUNTY, COE,
I HEREBY CERTIFY THAT
THIS Stock Issuance WAS
RECEIVED FOR RECORD THIS 29th
DAY OF Dec 1965 RE 14689
AND RECORDED IN LIBER Cwe-1
folio 386 RECORD BOOK
FOR QUEEN ANNE'S COUNTY.
Charles W. Ceifere
\$2.50 Pl.

RECEIVED FOR RECORD Apr 2 1966

B E F, INC.

ARTICLES OF INCORPORATION

THIS IS TO CERTIFY:

FIRST: We, the undersigned, Carlton L. Foster, whose Post Office address is Stevenaville, Queen Anne's County, Maryland; Ruth E. Foster, whose Post Office Address is Stevenaville, Queen Anne's County, Maryland; and Robert R. Price, Jr., whose Post Office Address is Centreville, Queen Anne's County, Maryland, each being over twenty-one (21) years of age, do hereby associate ourselves as incorporators with the intention of forming a Corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereinafter called the Corporation) is - - - -

B E F, INC.

THIRD: The purposes for which the Corporation is formed, are, as follows:

- A. To construct, own, buy, sell, lease, equip and operate hotels, motels, restaurants, marinas and generally deal in and with all kinds of facilities and appurtenances convenient, desirable or necessary in the conduct and operation of the foregoing.
- B. To manufacture, purchase or otherwise acquire, hold, mortgage, pledge, sell, transfer, or in any manner encumber or dispose of goods, wares, merchandise, implements, and other personal property or equipment of every kind.
- C. To purchase, lease or otherwise acquire, hold, develop, improve, mortgage, sell, exchange, let, or in any manner encumber or dispose of real property wherever situated.
- D. To carry on and transact, for itself or for account of others, the business of general merchants, general brokers, general agents, manufacturers, buyers and sellers of, dealers in, importers, and exporters of natural products, raw materials, manufactured products and marketable goods, wares and merchandise of every description.
- E. To purchase, lease or otherwise acquire, all or any part of the property, rights, businesses, contracts, goodwill, franchises and assets of every kind, of any Corporation, co-partnership or individual (including the estate of a decedent) carrying on or having carried on in whole or in part any of the aforesaid businesses or any other businesses that the Corporation may be authorized to carry on, and to undertake, guarantee, assume and pay the indebtedness and liabilities thereof, and to pay any such property, rights, business, contracts, goodwill, franchises or assets by the issue, in accordance with the Laws of Maryland of stock, bonds, or other securities of the Corporation or otherwise.

ROBERT R. PRICE, JR.
ATTORNEY AT LAW
CENTREVILLE, MARYLAND
766-1600

UBCR

1 PAGE 403

- F. To purchase or otherwise acquire, hold and re-issue shares of its capital stock of any class; and to purchase, hold, sell, assign, transfer, exchange, lease, mortgage, pledge or otherwise dispose of, any shares of stock, or any bonds or other securities or evidences of indebtedness issued or created by, any other corporation or association, organized under the Laws of the State of Maryland or any other state, territory, district, colony or dependency of the United States or of any foreign country and while the owner or holder of any such shares of stock, bonds, or other obligations, to possess and exercise in right thereof any and all the rights, powers, and privileges, of ownership, including the right to vote on any shares of stock so held or owned; and upon distribution of the assets or a division of the profits of this Corporation, to distribute any such shares of stock, bonds or other obligations, or the proceeds thereof, among the stock holders of the Corporation.
- G. To loan or advance money with or without security, without limit as to amount, and to borrow or raise money for any of the purposes of the Corporation and to issue bonds, debentures, notes, or other obligations of any nature, and in any manner permitted by law, for money so borrowed or in payment for property purchase, or for any other lawful consideration and to secure the payment thereof and of the interest thereon by mortgage upon, or pledge or conveyance or assignment in trust of, the whole or any part of the property of the Corporation, real or personal, including contract rights, whether at the time owned or thereafter acquired; and to sell, pledge, discount or otherwise dispose of such bonds, notes, or other obligations of the Corporation for its corporate purposes.
- H. To carry on any of the business hereinbefore enumerated for itself, or for account of others, or through others for its own account, and to carry on any business which may be deemed by it to be calculated, directly or indirectly, to effectuate or facilitate the transaction of the aforesaid objects or businesses, or any of them, or any part thereof, or to enhance the value of its property, business or rights.
- I. To carry out all or any part of the aforesaid purposes, and to conduct its business in all or any of its branches in any or all states, territories, districts, colonies and dependencies of the United States of America and in foreign countries; and to maintain offices and agencies in any or all states, territories, districts, colonies and dependencies of the United States of America and in foreign countries.

The foregoing enumeration of the purposes, objects and business of the Corporation is made in furtherance and not in limitation of the powers conferred upon the Corporation by law, and is not intended by the mention of any particular purpose, object or business, in any manner to limit or restrict the generality of any other purpose, object or business mentioned, or to limit or restrict any of the powers of the Corporation. The Corporation is formed upon the articles, conditions and provisions herein expressed, and subject in all

particulars to the limitations relative to corporations which are contained in the general laws of this State.

FOURTH: The Post Office Address of the principal office of the Corporation in this State is Stevensville, Queen Anne's County, Maryland. The resident agent of the Corporation is Carlton L. Foster, whose Post Office Address is Stevensville, Queen Anne's County, Maryland. Said resident agent is a citizen of the State of Maryland, and actually resides therein.

FIFTH: The total number of shares of stock which the Corporation has authority to issue is Five Thousand (5,000) shares of the par value of Ten (\$10.00) Dollars a share, all of one class, and having an aggregate par value of Fifty Thousand (\$50,000.) Dollars.

SIXTH: The number of the directors of the Corporation shall be three (3), which number may be increased or decreased pursuant to the by-laws of the Corporation, but shall never be less than three (3); and the names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualify are Albert I. Baker, Thomas R. Ewing and Carlton L. Foster,

SEVENTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the directors and stockholders:

(1) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class or classes, whether now or hereafter authorized.

(2) The Board of Directors shall have power, from time to time, to fix and determine and to vary the amount of working capital of the Corporation; to determine whether any, and, if any, what part, of the surplus of the Corporation or of the net profits arising from its business shall be declared in dividends and paid to the stockholders, subject, however, to the provisions, of the charter, and to direct and determine the use and disposition of any of such surplus or net profits. The Board of Directors may in its discretion use and apply any of such surplus or net profits in purchasing or acquiring any of the shares of the stock of the Corporation, or any of its bonds or other evidences of indebtedness, to such extent and in such manner and upon such lawful terms as the Board of Directors shall deem expedient.

(3) The Corporation reserves the right to make from time to time any amendments of its charter which may now or hereafter be authorized by law, including any amendments changing the terms of any class of its stock by classifications, re-classification or otherwise, but no such amendment which changes the terms of any of the outstanding stock shall be valid unless the such change of terms shall have been authorized by the holders of four-fifths of all such stock at the time outstanding, by vote at a meeting or in writing with or without a meeting.

(4) The Board of Directors shall have power to declare and authorize the payment of stock dividends whether or not payable in stock of one class to holders of stock or any other class or classes; and shall have authority to exercise, without a vote of stockholders, all powers of the Corporation, whether conferred by law or by these articles, to purchase, lease or otherwise acquire the business, assets or franchises, in whole

ROBERT R. PRICE, JR.
ATTORNEY AT LAW
CENTREVILLE, MARYLAND
766-1660

or in part, of other corporations or unincorporated business entities.

IN WITNESS WHEREOF, We, have signed these Articles of Incorporation on this 26th day of January, 1966.

WITNESS:

Mary J. Collins

Carlton L. Foster (SEAL)
Carlton L. Foster

Mary J. Collins

Ruth E. Foster (SEAL)
Ruth E. Foster

Mary J. Collins

Robert R. Price, Jr. (SEAL)
Robert R. Price, Jr.

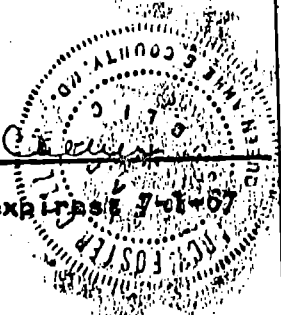
STATE OF MARYLAND
QUEEN ANNE'S COUNTY

TO WIT:

I HEREBY CERTIFY, that on this 26th day of January, 1966, before me, the Subscriber, a Notary Public of the State and County aforesaid, personally appeared Carlton L. Foster, Ruth E. Foster and Robert R. Price, Jr., and each acknowledged the foregoing Article of Incorporation to be their respective act.

WITNESS my hand and Notarial Seal.

Mary J. Collins
Notary Public
My commission expires July 67



ARTICLES OF INCORPORATION

OF

B E F, INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland January 27, 1966, at 1:30 o'clock A. M. as in conformity
with law and ordered recorded.

A: 4598

Recorded in Liber 2522, folio 144, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 10.00

To the clerk of the Circuit Court of Queen Anne's County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon, has been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

Charles W. East

STATE OF MARYLAND,
QUEEN ANNE'S COUNTY, SOY.
I HEREBY CERTIFY THAT
THIS *Quitclaim* WAS
RECEIVED FOR RECORD THIS *21st*
DAY OF *Jan* 19*66* RE. *15177*
AND RECORDED IN LIBER *C.W.C.-1*
Page 403 *Charles* RECORD BOOK
FOR QUEEN ANNE'S COUNTY.
Charles W. East CLERK



LP

MATTHEWS CRUISER SALES, INC.

ARTICLES OF AMENDMENT

Matthews Cruiser Sales, Inc., a Maryland corporation having its principal office in Baltimore, Maryland (hereinafter called the Corporation), hereby certifies to the State Department of Assessments and Taxation of Maryland that:

FIRST: The charter of the Corporation is hereby amended by striking out the Second and Fourth Articles of the Certificate of Incorporation and inserting in lieu thereof the following:

SECOND: The name of the Corporation (which is hereinafter called the Corporation) is

B and C FARM EQUIPMENT, INC.

FOURTH: The post office address of the place at which the principal office of the Corporation in this state will be located is Chester, Queen Anne's County, Maryland. The resident agent of the Corporation is William H. Bittorf, whose post office address is No. 3811 St. Paul Street, Baltimore, Maryland 21215. Said resident agent is a citizen of the State of Maryland and actually resides therein.

SECOND: The board of directors of the Corporation, at a meeting duly convened and held on February 1, 1966, adopted a resolution in which was set forth the foregoing amendment to the charter, declaring that the said amendment of the charter was advisable and directing that it be submitted for action thereon at a special meeting of the stockholders of the Corporation held on February 1, 1966.

THIRD: Notice setting forth a summary of the changes to be effected by said amendment of the charter and stating that a purpose of the stockholders meeting would be to take action thereon was given as required by law to all stockholders entitled to vote thereon.

FOURTH: The amendment of the charter as hereinabove set forth was approved by unanimous vote of all the stockholders of the Corporation at said meeting.

FIFTH: The amendment of the charter of the Corporation as hereinabove set forth has been duly advised by the board of directors and approved by the stockholders of the Corporation.

IN WITNESS WHEREOF, Matthews Cruiser Sales, Inc., has caused these presents to be signed in its name and on its behalf by its President and its corporate seal to be hereunto affixed and attested by its Secretary on February 10th, 1966.

MATTHEWS CRUISER SALES, INC.

By W. H. Bittorf
W. H. Bittorf, President

Attest:

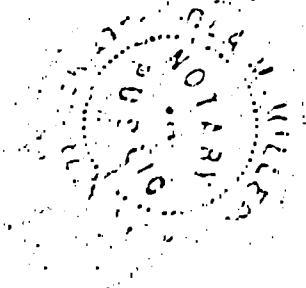
George W. Helfrich
George W. Helfrich, Secretary



State of Maryland,
County of Baltimore, ss:

I HEREBY CERTIFY that on February 10th, 1966, before me, the subscriber, a notary public of the State of Maryland, in and for the County of Baltimore, personally appeared W. H. Bittorf, President of Matthews Cruiser Sales, Inc., a Maryland corporation, and in the name and on behalf of said corporation acknowledged the foregoing Articles of Amendment to be the corporate act of said corporation; and at the same time personally appeared George W. Helfrich and made oath in due form of law that he was secretary of the meeting of the stockholders of said corporation at which the amendment of the charter of the corporation therein set forth was approved, and that the matters and facts set forth in said Articles of Amendment are true to the best of his knowledge, information and belief.

WITNESS my hand and notarial seal, the day and year last above written.



Ola M. Miller
Ola M. Miller, Notary Public

My commission expires July, 1967

ARTICLES OF AMENDMENT

OF

MATTHEWS CRUISER SALES, INC.

Changing its name to

B and C FARM EQUIPMENT, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland March 11, 1966, at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

A: 5373

Recorded in Liber 529, folio 388 ³ one of the Charter Records of the State

Department of Assessments and Taxation of Maryland.

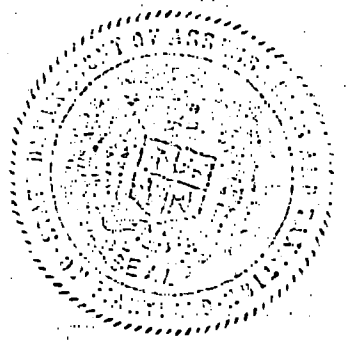
Bonus tax paid \$ Recording fee paid \$ 10.00

To the clerk of the Circuit Court of Queen Anne's County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon, has been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

Charles W. [Signature]



STATE OF MARYLAND,
QUEEN ANNE'S COUNTY, SCT,
I HEREBY CERTIFY THAT
THIS Charter of Queen Anne's County WAS
RECEIVED FOR RECORD THIS 25th
DAY OF May 1966 RE 15.6.1.1
AND RECORDED IN LIBER 529-1
file 409 Charter RECORD BOOK
FOR QUEEN ANNE'S COUNTY
Charles W. [Signature] CLERK
250 Pd

ARTICLES OF INCORPORATION
OF
CHESTER FEED AND STRAW CO., INC.

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Phoebe P. Anthony, whose post office address is Chestertown, Maryland; Patricia B. Spencer, whose post office address is Chestertown, Maryland; and Ernest S. Cookerly, whose post office address is R.D., Chestertown, Maryland; all being at least twenty-one (21) years of age, do, under and by virtue of the General Laws of the State of Maryland, authorizing the formation of corporations, associate ourselves with the intention of forming a corporation by the execution and filing of these articles.

SECOND: That the name of the corporation (which is hereinafter called the "Corporation") is:

"CHESTER FEED AND STRAW CO., INC."

THIRD: The purposes for which the Corporation is formed are as follows:

(a) To buy, sell, store and otherwise handle and deal in feed, hay, straw, grain, seeds and produce of all kinds, and generally to do a feed, hay, straw and grain storage business.

(b) To own and operate a farm and engage in all kinds of agricultural pursuits.

(c) To manufacture, purchase or otherwise acquire, hold, mortgage, pledge, sell, transfer, or in any manner encumber, or dispose of, goods, wares, merchandise, implements and other personal property, or equipment, of every kind.

(d) To purchase, lease or otherwise acquire, hold, develop, improve, mortgage, sell, exchange, let, or in any manner encumber, or dispose of, real property wherever situated.

(e) To carry on, and transact, for itself or for account of others, the business of general merchants, general brokers, general agents, manufacturers, buyers and sellers of, dealers in, importers and exporters of, natural products, raw materials, manufactured products, and marketable goods, wares and merchandise of every description.

(f) To purchase, lease or otherwise acquire all or any part of, the property, rights, businesses, contracts, good-will, franchises and assets of every kind, of any corporation, co-partnership, or individual, (including the estate of a decedent) carrying on, or having carried on, in whole, or in part, any of the aforesaid businesses, or any other businesses that the Corporation may be authorized to carry on, and to undertake, guarantee, assume, and pay the indebtedness and liabilities thereof, and to pay for any such property, rights, business, contracts, good-will, franchises or assets, by the issue, in accordance with the laws of Maryland, of stock, bonds, or other securities, of the Corporation, or otherwise.

(g) To apply for, obtain, purchase or otherwise acquire any patents, copyrights, licenses, trademarks, tradenames, rights, processes, formulae, and the like, which might be used for any of the purposes of the Corporation; and to use, exercise, develop, grant licenses in respect of, sell and otherwise turn to account, the same.

(h) To purchase, or otherwise acquire, hold, and re-issue, shares of its capital stock, of any class; and to purchase, hold, sell, assign, transfer, exchange, lease, mortgage, pledge, or otherwise dispose of, any shares of stock of, or voting trust certificates for, any shares of stock of, or any bonds, or other securities, or

evidences of indebtedness, issued or created by, any other corporation, or association, organized under the laws of the State of Maryland, or of any other state, territory, district, colony, or dependency of the United States of America, or of any foreign country; and while the owner, or holder of, any such shares of stock, voting trust certificates, bonds, or other obligations, to possess, and exercise in respect thereof, any and all the rights, powers and privileges of ownership, including the right to vote on any shares of stock so held or owned; and upon a distribution of the assets, or a division of the profits, of this Corporation, to distribute any such shares of stock, voting trust certificates, bonds, or other obligations, or the proceeds thereof, among the stockholders of this Corporation.

(i) To guarantee the payment of dividends upon any shares of stock of, or the performance of any contract by, any other corporation, or association, in which the Corporation has an interest, and to endorse, or otherwise guarantee, the payment of the principal, and interest, or either, of any bonds, debentures, notes, securities, or other evidences of indebtedness, created or issued by, any such other corporation or association.

(j) To loan or advance money, with or without security, without limit as to amount; and to borrow or raise money for any of the purposes of the Corporation, and to issue bonds, debentures, notes or other obligations, of any nature, and in any manner permitted by law, for money so borrowed, or in payment for property purchased, or for any other lawful consideration, and to secure the

payment thereof, and of the interest thereon, by mortgage upon, or pledge, or conveyance, or assignment in trust of, the whole, or any part of, the property of the Corporation, real or personal, including contract rights, whether at the time owned, or thereafter acquired; and to sell, pledge, discount or otherwise dispose of, such bonds, notes or other obligations of the Corporation, for its corporate purpose.

(k) To carry on any of the businesses hereinbefore enumerated, for itself, or for account of others, or through others, for its own account, and to carry on any other business which may be deemed by it to be calculated, directly or indirectly, to effectuate, or facilitate, the transaction of the aforesaid objects or businesses, or any of them, or any part thereof, or to enhance the value of its property, business or rights.

The foregoing enumeration of the purposes, objects and business of the Corporation is made in furtherance, and not in limitation, of the powers conferred upon the Corporation by law, and is not intended, by the mention of any particular purpose, object, or business, in any manner, to limit, or restrict, the generality of any other purpose, object, or business mentioned, or to limit, or restrict, any of the powers of the Corporation. The Corporation is formed upon the articles, conditions and provisions herein expressed, and subject in all particulars, to the limitations relative to corporations which are contained in the general laws of this State.

FOURTH: The post office address of the principal office of the Corporation in this State is Chestertown, Maryland. The resident agent of
R. O. 1 QUEEN ANNE'S COUNTY

the Corporation is Justin G. Buch, whose post office address is R.D. 1, Chestertown, Queen Anne's County, Maryland. Said resident agent is a citizen of the State of Maryland, and actually resides therein.

FIFTH: The total number of shares of stock which the Corporation has authority to issue is ten thousand (10,000) shares of the par value of Ten (\$10.00) Dollars a share, all of one class and having an aggregate par value of One Hundred Thousand (\$100,000.00) Dollars.

SIXTH: The number of directors of the Corporation shall be three (3), which number may be increased, or decreased, pursuant to the By-Laws of the Corporation, but shall never be less than three (3), nor more than nine (9), and the names of the directors who shall act until the first annual meeting, or until their successors are duly chosen and qualify, are: Justin G. Buch, Lawrence W. Crew and Alice M. Buch.

SEVENTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating, the powers of the Corporation and of the directors and stockholders:

(a) The Board of Directors of the Corporation is hereby empowered to authorize the issuance, from time to time, of shares of its stock, and securities, convertible into its shares of stock, of any class, for such considerations as said Board of Directors may deem advisable, irrespective of the value or amount of such considerations, but subject to such limitations and restrictions, if any, as may be set forth in the By-Laws of the Corporation.

(b) No contract, or other transaction, between this Corporation and any other corporation, and no act of this Corporation shall in any way be affected, or invalidated, by the fact that any of the directors of the Corporation are pecuniarily or otherwise

interested in, or are directors or officers of, such other corporation; any directors individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract, or transaction, of this Corporation provided that the fact that he, or such firm, is so interested, shall be disclosed, or shall have been known to the Board of Directors, or a majority thereof; and any director of this Corporation who is also a director or officer of such other corporation or not so interested.

(c) The Board of Directors shall have power, from time to time, to fix and determine, and to vary the amount of working capital of the Corporation; to determine whether any, and, if any, what part, of the surplus of the Corporation, or of the net profits arising from its business, shall be declared in dividends and paid to the stockholders, subject, however, to the provisions of the charter, and to direct and determine the use and disposition of any of such surplus, or net profits. The Board of Directors may, in its discretion, use, and apply any of such surplus, or net profits, in purchasing, or acquiring any of the shares of the stock of the Corporation, or any of its bonds, or other evidences of indebtedness, to such extent, and in such manner, and upon such lawful terms, as the Board of Directors shall deem expedient.

(d) The Corporation reserves the right to make, from time to time, any amendments to its charter, which may now or hereafter be authorized by law, including any amendments changing the terms of any class of its stock by classification, re-classification, or otherwise, but no such amendment, which changes the terms of any of

the outstanding stock, shall be valid unless such change of terms shall have been authorized by the holders of two-thirds (2/3rds) of all of such stock, at the time outstanding, by vote at a meeting, or in writing, with or without a meeting.

(e) Notwithstanding any provision of law requiring any action to be taken, or authorized, by the affirmative vote of the holders of a designated proportion of the shares of stock of the Corporation, or to be otherwise taken, or authorized, by vote of the stockholders, such action shall be effective, and valid, if taken, or authorized, by the affirmative vote of a majority of the total number of votes entitled to be cast thereon, except as otherwise provided in this charter.

(f) The Board of Directors shall have power, subject to any limitations, or restrictions, herein set forth, or imposed by law, to classify, or reclassify, any unissued shares of stock, whether now, or hereafter, authorized, by fixing, or altering, in any one, or more, respects, from time to time, before issuance of such shares, the preferences, rights, voting powers, restrictions and qualifications of, the dividends on, the times and prices of redemption of, and the conversion rights of, such shares.

(g) The Board of Directors shall have power to declare and authorize the payment of stock dividends, whether or not payable in stock of one class, to holders of stock of another class, or classes; and shall have the authority to exercise, without a vote of stockholders, all powers of the Corporation, whether conferred by law, or by these articles, to purchase, lease, or

otherwise acquire, the business, assets, or franchises, in whole, or in part, of other corporations, or unincorporated business entities.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on this 23rd day of March, 1966.

Witness:

Barbara Sue Everett

Phoebe P. Anthony (SEAL)
Phoebe P. Anthony

Barbara Sue Everett

Patricia B. Spencer (SEAL)
Patricia B. Spencer

Barbara Sue Everett

Ernest S. Cookerly (SEAL)
Ernest S. Cookerly

STATE OF MARYLAND, COUNTY OF KENT, to wit:

I HEREBY CERTIFY, that on this 23rd day of March, 1966, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County of Kent, aforesaid, personally appeared PHOEBE P. ANTHONY, PATRICIA B. SPENCER and ERNEST S. COOKERLY, and severally acknowledged the foregoing Articles of Incorporation to be their act.

AS WITNESS my hand and Notarial Seal.

Barbara Sue Everett
Notary Public



My commission expires:

July 1, 1967.

ARTICLES OF INCORPORATION
OF
CHESTER FEED AND STRAW CO., INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland March 24, 1966, at 8:30 o'clock A. M. as in conformity
with law and ordered recorded.

A: 5623

Recorded in Liber 7531, folio 581⁹, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 16.00

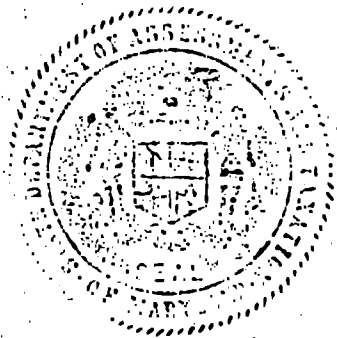
To the clerk of the Circuit Court of Queen Anne's County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon,
has been received, approved and recorded by the State Department of Assessments and Taxation
of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

Charles W. Child

STATE OF MARYLAND,
QUEEN ANNE'S COUNTY, SOI,
I HEREBY CERTIFY THAT
THIS Charter WAS
RECEIVED FOR RECORD THIS 22
DAY OF July 1966 RE 16176
AND RECORDED IN LIBER QWC-1
717 Charter RECORD BOOK
FOR QUEEN ANNE'S COUNTY
Charles W. Child CLERK



ARTICLES OF INCORPORATION
OF
UNICORN MANOR, INC.

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Ernest S. Cookerly, whose post office address is Chestertown, Maryland; Patricia B. Spencer, whose post office address is Chestertown, Maryland; and Phoebe P. Anthony, whose post office address is Chestertown, Maryland, all being at least twenty-one (21) years of age, do, under and by virtue of the General Laws of the State of Maryland, authorizing the formation of corporations, associate ourselves with the intention of forming a corporation.

SECOND: The name of the corporation is:

UNICORN MANOR, INC.

THIRD: The purposes for which the corporation is formed and the business, or objects to be carried on and promoted by it, are as follows:

To purchase, acquire, hold, improve, develop and sub-develop, sell, convey, assign, release, mortgage, encumber, lease, hire and deal in real estate and real property of every kind and nature.

To purchase, acquire, hold, improve, sell, convey, assign, release, mortgage, encumber, lease, hire and deal in personal property of every name and nature, including stocks and securities of other corporations, and to loan money, and take securities for the payment of all sums due the corporation, and to sell, assign and release, such securities, and the doing of such other business as shall be necessary, convenient, or incident thereto.

The owning, or operation, or both, of hotels, motels, inns and restaurants, and all matters incident thereto.

Buying and selling, at wholesale and retail, and the shipment and transportation of wood, coal, and fuel, of every kind and description, and the construction, purchase, leasing and operating of docks, yards, and warehouses; such business to be carried on in this State and elsewhere.

To carry on, and conduct, a general contracting business, including the designing, constructing, enlarging, repairing, remodeling, or otherwise engaging in, any work upon buildings, including stores, homes, hotels, motels, apartment houses and residences or manufacturing plants, and to engage in iron, steel, wood, brick, concrete, stone, cement, masonry, and earth construction, and to execute contracts, or to receive assignments of contracts therefor, or relating thereto; also to manufacture and furnish the building materials and supplies connected herewith, and the doing of such other business, as shall be necessary, convenient, or incident thereto.

To manufacture, buy, sell and generally deal in, at wholesale, and/or retail, lumber, mill work of all kinds, and any articles made, or manufactured from lumber or wood, together with the various products, and by-products thereof.

To manufacture, buy, sell, use, trade and deal in, as principal, and/or agent, all kinds of building materials, including iron, steel, wood, brick, cement, granite, sand, lime, stone and other substances, hardware, paints and house, household and builders' supplies, and equipment, of all kinds.

To erect, purchase, lease, own, operate and dispose of, mills, factories, warehouses, yards and other buildings and structures, with such machinery, tools, apparatus, and equipment, as may be necessary for the proper conduct of the business of the corporation.

To engage in and carry on the business of importing, exporting, manufacturing, producing, buying, selling and otherwise dealing in, and with goods, wares and merchandise, of every class and description.

To engage in and carry on, any other business which may conveniently be conducted in conjunction with any of the business of the corporation.

To acquire all, or any part of, the good will, rights, property and business, of any person, firm, association or corporation, heretofore or hereafter engaged in any business similar to any business which the corporation has the power to conduct, and to hold, utilize, enjoy and in any manner, dispose of, the whole or any part of the rights, property and business so acquired, and to assume, in connection therewith, any liabilities of any such person, firm, association or corporation.

To apply for, obtain, purchase, or otherwise acquire, any patents, copyrights, licenses, trade-marks, trade names, rights, processes, formulas, and the like, which may seem capable of being used for any of the purposes of the corporation; and to use, exercise, develop, grant licenses in respect of, sell, and otherwise turn to account the same.

To acquire, by purchase, subscription or in any other manner, take, receive, hold, use, employ, sell, assign, transfer, exchange, pledge, mortgage, lease, dispose of and otherwise deal in, and with, any shares of stock, shares, bonds, debentures, notes, mortgages, or other obligations, and any certificates, receipts, warrants, or other instruments, evidencing rights or options to receive, purchase, or subscribe, for the same, or representing any other rights, or interests therein, or in any property, or assets, issued, or created by any persons, firms, associations, corporations, syndicates, or by any governments, or subdivisions thereof;

and to possess, and exercise, in respect thereof, any and all the rights, powers, and privileges, of individual holders.

To purchase or otherwise acquire, and to hold, sell or otherwise dispose of, and to retire, and reissue, shares of its own stock of any class, in any manner, now or hereafter authorized or permitted by law.

To borrow or raise money for any of the purposes of the corporation, and to issue bonds, debentures, notes or other obligations, of any nature, and, in any manner permitted by law, for moneys so borrowed, or in payment for property purchased, and for any other lawful consideration, and to secure the payment thereof, and of the interest thereon, by mortgage, or pledge, or conveyance of assignment in trust of the whole, or any part of, the property of the corporation, real or personal, including contract rights, whether at the time owned, or thereafter acquired; and to sell, pledge, discount or otherwise dispose of, such bonds, debentures, notes or other obligations of the corporation, for its corporate purposes.

To guarantee the payment of dividends upon any shares of stock or shares in, or the performance of any contract by, any other corporation, or association, in which this corporation has an interest, and to endorse, or otherwise guarantee, the payment of the principal and interest, or either, of any bonds, debentures, notes or other evidences of indebtedness created or issued by any such other corporation or association.

To carry out all, or any part of, the foregoing objects, as principal, factor, agent, contractor or otherwise, either along, or through, or in conjunction with, any person, firm, association or corporation, and, in carrying on its business, and for the purpose of attaining, or furthering any of its objects and purposes, to make and perform any contracts, and

to do any acts and things, and to exercise any powers suitable, convenient, or proper for the accomplishment of any of the objects and purposes herein enumerated or incidental to the powers herein specified, or which, at any time, may appear conducive to, or expedient for, the accomplishment of any of such objects and purposes.

To carry out all or any part of the aforesaid objects and purposes, and to conduct its business, in all or any of its branches, in any or all estates, territories, districts and possessions of the United States of America and in foreign countries; and to maintain offices and agencies in any or all states, territories, districts and possessions of the United States of America and in foreign countries.

The foregoing objects and purposes shall, except when otherwise expressed, be in no way limited or restricted by reference to, or inference from, the terms of any other clause of this, or any other article of these Articles of Incorporation, or of any amendment thereto, and shall each be regarded as independent, and construed as powers, as well as objects and purposes.

The corporation shall be authorized to exercise and enjoy all of the powers, rights, and privileges granted to, or conferred upon, corporations of a similar character by the General Laws of the State of Maryland, now or hereafter in force, and the enumeration of the foregoing powers shall not be deemed to exclude any powers, rights, or privileges so granted or conferred.

FOURTH: The post office address of the place at which the principal office of the corporation in this State will be located is, ^{R. D. CHESTERTOWN,} Queen Anne's County, Maryland. The resident agent of the corporation is Foster Willis,

whose post office address is Sudlersville, Maryland. Said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The corporation shall have not less than three (3), nor more than seven (7) directors, and Wilbur S. Brinsfield, Wilbur Hubbard Brinsfield, and Foster Willis shall act as such until the first annual meeting, or until their successors are duly chosen and qualified.

SIXTH: The total number of shares of stock which the corporation has authority to issue is five thousand (5,000) shares without par value, all of one class, and designated as common stock.

SEVENTH: The following provisions are hereby adopted, for the purpose of defining, limiting, and regulating the powers of the corporation and of the directors and stockholders:

The Board of Directors of the corporation is hereby empowered to authorize the issuance, from time to time of shares of its stock of any class, whether now or hereafter authorized, and securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as said Board of Directors may deem advisable, subject to such limitations, if any, as may be set forth in the by-laws of the corporation.

The Board of Directors shall have power to determine, from time to time, whether and to what extent and at what times and places, and under what conditions and regulations, the books, accounts and documents of the corporation, or any of them, shall be open to the inspection of stockholders, except as so provided, no stockholder shall have any right to inspect any books, accounts or documents of the corporation unless authorized so to do by resolution of the Board of Directors.

Any director, individually, or any firm of which any director may be a member, or any corporation or association of which any director may be an officer or director, or in which any director may be interested, as the holder of any amount of its capital stock or otherwise, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the corporation, and in the absence of fraud, no contract, or other transaction, shall be thereby affected or invalidated; provided, that in case a director, or a firm of which a director is a member, is so interested, such fact shall be disclosed, or shall have been known to the Board of Directors, or a majority thereof. Any director of the corporation who is also a director or officer of or interested in such other corporation, or association, or who, or the firm of which he is a member, is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize any such contract or transaction, and may vote thereat to authorize any such contract or transaction, with like force and effect as if he were not such director or officer of such other corporation or association or not so interested, or a member of a firm so interested.

Any contract, transaction or act of the corporation, or of the directors which shall be ratified by a majority of a quorum of the stockholders having voting powers at any annual meeting, or at any special meeting called for such purpose, shall, so far as permitted by law, be as valid and as binding as though ratified by every stockholder of the corporation.

Unless the by-laws otherwise provide, any officer, or employee, of the corporation (other than a director) may be removed, at any

time, with or without cause, by the Board of Directors, or by any committee or superior officer, upon whom such power of removal may be conferred by the by-laws, or by authority of the Board of Directors.

The Board of Directors shall have power, from time to time, to fix and determine, and to vary the amount of working capital of the corporation; to determine whether any, and, if any, what part, of the surplus of the corporation, or of the net profits arising from its business shall be declared in dividends and paid to the stockholders, subject, however, to the provisions of the charter, and to direct and determine the use and disposition of any of such surplus or net profits. The Board of Directors may, in its discretion, use and apply any of such surplus or net profits in purchasing or acquiring any of the shares of the stock of the corporation, or any of its bonds or other evidences of indebtedness, to such extent, and in such manner and upon such lawful terms as the Board of Directors shall deem expedient.

The Board of Directors shall have power, subject to any limitations or restrictions herein set forth, or imposed by law, to classify, or reclassify, any unissued shares of stock, whether now or hereafter authorized by fixing, or altering, in any one or more respects, from time to time, before issuance of such shares, the preferences, rights, voting powers, restrictions, and qualifications of, the dividends on, the times and prices of redemption of, and the conversion rights of, such shares.

The Board of Directors shall have power to declare and authorize the payment of stock dividends, whether or not payable in stock of one class, to holders of stock of another class, or classes; and shall have authority to exercise, without a vote of stockholders, all powers of the corporation, whether conferred by law, or by these articles, to purchase,

lease, or otherwise acquire the business, assets, or franchises, in whole, or in part, of other corporations or unincorporated business entities.

The corporation reserves the right, from time to time, to make any amendments of its charter which may now or hereafter be authorized by law, including any amendments changing the terms of any of its outstanding stock, by classification, reclassification, or otherwise; but no such amendment which changes the terms of any of the outstanding stock shall be valid, unless such change in the terms thereof shall have been authorized by the holders of fifty-one per cent of the shares of such stock at the time outstanding, by a vote at a meeting, or in writing, with or without a meeting.

EIGHTH: The duration of the corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on this 19th day of April, 1966.

Witness:

Barbara Sue Everett

Ernest S. Cookerly (SEAL)
Ernest S. Cookerly

Barbara Sue Everett

Patricia B. Spencer (SEAL)
Patricia B. Spencer

Barbara Sue Everett

Phoebe P. Anthony (SEAL)
Phoebe P. Anthony

STATE OF MARYLAND,

COUNTY OF KENT, to wit:

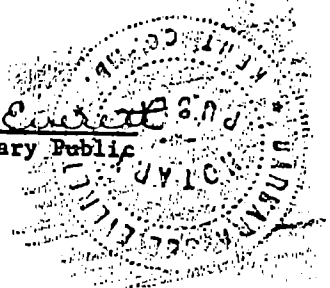
On this 19th day of April, 1966, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County of Kent, aforesaid, personally appeared Ernest S. Cookerly, Patricia B. Spencer and Phoebe P. Anthony, satisfactorily proven to be the persons described in the foregoing Articles of Incorporation, and they each acknowledged that they executed the same in the capacity therein stated and for the purposes therein contained.

