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Cluffey Food Traders, Inc	467
Houmas Munc Co.	482
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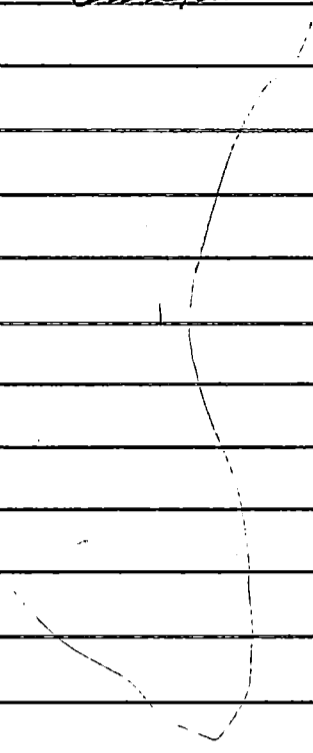




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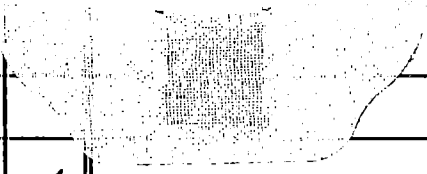
Ponies, Inc.	97.
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STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

hereby gives notice that ARTICLES OF DISSOLUTION of the  
TIDEWATER BANK

were received for record on, March 1, 1972,  
in accordance with the provisions of Sec. 77 of Art. 23 of the  
Code (1957 Edition).

Albert W. Ward

Director

RECEIVED FOR RECORD July 6, 1972

TIDEWATER BANK  
ARTICLES OF DISSOLUTION

TIDEWATER BANK, a Maryland Banking Corporation, having its principal office in Queen Anne's County, Maryland, hereby certifies to the State Department of Assessments and Taxation, 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 Maryland is Stevensville, Queen Anne's County, Maryland.

THIRD: The name and post office address of the resident agent of the Corporation in 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 J. Newman Walters, Jr. 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 are as follows:

- (1) William E. Denny, Jr.  
Stevensville, Maryland 21666
- (2) Claude Lowery  
Chester, Maryland 21619
- (3) Walter W. Jewell  
Grasonville, Maryland 21638
- (4) John D. Sparks, Sr.  
Chester, Maryland 21619
- (5) Percy E. Thomas  
Chester, Maryland 21619
- (6) Frank M. Hardy  
Queenstown, Maryland 21658
- (7) Ralph Baker, Jr.  
Queenstown, Maryland 21658
- (8) Robert L. Rich  
P. O. Box 1626  
Annapolis, Maryland 21404

(9) Roy E. Julie, Jr.  
Arbutus Dr., Crab Creek  
Annapolis, Maryland 21404

FIFTH: The name, title, and post office address of each of the officers of the Corporation are as follows:

<u>Name</u>	<u>Title</u>	<u>Address</u>
John D. Sparks, Sr.	President	Chester, Maryland 21619
William E. Denny, Jr.	Vice President	Stevensville, Maryland 21666
Claude Lowery	Secretary	Chester, Maryland 21619
J. Newman Walters, Jr.	Asst. Cashier	Chester, Maryland 21619
Gloria A. Jones	Asst. Cashier	Stevensville, Maryland 21666
Emma L. Thomas	Asst. Cashier	Chester, Maryland 21619

SIXTH: A majority of the entire Board of Directors, at a meeting of said Board duly convened and held on November 12, 1970, adopted a Resolution declaring that dissolution of the Corporation is advisable and directing that the proposed dissolution be submitted for action thereon at a special meeting of the stockholders of the Corporation to be held on December 15, 1970.

SEVENTH: Notice stating that a purpose of the meeting of the stockholders would be to take action upon the proposed dissolution of the Corporation was given, as required by law, to all stockholders entitled to vote thereon.

EIGHTH: The dissolution of the Corporation as so proposed was authorized by the stockholders of the Corporation at said meeting by the affirmative vote of two-thirds of the capital stock entitled to vote thereon.

NINTH: 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 11 and, to the extent applicable, Article 23 of the Annotated Code of Maryland.

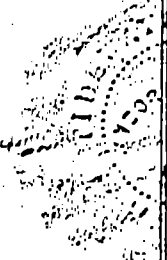
TENTH: The dissolution of the Corporation has been consented to by the Bank Commissioner of Maryland, as required by Article 11 of the Annotated Code of Maryland, and notice of such dissolution being authorized was duly published as also required by Article 11 of said Code. The Corporation has no known creditors.

ELEVENTH: These Articles of Dissolution are accompanied by certificates of the Comptroller of the Treasury of the State of Maryland and the collector of taxes of Queen Anne's County (being all collectors of taxes in the list thereof heretofore supplied to the corporation 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, including taxes billed for the year in which the dissolution of the corporation is to be effected, namely 1972.

IN WITNESS WHEREOF, Tidewater Bank has caused these Articles of Dissolution 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 Assistant Cashier on this 28<sup>th</sup> day of January, 1972.

ATTEST:

TIDEWATER BANK


 J. Newman Walters, Jr.  
Assistant Cashier

By John D. Sparks  
John D. Sparks, President

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

I HEREBY CERTIFY that on this 28<sup>th</sup> day of January, 1972, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared JOHN D. SPARKS, President of Tidewater Bank, 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 he did further make oath in due form of law that he acted as Chairman of the meeting of the stockholders 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 and accurate to the best of his knowledge, information and belief.

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

 J. Newman Walters, Jr.  
My commission expires July 1, 1974.



LIBER

3 PAGE 4

Queen Anne's

# RECORD-OBSERVER

Centreville, Md., Jan. 24 1972

## NOTICE OF LIQUIDATION OF TIDEWATER BANK AND NOTICE TO CREDITORS TO PRESENT CLAIMS

This will give notice, as required by Article 11, Section 76 of the Annotated Code of Maryland, that the Board of Directors has resolved and more than two-thirds (2/3rds) of the stockholders of Tidewater Bank have voted to voluntarily liquidate and dissolve the corporation, and that on November 16, 1971 the State Bank Commissioner found the Bank solvent and consented to such a dissolution and liquidation.

All creditors of Tidewater Bank are hereby notified to present for payment any and all claims they may have against the Bank at its office in Stevensville, Maryland.

TIDEWATER BANK  
Stevensville, Maryland  
21660

81-1-26

THE RECORD-OBSERVER CORPORATION, a body corporate, does hereby certify that the Notice

In the case/estate of Liquidation of Tidewater Bank

a true copy of which is annexed hereto, was published in the QUEEN ANNE'S RECORD-OBSERVER, a weekly newspaper printed and published in Centreville, in Queen Anne's County, Maryland, once a week for 8 successive weeks before the day of 1972, and that the first insertion of said advertisement in said QUEEN ANNE'S RECORD-OBSERVER was on the 8th day of Dec. 1971, and the last insertion on the 26th day of Jan. 1972

THE RECORD-OBSERVER CORPORATION

By *Anthony M. Moore*

November 23, 1972

### TO WHOM IT MAY CONCERN:

I hereby certify that all taxes and public charges levied by Queen Anne's County on the property of Tidewater Bank in said county are paid in full.

Respectfully submitted,

*Oscar A. Schulz*  
Oscar A. Schulz, Treasurer  
Queen Anne's County, Maryland



STATE OF MARYLAND  
COMPTROLLER OF THE TREASURY  
STATE TREASURY BUILDING  
P. O. BOX 466      PHONE 267-8808  
ANNAPOLIS, MARYLAND 21404

LOUIS L. GOLDSTEIN  
COMPTROLLER  
BERNARD F. NOSSEL  
CHIEF DEPUTY  
ROBERT L. SWANN  
ASSISTANT TO COMPTROLLER  
J. BASIL WISNER  
ASSISTANT TO 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

TIDEWATER BANK  
have been paid.

WITNESS my hand and official seal this  
nineteenth      day of January      A.D. 1972.



*Mary Ellen Hopkins*  
Deputy Comptroller

LIBER

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OF

TIDEWATER BANK

777

approved and received for record by the State Department of Assessments and Taxation of Maryland March 1, 1972 at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

1A 11923

Recorded in Liber 952, folio 78, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Special Fee  
Books/lat/paid/3.....15.00..... Recording fee paid \$.....17.00.....

To the clerk of the Circuit Court of Queen Annes County

IT IS HEREBY CERTIFIED, that the within instrument, together with all indorsements 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 *Dissolution* ..... WAS  
RECEIVED FOR RECORD THIS *6*.....  
DAY OF *July* 1972 AT ..... M.  
EB 46248 AND RECORDED IN  
LIBER *cwc-3* folio *1* *Charles*  
RECORD BOOK FOR QUEEN ANNE'S  
COUNTY.  
*Charles W. Cecil* CLERK.

vjg.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

hereby gives notice that ARTICLES OF DISSOLUTION of the  
KENT ISLAND GROUP HEALTH ASSOCIATION, INCORPORATED  
were received for record on, February 25, 1972,  
in accordance with the provisions of Sec. 77 of Art. 23 of the  
Code (1957 Edition).

Albert W. Ward

Director

RECEIVED FOR RECORD July 6, 1972

KENT ISLAND GROUP HEALTH ASSOCIATION, INCORPORATED

ARTICLES OF DISSOLUTION

(Under Sections 76-77, Article 23, Annotated Code of Maryland)

The KENT ISLAND GROUP HEALTH ASSOCIATION, INCORPORATED,  
a Maryland non-profit corporation, having its principal office in  
Queen Anne's County, Maryland (hereinafter called the Corporation),  
hereby certifies to the Maryland State Department of Assessments  
and Taxation, that:

FIRST: The Corporation is hereby dissolved.

SECOND: The name of the Corporation is as hereinabove  
set forth and the postoffice address of the principal office of the  
Corporation in the State of Maryland is Chester, Queen Anne's  
County, Maryland.

THIRD: The name and postoffice 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, are: Charles A.  
Chance, Chester, Queen Anne's County, Maryland. Said resident  
agent is an individual actually residing in this State.

FOURTH: The name and postoffice address of each of the  
Directors of the Corporation are as follows: Charles A. Chance,  
Chester, Maryland; Ralph E. Ireland, Grasonville, Maryland; John  
Dudley Sparks, Sr., Chester, Maryland;

FIFTH: The name, title and postoffice address of each  
of the Officers of the Corporation are as follows:

Charles A. Chance, President, Chester, Maryland

Ralph E. Ireland, Vice President, Grasonville, Md.

John Dudley Sparks, Sr., Secretary-Treasurer,  
Chester, Maryland

SIXTH: A majority of the entire Board of Directors had a meeting of the Board of Directors of the Corporation duly convened and held on November 15, 1971 and adopted a resolution declaring that the dissolution of the Corporation is advisable and directed that the proposed dissolution be submitted for action thereon at a special meeting of the members of the Corporation to be held on November 15, 1971.