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

My commission expires:

July 1, 1967

Barbara Sue Everett
Notary Public



ARTICLES OF INCORPORATION

OF

UNICORN MANOR, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland April 20, 1966, at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

A 6115

Recorded in Liber 7536 folio 388 one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 20.00

To the clerk of the Circuit Court of Queen Anne's County

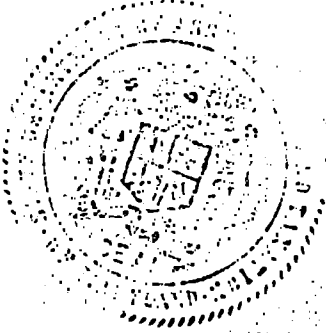
IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon, has been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

Charles W. Carl

SIA E. P. V. A. G. A. D.,
QUEEN ANNE'S COUNTY, SOY,
I HEREBY CERTIFY THAT
THIS Charter WAS
RECEIVED FOR RECORD THIS 7
DAY OF July 1966 RE. 16.1.7.6
AND RECORDED IN LIBER CWC-1
folio 420 Charter RECORD BOOK
FOR QUEEN ANNE'S COUNTY,
Charles W. Carl CLERK

#374



LIBER 1 PAGE 429

KENNETH WILSON MEMORIAL, INC.
ARTICLES OF INCORPORATION

THIS IS TO CERTIFY:

FIRST: We, the undersigned, Robert R. Price, Jr., whose Post Office is Centreville, Queen Annot County, Maryland; James O. Pippin, Jr., whose Post Office is Centreville, Queen Anne's County, Maryland; and Lois S. Duffey, whose Post Office is Centreville, Queen Anno's County, Maryland, each being over twenty-one (21) years of age, do hereby associate ourselves as incorporators with the intontion of forming a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereinafter called the Corporation) is - - -

KENNETH WILSON MEMORIAL, INC.

THIRD: The purposes for which this Corporation is formed are, as follows:

- A. To encourage and promote adult and youthful social and recreational activities in Queen Anne's County, Maryland.
- B. To purchase, lease or otherwise acquire, hold, develop, improve, mortgage, sell, exchange, let or in any manner encumber or dispose of real or personal property wherever situated.
- C. To carry on any business, solicitation or activity which may seem to this Corporation to be calculated either directly or indirectly to effectuate the aforocaid objects or any of them or any part thereof and generally to exercise the powers enumerated by the laws of the State of Maryland pertaining to corporations and to do any act, matter or thing not inconsistent with said laws which may be appropriate to promote and attain the objects and purposes for which this Corporation is formed.

The aforesaid enumeration of powers, purposes and objects is made in furtherance and not in limitation of the powers conferred upon the Corporation by law and is not intended by mention of any particular object or business in any manner to limit or restrict the generality of any other purposes, objects or businesses mentioned, or to limit or restrict any of the powers of the Corporation.

FOURTH: The Post Office of the place at which the principal office of the Corporation in this State will be located is Centreville, Maryland.

The resident agent of the Corporation, Robert R. Price, Jr., whose Post Office Address is Centreville, Maryland. Said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The Corporation is not authorized to issue any capital stock and shall not be operated for profit. No part of its net earnings shall inure to the benefit of any member or individual. No member or individual shall be entitled to share in the distribution of any of the Corporate assets on dissolution of the Corporation. Upon the dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation shall be distributed exclusively to charitable, religious, scientific, literary or educational organizations which would then qualify under the provisions of Section 501 (c) (3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended. No substantial part of the activities of the Corporation shall be the carrying on of propoganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

SIXTH: The Board of Directors may choose the first members, establish membership dues and other membership requirements in accordance with the By-laws of the Corporation.

SEVENTH: The number of directors of the Corporation shall be six (6) which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than three (3), and the names of the directors, who shall act until the first annual meeting or until their successors are duly chosen and qualified are Sydney G. Ashley, Arthur J. Blaney, Lois S. Duffey and John E. Mears, James O. Pippin, Jr, and Robert R. Price, Jr.

IN WITNESS WHEREOF, We, have signed these Articles of Incorporation this 18th day of April, 1966.

WITNESS:

Mary J. Collins

Mary J. Collins

Mary J. Collins

Robert R. Price, Jr. (SEAL)
Robert R. Price, Jr.

James O. Pippin, Jr. (SEAL)
James O. Pippin, Jr.

Lois S. Duffey (SEAL)
Lois S. Duffey

STATE OF MARYLAND }
QUEEN ANNE'S COUNTY } TO WIT:

I HEREBY CERTIFY, that on this 18th day of April, 1966, before me, the Subscriber, a Notary Public of the State and County aforesaid, personally appeared Robert R. Price, Jr., James O. Pippin, Jr., and Lois S. Duffey, and severally acknowledged the foregoing Articles of Incorporation to be their respective act.

WITNESS my hand and Notarial Seal.

Mary J. Collins
Notary Public
My commission expires 7-1-67

ROBERT R. PRICE, JR.
ATTORNEY AT LAW
CENTREVILLE, MARYLAND
788-1600

LIBER 1 PAGE 431

ARTICLES OF INCORPORATION
OF
KENNETH WILSON MEMORIAL, INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland April 19, 1966, at 8:30 o'clock A. M. as in conformity
with law and ordered recorded.

A: 6080

3

Recorded in Liber 7536, folio 169, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 10.00

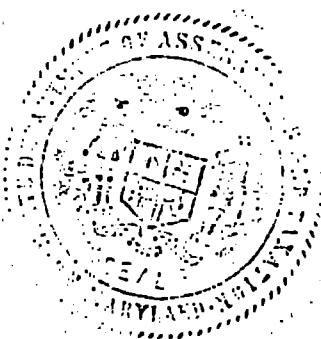
To the clerk of the Circuit Court of Queen Anne's County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon,
has been received, approved and recorded by the State Department of Assessments and Taxation
of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

Charles W. Casper

4371



STATE OF MARYLAND,
QUEEN ANNE'S COUNTY, SO2.
I HEREBY CERTIFY THAT
THIS Charter WAS
RECEIVED FOR RECORD THIS 7
DAY OF April 1966 RE 10.17.66
AND RECORDED IN LIBER 7536
Folio 169 RECORD BOOK
FOR QUEEN ANNE'S COUNTY.

Charles W. Casper

14
4/1/68

TUCK DAVIDSON, INC.

ARTICLES OF INCORPORATION

FIRST: WE, THE UNDERSIGNED, Thomas P. Davidson, whose post office address is R. D. #1, Church Hill, Maryland, John C. Huntington, Jr., whose post office address is 308 Park Row, Chestertown, Maryland, and Clayton C. Carter, whose post office address is 111 Lawyers Row, Centreville, Maryland, each being at least twenty-one years of age, do hereby associate ourselves as incorporators with the intention of forming a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereinafter called the "Corporation") is TUCK DAVIDSON, INC.

THIRD: The purposes for which the Corporation is formed are as follows:

(a) To carry on the business of mining, milling, converting, treating, preparing, manufacturing, buying, selling, exchanging, and otherwise producing and dealing in road building materials.

(b) To carry on the business of hauling, renting trucks and vehicles for hire and to forward goods and merchandise between various towns, cities and other places.

(c) To purchase, lease or otherwise acquire, hold, own, develop, operate, manage, improve and dispose of, and to aid and subscribe toward the acquisition, development or improvement of real and personal

property and rights and privileges therein, suitable or convenient for the carrying on of a real estate development and improvement business.

(d) To manufacture, purchase or otherwise acquire, hold, mortgage, pledge, sell, transfer, or in any manner encumber or dispose of goods, wares, merchandise, implements, and other personal property or equipment of every kind.

(e) To purchase, lease or otherwise acquire, hold, develop, improve, mortgage, sell, exchange, let, or in any manner encumber or dispose of real property wherever situated.

(f) To carry on and transact, for itself or for account of others, the business of general merchants, general brokers, general agents, manufacturers, buyers and sellers of, dealers in, importers and exporters of natural products, raw materials, manufactured products and marketable goods, wares, and merchandise of every description.

(g) To purchase, lease or otherwise acquire, all or any part of the property, rights, businesses, contracts, good-will, franchises and assets of every kind, of any corporation, co-partnership or individual (including the estate of a decedent), carrying on or having carried on in whole or in part any of the aforesaid businesses or any other businesses that the Corporation may be authorized to carry on, and to undertake, guarantee, assume and pay the indebtedness and liabilities thereof, and to pay for any such property, rights, business, contracts, good-will, franchises or assets by the issue, in accordance

with the laws of Maryland, of stocks, bonds, or other securities of the Corporation or otherwise.

(h) To apply for, obtain, purchase, or otherwise acquire, any patents, copyrights, licenses, trademarks, tradenames, rights, processes, formulae, and the like, which might be used for any of the purposes of the Corporation; and to use, exercise, develop, grant licenses in respect of, sell and otherwise turn to account, the same.

(i) To purchase or otherwise acquire, hold and reissue shares of its capital stock of any class; and to purchase, hold, sell, assign, transfer, exchange, lease, mortgage, pledge or otherwise dispose of, any shares of stock of, or voting trust certificates for any shares of stock of, or any bonds or other securities or evidences of indebtedness issued or created by, any other corporation or association, organized under the laws of the State of Maryland or of any other state, territory, district, colony or dependency of the United States of America, or of any foreign country; and while the owner or holder of any such shares of stock, voting trust certificates, bonds or other obligations, to possess and exercise in respect thereof any and all the rights, powers, and privileges of ownership, including the right to vote on any shares of stock so held or owned; and upon a distribution of the assets or a division of the profits of this Corporation, to distribute any such shares of stock, voting trust certificates, bonds or other obligations, or the proceeds thereof, among the stockholders of this Corporation.

(j) To guarantee the payment of dividends upon any shares of

stock of, or the performance of any contract by, any other corporation or association in which the Corporation has an interest, and to endorse or otherwise guarantee the payment of the principal and interest, or either, of any bonds, debentures, notes, securities or other evidences of indebtedness created or issued by any such other corporation or association.

(k) To loan or advance money with or without security, without limit as to amount; and to borrow or raise money for any of the purposes of the Corporation and to issue bonds, debentures, notes or other obligations of any nature, and in any manner permitted by law, for money so borrowed or in payment for property purchased, or for any other lawful consideration, and to secure the payment thereof and of the interest thereon, by mortgage upon, or pledge or conveyance or assignment in trust of, the whole or any part of the property of the Corporation, real or personal, including contract rights, whether at the time owned or thereafter acquired; and to sell, pledge, discount or otherwise dispose of such bonds, notes, or other obligations of the Corporation for its corporate purposes.

(l) To carry on any of the businesses hereinbefore enumerated for itself, or for account of others, or through others for its own account, and to carry on any other business which may be deemed by it to be calculated, directly or indirectly, to effectuate or facilitate the transaction of the aforesaid objects or businesses, or any of them, or any part thereof, or to enhance the value of its property, business or rights.

(m) To carry out all or any part of the aforesaid purposes, and to conduct its business in all or any of its branches in any or all states, territories, districts, colonies and dependencies of the United States of America and in foreign countries; and to maintain offices and agencies, in any or all states, territories, districts, colonies and dependencies of the United States of America and in foreign countries.

The foregoing enumeration of the purposes, objects and business of the Corporation is made in furtherance, and not in limitation, of the powers conferred upon the Corporation by law, and is not intended, by the mention of any particular purpose, object or business, in any manner to limit or restrict the generality of any other purpose, object or business mentioned, or to limit or restrict any of the powers of the Corporation. The Corporation is formed upon the articles, conditions and provisions herein expressed, and subject in all particulars to the limitations relative to corporations which are contained in the general laws of this State.

FOURTH: The post office address of the principal office of the Corporation in this State is R.D. #1, Church Hill, Queen Anne's County, Maryland. The name and post office address of the resident agent of the Corporation in this State are Thomas P. Davidson, R.D. #1, Church Hill, Maryland. Said resident agent is a citizen of this State and actually resides herein.

FIFTH: The total number of shares of stock which the Corporation has authority to issue is ONE THOUSAND (1,000) shares without

par value, all of one class.

SIXTH: The number of directors of the Corporation shall be three (3), which number may be increased or decreased pursuant to the by-laws of the Corporation, but shall never be less than three; and the names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are Thomas P. Davidson, John C. Huntington^{jr} and Clayton C. Carter.

SEVENTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the directors and stockholders:

(a) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock, with or without par value, of any class, and securities convertible into shares of its stock, with or without par value, of any class, for such considerations as said Board of Directors may deem advisable, irrespective of the value or amount of such considerations, but subject to such limitations and restrictions, if any, as may be set forth in the By-Laws of the Corporation.

(b) No contract or other transaction between this Corporation and any other corporation and no act of this Corporation shall in any way be affected or invalidated by the fact that any of the directors of this Corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation; any directors individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any

contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof; and any director of this Corporation who is also a director or officer of such other corporation or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation, which shall authorize any such contract or transaction, and may vote thereat to authorize any such contract, or transaction, with like force and effect as if he were not such director or officer of such other corporation or not so interested.

(c) The Board of Directors shall have power, from time to time, to fix and determine and to vary the amount of working capital of the Corporation; to determine whether any, and, if any, what part, of the surplus of the Corporation or of the net profits arising from its business shall be declared in dividends and paid to the stockholders, subject, however, to the provisions of the charter, and to direct and determine the use and disposition of any of such surplus or net profits. The Board of Directors may in its discretion use and apply any of such surplus or net profits in purchasing or acquiring any of the shares of the stock of the Corporation, or any of its bonds or other evidences of indebtedness, to such extent and in such manner and upon such lawful terms as the Board of Directors shall deem expedient.

(d) The Corporation reserves the right to make from time to time any amendments of its charter which may now or hereafter be authorized by law, including any amendments changing the terms of

any class of its stock by classification, re-classification or otherwise, but no such amendment which changes the terms of any of the outstanding stock shall be valid unless such change of terms shall have been authorized by the holders of four-fifths of all of such stock at the time outstanding, by vote at a meeting or in writing with or without a meeting.

(e) No holders of stock of the Corporation, of whatever class, shall have any preferential right of subscription to any shares of any class or to any securities convertible into shares of stock of the Corporation, nor any right of subscription to any thereof other than such, if any, as the Board of Directors in its discretion may determine, and at such price as the Board of Directors in its discretion may fix; and any shares or convertible securities which the Board of Directors may determine to offer for subscription to the holders of stock may, as said Board of Directors shall determine, be offered to holders of any class or classes of stock at the time existing to the exclusion of holders of any or all other classes at the time existing.

(f) Notwithstanding any provision of law requiring any action to be taken or authorized by the affirmative vote of the holders of a designated proportion of the shares of stock of the Corporation, or to be otherwise taken or authorized by vote of the stockholders, such action shall be effective and valid if taken or authorized by the affirmative vote of a majority of the total number of votes entitled to be cast thereon, except as otherwise provided in this

charter.

(g) The Board of Directors shall have power, subject to any limitations or restrictions herein set forth or imposed by law, to classify or reclassify any unissued shares of stock, whether now or hereafter authorized by fixing or altering in any one or more respects, from time to time before issuance of such shares, the preferences, rights, voting powers, restrictions and qualifications of, the dividends on, the times and prices of redemption of, and the conversion rights of, such shares.

(h) The Board of Directors shall have power to declare and authorize the payment of stock dividends, whether or not payable in stock of one class to holders of stock of another class or classes; and shall have authority to exercise, without a vote of stockholders, all powers of the Corporation, whether conferred by law or by these articles, to purchase, lease or otherwise acquire the business, assets or franchises, in whole or in part, of other corporations or unincorporated business entities.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on March 31, 1966.

WITNESS:

Ann E. Allen

Ann E. Allen

Jean D. Hyman

Thomas P. Davidson

Thomas P. Davidson

John C. Huntington Jr.

John C. Huntington Jr.

Clayton C. Carter

Clayton C. Carter

STATE OF MARYLAND

COUNTY OF QUEEN ANNE'S, ss:

I HEREBY CERTIFY that on March 31st, 1966, before me, the subscriber, a Notary Public in the State and County aforesaid, personally appeared CLAYTON C. CARTER and acknowledged the foregoing Articles of Incorporation to be his act.

WITNESS my hand and Notarial Seal the day and year last above



My Commission expires: July 1, 1967

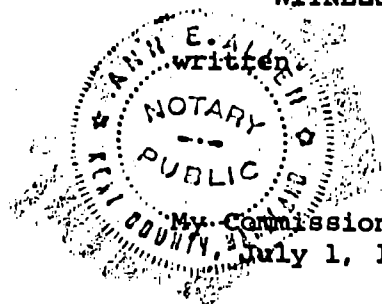
Jean D. Haymatel
Notary Public

STATE OF MARYLAND

COUNTY OF KENT, ss:

I HEREBY CERTIFY that on March 31st, 1966, before me, the subscriber, a Notary Public in the State and County aforesaid, personally appeared JOHN C. HUNTINGTON and THOMAS P. DAVIDSON and acknowledged the foregoing Articles of Incorporation to be their act.

WITNESS my hand and Notarial Seal the day and year last above



My Commission expires: July 1, 1967

Ann E. Allen
Notary Public

ARTICLES OF INCORPORATION

OF

TUCK DAVIDSON, INC.

✓
approved and received for record by the State Department of Assessments and Taxation
of Maryland March 31, 1966 at 8:30 o'clock A. M. as in conformity
with law and ordered recorded.

A: 5744

Recorded in Liber 7533, folio 11 77, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

LIBER

1 PAGE 443

Bonus tax paid \$ 20.00 Recording fee paid \$ 20.00

To the clerk of the Circuit Court of Queen Anne's County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon, has been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

Charles J. Bostick



STATE OF MARYLAND,
QUEEN ANNE'S COUNTY, SOY,
I HEREBY CERTIFY THAT
THIS *Charte* WAS
RECEIVED FOR RECORD THIS *7*
DAY OF *July* 19*66* RE. *11776*
AND RECORDED IN LIBER *CWC-1*
folio 433 Charte RECORD BOOK
FOR QUEEN ANNE'S COUNTY
Charles W. Cecil CLERK

1848

RECEIVED FOR RECORD October 19, 1966

ARTICLES OF INCORPORATION

OF

EAST SHORE MARINA, LTD.

FIRST: We, the undersigned, Robert Hess, whose post office address is 119 W. Lafayette Avenue, Baltimore, Maryland 21217, and H. Lee Allers, Jr., whose post office address is 2117 Eastham Drive, Baltimore County, Maryland, and Doris S. Leonard, whose post office address is 913 Garden Drive, Baltimore County, Maryland, each being at least twenty-one years of age, do hereby associate ourselves as incorporators with the intention of forming a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereinafter called the Corporation) is EAST SHORE MARINA, LTD.

THIRD: The purposes for which the Corporation is formed are as follows:

(a) To conduct and carry on the business of acquiring, holding, owning, leasing, managing, operating, handling, supervising, and dealing in boat yards, marinas, marine railways, the sale and servicing of boats and marine equipment, soda fountains, soft drink establishments, restaurants, cafes, refreshment rooms, foods, beverages and liquids of all kinds, amusement and recreation games, machines and devices of all types, vending machines of all types, and any and all forms of legitimate amusements, sports, entertainments, exhibitions, or similar enterprises.

(b) To engage in and carry on the business of importing, exporting, manufacturing, producing, buying, selling and otherwise dealing in and with goods, wares and merchandise of every class and description.

LETR

1 PAGE 445

(c) To engage in and carry on any other business which may conveniently be conducted in conjunction with any of the business of the Corporation.

(d) To purchase, lease, hire or otherwise acquire, hold, own, develop, improve and dispose of, and to aid and subscribe toward the acquisition, development or improvement of, any personal property and rights and privileges therein, suitable or convenient for any of the business of the Corporation.

(e) To purchase, acquire, sell, lease, mortgage, improve, develop, invest and otherwise deal in real estate and leasehold property of every kind wheresoever situate.

(f) To purchase, lease, hire or otherwise acquire, hold, own, construct, erect, improve, manage and operate, and to aid and subscribe toward the acquisition, construction or improvement of plants, mills, factories, works, piers, docks, wharves, buildings, stores, apartments, machinery, equipment and facilities and any other property or appliances which may appertain to or be useful in the conduct of any of the business of the Corporation.

(g) To acquire all or any part of the good will, rights, property and business of any person, firm, association or corporation heretofore or hereafter engaged in any business similar to any business which the Corporation has the power to conduct, and to hold, utilize, enjoy and in any manner dispose of, the whole or any part of the rights, property and business so acquired, and to assume in connection therewith any liabilities of any such person, firm, association or corporation.

(h) To apply for, obtain, purchase, or otherwise acquire, any patents, patent rights, copyrights, licenses, privileges, inventions, improvements, trade-marks, trade-names, rights, processes, formulas, labels, designs and the like, which

may seem capable of being used for any of the purposes of the Corporation; and to use, exercise, develop, grant licenses in respect of, sell, traffic in, exchange and otherwise turn to account the same.

(i) To acquire by purchase, subscription or otherwise, and to hold, sell, assign, transfer, exchange, lease, mortgage, pledge, or otherwise dispose of, any shares of stock of, or voting trust certificates for any shares of stock of, or any bonds or other securities or evidences of indebtedness issued or created by, any other corporation or association, organized under the laws of the State of Maryland or for any other State, Territory, District, Colony or Dependency of the United States of America, or of any foreign country; and, while the owner or holder of any such shares of stock, voting trust certificates, bonds or other obligations, to possess and exercise in respect thereof any and all the rights, powers and privileges of individual holders, including the right to vote on any shares of stock so held or owned; and upon a distribution of the assets or a division of the profit of this Corporation to distribute any such shares of stock, voting trust certificates, bonds or other obligations, or the proceeds thereof, among the stockholders of this Corporation.

(j) To issue shares of its stock of any class, in the manner and to the extent now or hereafter authorized or permitted by law, and to raise money for any of the purposes of the Corporation or in payment for property purchased or for any other lawful consideration.

(k) To borrow money and from time to time to make, accept, endorse, execute and issue bonds, debentures, promissory notes, bills of exchange and other obligations for moneys borrowed or in payment for property acquired, or for any of the other objects or purposes of the Corporation or its business, and to secure the

USC 1 MAY 448

payment of any such obligations by mortgage, pledge, deed, indenture, agreement or other instrument of trust or by other lien upon, assignment of or agreement in regard to, all or any part of the property, rights, privileges or franchises of the Corporation, wheresoever situate, whether now owned or hereafter to be acquired.

(l) To aid in any manner any corporation or association, any bonds or other securities or evidences of indebtedness of which, or shares of stock in which, are held by or for this Corporation, or in which, or in the welfare of which, this Corporation shall have any interest, and to do any acts or things designed to protect, preserve, improve or enhance the value of, any such bonds or other securities or evidences of indebtedness, or such shares of stock, on any other property of the Corporation.

(m) To enter into, make, perform and carry out contracts of every kind, for any lawful purpose, without limit as to amount, with any person, firm, association or corporation.

(n) To guarantee the payment of dividends upon any shares of stock of, or the performance of any contract by, any other corporation or association in which this Corporation has an interest, and to endorse or otherwise guarantee the payment of the principal and interest, or either, of any bonds, debentures, notes, securities or other evidences of indebtedness created or issued by any such other corporation or association.

(o) To purchase, hold and reissue or alter the shares of its capital stock in any manner provided or permitted by law.

(p) In general, to do any or all of the things hereinabove set forth, and such other things as are incidental or conducive to the attainment of the objects and purposes of the Corporation as principal, factor, agent, contractor, or otherwise, either

alone or in conjunction with any person, firm, association or corporation, and in carrying on its business, and for the purpose of attaining or furthering any of its objects to make and perform contracts of any kind and description, and to do such acts and things and to exercise any and all such powers to the same extent as a natural person might or could lawfully do to the extent allowed by law; and to organize or promote or facilitate the organization of subsidiary companies.

(g) To conduct business in the State of Maryland, in any other State of the United States, in the District of Columbia, and in the Territories and Colonies of the United States and in foreign countries, and have one or more offices in the State of Maryland and in any place or places outside the State of Maryland, and to hold, purchase, mortgage and convey real and personal property in and outside of the State of Maryland and in any of said States, Districts, Territories, Colonies or foreign countries, subject to the laws of such States, Districts, Territories, Colonies or foreign country.

The foregoing enumeration of the purposes, objects and business of the Corporation is made in furtherance and not in limitation of the powers conferred upon the Corporation by law, and it is not intended by the mention of any particular purpose, object or business in any manner to limit or restrict the generality of any other purpose, object or business mentioned, or to limit or restrict any of the powers of the Corporation, and the said Corporation shall have, enjoy and exercise all of the powers and rights now or hereafter conferred by statute upon corporations, it being the intention that the purposes, objects and powers specified in each of the paragraphs of this ARTICLE THIRD of these Articles of Incorporation shall, except as otherwise expressly provided, in no wise be limited or restricted by reference to or inference from the

terms of any other clause or paragraph of this Article, or of any other Article of these Articles of Incorporation; provided, however, that nothing herein contained shall be deemed to authorize or permit the Corporation to carry on any business or exercise any power, or to do any act which a corporation formed under the laws of the State of Maryland may not at the time lawfully carry on or do.

FOURTH: The post office address of the principal office of the Corporation in this State is P. O. Box 51, Chester, Queen Annes County, Maryland. The name and post office address of the resident agent of the Corporation in this State are Robert Hess, 36 Equitable Building, Baltimore, Maryland 21202. Said resident agent is an individual actually residing in this State.

FIFTH: The total number of shares of stock which the Corporation has authority to issue is One Thousand (1000) shares without par value.

SIXTH: The number of directors of the Corporation shall be three (3), which number may be increased pursuant to the By-Laws of the Corporation, but shall never be less than three; and the names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualify are Robert Hess, H. Lee Allers, Jr. and Doris S. Leonard.

SEVENTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the directors and stockholders:

(a) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of stock of any class, whether now or hereafter authorized, and securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as said Board of Directors may deem advisable, subject to such limitations and restrictions, if any, as may be set forth in the By-Laws of the Corporation.

(b) No contract or other transaction between this Corporation and any other corporation and no act of this Corporation shall in any way be affected or invalidated by the fact that any of the directors of this Corporation are pecuniarily or otherwise

interested in, any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof; and any director of this Corporation who is also a director or officer of such other corporation or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation, which shall authorize any such contract or transaction, and may vote thereat to authorize any such contract or transaction, with like force and effect as if he were not such director or officer of such other corporation or not so interested.

(c) The Board of Directors shall have power from time to time to fix and determine and to vary the amount of working capital of the Corporation, to determine whether any and, if any, what part of the surplus of the Corporation or of the net profits arising from its business shall be declared in dividends and paid to the Stockholders, and to direct and determine the use and disposition of any of such surplus or net profits. The Board of Directors may in its discretion use and apply any of such surplus or net profits in purchasing or acquiring any of the shares of the stock of the Corporation, or any of its bonds or other evidences of indebtedness, to such extent and in such manner and upon such lawful terms as the Board of Directors shall deem expedient.

(d) The Corporation reserves the right to make from time to time any amendments of its charter which may now or hereafter be authorized by law, including any amendments changing the terms of any class of its stock by classification, reclassification or otherwise. Any such amendment shall be valid if authorized by the same vote and procedure as are required in the case of charter amendments not changing the terms of outstanding stock.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on this 11th day of August, 1966.

Witness as to all:

[Signature]

[Signature]
Robert Hess

[Signature]
H. Lee Allers, Jr.

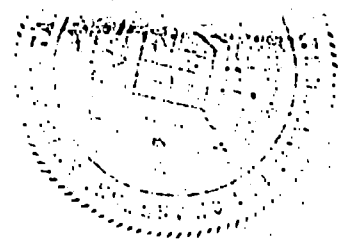
[Signature]
Doris S. Leonard

STATE OF MARYLAND, CITY OF BALTIMORE, to wit:

THIS IS TO CERTIFY this 11th day of August, 1966, before me, a Notary Public of the State and City aforesaid, personally appeared ROBERT HESS, H. LEE ALLERS, JR. and DORIS S. LEONARD, who severally made oath in due form of law that the foregoing instrument is their act and deed.



RL



STATE OF MARYLAND
 QUEEN ANNES COUNTY, SOI.
 I HEREBY CERTIFY THAT
 THIS IS
 RECEIVED FOR RECORD THIS 19
 DAY OF 1966. RE. 17426
 AND RECORDED IN LIBER CASE-1
 AND RECORDED IN RECORD BOOK
 FOR QUEEN ANNES COUNTY.
 Clerk

Charles W. ...

AS WITNESS my hand and seal of the said Department at Baltimore.

To the clerk of the Circuit Court of Queen Annes County
 IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon,
 has been received, approved and recorded by the State Department of Assessments and Taxation
 of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 11.00

Recorded in Liber 7555, folio 482, one of the Charter Records of the State
 Department of Assessments and Taxation of Maryland.

S

A 8034

approved and received for record by the State Department of Assessments and Taxation
 of Maryland August 12, 1966 at 9:15 o'clock A.M. as in conformity
 with law and ordered recorded.

EAST SHORE MARINA, LTD.

OF

ARTICLES OF INCORPORATION

LIBER 1 PAGE 452

RECEIVED FOR RECORD October 19, 1966

J. H. E. LEGG, INC.

STOCK ISSUANCE STATEMENT

J. H. E. Legg, Inc., a Maryland Corporation having its principal office in Queen Anne's County, Maryland (hereinafter called the Corporation) hereby certifies to the State Department of Assessments and Taxation, that:

FIRST: The Corporation has authorized the issuance of 50 full paid and non-assessable shares of the par value of the capital stock of the Corporation for the following consideration, namely:

J. H. E. LEGG INSURANCE AGENCY
as of June 1, 1966

ASSETS

Cash:

| | | |
|-------------------------------------|-----------|-------------|
| Queenstown Bank..... | \$ 900 | |
| Centreville National Bank..... | 2,200 | |
| On hand..... | <u>10</u> | \$ 3,110.00 |
| 100 5¢ stamps..... | | 5.00 |
| Stamped envelopes..... | | 35.00 |
| Accounts receivable..... | | 6,250.00 |
| Stationary & office supplies..... | | 29.85 |
| Office furniture and equipment..... | | <u>none</u> |

TOTAL ASSETS.....\$9,429.85

LIABILITIES

Accounts payable.....\$ 4,320.12

Accrued taxes:

| | | |
|-----------------------------|--------------|-------|
| Unemployment Insurance..... | \$ 3.04 | |
| F.I.C.A..... | <u>31.88</u> | 34.92 |

Taxes withheld:

| | | |
|------------------------------|--------------|--------------|
| Internal Revenue..... | \$ 64.09 | |
| Comptroller of Treasury..... | <u>10.72</u> | <u>74.81</u> |

TOTAL LIABILITIES.....\$4,429.85

NET WORTH.....\$5,000.00

The aforementioned consideration, the actual value of which as determined by the Board of Directors, is not less than FIVE THOUSAND DOLLARS (\$5,000.00).

SECOND: (a) At the time of authorization of the issuance of such shares of stock there were no shares of stock of any class of the Corporation outstanding and entitled to vote; and

(b) The issuance of said shares of stock on the terms above set forth was duly authorized by the Board of Directors of the Corporation at a meeting held on May 5, 1966.

IN WITNESS WHEREOF, J. H. E. Legg, Inc. has caused these presents to be signed in its name and on its behalf by its President and its corporate seal to be hereunto affixed and attested by its

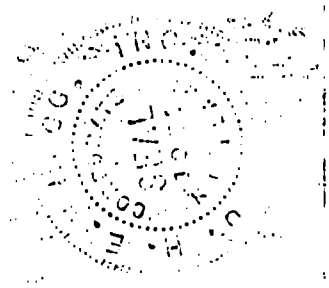
Secretary on July 25th, 1966.

J. H. E. LEGG, INC.

BY: J. H. E. Legg
Its President

ATTEST:

BY: Ruth W. Hastings
Its Secretary



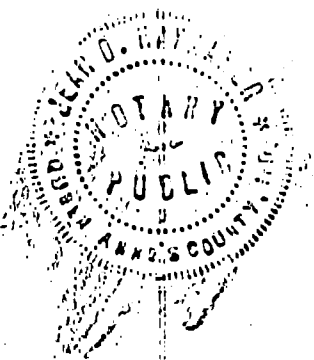
STATE OF MARYLAND,

SS:

COUNTY OF QUEEN ANNE'S,

I HEREBY CERTIFY, that on July 25th, 1966, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County of Queen Anne's, personally appeared J. H. E. Legg, President of J. H. E. Legg, Inc., a Maryland Corporation, and in the name and on behalf of the said Corporation acknowledged the foregoing Stock Issuance Statement to be the corporate act of said Corporation; and at the same time personally appeared Ruth W. Hastings and made oath in due form of law that she was Secretary of the Board of Directors of said Corporation at which the issuance of the stock therein mentioned was finally approved, and that the matters and facts set forth in said statement are true to the best of her knowledge, information and belief.

WITNESS my hand and Notarial Seal, the day and year last above written.



J. H. E. Legg
Notary Public
My Comm. expires: July 1, 1967

STOCK ISSUANCE STATEMENT
OF
J. H. E. LEGG, INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland July 28, 1966 at 8:30 o'clock A.M. as in conformity
with law and ordered recorded.

A: 7860

Recorded in Liber 7553, folio 604, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ Recording fee paid \$ 10.00

To the clerk of the Circuit Court of Queen Anne's County

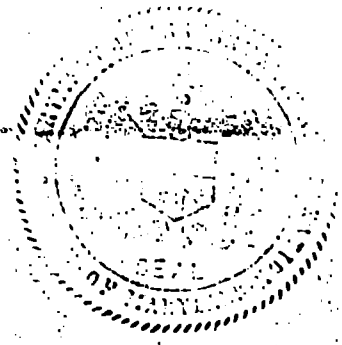
IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon,
has been received, approved and recorded by the State Department of Assessments and Taxation
of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

Charles W. [Signature]

SIA E OF SAKE A. D.
QUEEN ANNE'S COUNTY, SCT.

I HEREBY CERTIFY THAT
THIS *Stock Issuance* ~~has~~ *has* AS
RECEIVED FOR RECORD THIS *19.66*
DAY OF *Oct* 19. 66. RE. *17426*
AND RECORDED IN LIBER *7553* RECORD BOOK
#BY QUEEN ANNE'S COUNTY.
Charles W. [Signature] CLERK



LIBER 1 PAGE 455

J.Y.

RECEIVED FOR RECORD October 19, 1966

EASTWARD PROPERTIES, INC.

ARTICLES OF REVIVAL*

(Under Section 85)

EASTWARD PROPERTIES, INC., a Maryland corporation having its principal office in Queen Anne's County, Maryland (hereinafter called the Corporation), hereby certifies to the STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND, that:

FIRST: The charter of the Corporation was forfeited on October 31, 1962, for failure to file an annual report with the STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND, and these Articles of Revival are for the purpose of reviving and reinstating the charter of the Corporation.

SECOND: The name of the Corporation at the time of the forfeiture of its charter was Eastward Properties, Inc.

THIRD: The name by which the Corporation will hereafter be known is Eastward Properties, Inc.

FOURTH: (a) The post office address of the principal office of the Corporation in the State of Maryland is Queen Anne Marina, Stevensville, Queen Anne's County, Maryland, and said principal office is located in the same county in which the principal office of the Corporation was located at the time of the forfeiture of its charter.

(b) The name and post office address of the resident agent of the Corporation in the State of Maryland are Lisle T. Lipscomb, Queen Anne Colony, Stevensville, Queen Anne's County, Maryland. Said resident agent is a U. S. citizen actually residing in this State.

FIFTH: At or prior to the filing of these Articles of Revival, the Corporation has:

(a) Paid all fees required by law;

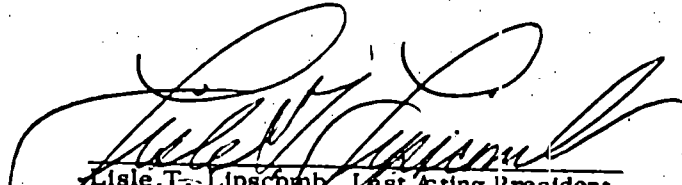
(b) Filed all annual reports which should have been filed by the Corporation

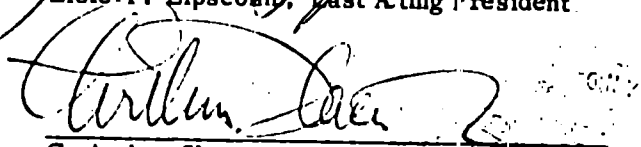
if its charter had not been forfeited;

(c) Paid all State and local taxes (other than taxes on real estate) and all interest and penalties due by the Corporation, irrespective of any period of limitation otherwise prescribed by law affecting the collection of any part of such taxes; and

(d) Paid an amount equal to all State and local taxes (other than taxes on real estate) and all interest and penalties which, irrespective of any period of limitation otherwise prescribed by law affecting the collection of any part of such taxes, would have been payable by the Corporation if its charter had not been forfeited.

IN WITNESS WHEREOF, the undersigned, who were respectively the last acting President and Secretary of the Corporation, have signed these Articles of Revival on July 21, 1966.


Lisle T. Lipscomb, Last Acting President

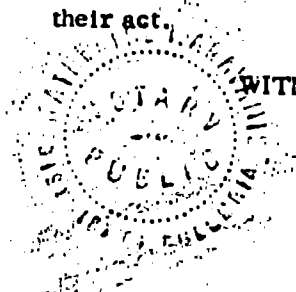
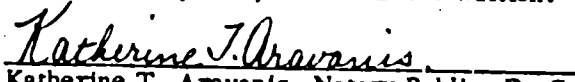

C. Arthur Slater, Jr., Last Acting Secretary

DISTRICT OF COLUMBIA

CITY OF WASHINGTON ss:

I HEREBY CERTIFY that on July 21, 1966 before me, the subscriber, a notary public of the District of Columbia, personally appeared Lisle T. Lipscomb, the last acting President and C. Arthur Slater, Jr. the last acting Secretary of Eastward Properties, Inc. a Maryland corporation, and severally acknowledged the foregoing Articles of Revival to be their act.