SEVENTH: The meeting of the members of the Corporation would be to take action upon a proposed dissolution of the Corporation was given as required by law to all members entitled to vote thereon.

EIGHTH: The dissolution of the Corporation as so proposed was authorized by the members of the Corporation at a special meeting by the affirmative vote by all members entitled to vote thereon.

NINTH: The dissolution of the Corporation has been duly advised by the Board of Directors and authorized by the members of the Corporation in the manner and by the vote required by Article 23 of the Annotated Code of Maryland.

TENTH: The Corporation has no known creditors.

ELEVENTH: These Articles of Dissolution are accompanied by certificates of the Comptroller of the Treasury of the State of Maryland and of the following collectors of taxes, stating in effect that all taxes levied on assessments made by the said Commission and billed by and payable to such collecting authorities by the Corporation have been paid, except taxes barred by Section 160 of Article 81 or otherwise, including taxes billed for the year in which the dissolution of the Corporation is to be effected, namely:

IN WITNESS WHEREOF, the Kent Island Group Health Association, Incorporated 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 November 15<sup>th</sup>, 1971.



THE KENT ISLAND GROUP HEALTH ASSOCIATION, INCORPORATED

By Charles A. Chance  
Charles A. Chance, President

ATTEST:

John Dudley Sparks, Sr.  
John Dudley Sparks, Sr., Secretary

STATE OF MARYLAND,

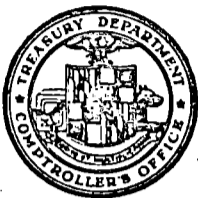
COUNTY OF Queen Annes, TO WIT:

I HEREBY CERTIFY that on November 15<sup>th</sup>, 1971, before me, the subscriber, a Notary Public of the State of Maryland in and for the County of Queen Annes, personally appeared Charles A. Chance, President of The Kent Island Group Health Association, Incorporated, and in the name and on behalf of said corporation acknowledged the foregoing Articles of Dissolution to be the corporate act of the corporation; and at the same time John Dudley Sparks, Sr. made oath that he was acting secretary of the meeting of the shareholders of said corporation held on November 15<sup>th</sup>, 1971 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.

Charlotte A. Severa  
Notary Public





STATE OF MARYLAND  
COMPTROLLER OF THE TREASURY  
STATE TREASURY BUILDING  
P. O. BOX 488                      PHONE 267-6805  
ANNAPOLIS, MARYLAND 21404

LOUIS L. GOLDSTEIN  
COMPTROLLER  
BERNARD F. NOSSEL  
CHIEF DEPUTY  
ROBERT L. SWANN  
ASSISTANT TO COMPTROLLER  
J. BASIL WISNER  
ASSISTANT TO 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 KENT ISLAND GROUP HEALTH ASSOCIATION,  
INCORPORATED  
have been paid.

WITNESS my hand and official seal this  
sixteenth                      day of February      A.D. 1972.



*Mary Ellen Hopkins*  
Deputy Comptroller

ARTICLES OF DISSOLUTION  
OF  
KENT ISLAND GROUP HEALTH ASSOCIATION, INCORPORATED

approved and received for record by the State Department of Assessments and Taxation  
of Maryland February 25, 1972 at 8:30 o'clock A. M. as in conformity  
with law and ordered recorded.

A 11788

Recorded in Liber F950 <sup>5</sup>, folio 455, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Special Fee  
~~Recording fee paid~~ \$.....15.00..... Recording fee paid \$.....15.00.....

To the clerk of the Circuit Court of Queen Annes County

IT IS HEREBY CERTIFIED, that the within instrument, together with all indorsements 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 Charter ..... HAN  
RECEIVED FOR RECORD THIS...6.....  
DAY 25 July 1972 AT ..... M.  
BE 8:30 A.M. AND RECORDED IN  
LIBER ewc-3 fol. 455  
RECORD BOOK FOR QUEEN ANNE'S  
COUNTY  
*Charles W Cecil* CLERK.

LIBER 3 PAGE 11 vjg.



STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

hereby gives notice that ARTICLES OF DISSOLUTION of the

HYBARC EQUIPMENT COMPANY, INC.

were received for record on, February 9, 19 72,

in accordance with the provisions of Sec. 77 of Art. 23 of the Code (1957 Edition).

Albert W. Ward  
Director

RECEIVED FOR RECORD July 6, 1972

HYBARC EQUIPMENT COMPANY, INCORPORATED

ARTICLES OF DISSOLUTION

Hybarc Equipment Company, Incorporated, 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 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 Route #1, Chestertown, 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 Barclay H. Bloomgarden, Route #1, Chestertown, 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 are as follows:

<u>Name</u>	<u>Post Office Address</u>
Barclay Bloomgarden	Route #1 Chestertown, Maryland
Dorothy L. Bloomgarden	Route #1 Chestertown, Maryland
Philip J. Skipp	Quaker Neck Road, Box 148 Chestertown, Maryland

FIFTH: The name, title and post office address of each of the officers of the Corporation are as follows:

<u>Name</u>	<u>Title</u>	<u>Post Office Address</u>
Barclay Bloomgarden	President	Route #1 Chestertown, Maryland
Dorothy L. Bloomgarden	Secretary-Treas.	Route #1 Chestertown, Maryland

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 February 9, 1971, adopted a resolution declaring that dissolution of the Corporation is advisable and directing that the proposed dissolution be submitted for action thereon at a special meeting of the stockholders of the Corporation to be held on February 23, 1971.