WITNESS my hand and notarial seal, the day and year last above written.



Katherine T. Aravanis, Notary Public, D. C.
My Commission Expires June 14, 1967

75



STATE OF MARYLAND,
QUEEN ANNE'S COUNTY, SCT.
I HEREBY CERTIFY THAT
THIS INSTRUMENT WAS
RECEIVED FOR RECORD THIS 19th
DAY OF JULY 1966, RE. 17426
AND RECORDED IN LIBER (202-1
BOOK 800
FROM QUEEN ANNE'S COUNTY.

Shirley H. ...

AS WITNESS my hand and seal of the said Department at Baltimore.

To the clerk of the Circuit Court of Queen Anne's County
IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon,
has been received, approved and recorded by the State Department of Assessments and Taxation
of Maryland.

SPECIAL FEE
~~RECORDED~~ paid \$25.00
Recording fee paid \$ 10.00

Department of Assessments and Taxation of Maryland.
Recorded in Liber 7554, folio 280, one of the Charter Records of the State

3

A 7803

approved and received for record by the State Department of Assessments and Taxation
of Maryland July 27, 1966 at 8:30 o'clock A. M. as in conformity
with law and ordered recorded.

EASTWARD PROPERTIES, INC.

OR

ARTICLES OF REVIVAL

LIBER 1 PAGE 458

RECEIVED FOR RECORD Nov 17, 1966

KENT ISLAND BOYS' BASEBALL LEAGUE, INC.

ARTICLES OF INCORPORATION

FIRST: WE, THE UNDERSIGNED, Ralph Klein, whose post office address is Stevensville, Queen Anne's County, Maryland and Charles G. Dunn, Stevensville, Queen Anne's County, Maryland and Ronald Hill, Chester, Queen Anne's County, Maryland, each being at least twenty-one years of age, do hereby associate ourselves as incorporators with the intention of forming a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereinafter called the Corporation) is KENT ISLAND BOYS' BASEBALL LEAGUE, INC.

THIRD: The purposes for which, and for any of which the Corporation is formed, and objects to be carried on and promoted by it are as follows:

A. To organize and maintain a baseball league for boys and young men.

B. The objective of the local league shall be to implant firmly in the boys of the community the ideals of good sportsmanship, honesty, loyalty, courage and reverence, so that they may be well adjusted, stronger and happier boys and will grow to be good, clean, healthy and trustworthy men.

C. The objective will be achieved by providing supervised competitive baseball games. The supervisors shall bear in mind that the attainment of exceptional athletic skill or the winning of games is secondary, and the moulding of future men is of prime importance.

D. The Official Playing Rules and Regulations as published by Little League Baseball, Williamsport, Pennsylvania, for the current season, shall be binding on this league.

E. The local rules of this league shall be adopted by the Board of Directors at a meeting to be held not less than one month previous to the first scheduled game of the season but shall in no way conflict with the rules and regulations of Little League Baseball, Inc.

F. To purchase, own, sell, mortgage, lease, improve, invest and deal in land and in real estate, wheresoever situated, and to construct, equip, operate, lease, rent, hire and manage buildings of every kind and description.

G. This Corporation is fully authorized and empowered to hold any and all trust funds of any kind, character and description and to receive monies, securities, real and personal property of any kind, either by way of gift, devise, deed of trust, or in any manner, and to administer same for any of the purposes or objects as herein provided.

H. To carry on any other activities which may seem to the Corporation to be calculated directly or indirectly to effectuate the aforesaid objects, or either of them.

I. The said Corporation is formed upon the articles conditions and provisions herein expressed, and subject in all particulars to the limitations pertaining to corporations, which are contained in the General Laws of this State.

FOURTH: The post office address of the principal office of the Corporation in this State is Stevensville, Queen Anne's County, Maryland. The name and post office of the resident agent of the Corporation in this State is Charles G. Dunn, Stevensville, Queen Anne's County, Maryland.

Said resident agent is a citizen of this State and actually resides herein.

FIFTH: This Corporation shall have no capital stock and shall not engage in business for profit, but shall be supported by gifts, bequests, benefits, contributions, and fees and dues paid

by members. Membership in the Corporation shall be governed and controlled as provided in the Constitution and By-Laws of this Corporation.

Except for reimbursement of expenses incurred on behalf of the Corporation or for services, materials or supplies provided to the Corporation, no part of the receipts of this Corporation shall ever be paid or distributed to any individual member, or members, nor shall any part of the earnings or income of this Corporation ever be distributed to or inure to the benefit of any individual member or members of the Corporation.

SIXTH: The number of directors of the Corporation shall be five (5) which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than three; and the names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are Ralph Klein, Charles G. Dunn, Ronald Hill, Roy Eaton, William J. Thompson.

SEVENTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on this 31st day of May, 1966.

WITNESS:

Larry Hill Jr

Dean L. Willis

Wm J. Thompson

Ralph Klein (SEAL)
Ralph Klein

Charles G. Dunn (SEAL)
Charles G. Dunn

Ronald Hill (SEAL)
Ronald Hill

STATE OF MARYLAND,

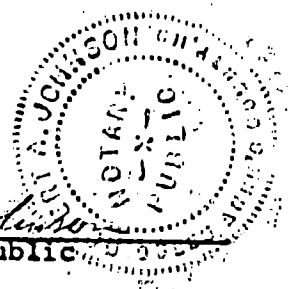
to wit:

COUNTY OF QUEEN ANNE'S,

I HEREBY CERTIFY that on this 31 day of May, 1966, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County of Queen Anne's, personally appeared Ralph Klein, Charles G. Dunn and Ronald Hill and severally acknowledged the foregoing Articles of Incorporation to be their act.

AS WITNESS my hand and notarial seal.

Robert A. Johnson
Notary Public



ROBERT A. JOHNSON
COMM. EXP. 7/1/67

✓ DS

ARTICLES OF INCORPORATION

OF

KENT ISLAND BOYS' BASEBALL LEAGUE, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland June 17, 1966 at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

A: 7180

Recorded in Liber 7546, folio 607⁵, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 10.00

To the clerk of the Circuit Court of Queen Anne's County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon,
has been received, approved and recorded by the State Department of Assessments and Taxation
of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

Charles W. Carl

STATE OF MARYLAND,
QUEEN ANNE'S COUNTY, SCT.
I HEREBY CERTIFY THAT
THIS Charter WAS
RECEIVED FOR RECORD THIS 17th
DAY OF Nov 1966 RR
AND RECORDED IN LIBER C.W.C.-1
Page 457 Charter RECORD BOOK
FOR QUEEN ANNE'S COUNTY,
Charles W. Carl CLERK



LIBER 1 PAGE 463

RECEIVED FOR RECORD Nov 16, 1966

ARTICLES OF INCORPORATION

OF

DOUBLE G FARMS, INC.

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Gunther G. Schiwy, whose post office address is Wye Mills, Maryland, Gunther Rosebrock, whose post office address is Queenstown, Maryland, and Regina A. Schiwy, whose post office address is Wye Mills, Maryland, all being at least twenty-one (21) years of age, do, under and by virtue of the General Laws of the State of Maryland, authorizing the formation of corporations, associate ourselves with the intention of forming a corporation.

SECOND: The name of the corporation is:

"DOUBLE G FARMS, INC."

THIRD: The purposes for which the corporation is formed and the business, or objects to be carried on and promoted by it, are as follows:

To purchase, acquire, hold, improve, develop, breed, raise, train, slaughter, render, sell, assign, release, mortgage, encumber, hire or otherwise deal in cattle, horses, hogs, sheep, dogs and all classes and descriptions of livestock, farm animals, and wild and domestic fowl, and in connection therewith to establish, manage, purchase, lease or otherwise acquire, own, maintain, operate, and dispose of broiler houses, farm equipment, feed lots, stockyards, slaughterhouses, packing, rendering, refining, curing, and cold storage plants, warehouses, and all other

facilities necessary or expedient for such purposes; such business to be carried on in this State or elsewhere.

To purchase, acquire, hold, sell, store, warehouse, and otherwise handle and deal in grain, hay, seeds and produce of all kinds and generally engage in the grain business.

To otherwise engage in the business of general farming; the planting and cultivation of trees, shrubs, timber and all other forms of vegetable life; and the right to purchase, encumber, sell or otherwise dispose of all crops, timber, animals, and other forms of vegetable and animal life.

To organize, maintain and operate for hire a transportation service anywhere for the purpose of transporting and hauling horses, livestock, farm animals, fowl, merchandise and freight of every description whatsoever by motor trucks, motor busses, automobiles, airplanes, and vehicles of every kind, no matter how propelled; to do generally all and every other thing necessary and incident to the business of a trucking company.

To purchase, acquire, hold, improve, develop, and sub-develop, sell, convey, assign, release, mortgage, encumber, lease, hire, and deal in real and personal property of every name and nature, including stocks and securities of this corporation and other corporations, and to loan money, and take securities for the payment of all sums due the corporation, and to sell, assign, and release such securities, and the doing of such other business as shall be necessary, convenient, or incident thereto.

To erect, purchase, lease, own, operate, and dispose of,

mills, factories, warehouses, yards, and other buildings and structures, with such machinery, tools, apparatus, and equipment, as may be necessary for the proper conduct of the business of the corporation.

To engage in, and carry on, for itself or for account of others, the business of general merchants, general brokers, general agents, importers, exporters, manufacturers, producers, buyers, sellers, and otherwise dealers in, and with, goods, wares, and merchandise, of every class and description.

To acquire all, or any part of the good will, rights, property and business, of any person, firm, association, or corporation, heretofore or hereafter engaged in any business similar to any business which the corporation has the power to conduct, and to hold, utilize, enjoy, and, in any manner, dispose of, the whole, or any part of, the rights, property and business so acquired, and to assume, in connection therewith, any liabilities of any such person, firm, association, or corporation.

To apply for, obtain, purchase, or otherwise acquire, any patents, copyrights, licenses, trade-marks, trade names, rights, processes, formulas, and the like, which may seem capable of being used for any of the purposes of the corporation; and to use, exercise, develop, grant licenses in respect of, sell, and otherwise turn to account, the same.

To purchase, or otherwise acquire, and to hold, sell, or otherwise dispose of, and to retire, and reissue, shares of its own stock of any class, in any manner, now or hereafter authorized or permitted by law.

To guarantee the payment of dividends upon any shares of stock or shares in, or the performance of any contract by, any other corporation, or association, in which this corporation has an interest, and to endorse, or otherwise guarantee, the payment of the principal and interest, or either, of any bonds, debentures, notes, or other evidences of indebtedness created or issued by any such other corporation or association.

To carry out all, or any part of, the aforesaid objects, as principal, facta agent, contractor, or otherwise, either alone, or through, or in conjunction with, any person, firm, association, or corporation, and, in carrying on its business, and for the purposes of attaining, or furthering, any of its objects and purposes, to make and perform any contracts, and to do any acts and things, and to exercise any powers suitable, convenient, or proper, for the accomplishment of any of the objects and purposes herein enumerated or incidental to the powers herein specified, or which, at any time, may appear conducive to, or expedient for, the accomplishment of any of such objects and purposes.

To engage in, and carry on, any other business which may conveniently be conducted in conjunction with any of the business of the corporation.

The foregoing objects and purposes shall, except when otherwise expressed, be in no way limited or restricted by reference to, or inference from, the terms of any other clause of this, or any other article of these Articles of Incorporation, or of any amendment thereto, and shall be regarded as independent,

and construed as powers, as well as objects and purposes.

The corporation shall be authorized to exercise and enjoy all of the powers, rights, and privileges, granted to, or conferred upon, corporations of a similar character by the General Laws of the State of Maryland, now or hereafter in force, and the enumeration of the foregoing powers shall not be deemed to exclude, limit, or restrict any powers, rights, or privileges so granted or conferred.

FOURTH: The post office address of the place at which the principal office of the corporation in this State will be located is Centreville, Maryland. The resident agent of the corporation is Gunther G. Schiwy, whose post office address is Wye Mills, Maryland. Said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The corporation shall not have less than three (3) nor more than nine (9) directors, and Gunther G. Schiwy, Gunther Rosebrock and Regina A. Schiwy shall act as such until the first annual meeting or until their successors are duly chosen and qualified.

SIXTH: The total number of shares of stock of all classes which the corporation has authority to issue is One Hundred Thousand (100,000) shares of Common Stock of the par value of One Dollar (\$1.00) each. The aggregate par value of all shares having par value is One Hundred Thousand Dollars (\$100,000.00).

SEVENTH: The following provisions are hereby adopted, for the purpose of defining, limiting, and regulating the powers of the corporation and of the directors and stockholders:

(a) The Board of Directors of the corporation is hereby empowered to authorize the issuance, from time to time, of shares of its stock of any class, whether now or hereafter authorized, and securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as said Board of Directors may deem advisable, subject to such limitations and restrictions, if any, as may be set forth in the by-laws of the corporation.

(b) Any director, individually, or any firm of which any director may be a member, or any corporation or association of which any director may be an officer or director, or in which any director may be interested, as the holder of any amount of its capital stock or otherwise, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the corporation, and in the absence of fraud, no contract, or other transaction shall be thereby affected or invalidated; provided, that in case a director, or a firm of which a director is a member, is so interested, such fact shall be disclosed, or shall have been known to the Board of Directors, or a majority thereof. Any director of the corporation who is also a director of or officer of or interested in such other corporation, or association, or who, or the firm of which he is a member, is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize any contract or transaction, and may vote thereat to authorize any such contract or transaction, with like force and effect as if he were not such director or officer of such other corporation or association or not so interested, or a member of a firm so interested.

(c) The Board of Directors of the corporation is hereby empowered to authorize the purchase by the corporation out of its surplus, at any such time or times and in such amounts as it shall deem advisable, shares of its own stock of any class, whether now or hereafter authorized, and securities convertible into shares of its own stock, whether now or hereafter authorized, at such price or prices as the Board of Directors shall deem to be the fair market value thereof; such purchase or purchases to be for the purpose of resale, reissue or retirement as the said Board may determine.

(d) The Board of Directors shall have power, subject to any limitations or restrictions herein set forth, or imposed by law, to classify, or reclassify, any unissued shares of stock, whether now or hereafter authorized, by fixing, or altering, in any one or more respects, from time to time, before issuance of such shares, the preferences, rights, voting powers, restrictions, and qualifications of, the dividends on, the time and prices of redemption of, and the conversion rights of, such shares.

(e) The corporation reserves the right, from time to

ARTICLES OF INCORPORATION

OF

DOUBLE G FARMS, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland May 31, 1966 at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

A: 6893

Recorded in Liber 7544, folio 84, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

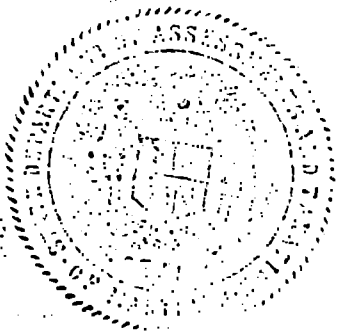
Bonus tax paid \$20.00.....Recording fee paid \$14.00.....

To the clerk of the Circuit Court of Queen Annes County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon, has been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

Charles W. Cerf



STATE OF MARYLAND,
QUEEN ANNES COUNTY, SCT,
I HEREBY CERTIFY THAT
THIS *Charter* WAS
RECEIVED FOR RECORD THIS *17*.....
DAY OF *Nov.* 19*66*.....
AND RECORDED IN LIBER *cw c-1*.....
Folio 84..... RECORD BOOK
FOR QUEEN ANNES COUNTY.
Charles W. Cerf CLERK

LIBER 1 PAGE 471

RECEIVED FOR RECORD Nov. 17, 1966ARTICLES OF INCORPORATION
LIONS CLUB OF KENT ISLAND, MARYLAND, INC.

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, residents of the State of Maryland, desiring to form a nonstock, not for profit, corporation under Section 132 et seq., of Article 23 of the Annotated Code of Maryland, and any amendments thereto, do for the purposes and objects hereinafter stated hereby associate ourselves with the intention of forming such corporation, and do hereby agree and declare:

FIRST: The incorporators, to wit:

John V. Rohr
Chester
Queen Anne's County, Maryland

Thomas C. Johnson
Chester
Queen Anne's County, Maryland

Charles G. Dunn
Stevensville
Queen Anne's County, Maryland

are at least twenty-one years of age and they associate as members with the intention of forming a nonstock, not for profit, corporation.

SECOND: The name of the corporation is the "Lions Club of Kent Island, Maryland, Inc."

THIRD: The purposes and objects of this corporation shall be:

1. To form a body of men thoroughly representative of the business and professional interests of the area of Kent Island, Queen Anne's County, Maryland and of the territory adjacent thereto.

2. To encourage active participation in all things that have to do with commercial, civic, and industrial betterment, and service to mankind.

3. To uphold the principles of good government and foster good citizenship.

4. To teach that organization, cooperation, and reciprocity are better than rivalry, strife, and destructive competition.

5. To cooperate with other organizations or individuals who are engaged in worth-while endeavors for the public's welfare.

6. To encourage the application of the highest ethical standards in business, and endeavor, by the exchange of methods and ideas, to increase efficiency in all lines represented.

7. Generally to carry out at Kent Island, elsewhere in Queen Anne's County, Maryland, and in other locations in District 22 - B of the Lions International, both within and without the State of Maryland, the principles and teachings of the International Association of Lions Clubs, a Service Club organization with whom Lions Club of Kent Island, Maryland, Inc. is affiliated.

8. That, except as herein limited, this corporation shall have and exercised all the powers granted to corporations by the laws of the State of Maryland.

FOURTH: That the Lions Club of Kent Island, Maryland, Inc. is chartered by, and under the supervision of the International Association of Lions Clubs of Chicago, Illinois, and is governed by the Constitution and By-Laws of said Association.

FIFTH: This corporation shall be located in Queen Anne's County, Maryland, and the post office address of the principal office of the corporation in the State of Maryland is:

Chester
Queen Anne's County, Maryland

The name and post office address of the resident agent of the corporation in the State of Maryland is:

Thomas C. Johnson
Chester
Queen anne's County, Maryland

Said resident agent is a citizen of this State and actually resides herein.

SIXTH: This corporation shall have no capital stock and shall not engage in business for profit, but shall be supported by gifts, bequests, benefits, contributions, and fees and dues paid by members. Membership in the corporation shall be governed and controlled as provided in the Constitution and By-Laws of this corporation.

Except for reimbursement of expenses incurred on behalf of the corporation or for services, materials or supplies provided to the corporation, no part of the receipts of this corporation shall ever be paid or distributed to any individual member, or members, nor shall any part of the earnings or income of this corporation ever be distributed to or inure to the benefit of any individual member or members of the corporation.

SEVENTH: The officers by whom, and the manner in which the objects and purposes of this corporation shall be carried out, shall be as provided by the Constitution and By-Laws of this corporation. The number of directors of the corporation shall be as provided by the Constitution and By-Laws, but shall be not less than three nor more than ten. The names of the persons who shall act as directors of the corporation until the first annual meeting are:

| | |
|---------------------|---------------------|
| Carroll Staats | R. Wilburt MarSheck |
| Charles Zakarian | Robert Clarke |
| William J. Thompson | Frank G. Schmaltz |
| Roland Hebden, Jr. | Ronald Hill |
| Clarence Young | |

IN WITNESS WHEREOF we have hereunto set our hands and
seals this 30th day of June, 1966.

John V. Rohr (SEAL), Chester, Queen Anne's
County, Maryland

Thomas C. Johnson (SEAL), Chester, Queen Anne's
County, Maryland

Charles G. Dunn (SEAL), Stevensville, Queen
Anne's County, Maryland

STATE OF MARYLAND,

SS.

COUNTY OF QUEEN ANNE'S,

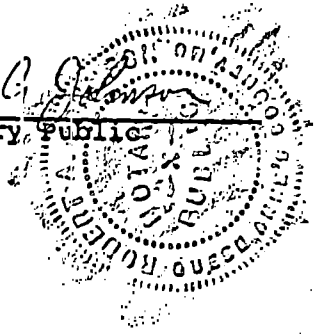
BE IT REMEMBERED, that on this 30th day of June, 1966,
personally appeared before me, the subscriber, a Notary Public, in
and for the State and County aforesaid, John V. Rohr, Thomas C.
Johnson and Charles G. Dunn, all the parties to the foregoing cer-
tificate of Incorporation, known to me personally to be such, and
severally acknowledged the said certificate to be their act and
deed respectively, and that the facts therein stated were truly
set forth.

GIVEN under my hand and seal of office the day and year
aforesaid.

Robert A. Johnson
Notary Public

My Commission Expires _____

ROBERT A. JOHNSON
COMM. EXP. 7/1/67



LIBER

1 PAGE 475

OF
LIONS CLUB OF KENT ISLAND, MARYLAND, INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland July 6, 1966 at 8:30 o'clock A. M. as in conformity
with law and ordered recorded.

A: 7527

Recorded in Liber 7550, folio 496 one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 10.00

To the clerk of the Circuit Court of Queen Anne's County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon,
has been received, approved and recorded by the State Department of Assessments and Taxation
of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

Charles W. Reardon



STATE OF MARYLAND,
QUEEN ANNE'S COUNTY, SEC,
I HEREBY CERTIFY THAT
THIS *Charter* WAS
RECEIVED FOR RECORD THIS 17
DAY OF JULY 1966 RE
AND RECORDED IN LIBER *7550*
fol. 496 RECORD BOOK
FOR QUEEN ANNE'S COUNTY.
Charles W. Reardon CLERK

RECEIVED FOR RECORD Jan 12, 1967

HYBARC G. M. C. INCORPORATED

ARTICLES OF INCORPORATION

THIS IS TO CERTIFY:

First: That we, the subscribers, Arthur F. Pinder whose post office address is Box 372, Chestertown, Kent County, Maryland; Kathryn H. Pinder whose post office address is Box 372, Chestertown, Kent County, Maryland; Barclay H. Bloomgarden whose post office address is Route #1, Chestertown, Queen Anne's County, Maryland; and Dorothy L. Bloomgarden whose post office address is Route #1, Chestertown, Queen Anne's County, Maryland, all being of full age, do, under and by virtue of the provisions of the Code of Public General Laws of Maryland authorizing the formation of corporations, hereby associate ourselves with the intention of forming a corporation.

Second: That the name of the Corporation (hereinafter called the Corporation) is "Hybarc G.M.C. Incorporated."

Third: That the principal office and place of business where the business operations of the Corporation are to be carried on, is Route #1, Chestertown, Queen Anne's County, Maryland, the post office address being the same.

Fourth: That the resident agent of the Corporation will be Barclay H. Bloomgarden, whose post office address is Route #1, Chestertown, Queen Anne's County, Maryland. Said resident agent is a citizen of the State of Maryland and actually resides therein.

Fifth: That the purposes for which the Corporation is formed, and the business and objects of the Corporation are to do any and all the things mentioned as fully and to the same extent as natural persons might or could do, to wit: To carry on the business of an automobile dealer including owning, operating, leasing and selling automobiles and other motor vehicles and related merchandise in every form. For the purposes aforesaid, the Corporation shall have the following powers:

To own and conduct a general new and used automobile, truck, tractor, farm equipment, motor vehicles sales and service business in all its

ROGERS & SKIPP
ATTORNEYS AT LAW
CHESTERTOWN, MARYLAND
TELEPHONE 778-3400

LIBER 1 PAGE 477

branches, as seller, buyer, wholesaler, agent or otherwise, and to carry on a general new and used automobile, truck, tractor, farm equipment, and motor vehicle repair and garage business.

To engage in the business of purchasing, acquiring, owning, leasing, selling, transferring, encumbering, generally dealing in, repairing, renovating, and servicing all types of new and used automobiles, truck and other motor vehicles and any parts or accessories used in connection therewith, and the purchasing, acquiring, selling, and generally dealing in all types of supplies used by all types of motor vehicles.

To buy, sell, exchange, and generally deal in real properties, improved and unimproved and buildings of every class and description, to improve, manage, operate, sell, buy, mortgage, lease or otherwise acquire or dispose of any property, real or personal, and take mortgages and assignments of mortgages upon the same; to make and obtain loans upon the same, to make and obtain loans upon real estate, improved or unimproved, and upon personal property, giving or taking evidences of indebtedness and securing the payment thereof by mortgage, deed of trust, pledge or otherwise; to enter into contracts to buy or sell any property, real or personal; to buy and sell mortgages, trust deeds, contracts, and evidences of indebtedness; to purchase or otherwise acquire, for the purpose of holding or disposing of the same, real or personal property of every kind and description, including the good will, stock, rights and property of any person, firm, association, or corporation, paying for the same in cash, stock, or bonds of this corporation; to draw, make, accept, endorse, discount, execute, and issue promissory notes, bills of exchange, warrants, bonds, debentures and other negotiable or transfereable instruments, or obligations of the corporation, from time to time for any of the objects or purposes of the corporation; to carry on all or any of its operations without restriction or limit as to amount; to purchase, acquire, hold, own, mortgage, sell, convey, or otherwise dispose of real and personal property of every class and description in any state, district or territory subject to the laws of such state, territory or foreign country.

Sixth: That the total number of shares of stock which the Corporation has authority to issue is One Thousand (1,000) shares of the par value of One Hundred (\$100.00) Dollars each aggregating One Hundred Thousand (\$100,000.00) Dollars.

Seventh: The Board of Directors of the Corporation is hereby empowered to authorize the issuance, from time to time of One Thousand (1,000) fully paid and non-assessable shares of the capital stock of the Corporation for cash at not less than the par value, that is One Hundred (\$100.00) Dollars per share.

Eighth: The number of Directors of the Corporation shall be four (4), which number may be increased pursuant to the By Laws of the Corporation but shall never be less than three (3); and the names of the Directors who shall act until the first annual meeting or until their successors are duly chosen and qualify are Arthur F. Pinder, Kathryn H. Pinder, Barclay H. Bloomgarden and Dorothy L. Bloomgarden.

Ninth: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, We have signed these Articles of Incorporation on the 3rd day of November, 1966.

WITNESS:

Daine P. Pollard Arthur F. Pinder (SEAL)
Arthur F. Pinder

Daine P. Pollard Kathryn H. Pinder (SEAL)
Kathryn H. Pinder

Daine P. Pollard Barclay H. Bloomgarden (SEAL)
Barclay H. Bloomgarden

Daine P. Pollard Dorothy L. Bloomgarden (SEAL)
Dorothy L. Bloomgarden

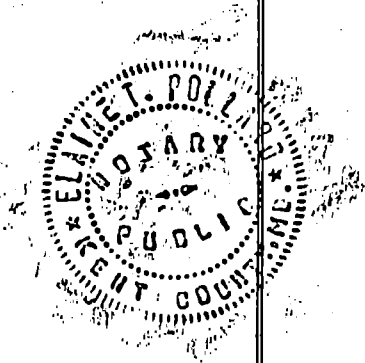
STATE OF MARYLAND, COUNTY OF KENT, to wit:

I HEREBY CERTIFY that on this 3rd day of November 1966, before me, the subscriber, a Notary Public in and for the State of

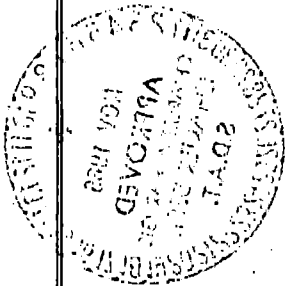
LIBER 1 PAGE 480

Maryland, County of Kent, aforesaid, personally appeared Arthur F. Pinder, Kathryn H. Pinder, Barclay H. Bloomgarden and Dorothy L. Bloomgarden and each acknowledged the foregoing Articles of Incorporation to be his act.

WITNESS my hand and seal.



Elaine T. Pollard
Notary Public



ROGERS & SKIPP
ATTORNEYS AT LAW
CHESTERTOWN, MARYLAND
TELEPHONE 776-3400

ARTICLES OF INCORPORATION

OF

HYBARC G.M.C. INCORPORATED

approved and received for record by the State Department of Assessments and Taxation of Maryland November 7, 1966 at 2:00 o'clock P.M. as in conformity with law and ordered recorded.

A: 9260

Recorded in Liber 7567, folio 450, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00.....Recording fee paid \$ 10.00.....

To the clerk of the Circuit Court of Queen Anne's County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon, has been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

Charles J. Bartgis



STATE OF MARYLAND,
QUEEN ANNE'S COUNTY, SCT,
I HEREBY CERTIFY THAT
THIS *Charter* WAS
RECEIVED FOR RECORD THIS *12th*
DAY OF *Jan* 19 *67* BE *18351*
AND RECORDED IN LIBER *CWC-1*
folio 477 RECORDED BOOK
FOR QUEEN ANNE'S COUNTY
Charles W. Craft CLERK

J.F.

RECEIVED FOR RECORD Jan 12, 1967

HARBOR VIEW IMPROVEMENT ASSOCIATION, INC.

ARTICLES OF REVIVAL

Harbor View Improvement Association, Inc., a Maryland corporation having its principal office in Chester, Queen Anne's County, Maryland (hereinafter called the Corporation), hereby certifies to the STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND, that:

FIRST: The charter of the Corporation was forfeited on November 9, 1965, for the non-payment of taxes or for failure to file an annual report with the STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND, and these Articles of Revival are for the purpose of reviving and reinstating the charter of the Corporation.

SECOND: The name of the Corporation at the time of the forfeiture of its charter was Harbor View Improvement Association, Inc.

THIRD: The name by which the Corporation will hereafter be known is HARBOR VIEW IMPROVEMENT ASSOCIATION, INC.

FOURTH: (a) The post office address of the principal office of the Corporation in the State of Maryland is Chester, Queen Anne's County, Maryland, and said principal office is located in the same county in which the principal office of the Corporation was located at the time of the forfeiture of its charter.

(b) The name and post office address of the resident agent of the Corporation in the State of Maryland are Walter Litvinuck, Chester, Queen Anne's County, Maryland, 21619. Said resident agent is a citizen actually residing in this State.

FIFTH: At or prior to the filing of these Articles of Revival, the Corporation has:

(a) Paid all fees required by law;

(b) Filed all annual reports which should have been filed by the Corporation if its charter had not been for-

LIRER

1 PAGE 482

feited;

(c) Paid all State and local taxes (other than taxes on real estate) and all interest and penalties due by the Corporation, irrespective of any period of limitation otherwise prescribed by law affecting the collection of any part of such taxes; and

(d) Paid an amount equal to all State and local taxes (other than taxes on real estate) and all interest and penalties which, irrespective of any period of limitation otherwise prescribed by law affecting the collection of any part of such taxes, would have been payable by the Corporation if its charter had not been forfeited.

IN WITNESS WHEREOF, the undersigned, who were respectively the last acting Vice-President and Treasurer of the Corporation, have signed these Articles of Revival on October 27th, 1966.

John D. Sparks, Jr.
John D. Sparks, Jr.
Vice-President

Betty Thompson
Betty Thompson
Treasurer

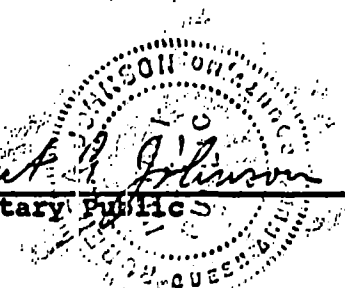
STATE OF MARYLAND, COUNTY OF QUEEN ANNE'S, ss:

I HEREBY CERTIFY that on October 27, 1966, before me, the subscriber, a notary public of the State of Maryland, in and for the County of Queen Anne's, personally appeared John D. Sparks, Jr., the last acting Vice-President and Betty Thompson, the last acting Treasurer of Harbor View Improvement Association, Inc., a Maryland corporation, and severally acknowledged the foregoing Articles of Revival to be their act.

WITNESS my hand and notarial seal.

Robert A. Johnson
Notary Public

ROBERT A. JOHNSON
COMM. EXP. 7/1/67



ARTICLES OF REVIVAL

OF

HARBOR VIEW IMPROVEMENT ASSOCIATION, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland November 1, 1966 at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

A: 9176

3

Recorded in Liber 7566, folio 560 one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

SPECIAL FEE ~~XXXXXX~~ paid \$5.00 Recording fee paid \$10.00

To the clerk of the Circuit Court of Queen Anne's County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon, has been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

Charles W. Burtgen



STATE OF MARYLAND,
QUEEN ANNE'S COUNTY, SCT.
I HEREBY CERTIFY THAT
THIS *Articles of Revival* WAS
RECEIVED FOR RECORD THIS *12th*
DAY OF *Nov* 19.67 RE. *18351*
AND RECORDED IN LIBER *dwC-1*
John H. Clark RECORD BOOK
FOR QUEEN ANNE'S COUNTY
Charles W. Clark CLERK.

JY

RECEIVED FOR RECORD Jan 12, 1967

NOTICE OF CHANGE OF RESIDENT AGENT AND PRINCIPAL OFFICE

State Department of Assessments and Taxation of Maryland
301 West Preston Street
Baltimore, Maryland

Pursuant to the provisions of Section 8 of Article 23 of the Annotated Code of Maryland (L.1951, ch. 135), the undersigned Maryland corporation hereby notifies the State Department of Assessments and Taxation of Maryland:

1. That pursuant to a resolution adopted by the Board of Directors of the corporation on November 1, 1966, a certified copy of which is filed herewith, the resident agent of the corporation in the State of Maryland has been changed to George O. Yewell, Sr., whose post office address is Centreville, Maryland. The resident agent so designated is an individual actually residing in the State of Maryland.

2. That pursuant to a resolution adopted by the Board of Directors of the corporation on November 1, 1966, a certified copy of which is filed herewith, the principal office of the corporation in the State of Maryland has been changed from Worton, Kent County, Maryland, to Centreville, Queen Anne's County, Maryland.

B. AND H. DISTRIBUTING CORPORATION

By: George O. Yewell, Sr.
George O. Yewell, Sr., President

Dated: November 1, 1966

RECEIVED FOR RECORD June 1, 1966

ARTICLES OF INCORPORATION
OF
CHESTER HARBOR PROPERTY OWNERS' ASSOCIATION, INC.

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, JUSTIN G. BUCH, whose post office address is R.F.D. No. 1, Chestertown, Maryland, HOWARD WOOD, whose post office address is Centreville, Maryland, and DAVID C. BRYAN, whose post office address is Centreville, Maryland, all being at least twenty-one (21) years of age, do, under and by virtue of the General Laws of the State of Maryland, authorizing the formation of corporations, associate ourselves with the intention of forming a non-stock corporation by the execution and filing of these Articles.

SECOND: The name of the corporation, (which is hereinafter called the "Corporation") is

CHESTER HARBOR PROPERTY OWNERS' ASSOCIATION, INC.

THIRD: (a) The object of this Corporation shall be the establishment, maintenance and management of an association for social purposes, mutual improvement and the promotion of civic and social interest among its members.

(b) To insure the present and future character and welfare of the development of lands contained in Chester Harbor Subdivision, and to promote the welfare, social, intellectual and recreational interests of its members.

(c) To provide for care and maintenance of property, streets, roadways and easements within said development, including grounds, parks, recreational facilities and all property coming to the control and management of the Association for Community purposes.

(d) To lease, purchase or otherwise to acquire, regulate and control recreational or other facilities in further-

B. AND H. DISTRIBUTING CORPORATION
 CERTIFIED EXTRACT OF MINUTES OF SPECIAL
 MEETING OF THE BOARD OF DIRECTORS

At a special meeting of the Board of Directors, duly convened on the 1st day of November, 1966, said Board being duly authorized by the charter and by-laws of the Corporation to pass the hereinafter set forth resolution without further authorization, and all the requirements for the transaction of corporate business having been met, the following resolution was duly moved, seconded and adopted:

"RESOLVED: That Item Fourth of the Articles of Incorporation be deleted and the following substituted in lieu thereof:

'FOURTH: The post office address of the place at which the principal office of the Corporation in this state will be located is Centreville, Queen Anne's County, Maryland. The resident agent of the Corporation is George O. Yewell, Sr., whose post office address is Centreville, Maryland, 21617. Said resident agent is a citizen of the State of Maryland and actually resides therein."

The undersigned certifies that he is the duly elected Secretary of the B. and H. Distributing Corporation and that the foregoing is a true and correct copy of a resolution adopted at the aforesaid meeting of the Board of Directors.

George O. Yewell, Sr.
 Secretary



NOTICE OF CHANGE OF PRINCIPAL OFFICE
 AND CHANGE OF RESIDENT AGENT

OF

B. AND H. DISTRIBUTING CORPORATION

received for record November 10, 1966

, at 9:55 A. M.

and recorded in Liber F No. 567

Folio No. 347 one of

the charter records of the State Department of Assessments and Taxation of Maryland.

To the Clerk of Circuit Court of Queen Anne's County.

AA N^o 4285

Recording Fee Paid \$4.00

LIBER 1 PAGE 486 A.

ance of the community plan and to spend moneys for said purposes and for the placing of equipment and improvements thereon and to assess special fees for the use of any recreational facility or other community owner project where deemed necessary or proper for the purpose of amortizing the cost, upkeep and maintenance thereof.

(e) To promote the care of vacant, unimproved and unkept lots in said development, remove and destroy grass, weeds and rodents therefrom, and any unsightly or obnoxious thing therefrom, and to do any other things, and perform any labor necessary or desirable in the judgment of this Corporation to keep the property and the land contiguous and adjacent thereto, neat and in good order.

(f) To pay the taxes and assessments, if any, which may be levied by any governmental authority upon roads and parks in said development, and any other open spaces maintained, and lands used or acquired for the general use of the owners of lots within said development, and on any property which may be acquired by the Corporation.

(g) To provide for the maintenance of playgrounds, water areas and other community features on land set aside for the general use of the members of the Corporation.

(h) To improve, light, provide for, beautify and maintain streets, parks and other open spaces, including all grass plots, park strips, other planted areas and trees and shrubs within the limits of said streets in and bordering upon said property and maintained for public use or for the general use of the owners of lots or building sites in said development, but only until such time as such services are adequately provided by public authority.

(i) To lessen neighborhood tensions with the subdivision.

(j) To combat community deterioration, vandalism and juvenile delinquency in the area.

(k) To purchase, acquire, hold, improve, develop, sell, convey, assign, mortgage, encumber, lease or otherwise dispose of or deal in or with real or personal property of every name and nature, wherever situated.

(l) To carry on any businesses and activities which may seem to this Corporation to be calculated, either directly or indirectly, to effectuate the aforesaid objects or any of them, or any part thereof; and to pay all costs and expenses in connection therewith; and generally to exercise the powers enumerated by the laws of the State of Maryland pertaining to corporations, and to do any act, matter or thing not inconsistent with said laws and which may be appropriate to promote and attain the objects and purposes for which this Corporation is formed.

(m) The foregoing enumeration of the purposes, objects and business of the Corporation is made in furtherance, and not in limitation, of the powers conferred upon the Corporation by law, and is not intended, by the mention of any particular purpose, object or business, in any manner to limit or restrict the generality of any other purpose, object or business mentioned, or to limit or restrict any of the powers of the Corporation. The Corporation is formed upon the Articles, conditions and provisions herein expressed, and subject in all particulars to the limitations relative to corporations which are contained in the General Laws of this State.

FOURTH: The principal office of the Corporation is located in Queen Anne's County, Maryland, and the post office address of the principal office of the Corporation in this State is R.D.#1, Chestertown, Maryland. The resident agent of the Corporation is David C. Bryan, whose post office address is Centreville, Maryland. Said resident agent is a citizen of the State of Maryland, and actually resides therein.

FIFTH: The Corporation is not authorized to issue any

capital stock and shall not be operated for profit. No part of its net earnings shall inure to the benefit of any member or individual. No member or individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation. Upon the dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation shall be distributed exclusively to charitable, religious, scientific, literary or educational organizations which would then qualify under the provisions of Section 501 (c) (3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

SIXTH: The Board of Directors shall choose the first members, establish membership dues and other membership requirements in accordance with the By-Laws. The total number of members of the Corporation shall be determined as provided in the By-Laws. Members may resign or be removed, vacancies may be filled and additional members elected, as provided in the By-Laws, which may prescribe different classes of members and prescribe the powers and duties of each class.

SEVENTH: The Corporation shall have no less than three (3) nor more than nine (9) directors, which number may be increased pursuant to the By-Laws of the Corporation, and William F. Messenkop, Elizabeth Smedley, John L. Heberle, and Justin G. Buch, Vincent Smithwick, Richard J. Barr, Thomas Bottomley, James Haslett, Arthur R. Starr, shall act as such until the first annual meeting or until their successors are duly chosen and qualified.

EIGHTH: The Board of Directors shall have the authority to adopt, amend and repeal By-Laws or any provisions thereof of the Corporation.

NINTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on the 31st day of August, 1966.

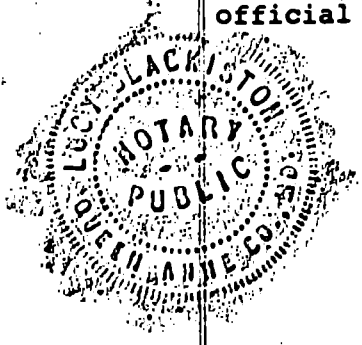
WITNESS:

| | | |
|------------------------|-----------------------|--------|
| <u>Lucy Blackiston</u> | <u>Justin G Buch</u> | (SEAL) |
| <u>Lucy Blackiston</u> | <u>David C. Bryan</u> | (SEAL) |
| <u>Lucy Blackiston</u> | <u>Howard Wood</u> | (SEAL) |

STATE OF MARYLAND, COUNTY OF QUEEN ANNE'S, To Wit:

I HEREBY CERTIFY, that on this 31st day of August, 1966, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County of Queen Anne's, aforesaid, personally appeared Justin G. Buch, Howard Wood and David C. Bryan, satisfactorily proven to be the persons described in the foregoing Articles of Incorporation, and they each acknowledge that they executed the same in the capacity therein stated and for the purposes therein contained.

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



Lucy Blackiston
Lucy Blackiston
Notary Public

My Commission Expires July 1, 1967.

LIBER

1 PAGE 490

ARTICLES OF INCORPORATION

OF

CHESTER HARBOR PROPERTY OWNERS' ASSOCIATION, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland September 2, 1966 at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

A 8323

Recorded in Liber 7558, folio 373, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

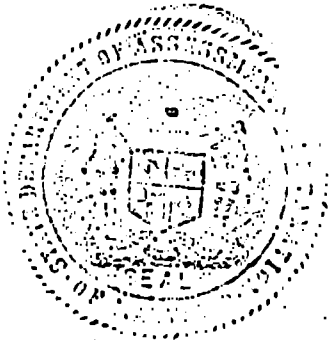
Bonus tax paid \$ 20.00 Recording fee paid \$ 10.00

To the clerk of the Circuit Court of Queen Anne's County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon, has been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

Charles W. Bail



STATE OF MARYLAND,
QUEEN ANNE'S COUNTY, SCT.
I HEREBY CERTIFY THAT
THIS *Charles* WAS
RECEIVED FOR RECORD THIS *1st*
DAY OF *Dec* 19 *66* RE. *17918*
AND RECORDED IN LIBER *CW C-1*
John Charles RECORD BOOK
FOR QUEEN ANNE'S COUNTY.

Charles W. Bail CLERK
\$2.50 Ad.

LIBER 1 PAGE 490

Re: 1939.3 RECEIVED FOR RECORD Oct. 11, 1967

ARTICLES OF INCORPORATION

OF

KENTMORR MARINA, INC.

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, John E. Pepe, whose post office address is 133 Othoridge Road, Lutherville, Maryland (21093), Albert R. Steele, Jr., whose post office address is Route 15, Box 560, Baltimore (20), Maryland, and Bernadette H. Fialkowski, whose post office address is 3617 Brooklyn Avenue, Baltimore (25), Maryland, all being of full legal age, do under and by virtue of the General Laws of the State of Maryland, authorizing the formation of corporations, associate ourselves with the intention of forming a corporation.

SECOND: The name of the corporation (which is hereinafter called the "Corporation") is

KENTMORR MARINA, INC.

THIRD: The purposes for which the corporation is formed and the business or objects to be carried on and promoted by it are as follows:

1. To own, conduct, operate, maintain, manage and carry on a general marina business, including, but not limited to, the rental of dockage facilities; the repair of boats, engines, marina equipment and accessories, the sale or rental of marine supplies of every kind and description, the sale, rental or charter of boats and motors, the sale of gasoline, oil, motor fuel, ice, fishing tackle and bait, all manner of sporting goods, food and foodstuffs; to own, conduct, operate and maintain a restaurant, bar and cocktail lounge, with such facilities and services as are customarily associated therewith, to sub-divide and develop residential and/or commercial lands; to own, conduct, operate, maintain and manage an air-strip or airport; to engage in similar functions or ancillary businesses as may be calculated to promote the general and special objectives of the corporation; to make contracts, incur liabilities, and borrow money; to sell, mortgage, lease, pledge, exchange, convey, transfer and otherwise dispose of all or any part of its property and assets; to issue bonds, notes and other obligations and secure the same by mortgage, deeds of trust, security agreements or financing statements encumbering all or any part of its property, franchises and income; and to transact its business, carry on its operations and exercise the powers granted by this article in any state, territory, district or possession of the United States, and in any foreign country.
2. To improve, manage, develop, sell, assign, transfer, lease, mortgage, pledge, or otherwise dispose of, or turn to account, or deal in, all or any part of the property or estate of the corporation, whether real, personal or mixed, and from time to time vary any investment or capital of the corporation.
3. To buy, sell, mortgage, lease, rent, build upon, improve, develop, sub-divide, dispose of and otherwise deal in and with any land or lands, or interest therein, owned or possessed by the corporation, either within or without the State of Maryland, and to engage in and carry on any other business which may be considered necessary, advisable or convenient for the purpose of promoting the general development of any such land or lands of the corporation, or of enhancing its value.
4. To purchase, lease, or otherwise acquire, hold, own, manage, construct, erect, improve, operate, dispose of, or to aid and subscribe towards the acquisition, construction or improvement of plants, mills, buildings, machinery, equipment, facilities, and any other property or appliance which may appertain to or be useful in the conduct of any business of the corporation, including personal property of all types and kinds, whether purchased on a domestic or foreign market.

5. To acquire all or any part of the good will, rights, property, patents, copyrights, franchises, or business of any person, firm, association or corporation heretofore or hereinafter engaged in any business similar to any business which this corporation has the power to conduct; and to hold, utilize, enjoy, mortgage, pledge, assign, dispose of or deal in the whole or any part of the rights, property and business so acquired; and to assume in connection therewith any liabilities of any person, firm, association or corporation.

6. To apply for, obtain, purchase, or otherwise acquire any franchises, patents, copyrights, licenses, trade-marks, trade names, rights, processes, formulas, and the like, which may be capable of being used for any of the purposes of the corporation, and to use, exercise, develop, grant franchises or licenses in or with respect thereto, or to otherwise deal with the same, or turn to account.

7. To aid in any manner any person, firm, association, corporation or syndicate by the purchase or sale of any shares of stock, bonds, debentures, notes, mortgages or other obligations, or any certificates, receipts, warrants, or other instruments evidencing rights, options to receive, purchase or subscription, or of any other nature, which are of interest to or held by the corporation, and to do any act or thing designed to protect, preserve or improve the value of any such property or interest, or any other property of the corporation.

8. To guarantee the payment of dividends upon any shares of stock or the performance of any contract or obligation by another corporation or association in which this corporation has any interest, and to endorse or otherwise guarantee the payment of principal and interest, or either, of any bonds, debentures, notes or other evidences of indebtedness created or issued by any such other corporation or association.

9. To carry out all or any part of the foregoing objects and purposes as principal, factor, agent, contractor, or otherwise, in its own right or along and through or in conjunction with any person, firm, association or corporation; and in carrying out its business and for the purpose of attaining or furthering any of its objects and purposes, to make and perform any contracts and to perform any act and to exercise any power suitable, convenient to or proper for the accomplishment of any of the objects or purposes herein enumerated or incidental to the powers herein specified, or which may at any time appear conducive to or expedient for the accomplishment of any of the objects and purposes aforesaid.

10. Without in any particular limiting any of the objects and powers of the corporation, it is hereby expressly declared and provided that the corporation shall have the power to make contracts, incur liabilities, borrow money, secure performance bonds, issue notes, bonds, debentures, stock or other obligations in payment for property purchased or acquired by the corporation, mortgage, assign or pledge any stocks, bonds, accounts receivable, or to guarantee any dividend or bond or contract or other obligation, to secure any bonds or other obligations by it issued or incurred, and in carrying out and performing its business and furthering its objectives and purposes, to do all manner of things reasonable and proper in the premises; and further to be vested with all of the powers set forth by the Public General Laws of Maryland and to exercise any and all powers which a co-partnership or natural person could do and exercise, and which now or hereafter may be authorized by law; provided, however, that any and all of the foregoing powers shall be exercised only in conformity with the Laws of the State of Maryland.

The foregoing objects and purposes shall, except when otherwise expressed, be in no way limited or restricted by reference to, or influence from, the terms of any other clause of this or any other articles of incorporation or of any amendment thereto, and shall each be regarded as independent, and shall be construed as powers as well as objects and purposes.

The corporation shall be authorized to exercise and enjoy all of the powers, rights and privileges granted to, or conferred upon, corporations of a similar character by the Public General Laws of the State of Maryland, now or hereafter in force, and the enumeration of the foregoing powers shall not be deemed to exclude any powers, rights or privileges so granted and conferred.

FOURTH: The post office address of the place at which the principal office of the corporation in this State will be located is Stevensville, Queen Anne's County, Maryland; and the resident agent of the corporation is John E. Pepe, whose post office address is 133 Othoridge Road, Lutherville, Baltimore County, Maryland (21093). Said resident agent is a citizen of the State of Maryland, and actually resides therein.

FIFTH: The corporation shall have at least three directors, and John E. Pepe, Albert R. Steele, Jr., and Bernadette H. Flalkowski shall act as such until the first annual meeting of the corporation, or until their successors are duly chosen and qualified.

SIXTH: The total number of shares of stock which the corporation has authority to issue is One Hundred (100) shares, without par value, all of which shares are of one class and are designated common stock.

SEVENTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the corporation and of the directors and stockholders.

1. The board of directors of the corporation is hereby empowered to authorize the issuance from time to time of shares of the stock of the corporation, of any class, whether now or hereafter authorized, and securities convertible into shares of stock of any class, whether now or hereafter authorized, for such consideration as the board of directors may deem adequate and advisable, subject to such limitations and restrictions, if any, as may be set forth in the by-laws of the corporation.

2. Any director individually, or any firm of which any director may be a member, or any corporation or association of which any director may be an officer or director, or in which any director may be interested as the holder or owner of its capital stock, or otherwise, may be a party to, or may be pecuniarily or otherwise interested in any contract or transaction of the corporation, and in the absence of fraud, no contract or other transaction shall thereby be effected or invalidated; provided that in case a director is so interested, such fact shall, previous to such contract or transaction, be disclosed to the board of directors, or a majority thereof.

3. The corporation reserves the right, from time to time, to make any amendments to its charter which may now or hereafter be authorized by law, including any amendments changing the terms of any outstanding stock by classification, re-classification or otherwise; but no such amendment which changes the terms of any outstanding stock shall be valid unless such change in the terms thereof shall have been authorized by the holders of two-thirds (2/3) of the shares of such stock at the time outstanding, by a vote at a general or special meeting of stockholders, or in writing with or without such meeting.

4. The Board of Directors shall have power, from time to time, to fix and determine and to vary the amount of working capital of the corporation; to determine whether any, and, if any, what part of the surplus of the corporation or of the net profits arising from its business shall be declared in dividends and paid to stockholders, subject, however, to the provisions of the charter, and to direct and determine the use and disposition of any such surplus or net profits. Subject to any provisions in the by-laws of the corporation, the Board of Directors may use and apply any of such surplus or net profits in purchasing or acquiring any of the shares of the stock of the corporation, or any

Page Four

of its bonds or other evidences of indebtedness, to such extent and in such manner and upon such lawful terms as the Board of Directors shall deem expedient.

5. Notwithstanding any provision of law requiring any action to be taken or authorized by the affirmative vote of the holders of a designated proportion of the shares of stock of the corporation, or to be otherwise taken or authorized by vote of the stockholders, such action shall be effective and valid if taken or authorized by the affirmative vote of a majority of the total number of votes entitled to be cast thereon, except as otherwise provided by this charter.

6. The Board of Directors shall have power to declare and authorize the payment of stock dividends, whether or not payable in stock of one class to holders of stock of another class or classes; and shall have authority to exercise, without vote of stockholders, all powers of the corporation, whether conferred by law or by these articles, to purchase, lease or otherwise acquire the business, assets or franchises, in whole or in part, of other corporations or unincorporated business entities.

7. No common stock of the corporation shall be sold, pledged, mortgaged, given or distributed by any stockholder (except by the laws of distribution of an intestate's estate or by Last Will and Testament), or by any executor or personal representative of a deceased stockholder, or otherwise assigned, disposed of, or transferred to a transferee, other than the corporation, without having first been offered, in writing, for sale to the corporation for a period of thirty (30) days at its then market value; and failure of the corporation to exercise its right of purchase within said period of time, or a written refusal to purchase said stock so offered, by the corporation, before the expiration of said period, shall constitute a waiver of these requirements. Any transfer in violation of these conditions shall be void and shall confer no rights upon the transferee, except where required by the Laws of the State of Maryland.

8. Stock certificates shall not be issued to any subscriber until fully paid, and said stock certificates, when issued, shall be non-assessable.

EIGHTH: The duration of the corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation, this 29th day of November, 1966.

WITNESS:

Janice G. McCabe

Janice G. McCabe

Janice G. McCabe

John E. Pepe (SEAL)
John E. Pepe

Albert R. Steele, Jr. (SEAL)
Albert R. Steele, Jr.

Bernadette H. Fielkowski (SEAL)
Bernadette H. Fielkowski

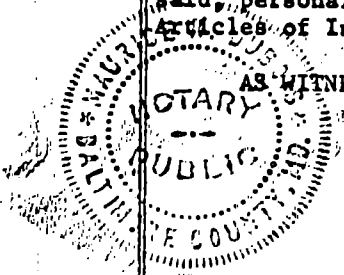
STATE OF MARYLAND,

CITY OR COUNTY OF Baltimore

to wit:

I HEREBY CERTIFY that on this 29th day of November, 1966, before me, the Subscriber, a Notary Public of the State, City or County aforesaid, personally appeared John E. Pepe, and he did acknowledge the foregoing Articles of Incorporation to be his act.

AS WITNESS my hand and Notarial Seal.



Maurice R. du Bois
NOTARY PUBLIC

My Commission Expires July 1, 1967

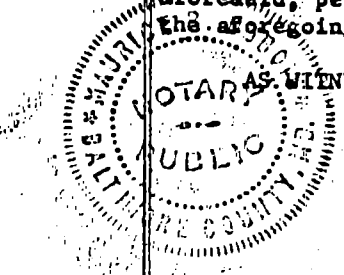
STATE OF MARYLAND,

CITY OR COUNTY OF Baltimore

to wit:

I HEREBY CERTIFY that on this 29th day of November, 1966, before me, the Subscriber, a Notary Public of the State and City or County aforesaid, personally appeared Albert R. Steele, Jr., and he did acknowledge the foregoing Articles of Incorporation to be his act.

AS WITNESS my hand and Notarial Seal.



Maurice R. du Bois
NOTARY PUBLIC

My Commission Expires July 1, 1967

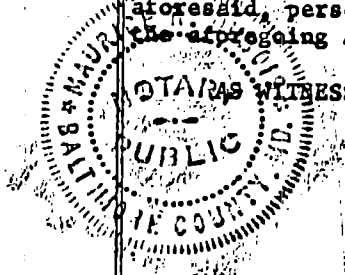
STATE OF MARYLAND,

CITY OR COUNTY OF Baltimore

to wit:

I HEREBY CERTIFY that on this 29th day of November, 1966, before me, the Subscriber, a Notary Public of the State and City or County aforesaid, personally appeared Bernadette H. Fialkowski, and she did acknowledge the foregoing Articles of Incorporation to be her act.

AS WITNESS my hand and Notarial Seal.



Maurice R. du Bois
NOTARY PUBLIC

My Commission Expires July 1, 1967

LIBER 1 PAGE 496
ARTICLES OF INCORPORATION
OF
KENTMORR MARINA, INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland November 29, 1966 at 8:30 o'clock A. M. as in conformity
with law and ordered recorded.

A 9543

Recorded in Liber 7570, folio 409⁶ one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 10.00

To the clerk of the Circuit Court of Queen Anne's County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon,
has been received, approved and recorded by the State Department of Assessments and Taxation
of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

Charles W. Cauler



STATE OF MARYLAND,
QUEEN ANNE'S COUNTY, SCT.
I HEREBY CERTIFY THAT
THIS Charter WAS
RECEIVED FOR RECORD THIS 11th
DAY OF Nov 1967 RE. 19393
AND RECORDED IN LINE QWC-1
FILE 491 Charter RECORD BOOK
FOR QUEEN ANNE'S COUNTY,
Charles W. Cauler CLERK

577-

RECEIVED FOR RECORD Apr. 11, 1967
ARTICLES OF INCORPORATION

OF
MARYLAND CLAMMERS ASSOCIATION, INC.

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, CHARLES C. CALLAHAN, whose Post Office address is Queenstown, Queen Anne's County, Maryland; VERNON L. HIGDON, whose Post Office address is Queenstown, Queen Anne's County, Maryland; and F. CLIFFORD HANE, whose Post Office address is Queenstown, Queen Anne's County, Maryland, all being of full age, do, under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations, associate ourselves with the intention of forming a corporation.

SECOND: The name of the Corporation (which is hereinafter called "the Corporation") is

MARYLAND CLAMMERS ASSOCIATION, INC.

THIRD: The purposes for which the Corporation is formed and the business objects to be carried on and promoted are as follows:

(a) To provide for its members leadership training through community service.

(b) To study, propose and work toward the conservation and growth of the clamming industry so as to develop the industry as a leading economic and historic part of the State of Maryland.

(c) To study, propose and work for the improvement and efficiency of the clam digging industry throughout the State of Maryland.

(d) To foster, promote, encourage and support the individual efforts of its members in a manner which will not only improve the economic wellbeing of all who engage in clam digging in the State of Maryland, but without impairing the traditions of the industry, the promotion of conservation and growth of the

industry and the natural beauty of its surroundings or wasting its natural resources.

(e) To encourage and promote pride and responsibility in the work of its members.

(f) To study, propose and work for the passage of such laws, ordinances, rules and regulations as may be necessary to effectuate any of the purposes herein.

(g) To cooperate with all Federal, State, County and Municipal authority for fulfilling these purposes.

FOURTH: The Post Office address of the place at which the principal office of the Corporation will be located is Grasonville, Queen Anne's County, Maryland.

The Resident Agent of the Corporation is F. Clifford Hane, whose address is Wye River, Queenstown, Queen Anne's County, Maryland, 21658. Said Resident Agent is a citizen of Queen Anne's County, and actually resides therein.

FIFTH: The Corporation shall have seven (7) Directors, and F. Clifford Hane, Charles C. Callahan, Vernon L. Higdon, Carlton F. Austin, all of Queenstown, Maryland, Larry Collier of Chester, Maryland, and Francis Darnall and J. Lerch Crandell, both of Shadyside, Anne Arundel County, State of Maryland, shall act as such until the first annual meeting, or until their successors are duly chosen and qualified.

SIXTH: The said Corporation is a non-stock Corporation and being a non-profit organization, is not authorized to issue capital stock.

IN WITNESS WHEREOF, We have signed these Articles of Incorporation on this 29th day of December, 1966.

Witness:

Yvonne W. Quimby
Yvonne W. Quimby
Yvonne W. Quimby
YVONNE W. QUIMBY

Charles C. Callahan (SEAL)
Charles C. Callahan
Vernon L. Higdon (SEAL)
Vernon L. Higdon
F. Clifford Hane (SEAL)
F. Clifford Hane

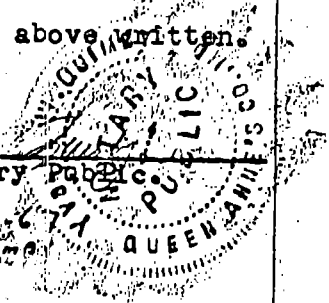
STATE OF MARYLAND

QUEEN ANNE'S COUNTY

*
* To wit:
*

I HEREBY CERTIFY that on this 29th day of November 1966, before me, the subscriber, a Notary Public of the State of Maryland, in and for Queen Anne's County aforesaid, personally appeared CHARLES C. CALLAHAN, VERNON L. HIGDON and F. CLIFFORD HANE, and they each individually acknowledged the foregoing Articles of Incorporation to be their respective act.

IN TESTIMONY WHEREOF, I have hereunto subscribed my name and affixed my Notarial Seal the day and year last above written.

Yvonne W. Quinn
Notary Public
Exp. expires 7-1-67
YVONNE W. QUINN


LIBER **1** PAGE **500**
ARTICLES OF INCORPORATION
OF
MARYLAND CLAMMERS ASSOCIATION, INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland December 1, 1966 at 8:30 o'clock A. M. as in conformity
with law and ordered recorded.

A 9583

Recorded in Liber 7570, folio 613, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 10.00

To the clerk of the Circuit Court of Queen Anne's County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon,
has been received, approved and recorded by the State Department of Assessments and Taxation
of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

Charles A. Bontgas



STATE OF MARYLAND,
QUEEN ANNE'S COUNTY, SCT.
I HEREBY CERTIFY THAT
THIS *Charter* WAS
RECEIVED FOR RECORD THIS *11th*
DAY OF *Apr* 1967. RE. *1939-3*
AND RECORDED BY *CWS-1*
folio *497* *Charter* RECORD BOOK
FOR QUEEN ANNE'S COUNTY.
Charles W. Confler

19

313-206

RECEIVED FOR RECORD Apr. 11, 1947

QUEEN ANNE'S COUNTY CHAPTER,
MARYLAND ASSOCIATION FOR RETARDED CHILDREN, INC.

ARTICLES OF INCORPORATION

(Without authorized capital stock
under Secs. 4 & 132 of Article 23)

FIRST: We, the undersigned:

| | | |
|--------------------------|-------------------|---------------------|
| Rev. James E. Cantler, | Centreville, Md. | Queen Anne's County |
| Mrs. Jane Gillespie, | Sudlersville, Md. | Queen Anne's County |
| Mrs. Henrietta Grollman, | Stevensville, Md. | Queen Anne's County |
| Dr. Roberta Hall, | Centreville, Md. | Queen Anne's County |
| Mrs. Jeannette Jones, | Centreville, Md. | Queen Anne's County |
| Dr. C. Rodney Layton, | Centreville, Md. | Queen Anne's County |
| Mrs. Helen Marshall, | Centreville, Md. | Queen Anne's County |
| Mrs. Mae Moon,, | Chestertown, Md. | Kent County |
| Mrs. Gladys Moor, | Chestertown, Md. | Kent County |
| Mr. Rogers Smith, | Chestertown, Md. | Kent County |
| Mrs. Edna Sultenfuss, | Centreville, Md. | Queen Anne's County |
| Mrs. Carolyn Thompson, | Grasonville, Md. | Queen Anne's County |
| B. Hackett Turner, Esq., | Centreville, Md. | Queen Anne's County |

each being at least twenty-one (21) years of age, do hereby associate ourselves as incorporators with the intention of forming a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the Corporation (which is hereinafter called the Corporation) is Queen Anne's County Chapter, Maryland Association for Retarded Children, Inc.

THIRD: The purpose for which the Corporation is formed are as follows:

- a. To promote the general welfare of the mentally retarded wherever they may be.
- b. To limit the interest to retarded children and adults.
- c. To foster the development of programs in their behalf.
- d. To encourage research related to mental retardation.
- e. To advise and aid parents in the solution of their problems and to coordinate their efforts and activities.
- f. To develop a better understanding of the problems of mental retardation by the public.
- g. To cooperate with all public, private and religious agencies and professional groups in the furtherance of these ends.
- h. To associate with and support financially the Maryland and National Associations for Retarded Children, Inc. to promote the common cause.
- i. To serve locally as a clearinghouse for gathering and giving out information regarding the mentally retarded.
- j. To solicit and receive funds for the accomplishment of the above purposes.

FOURTH: MEMBERSHIP shall be open to all parents, relatives and guardians, including foster parents, of retarded children and to other persons sympathetic to the purposes of the Chapter.

FIFTH: The OFFICERS shall be a president, a vice-president, a secretary, and a treasurer. There shall be not less than four (4) nor more than fourteen (14) directors. No employee of the Chapter may serve as an officer, director, committee member or delegate.

SIXTH: The Queen Anne's Chapter, Maryland Association for Retarded Children, Inc., shall be a non-profit, non-political, non-sectarian organization. No part of any net earnings shall inure to the benefit of any member or individual and no officer or director of the Society shall receive any compensation.

SEVENTH: Any proposed AMENDMENT to the constitution, along with the date it is to be voted upon, shall be presented in writing to the entire general membership at least three (3) weeks prior to the meeting at which it is to be voted upon and a two-thirds (2/3) vote required for ratification.

EIGHTH: In the event of the DISSOLUTION of this Chapter, or in the event it shall cease to exist for the stated purposes, all the property and assets shall be distributed to an organization or agency serving the mentally retarded which has been granted exemption from the Federal Income Tax under the provisions of Section 501 (c) 3 of the Internal Revenue Code of 1954, or to a local, State or Federal Government for exclusively public purposes.

NINTH: The POST OFFICE ADDRESS of the principal office of the Corporation in this State is
Centreville, Maryland 21617. The name and post office address of the Resident Agent of the Corporation for the Receipt of legal process and other official papers and documents is: B. Hackett Turner, 109 Lawyers Row, Centreville, Maryland 21617. Said Resident Agent is a citizen of this State and actually resides herein.

TENTH: The Corporation is not authorized to issue capital stock.

ELEVENTH: The number of DIRECTORS of the Corporation shall be not less than four (4) or more than fourteen (14), which number, may however, be increased or decreased pursuant to the ByLaws of the Corporation, but shall never be less than four (4); and the names of the Directors who shall act until the first annual meeting of the members after the adoption of these Articles of Incorporation, or until their successors are duly chosen and qualified, are:

Rev. James E. Cantler
Mrs. Jane Gillespie
Mrs. Henrietta Grollman
Dr. Roberta Hall
Mrs. Jeannette Jones
Dr. C. Rodney Layton
Mrs. Helen Marshall
Mrs. Nae Moon
Mrs. Gladys Moor
Mr. M. Rogers Smith
Mrs. Edna Sultenfuss
Mrs. Carolyn Thompson
B. Hackett Turner, Esq.

TWELFTH: The POWERS of this Corporation shall include all the powers and privileges conferred by the general laws of the State of Maryland authorizing the formation of corporations insofar as the same may relate to corporations of this character, and shall include but not be limited to the power:

To accomplish any of the objects and purposes of this Corporation by promoting, fostering, encouraging and furthering; medical, educational, recreational, social, agricultural, industrial, philanthropic, charitable, humanitarian, scientific and literary enterprises of all kinds, both in the State of Maryland and elsewhere, and;

To accomplish any of the said objects and purposes by means of grants, loans, donations, subsidies or gifts, either directly or indirectly, to existing institutions, public or private, or to individuals, or by the founding and creation of new institutions, trusts, or other appropriate entities for such purposes, and;

To attain the said objects and purposes by the foundation or creation, either under the management and direction of this Corporation or in conjunction, collaboration or cooperation with other corporations, or with individuals, memorials, trusts, foundations and other entities having for their objects and purposes any of the objects and purposes of this Corporation, of other corporations, memorials, trusts, foundations or other entities including but not limited to home, hospitals, schools, research foundations and sheltered workshops.

To acquire by purchase, gift, devise or legacy any real or personal property, including but not limited to the stocks and bonds of other corporations and of public agencies both State and National, and to hold, own, use, sell, lease or dispose of such property to any extent that the Corporation may desire, and generally to do all and singular such matters and things as may be necessary to carry out the objects and purposes of the Corporation.

The foregoing enumeration shall be deemed to be in furtherance and not in limitation of the powers enforced by law generally upon similar corporations, but nothing herein contained shall be construed as intended to confer upon this Corporation any power which may be forbidden to similar corporations by the laws of the State of Maryland as now existing or as may be hereafter from time to time amended or enacted.

THIRTEENTH: The period of DURATION of life of this Corporation shall be perpetual.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 21st
day of November, 1966.

WITNESS:

| | |
|---------------------------|--|
| <u>Virginia A. White</u> | <u>James E. Cantler</u> (SEAL) Rev. James E. Cantler |
| <u>Virginia S. White</u> | <u>Jane Gillespie</u> (SEAL) Jane Gillespie |
| <u>Virginia A. White</u> | <u>Henrietta Grollman</u> (SEAL) Henrietta Grollman |
| <u>Virginia S. White</u> | <u>Robertson Hall, M.D.</u> (SEAL) Dr. Robertson Hall |
| <u>Virginia A. White</u> | <u>Mrs. Larrrie Jones</u> (SEAL) Mrs. Larrrie Jones (Mrs. Jeannette Jones) |
| <u>Virginia S. White</u> | <u>C. Rodney Layton, M.D.</u> (SEAL) Dr. C. Rodney Layton |
| <u>B.H. Turner</u> | <u>Helen Marshall</u> (SEAL) Helen Marshall |
| <u>Edna M. Sultenfuss</u> | <u>(Mrs.) Mrs. Homer Moon</u> (SEAL) Mrs. Homer Moon (Mrs. Mae Moon) |
| <u>Virginia S. White</u> | <u>Mrs. Gladys Moor</u> (SEAL) Mrs. Gladys Moor (Mrs. Irving Moor) |
| <u>Virginia S. White</u> | <u>M. Rogers Smith</u> (SEAL) M. Rogers Smith |
| <u>Virginia S. White</u> | <u>Edna Sultenfuss</u> (SEAL) Edna Sultenfuss |
| <u>Virginia S. White</u> | <u>Carolyn Thompson</u> (SEAL) Carolyn Thompson |
| <u>Virginia S. White</u> | <u>B. Hackett Turner, Jr.</u> (SEAL) B. Hackett Turner, Esq. |

LIBER

1 PAGE 506

STATE OF MARYLAND,
QUEEN ANNE'S COUNTY,


TO WIT:

I HEREBY CERTIFY that on this 18th day of October, 1966,
before me, the subscriber, a Notary Public of the State of Maryland, in and
for the County aforesaid, personally appeared

Mrs. Jane Gillespie

and she did acknowledge the foregoing Articles of Incorporation to be her act.

WITNESS my hand and Notarial Seal, the day and year first above written.

A circular notary seal for Virginia S. White, Notary Public in Queen Anne's County, Maryland. The seal contains the text "NOTARY PUBLIC", "STATE OF MARYLAND", and "QUEEN ANNE'S COUNTY".
Virginia S. White
Notary Public - Virginia S. White

My commission expires July 1, 1967

STATE OF MARYLAND,
QUEEN ANNE'S COUNTY,

TO WIT:

I HEREBY CERTIFY that on this 31st day of October, 1966,
before me, the subscriber, a Notary Public of the State of Maryland, in and
for the County aforesaid, personally appeared:

Mrs. Henrietta Grollman

and she did acknowledge the foregoing Articles of Incorporation to be her act.

WITNESS my hand and Notarial Seal, the day and year first above written.

A circular notary seal for Virginia S. White, Notary Public in Queen Anne's County, Maryland. The seal contains the text "NOTARY PUBLIC", "STATE OF MARYLAND", and "QUEEN ANNE'S COUNTY".
Virginia S. White
Notary Public - Virginia S. White

My commission expires July 1, 1967

STATE OF MARYLAND,
QUEEN ANNE'S COUNTY,

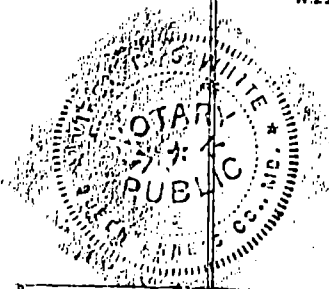
TO WIT:

I HEREBY CERTIFY that on this *2nd* day of *November*, 1966,
before me, the subscriber, a Notary Public of the State of Maryland, in and
for the County aforesaid, personally appeared;

Mrs. Carolyn Thompson

and she did acknowledge the foregoing Articles of Incorporation to be her act.

WITNESS my hand and Notarial Seal, the day and year first above written.



Virginia S. White
Notary Public - Virginia S. White

My commission expires July 1, 1967

STATE OF MARYLAND,
QUEEN ANNE'S COUNTY,

TO WIT:

I HEREBY CERTIFY that on this 2nd day of November, 1966,
before me, the subscriber, a Notary Public of the State of Maryland, in and
for the County aforesaid, personally appeared:

Rev. James E. Cantler

Dr. Roberta Hall

Mrs. Larrie Jones (Jeannette)

Dr. C. Rodney Layton

Mrs. Helen Marshall

Mrs. Edna Sultenfuss

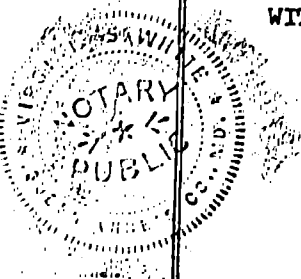
B. Hackett Turner, Esq.

Mrs. Irving Moor (Mae)

M. Rogers Smith

and severally acknowledged the foregoing Articles of Incorporation to be their
act.

WITNESS my hand and Notarial Seal, the day and year first above written.



Virginia S. White
Notary Public - Virginia S. White

My commission expires July 1, 1967

LIBER

1 PAGE 507

STATE OF MARYLAND,
KENT COUNTY,

TO WIT:

I HEREBY CERTIFY that on this 21st day of November, 1966,
before me, the subscriber, a Notary Public of the State of Maryland, in and
for the County aforesaid, personally appeared:

Mrs. Homer Moon (Mae)

Mrs. Irving Door

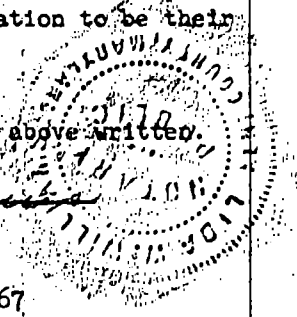
Mr. M. Eugene Smith

and severally acknowledged the foregoing Articles of Incorporation to be their
act.