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 (1957), Section 76.

EIGHTH: The Corporation has no known creditors.

NINTH: These Articles of Dissolution are accompanied by certificates of the Comptroller of the Treasury of the State of Maryland, and of the following collectors of taxes (being all collectors of taxes in the list thereof heretofore 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 Corporation is to be effected, namely:

Treasurer for Queen Anne's County, Centreville, Maryland.

IN WITNESS WHEREOF, Hybarc Equipment Company, Incorporated has caused these presents to be signed, in its name, and on its behalf, by its

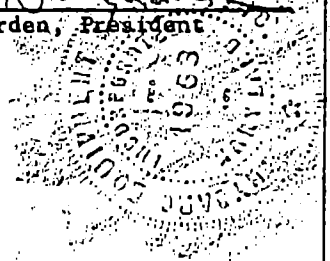
President, and its corporate seal to be hereunto affixed and attested by its Secretary, on the 14<sup>th</sup> day of January, 1971.

HYBARC EQUIPMENT COMPANY, INCORPORATED

By Barclay H. Bloomgarden  
Barclay Bloomgarden, President

Attest:

Dorothy L. Bloomgarden  
Dorothy L. Bloomgarden, Secretary



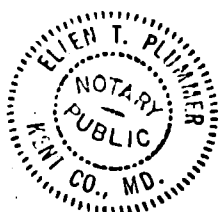
STATE OF MARYLAND, COUNTY OF KENT, to wit:

I HEREBY CERTIFY, that on this 14<sup>th</sup> day of January, 1971, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared Barclay Bloomgarden, President of Hybarc Equipment Company, Incorporated, a Maryland corporation, and, in the name of 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 Dorothy L. Bloomgarden, 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 dissolution of the corporation therein set forth was authorized, and that the matters and facts set forth in said Articles of Incorporation are true, to the best of her knowledge, information and belief.

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

My Commission expires:

July 1, 1974.



Ellen T. Plummer  
Notary Public

Oscar A. Schulz

~~XXXXXXXXXXXXXXXXXXXX~~

TREASURER

HELEN E. PARDEE

DEPUTY

ELEANOR H. HUNTER

ASSISTANT DEPUTY

TREASURER OF QUEEN ANNE'S COUNTY  
CENTREVILLE, MARYLAND

November 2, 1971

TO WHOM IT MAY CONCERN:

This is to certify that all taxes due and owing 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 Hybarc Inc. ~~and Ruckus Inc.~~, have been paid as to this date, November 2, 1971.

*Oscar A. Schulz*

Oscar A. Schulz, Treasurer  
Queen Anne's County

LIBER

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STATE OF MARYLAND  
COMPTROLLER OF THE TREASURY  
STATE TREASURY BUILDING  
P. O. BOX 466      PHONE 267-8808  
ANNAPOLIS, MARYLAND 21404

LOUIS L. GOLDSTEIN  
COMPTROLLER  
BERNARD F. NOSSEL  
CHIEF DEPUTY  
ROBERT L. SWANN  
ASSISTANT TO COMPTROLLER  
J. BASIL WISNER  
ASSISTANT TO 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

HYBARC EQUIPMENT COMPANY, INC.

have been paid.

WITNESS my hand and official seal this

second

day of December      A.D. 1971.



*L. J. J. [Signature]*  
\_\_\_\_\_  
Deputy Comptroller

ARTICLES OF DISSOLUTION  
OF  
HYBARC EQUIPMENT COMPANY, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland February 9, 1972 at 8:30 o'clock A. M. as in conformity  
with law and ordered recorded.

**A** 11360

6

Recorded in Liber **945**, folio **407**, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

SPECIAL FEE  
~~Books and paid~~ \$.....15.00..... Recording fee paid \$.....15.00.....

To the clerk of the Circuit Court of Queen Annes County

IT IS HEREBY CERTIFIED, that the within instrument, together with all indorsements 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]*



mfr

STATE OF MARYLAND,  
QUEEN ANNES COUNTY, SOV.  
I HEREBY CERTIFY THAT  
THIS *Articles of Dissolution* ..... \$ 15.00  
RECEIVED FOR RECORD THIS *6*.....  
DAY OF *July* 1972 AT ..... M.  
IN *RD 46, 48* AND RECORDED IN  
LIBER *Cwe-3 plus 12* .....  
RECORD BOOK FOR QUEEN ANNE'S  
COUNTY  
*Charles A. Col* CLERK.

LIBER 3 PAGE 17

RECEIVED FOR RECORD July 1, 1972Grace Bible Chapel of Grasonville  
Articles of Incorporation

First: We, the undersigned, Chester W. Hynson, Sr., Chester, Maryland 21618, Robert V. Masters, Sr., Winchester Drive, Grasonville, Maryland 21638, Edwin F. Yarnall, Jr., Pottstown, Pennsylvania 19464, Ronald Stomis, 5602 Longfellow Street, Apt. 103, East Riverdale, Maryland, elected by the members of the congregation of Grace Bible Chapel of Grasonville, to act as the Official Board (Trustees) in the name and on behalf of said congregation to manage the estate, property, interest and inheritance of 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 as set forth in sections 256-272 of Article 23.

Second: The name of the congregation and of the corporation shall be Grace Bible Chapel of Grasonville.