WITNESS my hand and Notarial Seal, the day and year first above written.

Lee W. Williams
Notary Public

My commission expires July 1, 1967



State District
to
has already
93711111

ARTICLES OF INCORPORATION

OF

QUEEN ANNE'S COUNTY CHAPTER, MARYLAND ASSOCIATION FOR RETARDED CHILDREN, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland December 1, 1966 at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

A 9575

Recorded in Liber 7570, folio 580 one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid \$20.00 Recording fee paid \$ 20.00

To the clerk of the Circuit Court of Queen Annes County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon, has been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

Charles W. Cofer



STATE OF MARYLAND,
QUEEN ANNE'S COUNTY, SOY.
I HEREBY CERTIFY THAT
THIS Charter WAS
RECEIVED FOR RECORD THIS 11th
DAY OF April 1967 A.S. 1939
AND RECORDED IN LIBER OWC-1
folio 501 Charter RECORD BOOK
FOR QUEEN ANNE'S COUNTY.
Charles W. Cofer CLERK

LIBER 1 PAGE 509

hcf

RECEIVED FOR RECORD Apr. 17, 1967

LIBER

1 PAGE 510

ARTICLES OF INCORPORATION
OF
HEADLONG HALL FARMS, INC.

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Jean D. Haymaker, whose post office address is Centreville, Maryland, David C. Bryan, whose post office address is Centreville, Maryland, and Howard Wood, whose post office address is Centreville, Maryland, all being at least twenty-one (21) years of age, do, under and by virtue of the general laws of the State of Maryland, authorizing the formation of corporations, associate ourselves with the intention of forming a corporation.

SECOND: The name of the corporation is:

"HEADLONG HALL FARMS, INC."

THIRD: The purposes for which the corporation is formed and the business, or objects to be carried on by it, are as follows:

To engage in livestock, grain and general farming operations, and in connection therewith to purchase, acquire, hold, breed, raise, care for, sell, assign, mortgage, encumber, hire or otherwise deal in sheep, cattle, hogs and all classes and descriptions of livestock, farm animals and domestic fowls, as well as to lease, purchase or otherwise acquire, use, maintain, farm, operate, manage, lease, sublease and dispose of farm property; such business to be carried on in this State or elsewhere;

To purchase, acquire, hold, sell, store, warehouse, and otherwise handle and deal in grain, hay, seeds and produce of all kinds;

To purchase, acquire, hold, improve, develop and sub-develop, sell, convey, assign, release, mortgage, encumber, lease, hire, and deal in real and personal property of every name and nature, including stocks and securities of this corporation and other corporations, and to loan money, and take securities for the payment of all sums due the corporation, and to sell, assign, and release such securities, and the doing of such other business as shall be necessary, convenient, or incident thereto.

To erect, purchase, lease, own, operate, and dispose of, mills, factories, warehouses, yards, and other buildings and structures, with such machinery, tools, apparatus and equipment as may be necessary for the proper conduct of the business of the corporation.

To engage in, and carry on the business of importing, exporting, manufacturing, producing, buying, selling, and otherwise dealing in, and with, goods, wares, and merchandise, of every class and description.

To engage in and carry on any other business which may conveniently be conducted in conjunction with any of the business of the corporation.

To acquire all or any part of the good will, rights, property and business of any person, firm, association, or corporation, heretofore or hereafter engaged in any business similar to any business which the corporation has the power to conduct, and to hold, utilize,

enjoy, and in any manner dispose of the whole or any part of the rights, property and business so acquired, and to assume in connection therewith, any liabilities of any such person, firm, association or corporation.

To apply for, obtain, purchase or otherwise acquire any patents, copyrights, licenses, trade-marks, trade names, rights, processes, formulas, and the like, which may seem capable of being used for any of the purposes of the corporation; and to use, exercise, develop, grant licenses in respect of, sell, and otherwise turn to account, the same.

To purchase or otherwise acquire, and to hold, sell, or otherwise dispose of and to retire and reissue shares of its own stock of any class, in any manner, now or hereafter authorized or permitted by law.

To guarantee the payment of dividends upon any shares of stock or shares in or the performance of any contract by any other corporation, or association, in which this corporation has an interest, and to endorse, or otherwise guarantee, the payment of the principal and interest or either, of any bonds, debentures, notes or other evidences of indebtedness created or issued by any such other corporation or association.

To carry out all, or any part of, the aforesaid objects, as principal, factor, agent, contractor, or otherwise, either alone, or through, or in conjunction with, any person, firm, association, or corporation, and, in carrying on its business, and for the purposes of attaining, or furthering, any of its objects and purposes, to make and perform any contracts, and to do any acts and things, and to exercise any powers suitable, convenient, or proper, for the accomplishment of any of the objects and purposes herein enumerated or incidental to the powers herein specified, or which, at any time, may appear conducive to, or expedient for, the accomplishment of any of such objects and purposes.

The foregoing objects and purposes shall, except when otherwise expressed, be in no way limited or restricted by reference to, or inference from, the terms of any other clause of this, or any other article of these Articles of Incorporation, or of any amendment thereto, and shall be regarded as independent, and construed as powers, as well as objects and purposes.

The corporation shall be authorized to exercise and enjoy all of the powers, rights, and privileges granted to, or conferred upon, corporations of a similar character by the General Laws of the State of Maryland, now or hereafter in force, and the enumeration of the foregoing powers shall not be deemed to exclude any powers, rights, or privileges so granted or conferred.

FOURTH: The post office address of the place at which the principal office of the corporation in this State will be located is Headlong Hall Farm, Centreville, Maryland. The resident agent of the corporation is Ernest Egon Kramer, whose post office address is Headlong Hall Farm, Centreville, Maryland. Said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The corporation shall have not less than three (3) nor more than nine (9) directors, and Ernest Egon Kramer, Pamela Kramer and Daniel F. Kramer shall act as such until the first annual meeting or until their successors are duly chosen and qualified.

SIXTH: The total number of shares of stock of all classes which the corporation has authority to issue is as follows:

Five Hundred (500) shares of common stock of the par value of One Hundred Dollars (\$100.00) each.

No stock shall be issued except pursuant to a plan adopted by the directors of the corporation to offer such stock for a period, (ending not later than two years after the adoption of the plan), specified in the plan; and the board of directors shall in all respects endeavor to see that stock is issued only under circumstances enabling it to qualify as "Section 1244 stock" as defined by the present Internal Revenue Code or similar future provisions of the federal tax laws, as the case may be.

SEVENTH: The following provisions are hereby adopted, for the purpose of defining, limiting and regulating the powers of the corporation and of the directors and stockholders:

(a) The board of directors of the corporation is hereby empowered to authorize the issuance, from time to time, of shares of its stock of any class, whether now or hereafter authorized, and securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as said board of directors may deem advisable, subject to such limitation and restrictions, if any, as may be set forth in SIXTH herein, or in the by-laws of the corporation.

(b) Any director, individually, or any firm of which any director may be a member, or any corporation or association of which any director may be an officer or director, or in which any director may be interested, as the holder of any amount of its capital stock or otherwise, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the corporation, and in the absence of fraud, no contract, or other transaction, shall be thereby affected, or invalidated; provided, that in case a director, or a firm of which a director is a member, is so interested, such fact shall be disclosed, or shall have been known to the board of directors, or a majority thereof. Any director of the corporation who is also a director of or officer of or interested in such other corporation, or association, or who, or the firm of which he is a member, is so interested, may be counted in determining the existence of a quorum at any meeting of the board of directors of the corporation which shall authorize any such contract or transaction, and may vote thereat to authorize any such contract or transaction, with like force and effect as if he were not such director or officer of such other corporation or association or not so interested, or a member of a firm so interested.

(c) The board of directors of the corporation is hereby empowered to authorize the purchase by the corporation out of its surplus, at any such time or times and in such amounts as it shall deem advisable, shares of its own stock of any class, whether now or hereafter authorized, and securities convertible into shares of its own stock, whether now or hereafter authorized, at such price or prices as the board of directors shall deem to be the fair market value thereof; such purchase or purchases to be for the purpose of resale, reissue or retirement as the said board may determine.

(d) The corporation reserves the right, from time to time, to make any amendments of its charter which may now or hereafter be authorized by law, including any amendments changing the terms of any of its outstanding stock, by classification, reclassification, or otherwise; but no such amendment which changes the terms of any of the outstanding stock shall be valid, unless such changes in the terms thereof shall have been authorized by the holders of fifty-one per cent (51%) of the shares of such stock at the time outstanding, by a vote at a meeting, or in writing, with or without a meeting.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation, on this 28th day of December, 1966.

WITNESS:

Lucy Blackiston

Jean D. Haymaker (SEAL)
Jean D. Haymaker

Lucy Blackiston

David C. Bryan (SEAL)
David C. Bryan

Lucy Blackiston

Howard Wood (SEAL)
Howard Wood

STATE OF MARYLAND)
) TO WIT:
QUEEN ANNE'S COUNTY)

On this 28th day of December, 1966, before me, the subscriber, a Notary Public of the State of Maryland, in and for Queen Anne's County, aforesaid, personally appeared Jean D. Haymaker, David C. Bryan, and Howard Wood, satisfactorily proven to be the persons described in the foregoing Articles of Incorporation, and they each acknowledged that they executed the same in the capacity therein stated and for the purposes therein contained.

In witness whereof, I have hereunto set my hand and official seal.



Lucy Blackiston
Lucy Blackiston
Notary Public
My Commission Expires July 1, 1967.

ARTICLES OF INCORPORATION
OF
HEADLONG HALL FARMS, INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland December 29th 1966 at 8:30 o'clock A. M. as in conformity
with law and ordered recorded.

A 10102

Recorded in Liber 7576 , folio 207 ⁵ one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 10.00

To the clerk of the Circuit Court of Queen Anne's County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon,
has been received, approved and recorded by the State Department of Assessments and Taxation
of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

Charles W. Carl



STATE OF MARYLAND,
QUEEN ANNE'S COUNTY, SCT,
I HEREBY CERTIFY THAT
THIS Charter WAS
RECEIVED FOR RECORD THIS 17th
DAY OF Apr 1967 ES. 1945-6
AND RECORDED IN LIBER CWC-1
folio 510 Charter RECORD BOOK
FOR QUEEN ANNE'S COUNTY.
Charles W. Carl CLERK

RECEIVED FOR RECORD Apr. 17, 1967

KENT-QUEEN ANNE'S-TALBOT AREA COUNCIL, INC.

ARTICLES OF INCORPORATION

THIS IS TO CERTIFY:

FIRST: We, the undersigned, Robert C. Thompson, whose post office address is 8 East Goldsborough Street, Box 1048, Easton, Maryland; Roscoe Brown, Jr., whose post office address is 414 Trippe Avenue, Easton, Maryland, and William V. Riggs, whose post office address is Rt. 2, Centreville, Maryland, each being over twenty-one years of age, do hereby associate ourselves as incorporators with the intention of forming a corporation under and by virtue of the general laws of the State of Maryland.

SECOND: The name of the corporation (which is hereinafter called the Corporation) is

KENT-QUEEN ANNE'S-TALBOT AREA COUNCIL, INC.

THIRD: The purpose for which the Corporation is formed and the objects to be carried on and promoted by it are exclusively charitable and non-profit, including the following:

A. To provide encouragement, guidance and assistance to the people and the communities of Kent, Queen Anne's and Talbot Counties of the State of Maryland, in the mobilization of resources to combat poverty and to effect a permanent increase in the capacities of these individuals and groups within the community afflicted by poverty, so as to deal with their own problems without the need of further assistance, and to this end to support and coordinate activities, including among others, remedial reading, literacy courses, employment counseling, homemaker services, job development and training, consumer education, vocational rehabilitation and health service.

FOURTH: In order to carry out and further the charitable and non-profit purposes hereinabove set forth, the Corporation shall be vested with such powers granted to Corporations by the general laws of the State of Maryland, which are in furtherance of the exempt purposes of the Corporation, and do not include any such powers which would permit activities not to be permitted to be carried on by (a) by a corporation exempt from Federal income tax under Section 501 C 3 of the Internal Revenue Code of 1954, (or the corresponding provision of any future United States Internal Revenue law), or (b) by a corporation, contributions to which are deductible under Section 170 C 2 of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Code). The Corporation shall have the power to purchase or hold, lease, convey, mortgage or otherwise acquire or dispose of all kinds of property for use in connection with any such purposes and objects, or as an investment

Kent-Queen Anne's-Talbot Area Council, Inc. 90808 Centreville, Md. Original delivered to: 12-4-74

PK 12/74

of the corporation. The corporation shall also have the power to collect and receive voluntary contributions by gift, devise or bequest from time to time, from such persons, associations or other corporations as may be willing to make the same, and to apply all the monies, securities, real estate or other property so received and the income therefrom, exclusively for the aforesaid purposes and objects. Such purposes and objects may be accomplished by using and applying such property directly for said purposes and objects, or by making gifts to or for the use and benefit of corporations organized and operated exclusively for the purposes aforesaid, or for any of them; provided, however, that no part of the net earnings of such other corporations shall inure to the benefit of any private member, shareholder or any individual having a personal or private interest in its activities, and provided further that no part of such net earnings is or shall be used in carrying on propaganda or otherwise attempting to influence legislation or for any political purpose whatsoever.

The foregoing enumeration of powers, purposes and objects is made in furtherance and not in limitation of the powers conferred upon the Corporation by law, and is not intended by mention of any particular object or business in any manner to limit or restrict the generality of any other purposes, objects or business mentioned, or to limit or restrict any of the powers of the corporation.

FIFTH: The post office address of the principal office of the corporation in this State is County Office Building, North Commerce Street, Centreville, Maryland. The name and post office address of the resident agent of the corporation in this State is William V. Riggs, Rt. 2, Centreville, Maryland. Said resident agent is an individual actually residing in this State.

SIXTH: The Corporation shall not be authorized to issue any capital stock whatsoever.

SEVENTH: The Corporation is not organized for profit and no part of the net earnings of the corporation shall at any time or in any manner inure to the benefit of any member, trustee or officer of the corporation or of any other individual, except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes. The corporation shall not promote in any way, either directly or indirectly, the private interest of any member, trustee or other individual.

EIGHTH: The Corporation may have three (3) directors, which number may be increased or decreased pursuant to the bylaws of the corporation, but shall never be less than three and the names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are:

Robert C. Thompson, whose post office address is 8 East Goldsborough Street, Box 1048, Easton, Maryland.

Roscoe Brown, Jr., whose post office address is 414
Trippe Avenue, Easton, Maryland.

William V. Riggs, whose post office address is Rt. 2,
Centreville, Maryland.

NINTH: Upon the dissolution of the Corporation, the Board
of Directors shall, after paying or making provision for the
payment of all the liabilities of the Corporation, dispose of all
the assets of the corporation exclusively for the purposes of the
corporation and in such manner or to such organization or organiza-
tions organized and operating exclusively for the purposes for which
the corporation itself is organized as shall at the time qualify
as an exempt organization or organizations under Section 501 C 3
of the Internal Revenue Code of 1954 (or the corresponding provision
of any future United States Internal Revenue law), as the Board of
Directors shall determine.

IN WITNESS WHEREOF, We have signed these Articles of Incorpora-
tion on this 12th day of December, 1966.

Witness:

Chetan M. Cansel

AS TO

Robert C. Thompson
Robert C. Thompson

Chetan M. Cansel

AS TO

Roscoe Brown, Jr.
Roscoe Brown, Jr.

Chetan M. Cansel

AS TO

William V. Riggs
William V. Riggs

STATE OF MARYLAND,

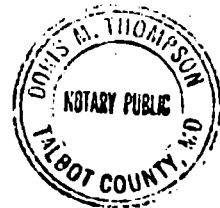
COUNTY, TO WIT:

I HEREBY CERTIFY, That on this 12th day of December, 1966,
before me, the subscriber, a Notary Public of the State and County
aforesaid, personally appeared Robert C. Thompson, Roscoe Brown, Jr.
and William V. Riggs, known to me (or satisfactorily proven) to be the
persons whose names are subscribed to the within instrument and
acknowledged that they executed the same for the purposes therein con-
tained.

WITNESS my hand and Notarial Seal, the day and year last above
written.

Doris M. Thompson
Notary Public

DORIS M. THOMPSON, Notary Public
My Commission Expires July 1, 1967



LIBER

1 PAGE 517

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ARTICLES OF INCORPORATION,
OF
KENT-QUEEN ANNE'S-TALBOT AREA COUNCIL, INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland December 19, 1966 at 8:30 o'clock A.M. as in conformity
with law and ordered recorded.

A 9922

Recorded in Liber 7574, folio 292 ⁴ one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$20.00.....Recording fee paid \$ 10.00.....

To the clerk of the Circuit Court of Queen Annes County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon,
has been received, approved and recorded by the State Department of Assessments and Taxation
of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

Charles W. Cal



STATE OF MARYLAND,
QUEEN ANNE'S COUNTY, SCT.
I HEREBY CERTIFY THAT
THIS Charter WAS
RECEIVED FOR RECORD THIS 17th
DAY OF Apr. 1967 RS. 19456
AND RECORDED IN LIBER CWC-1
folio Charter RECORD BOOK
FOR QUEEN ANNE'S COUNTY.
Charles W. Cal CLERK

NS

RECEIVED FOR RECORD Apr. 17, 1967,

ARTICLES OF INCORPORATION
OF
YAC CORPORATION, INC.

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Robert T. Yates, Sydney G. Ashley and J. Thomas Clark, whose post office addresses are all Centreville, Maryland 21617, all being of full legal age, do under and by virtue of the General Laws of the State of Maryland, authorizing the formation of corporations, associate ourselves with the intention of forming a corporation.

SECOND: That the name of corporation (which is hereafter called the "Corporation"), is:

"YAC CORPORATION, INC."

THIRD: That the purpose for which the corporation is formed and the business or objects to be carried on and promoted by it are as follows:

(a) To own and operate or both, as the general nature of its business, taverns, restaurants and billiards and all matters incident thereto.

(b) To own, conduct, operate, maintain and carry on the business of tavern, restaurant and billiards, and to sell and dispense foods, beverages and liquids of all kinds, to produce, present, conduct, manage and otherwise furnish such entertainment as the corporation may from time to time think fit, and to do any and all things necessary and pertinent to said business.

(c) To purchase, build, lease or otherwise acquire land and buildings, in order to conduct and operate the above enumerated businesses and to convey, mortgage, pledge, transfer or otherwise acquire or dispose of land, buildings and other structures and all other property, both real and personal, of every kind and description, or any interest therein necessary or desirable for the carrying on of the business of the corporation.

(d) To carry on any other business which may seem to the corporation to be necessary or advantageous, either directly or indirectly to carry out the aforesaid objects or any of them.

(e) To purchase, acquire, hold, improve, sell, convey, assign, release, mortgage, incumber, lease, hire and deal in real and personal property of every name and nature.

FOURTH: The post office address of the principal office of the corporation in this State is Centreville, Queen Anne's County, Maryland 21617. The name of the resident agent of the corporation in this State is Betty M. Comegys, whose post office address is Centreville, Queen Anne's County, Maryland 21617. Said resident agent is a citizen agent of the State of Maryland and actually resides therein.

FIFTH: The number of directors of the Corporation shall be three (3) which number may be increased, or decreased, pursuant to the by-laws of the Corporation, but shall never be less than three (3) nor more than nine (9); or until their successors are duly chosen and qualify, are Robert T. Yates, Sydney G. Ashley and J. Thomas Clark.

SIXTH: The total number of shares which the Corporation has authority to issue is one thousand (1,000) shares, with par value of Ten (\$10.00) Dollars per share, all of one class and designated common stock.

SEVENTH: The Board of Directors are expressly authorized to make, alter, amend and rescind the by-laws of the Corporation, to fix the amount to be reserved as working capital, to authorize and cause to be executed mortgages and liens upon the real and personal property of the corporation.

EIGHTH: The signers of the Articles of Incorporation, being Directors, shall have the direction of the affairs and of the organization of the corporation, and may hold meeting or meetings in person or by proxy, and at such meeting or meetings elect directors and take such steps as are proper to obtain the necessary subscriptions to the stock and to perfect the organization of the corporation.

IN WITNESS WHERE, we have signed the Articles of Incorporation on this 7th day of January, 1967.

WITNESS:

| | |
|------------------------|--|
| <u>Betty M. Conroy</u> | <u>Robert T. Yates</u> (SEAL) Robert T. Yates |
| <u>Betty M. Conroy</u> | <u>Sydney G. Ashley</u> (SEAL) Sydney G. Ashley |
| <u>Betty M. Conroy</u> | <u>J. Thomas Clark</u> (SEAL) J. Thomas Clark |

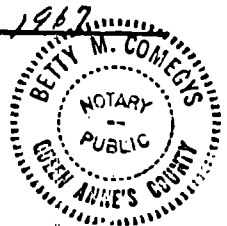
STATE OF MARYLAND, QUEEN ANNE'S COUNTY, to wit:

I HEREBY CERTIFY, that on this 7th day of January, 1967, before me, the subscriber, a Notary Public of the State of Maryland, in and for County aforesaid, personally appeared Robert T. Yates, Sydney G. Ashley and J. Thomas Clark, and severally acknowledged the foregoing Articles of Incorporation to be their acts.

WITNESS my hand and Notarial Seal, the day and year last above written.

Betty M. Conroy
Notary Public

My Commission expires: July 1, 1967



ARTICLES OF INCORPORATION
OF
YAC CORPORATION, INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland January 23, 1967 at 8:30 o'clock A. M. as in conformity
with law and ordered recorded.

A 10480

Recorded in Liber 7580, folio 74, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 10.00

To the clerk of the Circuit Court of Queen Anne's County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon,
has been received, approved and recorded by the State Department of Assessments and Taxation
of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

Charles W. Carls

STATE OF MARYLAND,
QUEEN ANNE'S COUNTY, SCT.
I HEREBY CERTIFY THAT
THIS *Charter* WAS
RECEIVED FOR RECORD THIS *12th*
DAY OF *Apr* 1967 RE *19456*
AND RECORDED IN LIBER *awc-1*
Page 519 RECORD BOOK
FOR QUEEN ANNE'S COUNTY.
Charles W. Carls CLERK



LIBER 1 PAGE 521

73.

5-15-69 Original delivered to Robert R. Lewis Jr. atty

LIBER

1 PAGE 522

RECEIVED FOR RECORD Apr. 17, 1967.

CAMP CORSICA, INC.

ARTICLES OF AMENDMENT

Camp Corsica, Inc., a Maryland corporation having its principal office at Centreville, Maryland, hereinafter called the "Corporation" hereby certifies to the State Department of Assessments and Taxation:

FIRST: That the Articles of Incorporation of the corporation are hereby amended as follows:

A. By the addition of the following Articles EIGHTH, NINTH, TENTH and ELEVENTH:

EIGHTH: The Corporation shall not:

1. devote more than an insubstantial part of its activities in attempting to influence legislation by propaganda or otherwise; or

2. directly or indirectly participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of or in opposition to any candidate for public office; or

3. have objectives nor engage in activities which would characterize it as an "action" organization, as defined in Paragraph (c)(3) of Treasury Regulations, Section 1.501(c)(3); or

4. engage, otherwise than as an insubstantial part of its activities, in activities which in themselves are not in furtherance of one or more of the exempt purposes set forth above; or

5. accumulate income during any taxable year unreasonably in amount or duration in order to carry out its exempt purposes; or

6. use its income or assets in a substantial degree for purposes or functions other than its exempt purposes; or

7. invest its assets in such a manner as to jeopardize the carrying out of its exempt purposes.

NINTH: The Corporation shall not enter into any of the following prohibited transactions:

1. Lend any part of its income or corpus, without the receipt of adequate security and a reasonable rate of interest, to;

2. Pay any compensation, in excess of a reasonable allowance for salaries or other compensation for personal services actually rendered, to;

3. Make any part of its services available on a preferential basis to;

4. Make any substantial purchase of securities or any other property, for more than adequate consideration in money or money's worth, from;

5. Sell any substantial part of its securities or other property, for less than an adequate consideration in money or money's worth, to; or

6. Engage in any other transaction which results in a substantial diversion of its income or corpus to; a director; a person who has made a substantial contribution to the Corporation; a member of the family of either; or a corporation controlled by either.

TENTH: No part of the Corporation's principal shall inure to the private benefit of any individual.

ELEVENTH: In the event of dissolution of the corporation, either voluntary or involuntary, all of the net assets after the payment of all liabilities and expenses of dissolution shall be distributed to such charitable institutions as shall be determined by the then acting Board of Directors, provided that each such charitable institution shall be created or organized in the United States and such that the contributions will be used within the United States of America and only such as themselves qualify under Section 501 (c) (3) of the 1954 Internal Revenue Code as the same may be amended from time to time.

SECOND: The amendments to the charter of the Corporation hereinabove made were approved by two of the three members and two of the three directors (who are the same individuals) at a meeting duly convened (after waiver of notice was given by all three members and directors) and held on December 30, 1966, and there are no shares of stock of the corporation entitled to vote thereon either outstanding or subscribed for, the corporation being a non-stock corporation.

IN WITNESS WHEREOF, Camp Corsica, Inc., has caused these presents to be signed in its name and on its behalf by its President and its corporate seal to be hereunto affixed and attested by its Secretary on December 30, 1966.

TEST:

CAMP CORSICA, INC.

Lucy Blackstone

By:

Harry S. Duffey, Jr.

Harry S. Duffey, Jr., President



ATTEST (as to corporate seal):

Lois S. Duffey
Lois S. Duffey, Secretary

LIBER

1 PAGE 523

LIBER

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STATE OF MARYLAND)
) TO WIT:
QUEEN ANNE'S COUNTY)

I hereby certify that on December 30, 1966, before me, the subscriber, a Notary Public of the State of Maryland, in and for Queen Anne's County, personally appeared Harry J. Duffey, Jr., President of Camp Corsica, Inc., a Maryland corporation, and in its name and on its behalf acknowledged the foregoing Articles of Amendment to be the corporate act of said Corporation; and at the same time personally appeared Lois S. Duffey, who made oath in due form of law that she was Secretary of the meeting of the members and Board of Directors of said Corporation at which the amendment of the Articles of Incorporation of the Corporation herein set forth was approved and authorized and that the matters and facts set forth in said amendments are true to the best of her knowledge, information and belief.

Witness my hand and notarial seal this day and year first above written.



Lucy Blackiston
Notary Public
My Commission Expires July 1, 1967.

ARTICLES OF AMENDMENT

OF

CAMP CORSICA, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland January 3, 1967 at 8:30 o'clock A.M. as in conformity with law and ordered recorded.

A 10184

Recorded in Liber 7577, folio 47, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ Recording fee paid \$ 10.00

To the clerk of the Circuit Court of Queen Anne's County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon, has been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

Charles W. Cecil

STATE OF MARYLAND,
QUEEN ANNE'S COUNTY, SOY.
I HEREBY CERTIFY THAT
THIS *Amendment* WAS
RECEIVED FOR RECORD THIS *17.72*
DAY OF *Apr.* 1967. RE *19456*
AND RECORDED IN LIBER *awc-1*
Vol. 522 Charles RECORD BOOK
FOR QUEEN ANNE'S COUNTY
Charles W. Cecil CLERK



LIBER 1 PAGE 325

kk

RECEIVED FOR RECORD April 17, 1967.KENTMORR DEVELOPMENT CO., INC.ARTICLES OF SALE

Kentmorr Development Co., Inc., a Maryland Corporation, having its principal office at No. 6414 20th Avenue, Green Meadows, Hyattsville, Maryland (hereinafter referred to as the Corporation), hereby certifies to the State Department of Assessments and Taxation of Maryland as follows, to wit:

1. The Corporation, as transferor, has agreed to sell, transfer and convey substantially all of its property and assets, consisting of a marina, restaurant, ship supply store, slips, piers, bulkheads, and a residential lot subdivision, all known as Kentmorr Air Park, located in Queen Anne's County, Maryland, with the improvements thereon and certain tangible personal property used in connection therewith.

2. The name and post office address of the transferee named in the deed is as follows: Kentmorr Marina, Inc., Stevensville, Queen Anne's County, Maryland.

3. Kentmorr Development Co., Inc., is a body corporate of the State of Maryland and Kentmorr Marina, Inc., is likewise a body corporate of the State of Maryland.

4. The transferee, Kentmorr Marina, Inc., is the sole owner of all the corporate stock of Kentmorr Development Co., Inc., and there is no consideration for the property and assets of the Corporation BEING transferred to Kentmorr Marina, Inc.

5. The principal office of Kentmorr Development Co., Inc., is No. 6414 20th Avenue, Green Meadows, Hyattsville, Maryland. The principal office of Kentmorr Marina, Inc., is Stevensville, Queen Anne's County, Maryland. The property owned by Kentmorr Development Co. Inc., to Kentmorr Marina, Inc., is located in Queen Anne's County, Maryland, the title to which will be effected by recording a deed of conveyance among the Land Records of Queen Anne's County, Maryland.

6. The transferee is a corporation duly incorporated under the Laws of the State of Maryland.

7. These Articles of Sale were duly advised by the Board of Directors of Kentmorr Development Co., Inc., and approved by the stockholders of said Corporation in the manner and by the vote required by Article 23 of the Annotated Code of Maryland and by the charter of the said Corporation.

8. The aforesaid sale was duly advised by the Board of Directors of Kentmorr Marina, Inc., and approved by the stockholders of said Corporation in the manner and by the vote required by Article 23 of the Annotated Code of Maryland and by the charter of said Corporation.

9. The sale and transfer of the real property referred to herein will be evidenced by a deed from Kentmorr Development Co., Inc., to Kentmorr Marina, Inc., which is intended to be recorded among the Land Records of Queen Anne's County, Maryland.

IN WITNESS WHEREOF Kentmorr Development Co., Inc., has caused these presents to be signed in its name and on its behalf by its president and its corporate seal to be hereunto affixed by its secretary.

IN WITNESS WHEREOF Kentmorr Marina, Inc., has caused these presents to be signed in its name and on its behalf by its president and its corporate seal to be hereunto affixed by its secretary.

Dated: December 29, 1966.

KENTMORR DEVELOPMENT CO., INC.

BY: John E. Pepe
John E. Pepe, President

(Place corporate seal here)



ATTEST:

Bernadette H. Fialkowski
Bernadette H. Fialkowski, Secretary

KENTMORR MARINA, INC.

BY: John E. Pepe
John E. Pepe, President

(Place corporate seal here)

ATTEST:

Bernadette H. Fialkowski
Bernadette H. Fialkowski, Secretary



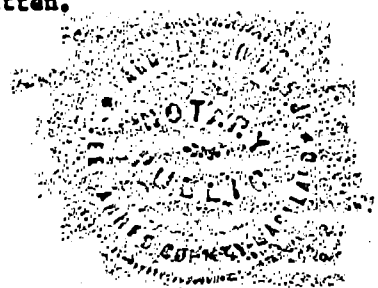
STATE OF MARYLAND

to wit:

COUNTY OF QUEEN ANNE'S

I HEREBY CERTIFY, that on this 29 day of December, 1966, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County of Queen Anne's ~~County~~, personally appeared John E. Pepe, who acknowledged himself to be the President of Kentmorr Development Co., Inc., a body corporate of the State of Maryland and that he as such President, being authorized so to do, executed the foregoing Articles of Sale for the purposes therein contained, and at the same time also personally appeared John E. Pepe, who acknowledged himself to be the President of Kentmorr Marina, Inc., a body corporate of the State of Maryland and that he as such President, being authorized so to do, executed the foregoing Articles of Sale for the purposes therein contained.

AS WITNESS MY hand and Notarial Seal, the day and year last above written.



Richard A. Rowner, Jr.
NOTARY PUBLIC

My Commission Expires: July 1, 1967

LIBER

1 PAGE 527

STATE OF MARYLAND

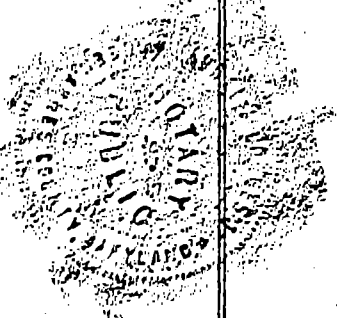
to wit:

COUNTY OF QUEEN ANNE'S

I HEREBY CERTIFY, that on this 29th day of January, 1967, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County aforesaid, personally appeared, Bernadette H. Fialkowski, secretary of Kentmorr Development Co., Inc., a body corporate of the State of Maryland, and made oath in due form of law that the matters and facts set forth in the foregoing Articles of Sale with respect to the authorization and approval of the stockholders and board of directors of said corporation are true and correct to the best of her knowledge, information and belief; and at the same time did also personally appear Bernadette H. Fialkowski, secretary of Kentmorr Marina, Inc., a body corporate of the State of Maryland, and made oath in due form of law that the matters and facts set forth in the foregoing Articles of Sale with respect to the authorization and approval of the stockholders and board of directors of said corporation are true and correct to the best of her knowledge, information and belief;

AS WITNESS my hand and Notarial Seal.

Michael A. Downer J
NOTARY PUBLIC



ARTICLES OF SALE

OF

KENTMORR DEVELOPMENT CO., INC.

Transferor (Md. corp.)

to

KENTMORR MARINA, INC.

Transferee (Md. corp.)

approved and received for record by the State Department of Assessments and Taxation
of Maryland January 19, 1967 at 8:30 o'clock A. M. as in conformity
with law and ordered recorded.

A 10437

Recorded in Liber 7579, folio 355 ⁴ one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

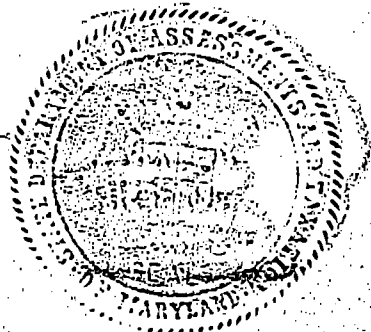
Bonus tax paid \$ Recording fee paid \$ 10.00
 2.00 Certif. Land Record Office Queen Anne's Co.
 \$ 12.00 Total

To the clerk of the Circuit Court of Queen Anne's County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon, has been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

Charles F. Bowers



STATE OF MARYLAND,
 QUEEN ANNE'S COUNTY, SCT.
 I HEREBY CERTIFY THAT
 THIS *Article of Sale* WAS
 RECEIVED FOR RECORD THIS *17th*
 DAY OF *Apr.* 19*67* A.D. *1945*
 AND RECORDED IN LIBER *Q.A.C. - 1*
John Charles RECORD BOOK
 FOR QUEEN ANNE'S COUNTY
Charles W. Cecil CLERK

J.Y.

RECEIVED FOR RECORD May 31, 1962

ARTICLES OF INCORPORATION
OF
MARYLAND ENVELOPE CORPORATION

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, T. HUGHLETT HENRY, JR.,
WILLIAM H. ADKINS, II and WALLER S. HAIRSTON, each of whose
post office address is National Bank Building, Easton, Maryland
21601, and all being of full legal age, do under and by virtue
of the general laws of the State of Maryland authorizing the
formation of corporations, associate ourselves with the intention
of forming a corporation.

SECOND: The name of the corporation is:

MARYLAND ENVELOPE CORPORATION

THIRD: The nature of the business and the objects and pur-
poses proposed to be transacted, promoted and carried on, are to
do any and/or all of the things herein mentioned as fully and to
the same extent as natural persons might or could, and in any
part of the world, as principal, agent, contractor, trustee or
otherwise, and either alone or in company with others, namely:

(a) To carry on and conduct the business of printing
and publishing of envelopes, books, magazines, newspapers,
periodicals and other printed matter.

(b) To engage in job printing and the reproduction and/
or publication of documents, maps, letterheadings and designs,
or other materials by photostating, mimeographing, off-set printing,
and any other process.

HENRY, HENRY & ADKINS
ATTORNEYS AT LAW
EASTON, MARYLAND

LIBER

1 PAGE 531

(c) To engage in the purchase, sale and distribution, whether retail or wholesale, of paper, paper goods, stationery, inks, stationery supplies and related products.

(d) To acquire real and personal property of all kinds for cash, or partly for cash, or for securities of the corporation; to acquire by purchase or otherwise real estate, property rights, business, goodwill, franchises, patents and assets of every kind of any corporation carrying on, in whole or in part, the aforesaid business or any other business, in whole or in part, that the corporation may be authorized to carry on.

(e) To borrow money, and to issue therefor promissory notes and/or debentures, and to give as security for its indebtedness mortgages, pledges, or other liens upon the corporate assets or other property.

(f) To establish, maintain and operate offices and agencies and to conduct its business in the State of Maryland and elsewhere, including states and territories of the United States and foreign countries.

(g) To do any and all things necessary or desirable or which may be appropriate to promote and attain the objects and purposes herein above enumerated.

(h) The foregoing enumeration of the purposes, objects, powers and business of the corporation is made in furtherance, and not in limitation, of the powers conferred on the corporation by law, and is not intended, by the mention of any particular purpose, object, power or business, in any manner, to limit or restrict the generality of any other purpose, object, power or business mentioned, or to limit or restrict any of the powers of the corporation. The corporation is formed upon the articles, conditions and provisions herein expressed, and subject in all

particulars to the limitations relative to corporations which are contained in the general laws of this state.

FOURTH: The post office address of the principal office of the corporation in this state is Centreville, Queen Anne's County, Maryland. The name and post office address of the Resident Agent in this state are Arthur H. Kudner, Jr., Grasonville, Maryland. Said Resident Agent is an individual and actually resides in the State of Maryland.

FIFTH: The total number of shares of stock which the corporation has authority to issue is One Thousand (1,000) shares, having a par value of Five Hundred Dollars (\$500.00) each, all of which shares are of one class and are designated common stock.

SIXTH: The number of directors of the corporation shall be three (3), which number may be increased or decreased, pursuant to the Bylaws of the corporation, but shall never be less than three (3). The names of the directors who shall act until the first annual meeting, or until their successors are duly chosen and qualified, are: ARTHUR H. KUDNER, JR., PRUDENCE W. KUDNER and WILLIAM H. ADKINS, II.

SEVENTH: In addition to, and not in limitation of, such powers as may be conferred upon the directors of the corporation by law or by these articles, the Board of Directors of the corporation is hereby empowered:

(a) To authorize the issuance, from time to time, of shares of its stock of any class, whether now or hereafter authorized, and of securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such considerations as said Board of Directors may deem advisable, subject to such limitations, if any, as may be set forth in the Bylaws of the corporation.

HENRY, HENRY & ADKINS
ATTORNEYS AT LAW
SAITON, MARYLAND

(b) To authorize the purchase by the corporation out of its surplus, at such time or times, in such amounts as said board may deem advisable, shares of its own stock of any class, whether now or hereafter authorized, and securities convertible into shares of its own stock, whether now or hereafter authorized, at such price or prices as the board shall deem to be the fair market value thereof; such purchase or purchases to be for the purpose of resale, reissue or retirement, as said board may determine.

EIGHTH: No contract or other transaction between this corporation and any other person, corporation or firm, and no act of this corporation shall in any way be affected or invalidated by the fact that any director or officer of this corporation is pecuniarily interested in such contract or transaction or is a director, officer or member of such other corporation or firm; provided that the fact of such interest, office or membership shall be disclosed and shall have been made to the Board of Directors prior to any vote with respect to such contract or transaction. In the event of such disclosure, a director who is so interested, or who holds such office or membership, may be counted in determining the existence of a quorum at a meeting of the Board of Directors, and may vote thereat to authorize any such contract or transaction.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on the 26th day of January, 1967.

WITNESS: (As to all)

 (SEAL)
T. Hughlett Henry, Jr.

 (SEAL)
William H. Adkins, II


Frances A. N. Pippin

 (SEAL)
Waller S. Hairston

HENRY, HENRY & ADKINS
ATTORNEYS AT LAW
EASTON, MARYLAND

STATE OF MARYLAND, COUNTY OF TALBOT, to wit:

I HEREBY CERTIFY, that on this 26th day of January, 1967,
before me, the subscriber, a Notary Public of the State of
Maryland, in and for Caroline County, personally appeared
T. HUGHLETT HENRY, JR., WILLIAM H. ADKINS, II and WALLER S.
HAIRSTON, and severally acknowledged the foregoing Articles of
Incorporation to be their act.

WITNESS my hand and notarial seal the day and year last
above written.

Francis A. N. Peppin
Notary Public



My Commission Expires: 7/1/67

HENRY, HENRY & ADKINS
ATTORNEYS AT LAW
EASTON, MARYLAND

-5-

LIBER 1 PAGE 535

LIBER **1** PAGE **536**
ARTICLES OF INCORPORATION
OF
MARYLAND ENVELOPE CORPORATION

approved and received for record by the State Department of Assessments and Taxation
of Maryland January 27, 1967 at 8:30 o'clock A. M. as in conformity
with law and ordered recorded.

A. 10539

Recorded in Liber 7580 folio 465 ⁶ one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

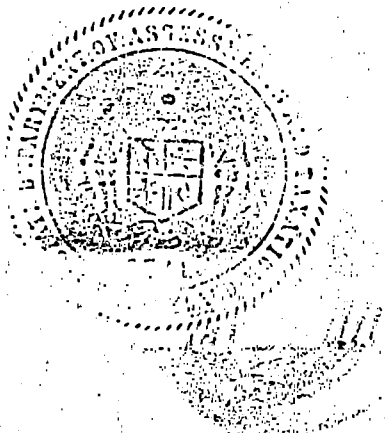
Bonus tax paid \$ 100.00 Recording fee paid \$ 10.00

To the clerk of the Circuit Court of Queen Anne's County, Md.

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon,
has been received, approved and recorded by the State Department of Assessments and Taxation
of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

Charles W. Clegg



STATE OF MARYLAND,
QUEEN ANNE'S COUNTY, SCT,
I HEREBY CERTIFY THAT
THIS Charter WAS
RECEIVED FOR RECORD THIS 21st
DAY OF May 1967. RE. 29121
AND RECORDED IN LIBER W.C. 1
file 531 RECORDED BOOK
FOR QUEEN ANNE'S COUNTY.
Charles W. Clegg CLERK

RECEIVED FOR RECORD May 31, 1967

ARTICLES OF INCORPORATION
OF
MILLINGTON LOGGING COMPANY

* * * * *

FIRST: WE, THE UNDERSIGNED, EVELYNE R. VALENTINE, WALTER J. WIECHEC and MILTON D. VALENTINE, the post-office address of all of whom is No. 348 So. Main Street, Pleasantville, New Jersey 08232, each being at least twenty-one years of age, do under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations, associate ourselves as incorporators with the intention of forming a corporation.

SECOND: The name of the corporation is
MILLINGTON LOGGING COMPANY.

THIRD: The purposes for which the corporation is formed are:

To engage in and transact a lumber and logging business in any and all its branches; to buy or otherwise acquire and sell or otherwise dispose of and in any manner deal in and with trees, logs and lumber of every kind.

To purchase or otherwise acquire, take on lease or under agreement, let, pledge, mortgage, sell or otherwise dispose of timber lands and wood lands and other real estate.

To purchase or otherwise acquire, to lease, sell or otherwise dispose of timber and mineral rights.

To import, export, manufacture, produce, buy, sell and otherwise deal in and with, goods, wares and merchandise of every class and description.

LIBER

1 PAGE 537

- 2 -

To engage in and carry on any other business which may conveniently be conducted in conjunction with any of the business of the corporation.

To acquire all or any part of the good will, rights, property and business of any person, firm, association or corporation heretofore or hereafter engaged in any business similar to any business which the corporation has the power to conduct, and to hold, utilize, enjoy and in any manner dispose of the whole or any part of the rights, property and business so acquired, and to assume in connection therewith any liabilities of any such person, firm, association or corporation.

To apply for, obtain, purchase or otherwise acquire, any patents, copyrights, licenses, trade-marks, trade names, rights, processes, formulas, and the like, which may seem capable of being used for any of the purposes of the corporation; and to use, exercise, develop, grant licenses in respect of, sell and otherwise turn to account, the same.

To acquire by purchase, subscription or in any other manner, take, receive, hold, use, employ, sell, assign, transfer, exchange, pledge, mortgage, lease, dispose of and otherwise deal in and with, any shares of stock, shares, bonds, debentures, notes, mortgages or other obligations, and any certificates, receipts, warrants or other instruments evidencing rights or options to receive, purchase or subscribe for the same or representing any other rights or interests therein or in any property or assets, issued or created by any persons, firms, associations, corporations, syndicates, or by any governments or subdivisions thereof; and to possess and exercise in respect thereof any and all the rights, powers and privileges of individual holders.

To aid in any manner any person, firm, association, corporation or syndicate, of which any shares, bonds, debentures,

notes, mortgages or other obligations, or any certificates, receipts, warrants or other instruments evidencing rights or options to receive, purchase or subscribe for the same, or representing any other rights or interests therein, are held by or for this corporation, or in the welfare of which this corporation shall have any interest, and to do any acts or things designed to protect, preserve, improve and enhance the value of any such property or interest, or any other property of this corporation.

To guarantee the payment of dividends upon any shares of stock or shares in, or the performance of any contract by, any other corporation or association in which this corporation has an interest, and to endorse or otherwise guarantee the payment of the principal and interest, or either, of any bonds, debentures, notes or other evidences of indebtedness created or issued by any such other corporation or association.

To carry out all or any part of the foregoing objects as principal, factor, agent, contractor, or otherwise, either alone or through or in conjunction with any person, firm, association, or corporation, and, in carrying on its business and for the purpose of attaining or furthering any of its objects and purposes, to make and perform any contracts and to do any acts and things, and to exercise any powers suitable, convenient or proper for the accomplishment of any of the objects and purposes herein enumerated or incidental to the powers herein specified, or which at any time may appear conducive to or expedient for the accomplishment of any of such objects and purposes.

To carry out all or any part of the aforesaid objects and purposes, and to conduct its business in all or any of its branches, in any or all states, territories, districts and pos-

sessions of the United States of America and in foreign countries; and to maintain offices and agencies in any or all states, territories, districts and possessions of the United States of America and in foreign countries.

The foregoing objects and purposes shall, except when otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause of this or any other article of these articles of incorporation or of any amendment thereto, and shall each be regarded as independent, and construed as powers as well as objects and purposes.

The corporation shall be authorized to exercise and enjoy all of the powers, rights and privileges granted to, or conferred upon, corporations of a similar character by the General Laws of the State of Maryland now or hereafter in force, and the enumeration of the foregoing powers shall not be deemed to exclude any powers, rights or privileges so granted or conferred.

FOURTH: The post-office address of the principal office of the corporation in this State is Route 544, Millington, Maryland. The name of the resident agent of the corporation in this State is Roscoe E. Fulmore and the post-office address of the resident agent is Route 544, Millington, Maryland.

FIFTH: The total number of shares of stock which the corporation shall have authority to issue is ten thousand (10,000) shares, all of one class, of the par value of Ten Dollars (\$10.00) each, and of the aggregate par value of One Hundred Thousand Dollars (\$100,000.00).

SIXTH: The number of directors of the corporation shall be four (4), which number may be increased or decreased pursuant to the by-laws of the corporation and shall never be less than three (3). The names of the directors who shall act

*Duncan
Lynnes
Co.*

until the first annual meeting or until their successors are duly chosen and qualify are: ROSCOE E. FULMORE, ARTHUR HANDLER, IRVING GOLDBERG and BENJAMIN HERSHKOWITZ.

SEVENTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the corporation and of the directors and stockholders:

The board of directors of the corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class or classes, whether now or hereafter authorized.

No holder of shares of stock of any class shall be entitled as a matter of right to subscribe for or purchase or receive any part of any new or additional issue of shares of stock of any class or of securities convertible into shares of stock of any class, whether now or hereafter authorized or whether issued for money, for a consideration other than money or by way of dividend.

The corporation reserves the right from time to time to make any amendment of its charter, now or hereafter authorized by law, including any amendment which alters the contract rights, as expressly set forth in its charter, of any outstanding stock.

EIGHTH: The duration of the corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these articles of incorporation on January 26th, 1967.

Evelyn R. Valentine
Evelyn R. Valentine

Walter J. Wiechec
Walter J. Wiechec

Milton D. Valentine
Milton D. Valentine

WITNESS:

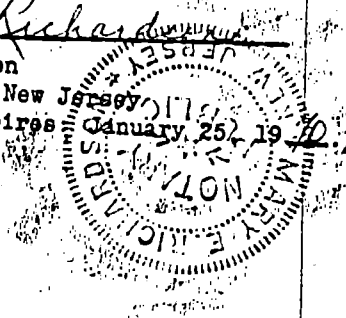
Mary E. Richardson
Mary E. Richardson

STATE OF NEW JERSEY)
)
COUNTY OF ATLANTIC) ss.

I HEREBY CERTIFY that on January 26th, 1967, before me, the subscriber, a notary public of the State of New Jersey, personally appeared EVELYNE R. VALENTINE, WALTER J. WIECHEC and MILTON D. VALENTINE and severally acknowledged the foregoing articles of incorporation to be their act.

WITNESS my hand and notarial seal the day and year last above written.

Mary E. Richardson
Mary E. Richardson
Notary Public of New Jersey
My Commission Expires January 25, 1968



ARTICLES OF INCORPORATION
OF
MILLINGTON LOGGING COMPANY

approved and received for record by the State Department of Assessments and Taxation
of Maryland February 8, 1967 at 8:30 o'clock A. M. as in conformity
with law and ordered recorded.

A 10738

Recorded in Liber 7583, folio 52, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 12.00

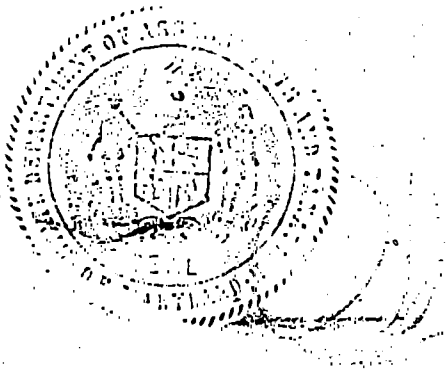
To the clerk of the Circuit Court of Queen Annes County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon,
has been received, approved and recorded by the State Department of Assessments and Taxation
of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

Charles J. Bartgis

STATE OF MARYLAND,
QUEEN ANNES COUNTY, SCT,
I HEREBY CERTIFY THAT
THIS Charter WAS
RECEIVED FOR RECORD THIS 31st
DAY May 1967 RE 20101
AND RECORDED IN LIBER CWC-1
John 537 RECORDED BOOK
FOR QUEEN ANNES COUNTY
Charles W. Coaf CLERK



LIBER

1 PAGE 543

RECEIVED FOR RECORD May 31, 1967

ARTICLES OF INCORPORATION

OF

QUEEN ANNE'S DEVELOPMENT COMPANY

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, A. SYDNEY GADD, Jr., whose post office address is Centreville, Maryland; WILLIAM A. HARDY, Sr., whose post office address is Centreville, Maryland; and JOHN W. SAUSE, Jr., whose post office address is Centreville, Maryland; all being at least twenty-one (21) years of age, do, under and by virtue of the Public General Laws of the State of Maryland authorizing the formation of corporations, associate ourselves with the intention of forming a corporation by the execution and filing of these Articles.

SECOND: That the name of the corporation (which is hereinafter called the "Corporation") is:

QUEEN ANNE'S DEVELOPMENT COMPANY.

THIRD: The purposes for which the Corporation is formed are as follows:

A. To further the economic development and prosperity of Queen Anne's County, Maryland; to promote and assist the location, rehabilitation, growth, and development of business concerns (including commercial, industrial, recreational or agricultural concerns) within said County; and otherwise to benefit the Queen Anne's County community through such programs and projects as will increase employment, payroll, business volume, and other economic factors

within said community.

B. To cooperate with and assist public or private corporations, institutions or organizations and agencies of the State, federal or local government concerned with the purposes contained in Paragraph A hereof, such cooperation to include, but not be limited to, borrowing from such corporations, institutions, organizations, and agencies or participating with them in the making of loans to such business concerns.

C. The enumeration of purposes in Paragraphs D through I are in furtherance of and subordinate to the primary purpose of the Corporation as expressed in Paragraph A. In addition, it is the declared purpose and policy of the Corporation that monetary profits or other benefits which flow to the stockholders of the Corporation are merely incidental to such primary purpose.

D. To loan or advance money, with security but without limit as to amount, to such business concerns doing business or about to establish a place of business in Queen Anne's County, Maryland.

E. To purchase, lease or otherwise acquire, hold, develop, improve, mortgage, sell, exchange, let or in any manner encumber or dispose of real property situated in Queen Anne's County,

-3-

Maryland.

F. To purchase or otherwise acquire, hold, mortgage, pledge, sell, transfer, lease, hire, rent or in any manner encumber or dispose of goods, wares, merchandise, implements, and other personal property or equipment of any kind.

G. To purchase, lease or otherwise acquire all or any part of the property, rights, businesses, contracts, good-will, franchises, and assets of any kind of any corporation, partnership or individual (including the estate of a decedent) carrying on or having carried on, in whole or in part, any business.

H. To carry on any business so acquired by itself or through others to the extent necessary to protect the investment of the Corporation in any business concern or in any real property, personal property of any kind, or any other tangible or intangible property or interests owned by the Corporation.

I. To purchase, hold, sell, assign, transfer, exchange, lease, mortgage, pledge or otherwise dispose of any shares of stock of or voting trust certificates for any shares of stock, bonds or other securities or evidences of indebtedness issued or created by, any other corporation or association

under the laws of this or any other state, territory or district of the United States of America; and while the owner or holder of such stock, bonds, voting trust certificates for shares of stock or other securities or evidences of indebtedness, to possess and exercise in respect thereof any and all rights, powers, and privileges of ownership, including the right to vote on any shares of stock so held or owned.

FOURTH: The post office address of the principal office of the Corporation in this State is Centreville, Queen Anne's County, Maryland. The resident agent of the Corporation is A. SYDNEY GADD, Jr., whose post office address is Centreville, Maryland. Said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The total number of shares of stock which the Corporation has authority to issue is two thousand five hundred (2,500) shares of the par value of ONE HUNDRED DOLLARS (\$100.00) each, all of which shares are of one class and are designated common stock. The aggregate par value of all shares is TWO HUNDRED FIFTY THOUSAND DOLLARS (\$250,000.00).

The rights, voting powers, transfer, dividends and other distributions, and qualifications of the common stock and stockholders are restricted as follows:

(a) All subscriptions to stock and all requests for transfer of stock shall contain a

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statement indicating (i) the location of the actual residence or place of business of the subscriber or transferee, and (ii) the number of shares, other than shares represented by the subscription or transfer so presented, held by the subscriber or proposed transferee.

(b) No stock shall be issued or transferred upon the books of the Corporation to any person, firm or corporation if, after such issuance or transfer

(i) More than twenty-five per cent (25%) of the outstanding common stock of the Corporation would be held by persons, firms or corporations who reside outside Queen Anne's County, Maryland, and have no place of business therein; and/or

(ii) The person, firm or corporation to whom such stock is issued or transferred would be the holder of more than twenty-five per cent (25%) of the outstanding common stock of the Corporation; and/or

(iii) The total number of stockholders of the Corporation would be less than twenty-five (25).

(c) For purposes of this Article Fifth, a person, firm or corporation shall be deemed to hold stock in^s this Corporation or to be the holder of

stock in this Corporation to the extent of all stock registered on the books of this Corporation in the name(s) of (i) such person, firm or corporation; (ii) his or her spouse, if a natural person; (iii) any firm(s) in which such person, firm or corporation and/or the spouse of such natural person own(s) a fifty per cent (50%) or greater interest; and (iv) any corporation(s) in which any of the foregoing own fifty per cent (50%) or more of any class of stock.

(d) If any stock is issued or transferred to any person, firm or corporation in violation of any portion of Paragraph (b), through mistake or otherwise, or if through any other cause, any person(s), firm(s) or corporation(s) become(s) the holder of more than twenty-five per cent (25%) of the outstanding common stock, all shares of stock held by such person(s), firm(s) or corporation(s), shall, during the period of such holding, have no right to vote on any matter and shall not be counted for any purpose in determining the existence of a quorum; shall not be entitled to preferences, preemptive rights or dividends of any kind; and, upon liquidation of the Corporation, shall not be entitled to distribution of assets to an extent greater than the par value of such shares. In addition, the Corporation shall not at any time accept or recognize any voting trust

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agreement, irrevocable proxy or contract which has the effect of placing voting or other control of common stock in any person(s), firm(s) or corporation(s) to an extent which would be prohibited by Paragraph (b) and regardless of whether such agreement, proxy or contract involves actual issuance or transfer of stock.

(e) The Corporation expressly reserves the right to amend this Charter at any time and from time to time to alter, enlarge upon, supplement or change in any manner the rights, voting powers, limitations as to dividends and other distributions, qualifications, and other restrictions herein contained as to any stock, including outstanding stock; and no holder of outstanding stock shall have any right, as an objecting stockholder or otherwise, to object to any amendment made as provided by law or to demand purchase or payment for any stock or contract rights affected by such amendment.

SIXTH: The Corporation shall have thirteen (13) directors; and WILLIAM H. CRONSHAW, JAMES R. FRIEL, A. SYDNEY GADD, Jr., JOHN E. GEORGE, VICTOR P. GILLESPIE, FRANK M. HARDY, WILLIAM A. HARDY, Sr., FERDINAND LaMOTTE, III, CLAUDE LOWERY, CLARENCE W. MILES, THORPE NESBIT, JOHN W. SAUSE, Jr., and WILLIAM E. SYLVESTER shall act as such until the first annual meeting or until their successors are duly chosen and qualify. The first annual meeting shall be held on or before

the 15th day of March, 1967, as designated by the directors.

SEVENTH: The following provisions are hereby adopted for the purpose of defining, limiting, and regulating the powers of the Corporation and of the directors and stockholders:

A. The Corporation shall have the power to borrow or raise money for any of the purposes of the Corporation and to issue bonds, debentures, notes or other obligations of any nature and in any manner permitted by law for money so borrowed, or in payment for property purchased, or for any other lawful consideration, and to secure the payment thereof and the interest thereon by mortgage upon or pledge or conveyance or assignment in trust of the whole or any part of the property of the corporation, real or personal, including contract rights, whether at the time owned or thereafter acquired; and to sell, pledge, discount or otherwise dispose of such bonds, notes or other obligations of the Corporation for its corporate purposes.

B. If at any time, the Board of Directors shall authorize the issuance of bonds, debentures, notes, securities or other evidences of indebtedness which are not secured by liens upon specific property or assets and/or are not issued to recognized financial institutions, such bonds, debentures,

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notes, securities or other evidences of indebtedness shall be first offered to the stockholders of record at the time of such authorization. Within ten (10) days of the time that notice of such authorization is mailed to stockholders at their post office addresses as shown on the books of the Corporation, each stockholder shall have the right or option to subscribe to such portion of the total indebtedness so authorized as the number of shares owned by him bears to the total amount of stock then issued and outstanding. Any stockholder who does not exercise his right or option to purchase the entire proportional part to which he is entitled by delivering a written statement to that effect to the Corporation by registered or certified mail, return receipt requested, on or before the tenth day after the mailing of such notice, shall have no further right or option to purchase any part of the indebtedness so authorized; and a certificate by the Secretary of the Corporation that the requirements of this paragraph have been met and that any bond, debenture, note, security or other evidence of indebtedness is not subject to any prior right or option conferred herein, shall be conclusive proof of the matters and facts therein contained.

C. The Board of Directors is hereby em-

powered to authorize the issuance from time to time of shares of its stock for such considerations as it may deem advisable, irrespective of the value or amount of such considerations but subject to such limitations and restrictions, if any, as may be set forth in the By-Laws of the Corporation.

D. The Board of Directors shall have power, from time to time, to fix and determine and to vary the amount of working capital of the Corporation; to determine whether any, and, if any, what part of, the surplus of the Corporation or of the net profits arising from its business, shall be declared in dividends and paid to the stockholders and to direct and determine the use and disposition of any such surplus or net profits. The Board of Directors may in its discretion use and apply any of such surplus or net profits in purchasing or acquiring any of the shares of the stock of the Corporation or any of its bonds or other evidences of indebtedness, to such extent and in such manner and upon such lawful terms as the Board may deem expedient.

E. No holders of stock of the Corporation shall have any preferential right of subscription to any shares of stock of the Corporation, nor any right of subscription to any thereof other than such, if any, as the Board of Directors in its discretion may

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determine and at such price as the Board in its discretion may fix.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation this 1st day of February, 1967.

WITNESS:

Grace R. Hartge
Grace R. Hartge as to all

A. Sydney Gadd, Jr. (SEAL)
A. Sydney Gadd, Jr.

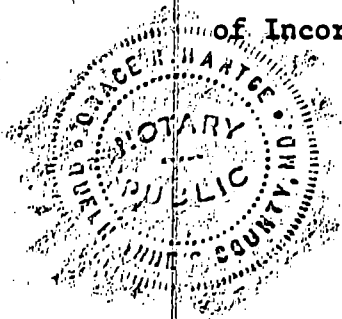
William A. Hardy, Sr. (SEAL)
William A. Hardy, Sr.

John W. Sause, Jr. (SEAL)
John W. Sause, Jr.

STATE OF MARYLAND, QUEEN ANNE'S COUNTY, TO WIT:

I HEREBY CERTIFY that on this 1st day of February, 1967, before me, the subscriber, a Notary Public of the State of Maryland, in and for the county aforesaid, personally appeared A. SYDNEY GADD, Jr., WILLIAM A. HARDY, Sr., and JOHN W. SAUSE, Jr., and severally acknowledged the foregoing Articles of Incorporation to be their respective act.

AS WITNESS my hand and Notarial seal.



Grace R. Hartge
Grace R. Hartge, Notary Public

ARTICLES OF INCORPORATION
OF
QUEEN ANNE'S DEVELOPMENT COMPANY

approved and received for record by the State Department of Assessments and Taxation
of Maryland February 2, 1967 at 8:30 o'clock A. M. as in conformity
with law and ordered recorded.

A 10686

Recorded in Liber 7582 folio 278 one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

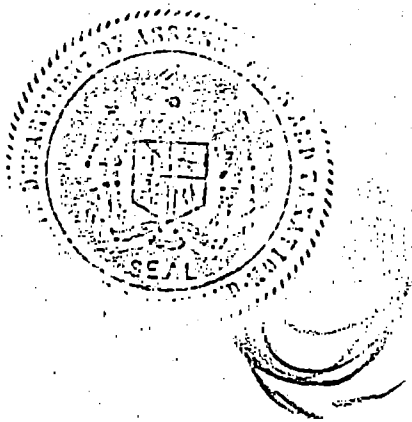
Bonus tax paid \$ 50.00 Recording fee paid \$ 22.00

To the clerk of the Circuit Court of Queen Anne's County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon, has been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

Charles W. Cooper



STATE OF MARYLAND,
QUEEN ANNE'S COUNTY, SCT.
I HEREBY CERTIFY THAT
THIS *Quit* WAS
RECEIVED FOR RECORD THIS *31st*
DAY OF *May* 20*10*.
AND RECORDED IN LIBER *CWC-1*
Page 544 RECORD BOOK
FOR QUEEN ANNE'S COUNTY.
Charles W Cooper

F.S.

RECEIVED FOR RECORD

June 9, 1962

ARTICLES OF INCORPORATION

OF

ISLANDER MOTOR INN, INC.

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Douglas B. Pindell, whose post office address is U. S. Route No. 1, Laurel, Maryland; Shirley M. Pindell, whose post office address is U.S. Route No. 1, Laurel, Maryland; and Marion A. Quimby, whose post office address is Chester, Queen Anne's County, Maryland; all being of full legal age, do under and by virtue of the General Laws of the State of Maryland, authorizing the formation of corporations, associate ourselves with the intention of forming a corporation.

SECOND: The name of the corporation (which is hereinafter called the "Corporation") is

ISLANDER MOTOR INN, INC.

THIRD: The purposes for which the corporation is formed and the business or objects to be carried on and promoted by it are as follows:

1. To own, construct, repair, alter, sell, lease, equip, maintain and operate motels, hotels, restaurants, cafe and amusement enterprises of all kinds; to purchase, acquire, hold, improve, sell, convey, assign, release, mortgage, incumber, lease, hire, deal in and dispose of real and personal property of every kind, nature and description; to subdivide and develop lands into lots or acreage residential or commercial areas and to dispose of the same by sale, lease, rental, mortgage, pledge or conveyance of roads, streets, alleys, lanes, easements, rights of way, sewage facilities, drainage facilities, and roadbeds thereon; to build, erect, construct, maintain, operate and use dwelling houses, residence, commercial structures and recreational facilities thereon and to dispose of the same by sale, lease, rental, mortgage, pledge, or conveyance of any kind; and to improve, manage, develop, sell, assign, transfer, lease, mortgage, pledge or otherwise dispose of, or turn to account, or deal in, all or any part of the property and estate of the corporation, and from time to time vary any investment or employment of capital of the corporation.
2. To sell and dispense foods, beverages and liquids of all kinds, alcoholic or non-alcoholic; to hold, own and operate under such municipal, county, state or governmental licenses as may be necessary for the conduct of any of the businesses in which the corporation is engaged, and to do any and all things pertinent to said business, or any of them.
3. To buy, sell, mortgage, lease, build upon, improve, develop, dispose of and otherwise deal in and with any land or lands, or interest therein, owned or possessed by the corporation, either within or without the State of Maryland, and to engage in and carry on any other business which may be considered necessary, advisable or convenient for the purpose of promoting the general development of any such land or lands of the corporation, or of enhancing its value.
4. To purchase, lease, or otherwise acquire, hold, own, manage, construct, erect, improve, operate, dispose of, or to aid and subscribe towards the acquisition, construction or improvement of lands, buildings, machinery, equipment, facilities, and any other property or appliance which may appertain to or be useful in the conduct of any business of the corporation, including personal property of all types and kinds, whether purchased on a domestic or foreign market.

5. To acquire all or any part of the good will, rights, property, patents, copyrights, franchises, or business of any person, firm, association or corporation heretofore or hereinafter engaged in any business similar to any business which this corporation has the power to conduct; and to hold, utilize, enjoy, mortgage, pledge, assign, dispose of or deal in the whole or any part of the rights, property and business so acquired; and to assume in connection therewith any liabilities of any person, firm, association or corporation.

6. To apply for, obtain, purchase, or otherwise acquire any patents, copyrights, licenses, trade-marks, trade names, rights, processes, formulas, and the like, which may be capable of being used for any of the purposes of the corporation; and to use, exercise, develop, grant franchises or licenses in or with respect thereto, or to otherwise deal with the same, or turn to account.

7. To aid in any manner any person, firm, association, corporation or syndicate by the purchase or sale of any shares of stock, bonds, debentures, notes, mortgages or other obligations, or any certificates, receipts, warrants, or other instruments evidencing rights, options to receive, purchase or subscription, or of any other nature, which are of interest to or held by the corporation, and to do any act or thing designed to protect, preserve or improve the value of any such property or interest, or any other property of the corporation.

8. To guarantee the payment of dividends upon any shares of stock or the performance of any contract or obligation by another corporation or association in which this corporation has any interest, and to endorse or otherwise guarantee the payment of principal and interest, or either, of any bonds, debentures, notes or other evidences of indebtedness created or issued by any such other corporation or association.

9. To carry out all or any part of the foregoing objects and purposes as principal, factor, agent, contractor, or otherwise, in its own right or along and through or in conjunction with any person, firm, association or corporation; and in carrying out its business and for the purpose of attaining or furthering any of its objects and purposes, to make and perform any contracts and to perform any act and to exercise any power suitable, convenient to or proper for the accomplishment of any of the objects or purposes herein enumerated or incidental to the powers herein specified, or which may at any time appear conducive to or expedient for the accomplishment of any of the objects and purposes aforesaid.

10. Without in any particular limiting any of the objects and powers of the corporation, it is hereby expressly declared and provided that the corporation shall have the power to make contracts, incur liabilities, borrow money, secure performance bonds, issue notes, bonds, debentures, stock or other obligations in payment for property purchased or acquired by the corporation, mortgage or pledge any stocks, bonds, accounts receivable, or to guarantee any dividend or bond or contract or other obligation, to secure any bonds or other obligations by it issued or incurred, and in carrying out and performing its business and furthering its objectives and purposes, to do all manner of things reasonable and proper in the premises; and further to be vested with all of the powers set forth by the Public General Laws of Maryland and to exercise any and all powers which a co-partnership or natural person could do and exercise, and which now or hereafter may be authorized by law; provided, however, that any and all of the foregoing powers shall be exercised only in conformity with the Laws of the State of Maryland.

The foregoing objects and purposes shall, except when otherwise expressed, be in no way limited or restricted by reference to, or influence from, the terms of any other clause of this or any other articles of

incorporation or of any amendment thereto, and shall each be regarded as independent, and shall be construed as powers as well as objects and purposes.

The corporation shall be authorized to exercise and enjoy all of the powers, rights and privileges granted to, or conferred upon, corporations of a similar character by the Public General Laws of the State of Maryland, now or hereafter in force, and the enumeration of the foregoing powers shall not be deemed to exclude any powers, rights or privileges so granted and conferred.

FOURTH: The post office address of the place at which the principal office of the corporation in this State will be located is Stevensville, Queen Anne's County, Maryland, and the resident agent of the corporation is Douglas B. Pindell, whose post office address is U. S. Route No. 1, Laurel, Maryland. Said resident agent is a citizen of the State of Maryland, and actually resides therein.

FIFTH: The corporation shall have three directors, and Douglas B. Pindell, Shirley M. Pindell and Marion A. Quimby shall act as such until the first annual meeting of the corporation, or until their successors are duly chosen and qualified.

SIXTH: The total number of shares of stock which the corporation has authority to issue is Five Hundred (500) shares, without par value, all of which shares are of one class and are designated as common stock.

SEVENTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the corporation and of the directors and stockholders.

1. The board of directors of the corporation is hereby empowered to authorize the issuance from time to time of shares of the stock of the corporation, of any class, whether now or hereafter authorized, and securities convertible into shares of stock of any class, whether now or hereafter authorized, for such consideration as the board of directors may deem adequate and advisable, subject to such limitations and restrictions, if any, as may be set forth in the by-laws of the corporation.

2. Any director individually, or any firm of which any director may be a member, or any corporation or association of which any director may be an officer or director, or in which any director may be interested as the holder or owner of its capital stock, or otherwise, may be a party to, or may be pecuniarily or otherwise interested in any contract or transaction of the corporation, and in the absence of fraud, no contract or other transaction shall thereby be effected or invalidated; provided that in case a director is so interested, such fact shall previous to such contract or transaction be disclosed to the board of directors, or a majority thereof.

3. The corporation reserves the right, from time to time, to make any amendments to its charter which may now or hereafter be authorized by law, including any amendments changing the terms of any outstanding stock by classification, re-classification or otherwise; but no such amendment which changes the terms of any outstanding stock shall be valid unless such change in the terms thereof shall have been authorized by the holders of two-thirds (2/3) of the shares of such stock at the time outstanding, by a vote at a general or special meeting of stockholders, or in writing with or without such meeting.

4. The corporation reserves the right from time to time to retire its own stock at its then existing market value. No common stock of the corporation shall be sold, pledged, mortgaged, given or distributed by any stockholder (except by the laws of distribution of an intestate's estate or by Last Will and Testament), or by any executor or personal representative of a

deceased stockholder, or otherwise assigned, disposed of, or transferred to a transferee, other than the corporation, without having first been offered, in writing, for sale to the corporation for a period of thirty (30) days at its then market value; and failure of the corporation to exercise its right of purchase within said period of time, or a written refusal to purchase said stock so offered, by the corporation, before the expiration of said period, shall constitute a waiver of these requirements. Any transfer in violation of these conditions shall be void and shall confer no rights upon the transferee, except where required by the Laws of the State of Maryland.

5. Stock certificates shall not be issued to any subscriber until fully paid, and said stock certificates, when issued, shall be non-assessable.

EIGHTH: The duration of the corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation, this 4th day of MARCH, 1967.

WITNESS:

[Signature]

Douglas B. Pindell (SEAL)
Douglas B. Pindell

[Signature]

Shirley M. Pindell (SEAL)
Shirley M. Pindell

[Signature]

Marion A. Quimby (SEAL)
Marion A. Quimby

STATE OF MARYLAND
COUNTY OF PRINCE GEORGES

to wit:

I HEREBY CERTIFY that on this 4th day of MARCH, 1967, before me, the Subscriber, a Notary Public of the State and County aforesaid, personally appeared Douglas B. Pindell, and he did acknowledge the foregoing Articles of Incorporation to be his act.



WITNESS my hand and Notarial Seal

[Signature]
NOTARY PUBLIC

STATE OF MARYLAND
COUNTY OF PRINCE GEORGES

to wit:

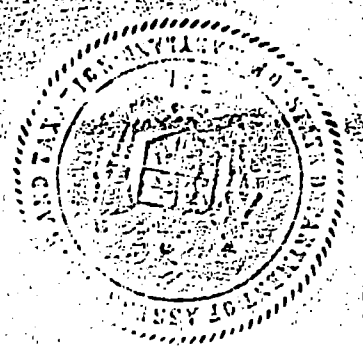
I HEREBY CERTIFY that on this 4th day of MARCH, 1967, before me, the Subscriber, a Notary Public of the State and County aforesaid, personally appeared Shirley M. Pindell, and she did acknowledge the foregoing Articles of Incorporation to be her act.



AS WITNESS my hand and Notarial Seal

[Signature]
NOTARY PUBLIC

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STATE OF MARYLAND,
 QUEEN ANNE'S COUNTY, SOI.
 I HEREBY CERTIFY THAT
 THIS _____
 HAS
 RECEIVED FOR RECORD THIS 29th
 DAY OF MARCH 1967.
 AND RECORDED IN LIBER (L) 562-1
 AND RECORDED IN LIBER RECORD BOOK
 FOR QUEEN ANNE'S COUNTY, MD.
 CLERK

[Signature]

AS WITNESS my hand and seal of the said Department at Baltimore.

To the clerk of the Circuit Court of Queen Anne's County
 IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon,
 has been received, approved and recorded by the State Department of Assessments and Taxation
 of Maryland.