Third: The plan and purpose of the corporation adopted at the meeting of the members of the congregation electing the Official Board (Trustees) are as follows, to wit:

1. To define our relationships one with another, facilitate the orderly transaction of business, conduct our various activities and promote harmony and cooperation among the members of our boards and organizations.
2. To promote the preaching of the Gospel of Jesus Christ, spread the divine truth at home and abroad, and to edify the saints.
3. To set up the government of Grace Bible Chapel of Grasonville in the Official Board (Trustees). The Official Board shall consist of the Pastor, Deacons, Treasurer, Secretary, and Sunday School Superintendent, but at no time shall Grace Bible Chapel of Grasonville have less than four (4) trustees. The members of the Official Board shall be elected as follows:

## A. Deacons

1. Candidates for the office of Deacon shall be nominated only by the Board of Deacons, and shall be elected only from those males having voting privileges.

(e) In the event there is no Board of Deacons, the Pastor then serving shall have authority to appoint the first Deacon.

(b) These two, i.e., the Pastor and Deacon shall make up the Board of Deacons.

2. Deacons shall be elected from those who have been nominated by the Board, subsequent to the Board as formed in 1 (a), by 2/3 majority of those in the congregation holding voting privileges at the annual meeting or by special meeting of the congregation called by the Board of Deacons.
3. They shall be elected for a three (3) year term.
4. Those holding the office of Deacon shall endeavor by God's grace to live and serve in full conformity with the standards set forth for this office in the word of God. Failure to do so, or failure to perform the duties of his office shall be considered sufficient cause for his removal from office by a 2/3 majority of those holding voting privileges present at any called meeting by the Board of Deacons. (Acts 6:1-7 and 1 Timothy 3:8-13).

#### B. Officers

1. All officers (Secretary, Treasurer, and Sunday School Superintendent) shall be elected annually at the congregational meeting. Names of candidates for the respective offices shall be presented by the nominating committee chosen from the Board of Deacons and following approval by the Official Board, presented to the congregational meeting for election.
2. The Pastor shall serve for an unlimited term of service, unless other arrangements are made at the time the call is given and accepted.
  - (a) The relation between a Pastor and the church may be dissolved at the option of either, by the giving of a three (3) month notice or otherwise by mutual consent, except where it is found that his personal behavior, belief, preaching and teaching is not in full accord with the Doctrinal Standard and Statement of this church, then his services as Pastor shall be terminated immediately subject to 2/3 vote of the Board of Deacons at a special meeting called by the chairman.



(b) A new Pastor shall be elected as follows:

1. The Board of Deacons shall appoint a committee among themselves to find suitable candidates. The Board of Deacons shall interview each candidate.
  2. Candidates shall have opportunity to preach at a church service or services as the Board of Deacons may direct.
  3. The recommendation of the Board of Deacons shall be announced to the church two (2) weeks prior to the time for voting.
  4. A Pastor shall be declared elected and called upon receiving  $2/3$  of the votes of those present holding voting privileges. Voting shall be by secret ballot.
4. To establish policy for elections.
- A. Elections will be by secret ballot requiring a  $2/3$  vote for an office.
  - B. Voting privileges for members are effective from the twenty-first (21) birthday.
  - C. Voting privileges are for active members (one who is present at church services regularly) only.
5. To establish a procedure as to assets, in case of dissolution. In the future, should Grace Bible Chapel of Grasonville disband:
- A. The assets shall be liquidated,
  - B. any outstanding debts shall be paid first,
  - C. and the proceeds shall be equally divided amongst mission boards represented by the missionaries then being supported by the Grace Bible Chapel of Grasonville.

Fourth: The church shall be located in Queen Anne's county, and the mailing address of the corporation is Grasonville, Maryland 21638. The resident agent of the corporation is Robert V. Masters, Winchester Drive, Grasonville, Maryland 21638 who is a citizen of this State and actually resides herein.

In witness whereof, we, the Official Board (Trustees), have signed these articles of incorporation on December 3, 1971.

Witness:  
*Charlotte A. Severa*  
*Charlotte A. Severa*  
*Charlotte A. Severa*  
*Charlotte A. Severa*

*Chester W. Hynson, Sr.*  
Chester Hynson, Sr.  
*Robert V. Masters, Sr.*  
Robert V. Masters, Sr.  
*Edwin F. Yarnall, Jr.*  
Edwin F. Yarnall, Jr.  
*Ronald Stonis*  
Ronald Stonis

State of Maryland

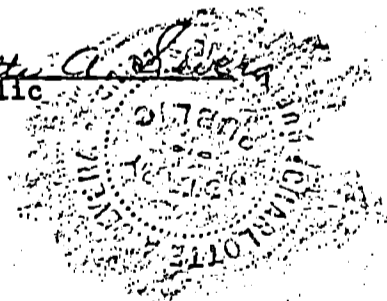
ss:

County of Queen Anne S

I hereby certify that on *3rd day of December, 1971* before the subscriber, a notary public of the State of Maryland, in and for the County of Queen Anne, personally appeared Chester Hynson, Sr., Robert V. Masters, Sr., Edwin F. Yarnall, Jr., Ronald Stonis, 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.

*Charlotte A. Severa*  
Notary Public



NS ✓

LIBER 3 PAGE 22

ARTICLES OF INCORPORATION

OF

GRACE BIBLE CHAPEL OF GRASONVILLE

approved and received for record by the State Department of Assessments and Taxation of Maryland March 27, 1972 at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

1A 12480

5

Recorded in Liber 958, folio 96, 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 indorsements 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.