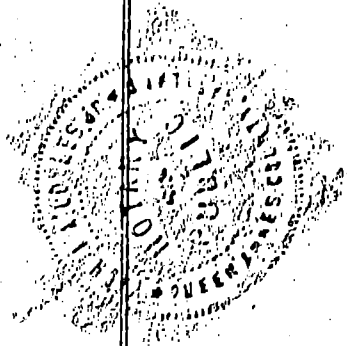
Bonus tax paid \$20.00 Recording fee paid \$ 10.00

Department of Assessments and Taxation of Maryland.
 Recorded in Liber 562-1 one of the Charter Records of the State

A 11323

approved and received for record by the State Department of Assessments and Taxation
 of Maryland March 16, 1967 at 8:30 o'clock A.M. as in conformity
 with law and ordered recorded.

LIBER 1 PAGE 562
 ARTICLES OF INCORPORATION
 OF
 ISLANDER MOTOR INN, INC.



Carl G. Brown
NOTARY PUBLIC

I HERBY CERTIFY, that on this 10 day of March 1967, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared Marton A. Quimby, and he did acknowledge the foregoing Articles of Incorporation to be his act.

AS WITNESS my hand and Notarial Seal.

CO WIT:

STATE OF Maryland
COUNTY OF Prince Georges

HEADLONG HALL FARMS, INC.
STOCK ISSUANCE STATEMENT

Headlong Hall Farms, Inc., a Maryland corporation having its principal office in Queen Anne's County, Maryland, (hereinafter called the Corporation) hereby certifies to the State Department of Assessments and Taxation of Maryland, that:

FIRST: The Corporation has authorized the issuance of two hundred (200) full paid and non-assessable shares of the par value of One Hundred Dollars (\$100.00) per share of the common stock of the Corporation and a Twelve Thousand Eight Hundred Dollar (\$12,800.00) corporate note for the following consideration, namely:

Farm machinery, equipment, stored crops, live-stock and poultry of Ernest Egon Kramer

SECOND: The actual value of the foregoing tangible personal property is \$32,800.00.

THIRD: (a) The Board of Directors of the Corporation is by the charter empowered to authorize the issuance of such shares of stock; and

(b) The issuance of said shares of stock on the terms above set forth was duly authorized by the Board of Directors of the Corporation at a meeting held on February 15, 1967.

HEADLONG HALL FARMS, INC.

By: Ernest Egon Kramer
Ernest Egon Kramer, President

ATTEST:

Pamela Kramer
Pamela Kramer, Secretary

STATE OF MARYLAND, QUEEN ANNE'S COUNTY, TO WIT:

I HEREBY CERTIFY that on this 21 day of February 1967, before me, the subscriber, a Notary Public of the State of Maryland, in and for Queen Anne's County, personally appeared Ernest Egon Kramer, President of Headlong Hall Farms, Inc., a Maryland corporation, and in the name and on behalf of said corporation, acknowledged the foregoing Stock Issuance Statement to be the corporate act of said Corporation; and at the same time personally appeared Pamela Kramer and made oath in due form of law that she was secretary of the meeting of the Board of Directors of said corporation at which the issuance of the stock therein mentioned was finally approved, and that the matters and facts set forth in said statement are true, to the best of her knowledge, information and belief.

WITNESS my hand and notarial seal, the day and year last above mentioned.

Lucy Blackiston
LUCY BLACKISTON
Notary Public
My Commission Expires July 1, 1967.

LIBER

1 PAGE 563

STOCK ISSUANCE STATEMENT
OF
HEADLONG HALL FARMS, INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland February 24, 1967 at 8:30 o'clock A. M. as in conformity
with law and ordered recorded.

A 10996

Recorded in Liber 7585, folio 314, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$.....Recording fee paid \$...10.00.....

To the clerk of the Circuit Court of Queen Anne's County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon,
has been received, approved and recorded by the State Department of Assessments and Taxation
of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

Charles W. Cooper



STATE OF MARYLAND,
QUEEN ANNE'S COUNTY, SOV.
I HEREBY CERTIFY THAT
THIS *Stock Issuance Statement* WAS
RECEIVED FOR RECORD THIS *24*
DAY OF *Jan* 1967, RE *20239*
AND RECORDED IN LIBER *CWC-1*
File 563 RECORD BOOK
FOR QUEEN ANNE'S COUNTY
Charles W. Cooper CLERK

J.O.L.

RECEIVED FOR RECORD July 17, 1967

ARTICLES OF INCORPORATION

OF

VAN LAND FARMS, INC.

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Ernest S. Cookerly, whose post office address is Chestertown, Maryland; Phoebe P. Anthony, whose post office address is Chestertown, Maryland; and Patricia B. Spencer, whose post office address is Chestertown, Maryland; all being at least twenty-one (21) years of age, do, under and by virtue of the General Laws of the State of Maryland, authorizing the formation of corporations, associate ourselves with the intention of forming a corporation by the execution and filing of these articles.

SECOND: That the name of the corporation, (which is hereinafter called the "Corporation"), is:

"VAN LAND FARMS, INC."

THIRD: The purposes for which the Corporation is formed are as follows:

(a) To own and operate a farm and engage in all kinds of agricultural pursuits.

(b) To manufacture, purchase, or otherwise acquire, hold, mortgage, pledge, sell, transfer, or in any manner encumber, or dispose of, goods, wares, merchandise, implements, and other personal property, or equipment, of every kind.

(c) To purchase, lease, or otherwise acquire, hold, develop, improve, mortgage, sell, exchange, let, or in any manner encumber, or dispose of, real property wherever situated.

(d) To carry on, and transact, for itself or for account of others, the business of general merchants, general brokers, general agents, manufacturers, buyers and sellers of, dealers in, importers

LIBER

1 PAGE 565

and exporters of, natural products, raw materials, manufactured products, and marketable goods, wares and merchandise of every description.

(e) To purchase, lease, or otherwise acquire, all or any part of, the property, rights, businesses, contracts, good-will, franchises, and assets of every kind, of any corporation, co-partnership, or individual, (including the estate of a decedent), carrying on, or having carried on, in whole, or in part, any of the aforesaid businesses, or any other businesses that the Corporation may be authorized to carry on, and to undertake, guarantee, assume and pay, the indebtedness and liabilities thereof, and to pay for any such property, rights, business, contracts, good-will, franchises, or assets, by the issue, in accordance with the laws of Maryland, of stock, bonds, or other securities, of the Corporation, or otherwise.

(f) To apply for, obtain, purchase, or otherwise acquire, any patents, copyrights, licenses, trademarks, tradenames, rights, processes, formulae, and the like, which might be used for any of the purposes of the Corporation; and to use, exercise, develop, grant licenses in respect of, sell and otherwise turn to account, the same.

(g) To purchase, or otherwise acquire, hold, and re-issue, shares of its capital stock, of any class; and to purchase, hold, sell, assign, transfer, exchange, lease, mortgage, pledge, or otherwise dispose of, any shares of stock of, or voting trust certificates for, any shares of stock of, or any bonds, or other securities, or evidences of indebtedness, issued or created by, any other corpora-

tion, or association, organized under the laws of the State of Maryland, or of any other state, territory, district, colony, or dependency of the United States of America, or of any foreign country; and while the owner, or holder of, any such shares of stock, voting trust certificates, bonds, or other obligations, to possess, and exercise in respect thereof, any and all the rights, powers, and privileges of ownership, including the right to vote on any shares of stock so held or owned; and upon a distribution of the assets, or a division of the profits, of this Corporation, to distribute any such shares of stock, voting trust certificates, bonds, or other obligations, or the proceeds thereof, among the stockholders of this Corporation.

(h) To guarantee the payment of dividends upon any shares of stock of, or the performance of any contract by, any other corporation, or association, in which the Corporation has an interest, and to endorse, or otherwise guarantee, the payment of the principal, and interest, or either, of any bonds, debentures, notes, securities, or other evidences of indebtedness, created or issued by, any such other corporation or association.

(i) To loan or advance money, with or without security, without limit as to amount; and to borrow or raise money for any of the purposes of the Corporation, and to issue bonds, debentures, notes, or other obligations, of any nature, and in any manner permitted by law, for money so borrowed, or in payment for property purchased, or for any other lawful consideration, and to secure the payment thereof, and of the interest thereon, by mortgage upon, or pledge, or conveyance, or assignment in trust of, the whole, or any

part of, the property of the Corporation, real or personal, including contract rights, whether at the time owned, or thereafter acquired; and to sell, pledge, discount, or otherwise dispose of, such bonds, notes, or other obligations of the Corporation, for its corporate purposes.

(j) To carry on any of the businesses hereinbefore enumerated, for itself, or for account of others, or through others, for its own account, and to carry on any other business which may be deemed by it to be calculated, directly or indirectly, to effectuate, or facilitate, the transaction of the aforesaid objects or businesses, or any of them, or any part thereof, or to enhance the value of its property, business or rights.

The foregoing enumeration of the purposes, objects and business of the Corporation is made in furtherance, and not in limitation, of the powers conferred upon the Corporation by law, and is not intended, by the mention of any particular purpose, object, or business, in any manner, to limit, or restrict, the generality of any other purpose, object, or business mentioned, or to limit, or restrict, any of the powers of the Corporation. The Corporation is formed upon the articles, conditions, and provisions herein expressed, and subject in all particulars, to the limitations relative to corporations which are contained in the general laws of this State.

FOURTH: The post office address of the principal office of the Corporation in this State is Box 175, R.D., Chestertown, Queen Anne's County, Maryland. The resident agent of the Corporation is Edgar Gerald Van Orden, whose post office address is Box 175, R.D., Chestertown, Queen Anne's County, Maryland. Said resident agent is a citizen of the State of Maryland, and actually resides therein.

FIFTH: The total number of shares which the Corporation has authority to issue is Five Thousand (5,000) Shares, of no par value, all of one class and designated common stock.

SIXTH: The number of directors of the Corporation shall be four (4), which number may be increased, or decreased, pursuant to the by-laws of the Corporation, but shall never be less than three (3) nor more than nine (9), and the name of the directors who shall act until the first annual meeting, or until their successors are duly chosen and qualify, are: Edgar George Van Orden, Grace E. Van Orden, Edgar Gerald Van Orden, and Joyce A. Van Orden.

SEVENTH: The following provisions are hereby adopted for the purpose of defining, limiting, and regulating, the powers of the Corporation and of the directors and stockholders:

(a) The Board of Directors of the Corporation is hereby empowered to authorize the issuance, from time to time, of shares of its stock, and securities convertible into its shares of stock, of any class, for such considerations as said Board of Directors may deem advisable, irrespective of the value or amount of such considerations, but subject to such limitations and restrictions, if any, as may be set forth in the by-laws of the Corporation.

(b) No contract, or other transaction, between this Corporation, and any other corporation, and no act of this Corporation shall in any way be affected, or invalidated, by the fact that any of the directors of this Corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation; any directors individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract, or transaction, of this Corporation, provided that the

fact that he, or such firm, is so interested, shall be disclosed, or shall have been known to the Board of Directors, or a majority thereof; and any director of this Corporation who is also a director or officer of such other corporation or not so interested.

(c) The Board of Directors shall have power, from time to time, to fix and determine, and to vary the amount of working capital of the Corporation; to determine whether any, and, if any, what part, of the surplus of the Corporation, or of the net profits arising from its business, shall be declared in dividends and paid to the stockholders, subject, however, to the provisions of the charter, and to direct and determine the use and disposition of any of such surplus, or net profits. The Board of Directors may, in its discretion, use, and apply, any of such surplus, or net profits, in purchasing, or acquiring, any of the shares of the stock of the Corporation, or any of its bonds, or other evidences of indebtedness, to such extent, and in such manner, and upon such lawful terms, as the Board of Directors shall deem expedient.

(d) The Corporation reserves the right to make, from time to time, any amendments to its charter, which may now or hereafter be authorized by law, including any amendments changing the terms of any class of its stock by classification, re-classification or otherwise, but no such amendment, which changes the terms of any of the outstanding stock, shall be valid unless such change of terms shall have been authorized by the holders of two-thirds (2/3rds) of all of such stock, at the time outstanding, by vote at a meeting, or in writing, with or without a meeting.

(e) Notwithstanding any provision of law requiring any

action to be taken, or authorized, by the affirmative vote of the holders of a designated proportion of the shares of stock of the Corporation, or to be otherwise taken, or authorized, by vote of the stockholders, such action shall be effective, and valid, if taken, or authorized, by the affirmative vote of a majority of the total number of votes entitled to be cast thereon, except as otherwise provided in this charter.

(f) The Board of Directors shall have power, subject to any limitations, or restrictions, herein set forth, or imposed by law, to classify, or reclassify, any unissued shares of stock, whether now, or hereafter, authorized, by fixing, or altering, in any one, or more, respects, from time to time, before issuance of such shares, the preferences, rights, voting powers, restrictions and qualifications of, the dividends on, the times and prices of redemption of, and the conversion rights of, such shares.

(g) The Board of Directors shall have power to declare and authorize the payment of stock dividends, whether or not payable in stock on one class, to holders of stock of another class, or classes; and shall have the authority to exercise, without a vote of stockholders, all powers of the Corporation, whether conferred by law, or by these articles, to purchase, lease, or otherwise acquire, the business, assets, or franchises, in whole, or in part, of other corporations, or unincorporated business entities.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation
on this 4th day of April, 1967.

Witness:

Barbara Mae Everett Ernest S. Cookerly (SEAL)
Ernest S. Cookerly

Barbara Mae Everett Phoebe P. Anthony (SEAL)
Phoebe P. Anthony


Barbara Mae Everett Patricia B. Spencer (SEAL)
Patricia B. Spencer

STATE OF MARYLAND, COUNTY OF KENT, to wit:

I HEREBY CERTIFY, that on this 4th day of April, 1967,
before me, the subscriber, a Notary Public of the State of Maryland, in and for
the County of Kent, aforesaid, personally appeared ERNEST S. COOKERLY, PHOEBE
P. ANTHONY and PATRICIA B. SPENCER, and severally acknowledged the foregoing
Articles of Incorporation to be their act.

AS WITNESS my hand and Notarial Seal.

Barbara Mae Everett
Notary Public



My commission expires:
July 1, 1967.

MAR 2 1967

ARTICLES OF INCORPORATION

OF

VAN LAND FARMS, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland April 5, 1967 at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

A: 11729

Recorded in Liber 2572, folio 373 of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 16.00

To the clerk of the Circuit Court of Queen Anne's County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon, has been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

Charles W. Coak



STATE OF MARYLAND,
QUEEN ANNE'S COUNTY, MD.
I HEREBY CERTIFY THAT
THIS Article of Incorporation WAS
RECEIVED FOR RECORD THIS 17
DAY OF April 1967 RE-24714
AND RECORDED IN LIBER 2572-1
Folio 373 OF THE CHARTER RECORD BOOK
FOR QUEEN ANNE'S COUNTY.
Charles W. Coak CLERK

842 PR

RECEIVED FOR RECORD July 21, 1967

ARTICLES OF INCORPORATION

OF

THE SKIPJACK INN, INC.

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Lewis C. Fender, whose post office address is 56 D Oak Grove Drive, Baltimore 20, Maryland; Dorothy B. Fender, whose post office address is 56 D Oak Grove, Baltimore 20, Maryland; and James Leroy Carr, whose post office address is Stevens Road, White Marsh, Maryland; all being of full legal age, do under and by virtue of the General Laws of the State of Maryland, authorizing the formation of corporations, associate ourselves with the intention of forming a corporation.

SECOND: The name of the corporation (which is hereinafter called the "Corporation") is

THE SKIPJACK INN, INC.

THIRD: The purposes for which the corporation is formed and the business or objects to be carried on and promoted by it are as follows:

1. To own, construct, repair, alter, sell, lease, maintain and operate motels, hotels, restaurants, cocktail lounges or bars, and amusement enterprises of all kinds, to purchase, acquire, hold, improve, sell, convey, assign, release, mortgage, incur, lease, hire, deal in and dispose of real and personal property of every kind, nature and description; to subdivide and develop lands into lots or acreage residential or commercial areas and to dispose of the same by sale, lease, rental, mortgage, pledge or conveyance of roads, streets, alleys, lanes, easements, rights of way, sewage facilities, drainage facilities, and road beds thereon; to build, erect, construct, maintain, operate and use dwelling houses, residence, commercial structures and recreational facilities thereon and to dispose of the same by sale, lease, rental, mortgage, pledge or conveyance of any kind; and to improve, manage, develop, sell, assign, transfer, lease, mortgage, pledge or otherwise dispose of, or turn to account, or deal in, all or any part of the property and estate of the corporation, and from time to time vary any investment or employment of capital of the corporation.
2. To sell and dispense foods, beverages and liquids of all kinds, alcoholic or non-alcoholic; to hold, own and operate under such municipal, county, state or governmental licenses as may be necessary for the conduct of any of the businesses in which the corporation is engaged, and to do any and all things pertinent to said business, or any of them.
3. To buy, sell, mortgage, lease, build upon, improve, develop, dispose of and otherwise deal in and with any land or lands, or interest therein, owned or possessed by the corporation, either within or without the State of Maryland, and to engage in and carry on any other business which may be considered necessary, advisable or convenient for the purpose of promoting the general development of any such land or lands of the corporation, or of enhancing its value.
4. To purchase, lease or otherwise acquire, hold, own, manage, construct, erect, improve, operate, dispose of, or to aid and subscribe towards the acquisition, construction or improvement of lands, buildings, machinery, equipment, facilities, and any other property or appliance which may appertain to or be useful in the conduct of any business of the corporation, including personal property of all types and kinds, whether purchased on a domestic or foreign market.

5. To acquire all or any part of the good will, rights, property, patents, copyrights, franchises or business of any person, firm, association or corporation heretofore or hereinafter engaged in any business similar to any business which this corporation has the power to conduct; and to hold, utilize, enjoy, mortgage, pledge, assign, dispose of or deal in the whole or any part of the rights, property and business so acquired; and to assume in connection therewith any liabilities of any person, firm, association or corporation.

6. To apply for, obtain, purchase, or otherwise acquire any patents, copyrights, licenses, trade-marks, trade names, rights, processes, formulas, and the like, which may be capable of being used for any of the purposes of the corporation; and to use, exercise, develop, grant franchises or licenses in or with respect thereto, or otherwise deal with the same, or turn to account.

7. To aid in any manner any person, firm, association, corporation, or syndicate by the purchase or sale of any shares of stock, bonds, debentures, notes, mortgages or other obligations, or any certificates, receipts, warranties, or other instruments evidencing rights, options to receive, purchase or subscription, or of any other nature, which are of interest to or held by the corporation, and to do any act or thing designed to protect, preserve or improve the value of any such property or interest, or any other property of the corporation.

8. To guarantee the payment of dividends upon any shares of stock or the performance of any contract or obligation by another corporation or association in which this corporation has any interest, and to endorse or otherwise guarantee the payment of principal and interest, or either, of any bonds, debentures, notes or other evidences of indebtedness created or issued by any such other corporation or association.

9. To carry out all or any part of the foregoing objects and purposes as principal, factor, agent, contractor, or otherwise, in its own right or along and through or in conjunction with any person, firm, association or corporation; and in carrying out its business and for the purpose of attaining or furthering any of its objects and purposes, to make and perform any contracts and to perform any act and to exercise any power suitable, convenient to or proper for the accomplishment of any of the objects or purposes herein enumerated or incidental to the powers herein specified, or which may at any time appear conducive to or expedient for the accomplishment of any of the objects and purposes aforesaid.

10. Without in any particular limiting any of the objects and powers of the corporation, it is hereby expressly declared and provided that the corporation shall have the power to make contracts, incur liabilities, borrow money, secure performance bonds, issue notes, bonds, debentures, stock or other obligations in payment for property purchased or acquired by the corporation, mortgage or pledge any stocks, bonds, accounts receivable, or to guarantee any dividend or bond or contract or other obligation, to secure any bonds or other obligations by it issued or incurred, and in carrying out and performing its business and furthering its objectives and purposes, to do all manner of things reasonable and proper in the premises; and further to be vested with all of the powers set forth by the Public General Laws of Maryland and to exercise any and all powers which a co-partnership or natural person could do and exercise, and which now or hereafter may be authorized by law; provided, however, that any and all of the foregoing powers shall be exercised only in conformity with the Laws of the State of Maryland.

The foregoing objects and purposes shall, except when otherwise expressed, be in no way limited or restricted by reference to, or influence from, the terms of any other clause of this or any other articles of

incorporation or of any amendment thereto, and shall each be regarded as independent, and shall be construed as powers as well as objects and purposes.

The corporation shall be authorized to exercise and enjoy all of the powers, rights and privileges granted to, or conferred upon, corporations of a similar character by the Public General Laws of the State of Maryland, now or hereafter in force, and the enumeration of the foregoing powers shall not be deemed to exclude any powers, rights or privileges so granted and conferred.

FOURTH: The post office address of the place at which the principal office of the corporation in this State will be located is Stevensville, Queen Anne's County, Maryland, and the resident agent of the corporation is Lewis C. Fender, whose post office address is 56 D Oak Grove Drive, Baltimore 20, Maryland. Said resident agent is a citizen of the State of Maryland, and actually resides therein.

FIFTH: The corporation shall have three directors, and Lewis C. Fender, Dorothy B. Fender and James Leroy Carr, shall act as such until the first annual meeting of the corporation, or until their successors are duly chosen and qualified.

SIXTH: The total number of shares of stock which the corporation has authority to issue is Five Hundred (500) shares, without par value, all of which shares are of one class and are designated as common stock.

SEVENTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the corporation and of the directors and stockholders.

1. The board of directors of the corporation is hereby empowered to authorize the issuance from time to time of shares of the stock of the corporation, of any class, whether or not hereafter authorized, and securities convertible into shares of stock of any class, whether now or hereafter authorized, for such consideration as the board of directors may deem adequate and advisable, subject to such limitations and restrictions, if any, as may be set forth in the by-laws of the corporation.

2. Any director individually, or any firm of which any director may be a member, or any corporation or association of which any director may be an officer or director, or in which any director may be interested as the holder or owner of its capital stock, or otherwise, may be a party to, or may be pecuniarily or otherwise interested in any contract or other transaction shall thereby be effected or invalidated; provided that in case a director is so interested, such fact shall previous to such contract or transaction be disclosed to the board of directors, or a majority thereof.

3. The corporation reserves the right, from time to time, to make any amendments to its charter which may now or hereafter be authorized by law, including any amendments changing the terms of any outstanding stock by classification, re-classification or otherwise; but no such amendment which changes the terms of any outstanding stock shall be valid unless such change in the terms thereof shall have been authorized by the holders of two-thirds (2/3) of the shares of such stock at the time outstanding, by a vote at a general or special meeting of stockholders, or in writing with or without such meeting.

4. The corporation reserves the right from time to time to retire its own stock at its then existing market value. No common stock of the corporation shall be sold, pledged, mortgaged, given or distributed by any stockholder (except by the laws of distribution of an intestate's estate by Last Will and Testament), or by any executor or personal representative of

a deceased stockholder, or otherwise assigned, disposed of, or transferred to a transferee, other than the corporation, without having first been offered, in writing, for sale to the corporation for a period of thirty (30) days at its then market value; and failure of the corporation to exercise its right of purchase within said period of time, or a written refusal to purchase said stock so offered, by the corporation, before the expiration of said period, shall constitute a waiver of these requirements. Any transfer in violation of these conditions shall be void and shall confer no rights upon the transferee except where required by the Law of the State of Maryland.

5. Stock certificates shall not be issued to any subscriber until fully paid, and said stock certificates, when issued, shall be non-assessable.

EIGHTH: The duration of the corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation, this 29th day of April, 1967.

WITNESS:

Margaret A Carr Lewis C. Fender (SEAL)
Lewis C. Fender

Margaret A Carr Dorothy B. Fender (SEAL)
Dorothy B. Fender

Margaret A Carr James Leroy Carr (SEAL)
James Leroy Carr

STATE OF Maryland

COUNTY OF Baltimore

to wit:

I HEREBY CERTIFY, that on this 29th day of April, 1967, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared Lewis C. Fender and Dorothy B. Fender, his wife, and they did acknowledge the foregoing Articles of Incorporation to be their act.

AS WITNESS my hand and Notarial Seal.

Margaret B. Alldredge
NOTARY PUBLIC

STATE OF Maryland

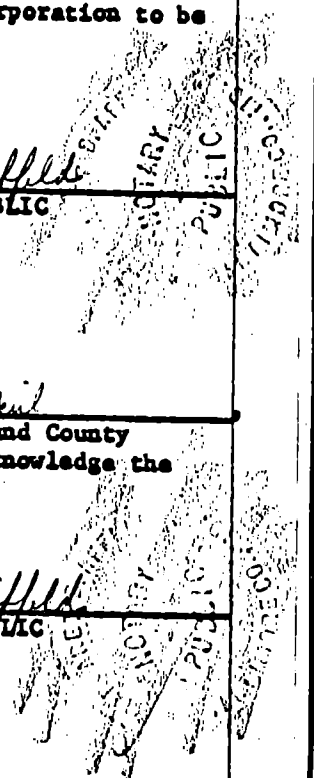
COUNTY OF Baltimore

to wit:

I HEREBY CERTIFY that on this 29th day of April, 1967, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared James Leroy Carr, and he did acknowledge the foregoing Articles of Incorporation to be his act.

AS WITNESS my hand and Notarial Seal.

Margaret B. Alldredge
NOTARY PUBLIC



1 PAGE 573
ARTICLES OF INCORPORATION

OF
THE OVERSEAS INV, INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland May 3, 1967 at 8:30 o'clock A. M. as in conformity
with law and endorsed recorded.

A. 12253

Recorded in Liber 7597, folio 178 ⁵ one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Record tax paid \$ 20.00 Recording fee paid \$ 10.00

To the clerk of the Circuit Court of Queen Anne's County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon,
has been received, approved and recorded by the State Department of Assessments and Taxation
of Maryland.

AS WITNESSE my hand and seal of the said Department at Baltimore.

Charles W. Clark



STATE OF MARYLAND,
CLERK OF QUEEN ANNE'S COUNTY, 807.
I HEREBY CERTIFY THAT
RECORDED FOR RECORD THIS 2nd DAY
OF MAY 1967 A.E. - 20265.
AND I HAVE DEPOSITED THE RECORD BOOK
FOR QUEEN ANNE'S COUNTY.
Charles W. Clark

7 24 50 ad

RECEIVED FOR RECORD July 24, 1967

ARTICLES OF INCORPORATION

QUEEN ANNE'S COUNTY YOUTH CENTER, INC.

First: We the undersigned, Arthur J. Blaney, whose post office address is Hope Road, Centreville, Maryland, James E. Cantler, whose post office address is 302 South Liberty Street, Centreville, Maryland, and Lois S. Duffey, whose post office address is Corsica Neck Road, Centreville, Maryland, all being of legal age, do hereby associate ourselves as incorporators with the intention of forming a corporation under and by virtue of the General Laws of the State of Maryland.

Second: the name of the corporation (hereinafter referred to as "Corporation") is

QUEEN ANNE'S COUNTY YOUTH CENTER, INC.

Third: the purposes for which the Corporation is formed are as follows:

- a. To organize and operate an association exclusively for charitable, civic and educational purposes, no part of the net earnings of which is to inure to the benefit of any member, officer or other individual.
- b. To organize and operate in Queen Anne's County, Maryland, recreational facilities for the use of the youth of said area and/or for the residents thereof.
- c. To organize and operate educational classes and programs of any sort or description.
- d. To encourage, perpetuate and promote supervised social relation among the youth of the area and to maintain buildings, grounds and facilities for juvenile recreational purposes.
- e. To purchase, acquire, hold, improve, develop, sell, convey, assign, mortgage, encumber, lease or otherwise dispose of or deal in or with real or personal property of every name and nature which this corporation may think necessary or convenient for the purpose of providing the aforesaid facilities and services.

f. To carry on any other business which may seem to the Board of Directors of this Corporation to be calculated, either directly or indirectly to effectuate the aforesaid objects or any of them, or any part thereof; and generally to exercise the powers enumerated by the Laws of the State of Maryland pertaining to corporations, and to do any act, matter or thing not inconsistent with said laws which may be appropriate to promote and attain the objects and purposes for which this Corporation is formed.

The foregoing enumeration of powers, purposes and objects is made in furtherance and not in limitation of the powers conferred upon the Corporation by law and is not intended by mention of any particular object or business in any manner to limit or restrict the generality of any other purposes, objects or business mentioned, or to limit or restrict any of the powers of the Corporation.

Fourth: The post office of the place at which the principal office of the Corporation in this State will be located is Centreville, Maryland.

The resident agent of the Corporation is Arthur J. Blaney, whose post office address is Hope Road, Centreville, Maryland. Said resident agent is a citizen of the State of Maryland, and actually resides therein.

Fifth: The Corporation shall be without capital stock and shall not be operated for profit.

Sixth: The number of directors of the Corporation shall be three (3) which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than three; and the names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are:

Arthur J. Blaney, whose post office address is
Hope Road, Centreville, Maryland

James E. Cantler, whose post office address is
302 South Liberty Street, Centreville, Maryland

Lois S. Duffey, whose address is Corsica Neck Road
Centreville, Maryland

Seventh: The following shall be the first members of the Corporation: Arthur J. Blaney, James E. Cantler and Lois S. Duffey. Thereafter members may resign or be removed, vacancies may be filled and additional

members elected, as provided by the By-Laws of the corporation, which By-Laws may prescribe different classes of members and the powers, duties and privileges of each class of membership.

Eighth: The duration of the corporation shall be perpetual.

IN WITNESS WHEREOF we have signed these Articles of Incorporation this 27th day of April, 1967.

WITNESS:

Catherine E. Moore

Arthur J. Blaney (SEAL)
Arthur J. Blaney

Catherine E. Moore

James E. Cantler (SEAL)
James E. Cantler

Catherine E. Moore

Lois S. Duffey (SEAL)
Lois S. Duffey

STATE OF MARYLAND

to wit:

COUNTY OF QUEEN ANNE'S

I HEREBY CERTIFY, that on this 27th day of April, 1967, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County aforesaid, personally appeared Arthur J. Blaney, James E. Cantler and Lois E. Duffey, and they severally acknowledged the foregoing Articles of Incorporation to be their act.

AS WITNESS my hand and Notarial Seal.

William M. J.
NOTARY PUBLIC

My commission expires: July 1, 1967

LIBER

1 PAGE 581

- 3 -

LIBER 1 PAGE 582
ANNEXES OF INCORPORATION

OF
CENTRAL AIR'S COMBAT YOUTH CENTER, INC.

approved and recorded for record by the State Department of Assessments and Taxation
of Maryland May 2, 1967 at 8:30 o'clock A. M. as in conformity
with law and ordered recorded.

A. 12332

Recorded in LIBER 377, folio 315, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Donus tax paid \$20.00 Recording fee paid \$ 10.00

To the clerk of the Circuit Court of Queen Anne's County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon,
has been received, approved and recorded by the State Department of Assessments and Taxation
of Maryland.

AS WITNESSED my hand and seal of the said Department at Baltimore.

Charles H. Bantjes



STATE OF MARYLAND
CLERK OF CIRCUIT COURT, Q.A.C.
I HEREBY CERTIFY THAT
THIS INSTRUMENT TOGETHER WITH ALL
ENDORSEMENTS THEREON WAS
RECORDED IN MY OFFICE ON
MAY 2 1967 AT 8:30 A.M.
BY
CHARLES H. BANTJES
CLERK OF CIRCUIT COURT.

Charles H. Bantjes

2.50 pd

RECEIVED FOR RECORD Sept 19, 1967
ARTICLES OF INCORPORATION

OF

ANDREW'S MARKET, INC.

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Joseph Palmer Andrew, whose post office address is Centreville, Maryland; Toni Rose Andrew, whose post office address is Centreville, Maryland, and David W. Middleton, whose post office address is Centreville, Maryland; all being of full legal age, do under and by virtue of the General Laws of the State of Maryland, authorizing the formation of corporations, associate ourselves with the intention of forming a corporation.

SECOND: The name of the corporation (which is hereinafter called the "Corporation") is

ANDREW'S MARKET, INC.

THIRD: The purposes for which the corporation is formed and the business or objects to be carried on and promoted by it are as follows:

1. To own, conduct and operate a general retail store for the merchandising of foodstuffs, clothing, gas and oil products, and other related items; to improve, manage, develop, sell, assign, transfer, lease, mortgage, pledge, or otherwise to dispose of, or turn to account, or deal in, all or any part of the property and estate of the Corporation; and from time to time vary any investment or employment of capital of the corporation.
2. To sell and dispense foods, beverages and liquids of all kinds, alcoholic, or non-alcoholic; to hold, own and operate under such municipal, county, state or governmental licenses as may be necessary for the conduct of any of the businesses in which the corporation is engaged, and to do any and all things pertinent to said business, or any of them.
3. To buy, sell, mortgage, lease, build upon, improve, develop, dispose of and otherwise deal in and with any land or lands, or interest therein, owned or possessed by the corporation, either within or without the State of Maryland, and to engage in and carry on any other business which may be considered necessary, advisable or convenient for the purpose of promoting the general development of any such land or lands of the corporation, or of enhancing its value.
4. To purchase, lease or otherwise acquire, hold, own, manage, construct, erect, improve, operate, dispose of, or to aid and subscribe towards the acquisition, construction or improvement of lands, buildings, machinery, equipment, facilities, and any other property or appliances which may appertain to or be useful in the conduct of any business of the corporation, including personal property of all types and kinds, whether purchased on a domestic or foreign market.
5. To acquire all or any part of the good will, rights, property, patents, copyrights, franchises or business of any person, firm, association or corporation heretofore or hereinafter engaged in any business similar to any business which this corporation has the power to conduct; and to hold, utilize, enjoy, mortgage, pledge, assign, dispose of or deal in the whole or any part of the rights, property and business so acquired; and to assume in connection therewith any liabilities of any person, firm, association or corporation.

6. To apply for, obtain, purchase or otherwise acquire any patents, copyrights, licenses, trade-marks, trade names, rights, processes, formulas, and the like, which may be capable of being used for any of the purposes of the corporation; and to use, exercise, develop, grant franchises or licenses in or with respect thereto, or otherwise deal with the same, or turn to account.

7. To aid in any manner any person, firm, association, corporation, or syndicate by the purchase or sale of any shares of stock, bonds, debentures, notes, mortgages or other obligations, or any certificates, receipts, warranties, or other instruments evidencing rights, options to receive, purchase or subscription, or of any other nature, which are of interest to or held by the corporation, and to do any act or thing designed to protect, preserve or improve the value of any such property or interest, or any other property of the corporation.

8. To guarantee the payment of dividends upon any shares of stock or the performance of any contract or obligation by another corporation or association in which this corporation has any interest, and to endorse or otherwise guarantee the payment of principal and interest, or either, of any bonds, debentures, notes or other evidences of indebtedness created or issued by any such other corporation or association.

9. To carry out all or any part of the foregoing objects and purposes as principal, factor, agent, contractor, or otherwise, in its own right or along and through or in conjunction with any person, firm, association or corporation; and in carrying out its business and for the purpose of attaining or furthering any of its objects and purposes, to make and perform any contracts and to perform any act and to exercise any power suitable, convenient to or proper for the accomplishment of any of the objects or purposes herein enumerated or incidental to the powers herein specified, or which may at any time appear conducive to or expedient for the accomplishment of any of the objects and purposes aforesaid.

10. Without in any particular limiting any of the objects and powers of the corporation, it is hereby expressly declared and provided that the corporation shall have the power to make contracts, incur liabilities, borrow money, secure performance bonds, issue notes, bonds, debentures, stock or other obligations in payment for property purchased or acquired by the corporation, mortgage or pledge any stocks, bonds, accounts receivable, or to guarantee any dividend or bond or contract or other obligations, to secure any bonds or other obligations by it issued or incurred, and in carrying out and performing its business and furthering its objectives and purposes, to do all manner of things reasonable and proper in the premises; and further to be vested with all of the powers set forth by the Public General Laws of Maryland and to exercise any and all powers which a co-partnership or natural person could do and exercise, and which now or hereafter may be authorized by law; provided, however, that any and all of the foregoing powers shall be exercised only in conformity with the Laws of the State of Maryland.

The foregoing objects and purposes shall, except when otherwise expressed, be in no way limited or restricted by reference to, or influence from, the terms of any other clause of this or any other articles of incorporation or of any amendment thereto, and shall each be regarded as independent, and shall be construed as powers as well as objects and purposes.

The corporation shall be authorized to exercise and enjoy all of the powers, rights, and privileges granted to, or conferred upon, corporations of a similar character by the Public General Laws of the State of Maryland, now or hereafter in force, and the enumeration of the foregoing powers shall not be deemed to exclude any powers, rights or privileges so granted and conferred.

FOURTH: The post office address of the place at which the principal office of the corporation in this State will be located is Centreville, Queen Anne's County, Maryland, and the resident agent of the corporation is Joseph Palmer Andrew, whose post office address is Centreville, Maryland. Said resident agent is a citizen of the State of Maryland, and actually resides therein.

FIFTH: The corporation shall have three directors, and Joseph Palmer Andrew, Toni Rose Andrew, and David W. Middleton, shall act as such until the first annual meeting of the corporation, or until their successors are duly chosen and qualified.

SIXTH: The total number of shares of stock which the corporation has authority to issue is Five Hundred (500) shares, without par value, all of which shares are of one class and are designated as common stock.

SEVENTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the corporation and of the directors and stockholders.