*James W. Ward*



STATE OF MARYLAND,  
QUEEN ANNE'S COUNTY, SOY.  
HEREBY CERTIFY THAT  
THIS *Deed* WAS  
RECEIVED FOR RECORD THIS *6*  
DAY OF *July* 1972 AT  
EE *4624* AND RECORDED IN  
LIBER *C-3* folio *18* *Charters*  
BOOK FOR QUEEN ANNE'S  
COUNTY  
*Charles W. Carl* CLERK

17  
RECEIVED FOR RECORD July 6, 1972

NORMAN POINT, INC.

ARTICLES OF INCORPORATION

FIRST: WE, THE UNDERSIGNED, Carlton L. Foster, whose post office address is Stevensville, Maryland, 21666, and Thomas R. Ewing, whose post office address is Grasonville, Maryland, 21638, 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 NORMAN POINT, INC.

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

(a) 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.

(b) To carry on any agricultural pursuits or agricultural related 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 stocks, 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, formulas, 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 to 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 purposes.

(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.

(L) 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 of Maryland is Stevensville, Maryland 21666. The name and post office address of the resident agent of the Corporation in this State is Cariton L. Foster, Stevensville, Maryland, 21666. 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 the par value of Ten Dollars (\$10.00) a share, all of one class, and having an aggregate par value of Ten Thousand (10,000), 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 ; and the names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are Cariton L. Foster, Thomas R. Ewing and Ruth E. 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 or classes, 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 powers, 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, reclassification or otherwise; but no such amendment which changes the terms of any of the outstanding

stock shall be void 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 authorized 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 entitled.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on March 21<sup>st</sup> 1922

WITNESS:

Marcy J. Coe

Carlton L. Foster (SEAL)

Marcy J. Coe

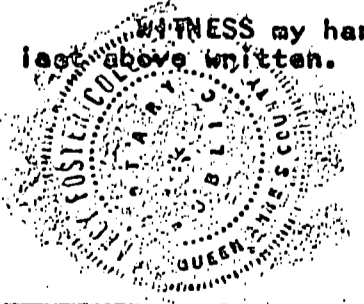
Thomas R. Ewing (SEAL)

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

I HEREBY CERTIFY, that on this 21<sup>st</sup> day of March, 1922, before me, the Subscriber, a Notary Public of the State and County aforesaid, personally appeared Carlton L. Foster and Thomas R. Ewing, and each acknowledged the foregoing Articles of Incorporation to be their respective act.

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

ROBERT R. PRICE, JR.  
ATTORNEY AT LAW  
CENTREVILLE, MARYLAND  
750-1000



Marcy J. Coe  
Notary Public  
My commission expires: 7-1-24

LIBER

3 PAGE 29

LIBER 3 PAGE 30  
ARTICLES OF INCORPORATION  
OF  
NORMAN POINT, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland March 23, 1972 at 2:30 o'clock P. M. as in conformity  
with law and ordered recorded.

(A) 12394

8  
Recorded in Liber 957, folio 15, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus 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 indorsements 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, SOV.  
I HEREBY CERTIFY THAT  
THIS *Charter* .....  
RECEIVED FOR RECORD THIS *16th*.....  
DAY OF *July* 1972 BY .....  
EB 45247 AND RECORDED IN  
LIBER *CWC-3 folio 23 Charter*  
RECORD BOOK FOR QUEEN ANNE'S  
COUNTY  
*Charles W. Cecil* CLERK.

RECEIVED FOR RECORD July 26, 1921

ARTICLES OF INCORPORATION

OF

HERMAN S. THOMPSON, INC.

THIS IS TO CERTIFY:

FIRST: That we, Herman S. Thompson, whose post office address is Grasonville, Maryland, Mildred C. Thompson, whose post office address is Grasonville, Maryland, and Edward Turner, whose post office address is 109 Lawyers Row, 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 hereafter called the "Corporation") is

HERMAN S. THOMPSON, INC.

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

(a) To harvest, process and market any and all seafood products or any products derived therefrom; to engage in any activity in connection with the planting, seeding, developing, catching, gathering, harvesting, receiving, handling, grading, standardizing, packing, preserving, drying, processing, transporting, storing, financing, advertising, selling, marketing or distributing of any such seafood products or any products derived therefrom; to purchase necessary supplies and equipment for said gathering, harvesting and catching; to manufacture, process, sell, store, handle, ship, distribute, furnish, supply and procure any and all marine supplies and equipment and exercise all such powers in any capacity and on any basis that may be agreed upon.

(b) To carry on and transact, for itself or for the 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.

(c) To lease, purchase, own, sell and mortgage real estate in the State of Maryland or elsewhere.

(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, 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, businesses, contracts, good-will, franchises or assets by the issue, in accordance with the Laws of Maryland, of stock, or other securities of the Corporation or otherwise.

(e) 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.

(f) 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 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 or 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 Grasonville, Maryland. The resident agent is Mildred C. Thompson, whose post office address is Grasonville, 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 one thousand (1,000) 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 of stock having par value is One Hundred Thousand Dollars (\$100,000.00).

SIXTH: The Corporation shall have not less than three (3) nor more than seven (7) directors, and Herman S. Thompson, Mildred C. Thompson, Herman A. Thompson, W. Elwood Thompson and V. Catherine Dorrell 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, 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) 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 surplus or net profits. The Board of Directors in its discretion

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 of its bonds or other evidence of indebtedness, to such extent and in such manner and upon such lawful terms as the Board of Directors shall deem expedient.

(c) The Board of Directors shall have the 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.

IN WITNESS WHEREOF, We, the subscribers, have signed these Articles of Incorporation this 7th day of April, in the year one thousand nine hundred and seventy-two.

WITNESS:

Virginia S. White  
as to Herman S. Thompson

Herman S. Thompson  
Herman S. Thompson

Virginia S. White  
as to Mildred C. Thompson

Mildred C. Thompson  
Mildred C. Thompson

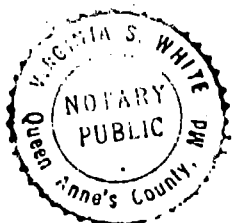
Virginia S. White  
as to Edward Turner

Edward Turner  
Edward Turner

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

I HEREBY CERTIFY, that on this 7th day of April, 1972, before me, the subscriber, a Notary Public of the State of Maryland in and for the County aforesaid, personally appeared Herman S. Thompson, Mildred C. Thompson and Edward Turner, and each acknowledged the foregoing Articles of Incorporation to be their respective acts.

AS WITNESS my hand and Notarial Seal.



Virginia S. White  
Virginia S. White  
Notary Public  
My commission expires July 1, 1974.

LIBER 3 PAGE 34  
ARTICLES OF INCORPORATION  
OF  
HERMAN S. THOMPSON, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland April 17, 1972 at 8:30 o'clock A. M. as in conformity  
with law and ordered recorded.

(A) 13115

Recorded in Liber 4 *F964*, folio *502* one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$.....20.00..... Recording fee paid \$.....15.00.....

To the clerk of the Circuit Court of Queen Annes County

IT IS HEREBY CERTIFIED, that the within instrument, together with all indorsements 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.

*Albert W. Ward*



STATE OF MARYLAND,  
QUEEN ANNE'S COUNTY, BOT.  
I HEREBY CERTIFY THAT  
THIS *Article of Incorporation*  
RECEIVED FOR RECORD THIS *20*  
DAY OF *July* 1972 AT 12:35 P.M.  
EST. C.Y. 8 AND RECORDED IN  
LIBER *C-3* folio *31* *Charter*  
RECORDED BOOK FOR QUEEN ANNE'S  
COUNTY *Charles W. Carl* CLERK.

RECEIVED FOR RECORD July 20, 1970

OLE WYE SEAFOOD, INC.

ARTICLES OF INCORPORATION

- FIRST:** The undersigned, N. Kenneth Council of Stevensville, Maryland 21666, Larry Campbell of 6204 Martins Lane, Lanham, Maryland 20801, and John W. Lyon of 10819 Pleasant Hill Drive, Potomac, Maryland 20854, each being at least twenty-one years of age, do hereby form a corporation under the general laws of the State of Maryland.
- SECOND:** The name of the corporation (which is hereinafter called the Corporation) is Ole Wye Seafood, Inc.
- THIRD:** The purposes for which the Corporation is formed are as follows:
- A. To engage in and operate a retail and wholesale business, selling to the public.
  - B. To acquire, and own, to convey and otherwise dispose of and deal in real property or any interest therein.
  - C. To acquire, own, use, convey and otherwise dispose of and deal in personal property, tangible or intangible, or any interest therein, including the holding of any beer, wine, or liquor licenses allowed by law.
- FOURTH:** The post office address of the principal office of the corporation in Maryland is:
- Stevensville, Maryland 21666
- The name and post office address of the Resident Agent of the Corporation in Maryland is:
- N. Kenneth Council (Queen Anne's County)  
Stevensville, Maryland 21666
- Said resident agent is a citizen of this State and actually resides herein.
- FIFTH:** The total number of shares of stock which the Corporation is authorized to issue is 500 shares, without par value, all of one class. There are no preferences, qualifications, limitations or restrictions in respect to the authorized shares.



**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); and the names of the Directors who shall act until the first annual meeting, or until their successors are duly chosen and qualified are:

N. Kenneth Council  
Larry Campbell  
John W. Lyon

**SEVENTH:**

The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation, we acknowledge the same to be our act and deed on April 21, 1972.

*N. Kenneth Council*  
N. Kenneth Council

*Larry Campbell*  
Larry Campbell

*John W. Lyon*  
John W. Lyon

and to pay for the same in cash, bonds or other securities of the  
or any other business that the Corporation may be authorized to carry on,  
or having carried on, in whole or in part, any of the aforesaid businesses  
every kind or corporation, firm, partnership or individual, carrying on  
estate, property rights, business, good-will, franchises and assets of  
(b) To purchase, lease or otherwise acquire and dispose of real

pertinent to said business .  
and liquids of all kinds, and to do any and all things necessary and  
a restaurant or restaurants, and to sell and dispense foods, beverages  
(a) To own, conduct, operate, maintain and carry on the business of

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

ISLAND INN, INC.

Corporation) is

SECOND: The name of the corporation (which is hereinafter called the  
associate ourselves with the intention of forming a corporation .

Laws of the State of Maryland authorizing the formation of corporations,  
21666, all being of full legal age do, under and by virtue of the General

Henry P. Lane, whose post office address is Stevensville, Maryland,  
holder, whose post office address is Stevensville, Maryland, 21666, and

post office address is Stevensville, Maryland, 21666, Nancy L. Meisen-  
FIRST: That we, the subscribers, Raymond Henry Meisenholder, whose

THIS IS TO CERTIFY:

ISLAND INN, INC.