1. The board of directors of the corporation is hereby empowered to authorize the issuance from time to time of shares of the stock of the corporation, of any class, whether or not hereafter authorized, and securities convertible into shares of stock of any class, whether now or hereafter authorized, for such consideration as the board of directors may deem adequate and advisable, subject to such limitations and restrictions, if any, as may be set forth in the by-laws of the corporation.
2. Any director individually, or any firm of which any director may be a member, or any corporation or association of which any director may be an officer or director, or in which any director may be interested as the holder or owner of its capital stock, or otherwise, may be a party to, or may be pecuniarily or otherwise interested in any contract or other transaction shall thereby be affected or invalidated; provided that in case a director is so interested, such fact shall previous to such contract or transaction be disclosed to the board of directors, or a majority thereof.
3. The corporation reserves the right, from time to time, to make any amendments to its charter which may now or hereafter be authorized by law, including any amendments changing the terms of any outstanding stock by classification, re-classification or otherwise; but no such amendment which changes the terms of any outstanding stock shall be valid unless such change in the terms thereof shall have been authorized by the holders of two-thirds (2/3) of the shares of such stock at the time outstanding, by a vote at a general or special meeting of stockholders, or in writing with or without such meeting.
4. The corporation reserves the right from time to time to retire its own stock at its then existing market value. No common stock of the corporation shall be sold, pledged, mortgaged, given or distributed by any stockholder (except by the laws of distribution of an intestate's estate by Last Will and Testament), or by any executor or personal representative of a deceased stockholder, or otherwise assigned, disposed of, or transferred to a transferee, other than the corporation, without having first been offered, in writing, for sale to the corporation for a period of thirty (30) days at its then market value; and failure of the corporation to exercise its right of purchase within said period of time, or a written refusal to purchase said stock so offered, by the corporation, before the expiration of said period, shall constitute a waiver of these requirements. Any transfer in violation of these conditions shall be void and shall confer no rights upon the transferee except where required by the Laws of the State of Maryland.

5. Stock certificates shall not be issued to any subscriber until fully paid, and said stock certificates, when issued, shall be non-assessable.

EIGHTH: The duration of the corporation shall be perpetual.

IN WITNESS WHEREOF we have signed these Articles of Incorporation, this 23rd day of May, 1967.

WITNESS:

Judith C. Conley

Joseph Palmer Andrew (SEAL)
Joseph Palmer Andrew

Judith C. Conley

Toni Rose Andrew (SEAL)
Toni Rose Andrew

Judith C. Conley

David W. Middleton (SEAL)
David W. Middleton

STATE OF Maryland

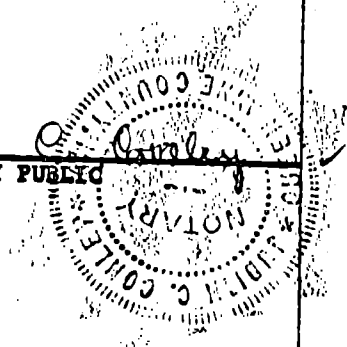
COUNTY OF Queen Anne's

to wit:

I HEREBY CERTIFY, that on this 23rd day of May 1967, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared Joseph Palmer Andrew and Toni Rose Andrew, his wife, and they did acknowledge the foregoing Articles of Incorporation to be their act.

AS WITNESS my hand and Notarial Seal.

Judith C. Conley
NOTARY PUBLIC



STATE OF Maryland

COUNTY OF Queen Anne's

to wit:

I HEREBY CERTIFY, that on this 23rd day of May 1967, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared David W. Middleton, and he did acknowledge the foregoing Articles of Incorporation to be his act.

AS WITNESS my hand and Notarial Seal.

Judith C. Conley
NOTARY PUBLIC



ARTICLES OF INCORPORATION

OF

AMERICAN MARKET, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland May 21, 1967 at 8:30 o'clock A. M. in conformity with law and ordered recorded.

A: 12321

Recorded in Liber 301, folio 106, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 22.00 Recording fee paid \$ 10.00

To the clerk of the Circuit Court of Queen Anne's County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon, has been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESSED my hand and seal of the said Department at Baltimore.

Charles W. Col



0388

STATE OF MARYLAND,
QUEEN ANNE'S COUNTY, MD,
I HEREBY CERTIFY THAT
THIS *Charter* WAS
RECEIVED FOR RECORD THIS *19th*
DAY OF *Sept* 19*67* RE. *21437*
AND RECORDED IN LIBER *ewc-1*
FILE *383* RECORD BOOK
FOR QUEEN ANNE'S COUNTY.
Charles W. Col CLERK

LIBER 1 PAGE 587

RECEIVED FOR RECORD Sept 19, 1967
ARTICLES OF INCORPORATION

OF
WYE RIVER SHOOTING CLUB, INC.

FIRST: We, the undersigned, LUTHER KNIGHT, whose post-office address is Queenstown, Maryland, JAMES A. QUICK, whose post-office address is Denton, Maryland, and JAMES E. THOMPSON, JR., whose post-office address is Centreville, Maryland, all being at least twenty-one years of age, do under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations, associate ourselves with the intention of forming a corporation by the execution and filing of these articles.

SECOND: The name of the corporation (which is herein-after called the "Corporation") is:

WYE RIVER SHOOTING CLUB, INC.

THIRD: The purposes for which the Corporation is formed are as follows:

(1) To acquire, own, lease, operate, develop, promote, manage and conduct regulated shooting areas; to purchase, own, breed, raise, propagate and otherwise deal with birds and game to be used on said regulated shooting preserve; to construct, own, buy, sell, lease, equip and operate hotels, restaurants, and cafes of all kinds; to deal in all kinds of food, food stuffs, food products, and beverages, including alcoholic beverages, and generally to deal in and with all kinds of facilities and appurtenances convenient, desirable, or necessary in the conduct and operation of the foregoing.

(2) To manufacture, purchase, or otherwise acquire

hold, mortgage, pledge, sell, transfer, or in any manner encumber or dispose of goods, wares, merchandise, implements, and other personal property or equipment of every kind.

(3) To purchase, lease, or otherwise acquire, hold, develop, improve, mortgage, sell, exchange, let, or in any manner encumber or dispose of real property wheresoever situated.

(4) To purchase, lease, or otherwise acquire, all or any part of the property, rights, businesses, contracts, good-will, franchises, and assets of every kind, of any corporation, co-partnership, or individual (including the estate of a decedent), carrying on or having carried on in whole or in part any of the aforesaid businesses or any other business or businesses that the Corporation may be authorized to carry on, and to undertake, guarantee, assume and pay the indebtednesses and liabilities thereof, and to pay for any such property, rights, business or businesses, contracts, good-will, franchises or assets, by the issue, in accordance with the laws of the State of Maryland, of stock, bonds, or other securities of the Corporation or otherwise.

(5) To apply for, obtain, purchase, or otherwise acquire, any patents, copyrights, licenses, trade-marks, trade-names, rights, processes, formulae, and the like, which might be used for any of the purposes of the Corporation; and to use, exercise, develop, grant licenses in respect of, sell and otherwise turn to account, the same.

(6) To purchase or otherwise acquire, hold and re-issue shares of its capital stock of any class; and to purchase, hold, sell, assign, transfer, exchange, lease, mortgage, pledge or otherwise dispose of, any shares of stock of, or voting trust certificates for any shares of stock of, or any bonds or other

JAMES E. THOMPSON, JR.
ATTORNEY AT LAW
CENTREVILLE, MD. 21617
758-0877

securities or evidences of indebtedness issued or created by, any other corporation or association, organized under the laws of the State of Maryland or of any other state, territory, district, colony, or dependency of the United States of America, or of any foreign country; and while the owner or holder of any such shares of stock, voting trust certificates, bonds or other obligations, to possess and exercise in respect of same any and all the rights, powers, and privileges of ownership, including the right to vote on any shares of stock so held or owned; and upon a distribution of the assets or a division of the profits of this Corporation, to distribute any such shares of stock, voting trust certificates, bonds or other obligations, or the proceeds thereof, among the stockholders of this Corporation.

(7) To guarantee the payment of dividends upon any shares of stock of, or the performance of any Contract by, any other corporation or association in which the Corporation has an interest, and to endorse or otherwise guarantee the payment of the principal and interest, or either, of any bonds, debentures, notes, securities or other evidences of indebtedness created by or issued by any such other corporation or association.

(8) To loan or advance money with or without security, without limit as to amount; and to borrow or raise money for any of the purposes of the Corporation and to issue bonds, debentures, notes or other obligations of any nature, and in any manner permitted by law, for money so borrowed or in payment for property purchased, or for any other lawful consideration, and to secure the payment thereof and of the interest thereon, by mortgage upon, pledge or conveyance or assignment in trust of,

the whole or any part of the property, of the Corporation, real or personal, including contract rights, whether at the time owned or thereafter acquired; and to sell, pledge, discount or otherwise dispose of such bonds, notes, or other obligations of the Corporation for its corporate purposes.

(9) To carry on any of the businesses hereinbefore enumerated for itself, or for the account of others, or through others for its own account, and to carry on any other business or businesses which may be deemed by it to be calculated, directly or indirectly, to effectuate or facilitate the transaction of the aforesaid objects or purposes or businesses, or any of them, or any part thereof, or to enhance the value of its own property, business or objects.

(10) To carry out all or any part of the aforesaid purposes, and to conduct its business in all or any of its branches, in any or all states, territories, districts, colonies and dependencies of the United States of America and in foreign countries; and to maintain offices and agencies, in any or all states, territories, districts, colonies and dependencies of the United States of America, and in foreign countries.

The foregoing enumeration of the powers, objects and businesses of the Corporation is made in furtherance, and not in limitation, of the powers conferred upon the Corporation by law, and is not intended, by the mention of any particular purpose, object or business, in any manner to limit or restrict the generality of any other purpose, object or business mentioned, or to limit or restrict any of the powers of the Corporation. The Corporation shall be authorized to exercise and enjoy all the rights, powers and privileges granted to or conferred upon

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ATTORNEY AT LAW
CENTREVILLE, MD. 21817
788-0877

corporations of a similar character by the general laws of the State of Maryland now or hereafter in force, and the enumeration of the foregoing powers shall not be deemed to exclude any powers, rights, or privileges so granted or conferred.

FOURTH: The post-office address of the principal office of the Corporation is Queenstown, Maryland. The resident agent of the Corporation is Luther Knight, whose post-office address is Queenstown, Maryland. Said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The total amount of the authorized capital stock of the Corporation is One Hundred Thousand Dollars (\$100,000.00) consisting of One Thousand (1,000) shares of common stock of the par value of One Hundred Dollars (\$100.00) each.

SIXTH: The number of Directors of the Corporation shall be three, which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than three; and the names of the Directors who shall act until the first annual meeting of the Corporation or until their successors are duly chosen and qualify are LUTHER KNIGHT, JAMES A. QUICK, and JAMES E. THOMPSON, JR.

SEVENTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the Directors and stockholders.

(1) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock, with or without par value, of any class, and securities convertible into shares of its stock, with or without par value, of any class, for such consideration as said Board of Directors may deem advisable, irrespective of the value

or amount of such considerations, but subject to such limitations and restrictions, if any, as may be set forth in the By-Laws of the Corporation.

(2) The Board of Directors shall have power, from time to time, to fix and determine and to vary the amount of the working capital of the Corporation; to determine whether any, and if any, what part, of the surplus of the Corporation or of the net profits arising from its business shall be declared in dividends and paid to the stockholders, subject, however, to the provisions of the charter, and to direct and determine the use and disposition of any such surplus or net profits. The Board of Directors may in its discretion use and apply any of the surplus and net profits in purchasing or acquiring any of the shares of the Corporation, or any of its bonds or other evidences of indebtedness, to such extent and in such manner and upon such lawful terms as the Board of Directors shall deem expedient.

(3) The Board of Directors shall have power subject to any limitations or restrictions imposed by law, to classify or re-classify any unissued shares of stock, whether now or hereafter authorized, by fixing or altering in any one or more respects, from time to time before issuance of such shares, the preferences, rights, voting powers, restrictions and qualifications of, the dividends on, the times and prices of redemption of, and the conversion rights of, such shares.

(4) No contract or other transaction between this Corporation and any other corporation and no act of this Corporation shall in any way be affected or invalidated by the fact that any of the Directors and/or Officers of this Corporation are

JAMES E. THOMPSON, JR.
ATTORNEY AT LAW
CENTREVILLE, MD. 21017

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pecunarily or otherwise interested in, or are Directors or Officers of, such other corporation; any Directors individually, or any firm, association or corporation of which any Director or Officer may be a member, may be a party to, or may be pecunarily or otherwise interested in, any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof; and any Director or Officer of this Corporation who is so interested may be counted in determining whether a quorum exists at any meeting of the Board of Directors of this Corporation, which shall authorize any such contract or transaction, with like force and effect as if he were not such Director or Officer of such other firm, association or corporation or not so interested.

(5) Any contract, transaction or act of the Corporation or of the Directors which shall be ratified by a majority of a quorum of the stockholders having voting powers at any annual meeting, or at any special meeting called for such purpose, shall so far as permitted by law be as binding as though ratified by every stockholder of the Corporation.

(6) Agreements may be entered into by any stockholder or stockholders giving to the Corporation or to any other stockholder or stockholders an option to purchase the stockholdings of such stockholder or stockholders, and binding such stockholder or stockholders, his or her or their heirs, executors, administrators and assigns, and the shares of stock of such person or persons shall, thereupon be subject to such agreement and transferable only upon proof of compliance therewith; provided,

however, such agreement be filed with the Corporation, and reference thereto be placed upon the certificate of stock.

(7) No holders of stock of the Corporation, of whatever class, shall have any preferential right of subscription to any shares of any class or to any securities convertible into shares of stock of the Corporation, nor any right of subscription to any thereof other than such, if any, as the Board of Directors in its discretion may determine, and at such price as the Board of Directors in its discretion may determine and fix; and any shares or convertible securities which the Board of Directors may determine to offer for subscription to the holders of stock, may, as the Board of Directors shall determine, be offered to the holders of any class or classes of stock at the time existing to the exclusion of the holders of any or all other classes at the time existing.

(8) Notwithstanding any provisions of law requiring any action to be taken or authorized by the affirmative vote of the holders of a majority or other designated proportion of the shares or of the shares of each class, such action shall be effective and valid if taken or authorized by the affirmative vote of the holders of a majority of the total number of shares outstanding and entitled to vote thereon, except as otherwise provided in the charter or By-Laws, but in cases in which the law authorizes such action to be taken or authorized by a less vote, such action shall be effective and valid if so taken or authorized, except as otherwise provided in the charter or By-Laws.

(9) The Corporation reserves the right to make from time to time any amendments of its charter which may now or hereafter be authorized by law, including any amendment or amendments

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CENTREVILLE, MD. 21617
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changing the terms of any class of its stock by classification, re-classification, or otherwise.

(10) The Board of Directors shall have power to determine from time to time whether and to what extent and at what times and places and under what conditions and regulations the books, accounts and documents of the Corporation, or any of them, shall be open to the inspection of stockholders, except as otherwise provided by statute or by the By-Laws; and, except as so provided, no stockholder shall have any right to inspect any book, account or document of the Corporation unless authorized to do so by a Resolution of the Board of Directors.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on the 29th day of May, 1967.

Luther Knight
LUTHER KNIGHT

James A. Quick
JAMES A. QUICK

James E. Thompson, Jr.
JAMES E. THOMPSON, JR.


STATE OF MARYLAND)
) TO WIT:
QUEEN ANNE'S COUNTY)

I HEREBY CERTIFY, that on this 29th day of May, 1967, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County aforesaid, personally appeared

JAMES E. THOMPSON, JR.
ATTORNEY AT LAW
CENTREVILLE, MD. 21617
788-0877

LUTHER KNIGHT, JAMES A. QUICK, and JAMES E. THOMPSON, JR. and severally acknowledged the foregoing Articles of Incorporation to be their act.

WITNESS my hand and Notarial Seal the day and year last above written.


Notary Public
My Commission Expires: 7-1-67



JAMES E. THOMPSON, JR.
ATTORNEY AT LAW
CENTREVILLE, MD. 21617
786-0877

WILD BEVER CROQUING CLUB, INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland June 15, 1907 at 8:30 o'clock A. M. as in conformity
with law and ordered recorded.

A 12354

Recorded in Liber 7604, folio 377 one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$20.00 Recording fee paid \$ 25.00

To the clerk of the Circuit Court of Queen Anne's County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon,
has been received, approved and recorded by the State Department of Assessments and Taxation
of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

Charles W. Cecil

STATE OF MARYLAND,
QUEEN ANNE'S COUNTY, MD.
I HEREBY CERTIFY THAT
THIS *Charte* WAS
RECEIVED FOR RECORD THIS *19th*
DAY *Sept. 1907* AD. *21437*
AND RECORDED IN LIBER *C.C. 1*
for said Club BOOKED LOOK
FOR QUEEN ANNE'S COUNTY.
Charles W. Cecil CLERK



J.F.

RECEIVED FOR RECORD Sept. 19 1967

ARTICLES OF INCORPORATION

OF

MORRIS TABERNACLE

FIRST: We, the undersigned, ELWOOD HARVEY JACKSON, whose post office address is Millington, Maryland, HARRY FRANK CLENDANIEL, whose post office address is 19 North Delaware Street, Smyrna, Delaware, VIRGIL JULIAN MORRIS, whose post office address is Marydel, Maryland, LESTER KYLE HENRY, whose post office address is Hartly, Delaware, and ARTHUR IVERSON, whose post office address is Wyoming, Delaware, all being at least twenty-one years of age, do under and by virtue of the General Laws of the State of Maryland authorizing the formation of religious corporations, associate ourselves together for the purpose and with the intention of forming a religious corporation by the execution and filing of these Articles.

SECOND: The name of the corporation (which is hereinafter called the "Corporation") is:

MORRIS TABERNACLE

THIRD: The general purpose shall be the maintenance of religious worship, teaching, and preaching the Gospel; to establish and maintain a place or places of worship and teaching for the meetings of the church and to buy, sell, hold, build, lease, or rent a church building or buildings and to furnish and maintain the same, and to do all things incident and pertinent to such purposes:

FOURTH: The post office address of the principal office of the Corporation is Marydel, Maryland. The resident agent of the Corporation is Virgil Julian Morris, whose post office

Virgil Julian Morris

JAMES E. THOMPSON, JR.
ATTORNEY AT LAW
CENTREVILLE, MD. 21817

788-0877

LIBER

1 PAGE 599

address is Marydel, Maryland. Said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: An applicant for membership in the Corporation shall be admitted only upon the majority vote of the members present at the meeting when his application is acted upon and by subscribing to the By-Laws and tenants of the Church.

SIXTH: The government of the Corporation and the management of its affairs shall be vested in a board of five trustees, which number may be increased or decreased pursuant to the By-Laws of the Corporation but shall never be less than five, and the names of the Trustees who shall act until the first annual meeting of the Corporation or until their successors are duly chosen and qualified are Elwood Harvey Jackson, Harry Frank Clendaniel, Virgil Julian Morris, Lester Kyle Henry, and Arthur Iverson.

SEVENTH: The Board of Trustees shall select from their own number a chairman, a vice-chairman, a secretary, and a treasurer and such other officers as they may from time to time deem expedient.

EIGHTH: The trustees, directors, and officers shall perform such duties as may be prescribed by the By-Laws of the Corporation.

NINTH: The first meeting of the Corporation for the adoption of By-Laws, election of trustees and officers, and the taking of such other action as may be desirable and proper for the purposes of the Corporation will be held at Marydel, Maryland, on the second Sunday in July, 1967.

IN WITNESS WHEREOF, we have signed these Articles of

Incorporation on the 12th day of June, 1967.

Elwood Harvey Jackson (SEAL)
Elwood Harvey Jackson

Harry Frank Clendaniel (SEAL)
Harry Frank Clendaniel

Virgil Julian Morris (SEAL)
Virgil Julian Morris

Lester Kyle Henry (SEAL)
Lester Kyle Henry

Arthur Iverson (SEAL)
Arthur Iverson

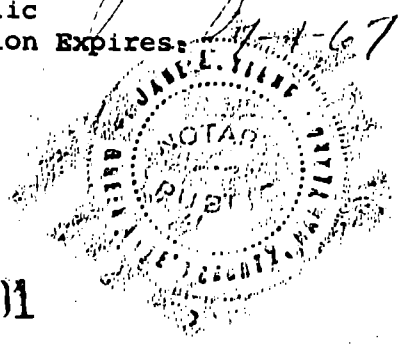
STATE OF MARYLAND)
)
QUEEN ANNE'S COUNTY)

TO WIT:

I HEREBY CERTIFY, that on this 12th day of June 1967, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County aforesaid, personally appeared ELWOOD HARVEY JACKSON, HARRY FRANK CLENDANIEL, VIRGIL JULIAN MORRIS, LESTER KYLE HENRY, and ARTHUR IVERSON and severally acknowledged the foregoing Articles of Incorporation to be their act.

WITNESS my hand and Notarial Seal the day and year last above written.

Jane L. Young
Notary Public
My Commission Expires: 12-1-67



JAMES E. THOMPSON, JR.
ATTORNEY AT LAW
CENTREVILLE, MD. 21617
766-0877

LIBER 1 1937
ARTICLES OF INCORPORATION
OF
MORRIS TABERNACLE

approved and received for record by the State Department of Assessments and Taxation
of Maryland June 21, 1937 at 8:30 o'clock A. M. as in conformity
with law and ordered recorded.

A 13048

Recorded in Liber 2605, folio 379 of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

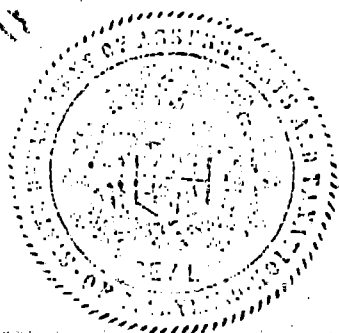
Bonus tax paid \$..... Recording fee paid \$ 10.00.....

To the clerk of the Circuit Court of Queen Anne's County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon,
has been received, approved and recorded by the State Department of Assessments and Taxation
of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

Charles W. [Signature]



STATE OF MARYLAND,
QUEEN ANNE'S COUNTY, SOI.
I HEREBY CERTIFY THAT
THIS Charter WAS
RECEIVED FOR RECORD THIS 22
DAY OF June 1937.
AND RECORDED IN LIBER 2605
Page - 379 RECORDED FOR
FOR QUEEN ANNE'S COUNTY.

06027

ARTICLES OF INCORPORATION

OF

WOOD BROS., INC.

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Howard Wood, whose post office address is Centreville, Maryland, David C. Bryan, whose post office address is Centreville, Maryland, and Mary D. Wood, whose post office address is Centreville, Maryland, all being at least twenty-one (21) years of age, do, under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations, associate ourselves with the intention of forming a corporation.

SECOND: The name of the corporation is WOOD BROS., INC.,

THIRD: The purposes for which the corporation is formed and the business or objectives to be carried on and promoted by it are as follows:

To acquire farm properties and other real estate by purchase, lease or otherwise; to bid upon and purchase at foreclosure or at other sales, public or private, real property and rights or interests therein of all kinds; to hold, own, rent, farm, operate, control, work, improve, alter, maintain, sell, convey, exchange, mortgage, hold for investment and otherwise turn to account real estate of every class and description.

To purchase, acquire, erect, alter, rebuild and improve, move or demolish dwellings, barns, sheds, yards and other buildings, and structures, private or public, of all kinds, and to sell or rent the same; to erect, purchase, lease, own, operate and dispose of such machinery, tools, apparatus and equipment as may be necessary for the proper conduct of the business of the corporation.

To purchase, acquire, hold, own, rent, sell, assign, exchange, mortgage, hold for investment, alter, maintain and operate personal property of every name and nature, including stocks and securities of this corporation and other corporations, and to loan money and take securities for the payment of all sums due the corporation, and to sell, assign and release such securities, and to do such other business as shall be necessary, convenient or incident thereto.

To plan, plot, survey, divide, subdivide, grade, improve and develop lands for the purpose of sale and otherwise, and to do and perform all things needful and lawful for the development of the same for residence, trade and business.

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To lay out, grade, pave, construct, install, improve, maintain and dedicate roads, streets, avenues, highways, alleys, courts, paths, walks, parks, swimming pools, ponds, wharves, piers, bridges, seawalls, bulkheads, beaches, private and public works and conveniences of all kinds.

To engage in, and carry on, the business of importing, exporting, manufacturing, producing, buying, selling, and otherwise dealing in, and with, goods, wares, and merchandise, of every class and description.

To engage in, and carry on, any other business which may conveniently be conducted in conjunction with any of the business of the corporation.

To acquire all, or any part of the good will, rights, property and business, of any person, firm, association, or corporation, heretofore or hereafter engaged in any business similar to any business which the corporation has the power to conduct, and to hold, utilize, enjoy and, in any manner, dispose of the whole, or any part of the rights, property and business so acquired, and to assume, in connection therewith, any liabilities of any such person, firm, association or corporation.

To apply for, obtain, purchase or otherwise acquire, any patents, copyrights, licenses, trade-marks, trade names, rights, processes, formulas, and the like, which may seem capable of being used for any of the purposes of the corporation; and to use, exercise, develop, grant licenses in respect of, sell, and otherwise turn to account, the same.

To purchase, or otherwise acquire, and to hold, sell, or otherwise dispose of, and to retire and reissue, shares of its own stock of any class, in any manner, now or hereafter authorized or permitted by law.

To guarantee the payment of dividends upon any shares of stock or shares in, or the performance of any contract by, any other corporation, or association, in which this corporation has an interest, and to endorse, or otherwise guarantee, the payment of the principal and interest, or either, of any bonds, debentures, notes or other evidences of indebtedness created or issued by any such other corporation or association.

To carry out all, or any part of, the aforesaid objects, as principal, factor, agent, contractor, or otherwise, either

605 alone, or through, or in conjunction with, any person, firm, association, or corporation, and, in carrying on its business, and for the purpose of attaining, or furthering, any of its objects and purposes, to make and perform any contracts, and to do any acts and things, and to exercise any powers suitable, convenient, or proper, for the accomplishment of any of the objects and purposes herein enumerated or incidental to the powers herein specified, or which, at any time, may appear conducive to, or expedient for, the accomplishment of any of such objects and purposes.

The foregoing objects and purposes shall, except when otherwise expressed, be in no way limited or restricted by reference to, or inference from, the terms of any other clause of this, or any other article of these Articles of Incorporation, or of any amendment thereto, and shall be regarded as independent, and construed as powers, as well as objects and purposes.

The corporation shall be authorized to exercise and enjoy all of the powers, rights, and privileges, granted to, or conferred upon, corporations of a similar character by the General Laws of the State of Maryland, now or hereafter in force, and the enumeration of the foregoing powers shall not be deemed to exclude any powers, rights, or privileges so granted or conferred.

FOURTH: The post office address of the place at which the principal office of the corporation in this State will be located is ^{QUEEN ANNE CO.} Zuber Farm, Centreville, Maryland. The resident agent of the corporation is Lawrence Wood, Jr., whose post office address is Queen Anne, Maryland. Said resident agent is a citizen of the State of Maryland and actually resides therein.

605 FIFTH: The corporation shall not have less than three (3) nor more than nine (9) directors, and Lawrence Wood, Jr., Donald F. Wood, Robert L. Wood and David R. Wood shall act as such until the first annual meeting or until their successors are duly chosen and qualified.

SIXTH: The total number of shares of all classes which the corporation has authority to issue is one hundred thousand (100,000) shares of Common Stock of the par value of One Dollar (\$1.00) each.

SEVENTH: The following provisions are hereby adopted, for the purpose of defining, limiting, and regulating the powers of the corporation and of the directors and stockholders:

(a) The Board of Directors of the corporation is hereby empowered to authorize the issuance, from time to time, of shares of its stock of any class, whether now or hereafter authorized, and securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as said Board of Directors may deem advisable, subject to such limitations and restrictions, if any, as may be set forth in the by-laws of the corporation.

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(b) Any director, individually, or any firm of which any director may be a member, or any corporation or association of which any director may be an officer or director, or in which any director may be interested, as the holder of any amount of its capital stock or otherwise, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the corporation, and in the absence of fraud, no contract, or other transaction, shall be thereby affected or invalidated; provided, that in case a director, or a firm of which a director is a member, is so interested, such fact shall be disclosed, or shall have been known to the Board of Directors, or a majority thereof. Any director of the corporation who is also a director of or officer of or interested in such other corporation, or association, or who, or the firm of which he is a member, is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize any such contract or transaction, and may vote thereat to authorize any such contract or transaction, with like force and effect, as if he were not such director or officer of such other corporation or association or not so interested, or a member of a firm so interested.

(c) The Board of Directors of the corporation is hereby empowered to authorize the purchase by the corporation out of its surplus, at any such time or times and in such amounts as it shall deem advisable, shares of its own stock of any class, whether now or hereafter authorized, and securities convertible into shares of its own stock, whether now or hereafter authorized, at such price or prices as the Board of Directors shall deem to be the fair market value thereof; such purchase or purchases to be for the purpose of resale, reissue or retirement as the said Board may determine.

(d) The Board of Directors shall have power, subject to any limitations or restrictions herein set forth, or imposed by law, to classify, or reclassify, any unissued shares of stock, whether now or hereafter authorized, by fixing, or altering, in any one or more respects, from time to time, before issuance of such shares, the preferences, rights, voting powers, restrictions, and qualifications of, the dividends on, the time and prices of redemption of, and the conversion rights of, such shares.

(e) The corporation reserves the right, from time to time, to make any amendments of its charter which may now or hereafter be authorized by law, including any amendments changing the terms of any of its outstanding stock, by classification, reclassification, or otherwise; but no such amendment which changes the terms of any of the outstanding stock shall be valid, unless such change in the terms thereof shall have been authorized by the holders of fifty-one per cent (51%) of the shares of such stock at the time outstanding, by a vote at a meeting, or in writing, with or without a meeting.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation, on this 24th day of July, 1967:

WITNESS:

Jane L. Young

Howard Wood (SEAL)
Howard Wood

Jane L. Young

David C. Bryan (SEAL)
David C. Bryan

Jane L. Young

Mary D. Wood (SEAL)

STATE OF MARYLAND, QUEEN ANNE'S COUNTY, To Wit:

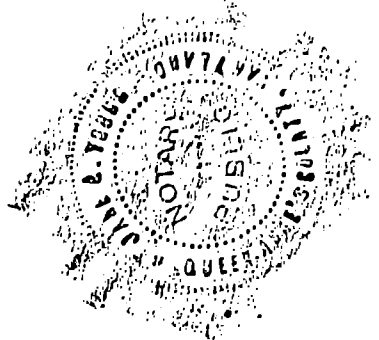
On this 24th day of July, 1967, before me, the subscriber, a Notary Public of the State of Maryland, in and for Queen Anne's County aforesaid, personally appeared Howard Wood, David C. Bryan, and Mary D. Wood, satisfactorily proven

to be the persons described in the foregoing Articles of Incorporation, and they each acknowledged that they executed the same in the capacity therein stated and for the purposes therein contained.

In witness whereof, I have hereunto set my hand and official seal.

Jane L. Young

Notary Public
My Commission Expires July 1, 1969.



16' 11' 12' 13' 14'

LIBER 1 PAGE 603
ABSTRACTS OF INCORPORATION
OF
WOOD EROS., INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland July 26, 1967 at 8:30 o'clock A.M. as in conformity
with law and ordered recorded.

A 13578

Recorded in Liber 7611, folio 60, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Escheat tax paid \$ 20.00 Recording fee paid \$ 19.00

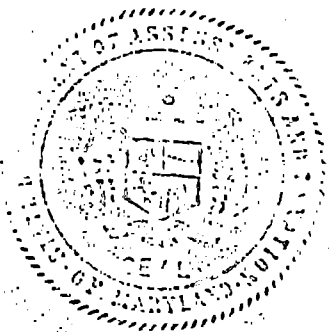
To the clerk of the Circuit Court of Queen Annes County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon,
has been received, approved and recorded by the State Department of Assessments and Taxation
of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

Charles W. Wolford

STATE OF MARYLAND,
QUEEN ANNES COUNTY, SOF,
HEREBY CERTIFY THAT
THIS 26th DAY OF July 1967, NO. 21540
AND RECORDED IN LIBER 7611 RECORD BOOK
603 FOR QUEEN ANNES COUNTY.
Charles W. Wolford



S.S.

RECEIVED FOR RECORD Sept. 19, 1967

ARTICLES OF INCORPORATION
GUIDING HANDS, INCORPORATED

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, residents of the State of Maryland, desiring to form a nonstock, not for profit, corporation under Section 132 et seq., of Article 23 of the Annotated Code of Maryland, and any amendments thereto, do for the purposes and objects hereinafter stated hereby associate ourselves with the intention of forming such corporation, and do hereby agree and declare:

FIRST: The incorporators, to wit:

Frank F. Willis
Stevensville
Queen Anne's County, Maryland

L. Stewart Nash
Chester
Queen Anne's County, Maryland

Howard Gardner
Stevensville
Queen Anne's County, Maryland

are at least twenty-one years of age and they associate as members with the intention of forming a nonstock, not for profit, corporation.

SECOND: The name of the corporation is the GUIDING HANDS, INCORPORATED.

THIRD: The purposes and objects of this corporation shall be:

(a) To further, by all proper and legitimate agencies and means, the dissemination of training, education, entertainment, religious and moral instructions for the benefit of retarded persons.

(b) To encourage active participation in all things that have to do with the training, education, entertainment, religious and moral instructions for the benefit of retarded persons.

(c) To cooperate with other organizations or individuals who are engaged in worth-while endeavors for the benefit of retarded persons by the exchange of methods and ideas.

(d) Generally to carry out at Stevensville and elsewhere in the State of Maryland the training programs designed for the benefit of retarded persons.

(e) That, except as herein limited, this corporation shall have and exercised all the powers granted to corporations by the laws of the State of Maryland.

FOURTH: This corporation shall be located in Queen Anne's County, Maryland, and the post office address of the principal office of the corporation in the State of Maryland is:

Stevensville
Queen Anne's County, Maryland 21666

The name and post office address of the resident agent of the corporation in the State of Maryland is:

Barbara Anne Nash
Chester
Queen Anne's County, Maryland 21619

Said resident agent is a citizen of this State and actually resides herein.

FIFTH: This corporation shall have no capital stock and shall not engage in business for profit, but shall be supported by gifts, bequests, benefits, contributions, and fees and dues paid by members. Membership in the corporation shall be governed and controlled as provided in the Constitution and By-Laws of this corporation.

Except for reimbursement of expenses incurred on behalf of the corporation or for services, materials or supplies provided to the corporation, no part of the receipts of this corporation shall ever be paid or distributed to any individual member, or officers, nor shall any part of the earnings or income of this corporation ever be distributed to or inure to the benefit of

any individual member or officers of the corporation.

SIXTH: The officers by whom, and the manner in which the objects and purposes of this corporation shall be carried out, shall be as provided by the Constitution and By-Laws of this corporation. The number of directors of the corporation shall be as provided by the Constitution and By-Laws, but shall be not less than three. The names of the persons who shall act as directors of the corporation until the first annual meeting are:

Frank F. Willis

L. Stewart Nash

Howard Gardner

IN WITNESS WHEREOF we have hereunto set our hands and seals this 24th day of June, 1967.

Frank F. Willis (SEAL), Stevensville, Queen Anne's County, Maryland
Frank F. Willis

L. Stewart Nash (SEAL), Chester, Queen Anne's County, Maryland
L. Stewart Nash

Howard Gardner (SEAL), Stevensville, Queen Anne's County, Maryland
Howard Gardner

STATE OF MARYLAND,
COUNTY OF QUEEN ANNE'S, ss.

BE IT REMEMBERED, that on this 24th day of June, 1967, personally appeared before me, the subscriber, a Notary Public, in and for the State and County aforesaid, FRANK F. WILLIS, L. STEWART NASH and HOWARD GARDNER, all the parties to the foregoing Certificate of Incorporation, known to me personally to be such, and severally acknowledged the said Certificate to be their act and deed respectively, and that the facts therein stated were truly set forth.

GIVEN under my hand and seal of office the day and year

as aforesaid.

Charlotte A. Severa
Notary Public

My Commission Expires July 1, 1967.

LIBER

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BOOK 1 PAGE 612
ARTICLES OF INCORPORATION
OF
GUIDING HANDS, INCORPORATED

approved and received for record by the State Department of Assessments and Taxation
of Maryland July 6, 1967 at 8:30 o'clock A. M. as in conformity
with law and ordered recorded.

A 13329

Recorded in Liber 7608, folio 332, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Escheat tax paid \$ 20.00 Recording fee paid \$ 15.00

To the clerk of the Circuit Court of Queen Anne's County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon,
has been received, approved and recorded by the State Department of Assessments and Taxation
of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

Charles W. C. [Signature]



STATE OF MARYLAND,
QUEEN ANNE'S COUNTY, 201,
I HEREBY CERTIFY THAT
THIS Charter WAS
RECEIVED FOR RECORD THIS 27th
DAY OF October 1967 AT 8:30 A.M.
AND RECORDED IN LIBER 7608 - 1
FOLIO 332 BEING BOOK
OF GUIDING HANDS COMPANY.
Charles W. C. [Signature] CLERK