OF

ARTICLES OF INCORPORATION

RECEIVED FOR RECORD *1972*

ARTICLES OF INCORPORATION

OF

OLE WYE SEAFOOD, INC.

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

of Maryland April 25, 1972 at 8:30 o'clock A. M. as in conformity

with law and ordered recorded.

1A1 13218

3

Recorded in Liber 1965, folio 550, one of the Charter Records of the State

Department of Assessments and Taxation of Maryland.

Bonus 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 indorsements 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, 807  
I HEREBY CERTIFY THAT  
THIS INSTRUMENT WAS  
RECEIVED FOR RECORD THIS 20  
DAY OF APRIL 1972 AT 11:30 A.  
M. BY THE CLERK AND RECORDED IN  
LIBER 1965-374-35  
RECORDED BOOK FOR QUEEN ANNE'S  
COUNTY  
*[Signature]*  
CLERK

LIBER 3 PAGE 37

Corporation, or otherwise .

(c) To carry on any of the businesses hereinbefore enumerated or any other business which may seem to the Corporation to be calculated, directly or indirectly, to effectuate the aforesaid objects, or either of them, the facilitate the transaction of its aforesaid businesses, 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 or rights .

(d) 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, indentures, 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, pledge, 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 .

(e) To exercise all and every the powers and rights conferred on corporations generally by the laws of the United States of America, the State of Maryland and all other states and countries in which the Corporation may do business; to conduct its business in the State of Maryland and elsewhere, provided that in the transaction of its business, the Corporation shall be subject to the laws and statutes of each state in which the same may be transacted or its property may be located .

It is the intention that the Corporation shall be authorized to exercise and enjoy all other powers, rights and privileges granted to or conferred upon corporations of this character by the laws of the State of Maryland, and that the enumeration of powers herein is not intended as exclusive or in limitation of, or as a waiver of, any other powers, rights or privileges, granted or conferred by the laws of the State of Maryland, now or hereafter in force, except as in this Article expressly limited or restricted, but in furtherance of the same .

FOURTH: The post office address of the place at which the principal office of the Corporation in this state shall be located is Stevensville, Maryland 21666 . The resident agent of the Corporation is Raymond Henry Meisenholder, whose post office address is Stevensville, Maryland 21666 . Said resident agent is a citizen of the State of Maryland and actually resides therein .

FIFTH: The Corporation shall have not less than three nor more than five directors, and Raymond Henry Meisenholder, Nancy L. Meisenholder and Henry P. Lane 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 (\$ 100,00.00) par value of common stock 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 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 consideration as said Board of Directors may deem advisable, subject to the limitations and restrictions, if any, as may be set forth in the By-laws of the Corporation

(2) The Board of Directors of the Corporation is hereby empowered to authorize the purchase by the Corporation out of its surplus, at 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 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, re-issue 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 ineffective or invalidated by the fact that any director or officer of this Corporation is pecuniarily interested in such contract or transaction, or the director, officer or member of such other corporation or firm, provided that the fact of such interest, office or membership shall be disclosed or shall have been made known 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 this 5<sup>th</sup> day of May, 1972 .

WITNESS:

Gloria A. Jones as to Raymond Henry Meisenholder  
 Raymond Henry Meisenholder

Gloria A. Jones as to Nancy L. Meisenholder  
 Nancy L. Meisenholder

Gloria A. Jones as to Henry P. Lane  
 Henry P. Lane

STATE OF MARYLAND, QUEEN ANNE'S COUNTY, to-wit:

THIS IS TO CERTIFY, That on this 5<sup>th</sup> day of May, 1972, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County aforesaid, personally appeared Raymond Henry Meisenholder, Nancy L. Meisenholder and Henry P. Lane, to me personally known, and severally acknowledged the foregoing Articles of Incorporation to be their act .

AS WITNESS my hand and Notarial Seal .

Gloria A. Jones  
Notary Public



My Commission Expires: July 1, 1974

ARTICLES OF INCORPORATION

OF

ISLAND INN, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland May 17, 1972 at 8:30 o'clock A. M. as in conformity  
with law and ordered recorded.

**A** 13725

Recorded in Liber F971, folio 6 404, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$.....20.00..... Recording fee paid \$.....15.00.....

To the clerk of the Circuit Court of Queen Annes County

IT IS HEREBY CERTIFIED, that the within instrument, together with all indorsements 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.

*Clarence W. Ward*



STATE OF MARYLAND,  
QUEEN ANNE'S COUNTY, SOV.  
I HEREBY CERTIFY THAT  
THIS Charter WAS  
RECEIVED FOR RECORD THIS 29th  
DAY Sept. 1972 AT ..... M  
RS ..... AND RECORDED IN  
LIBER cwc-3 folio 38 Charter  
RECORD BOOK FOR QUEEN ANNE'S  
COUNTY  
*Clarence W. Cook* CLERK.



RECEIVED FOR RECORD Sept 29, 1972ARTICLES OF INCORPORATION  
OF  
KINGS TOWN ELECTRIC, INC.

## THIS IS TO CERTIFY:

FIRST: That we, the subscribers, C. Willis Carter, Sr., whose post office address is Route 1, Chestertown, Maryland 21620, Charles W. Carter, Jr., whose post office address is Route 1, Chestertown, Maryland 21620, and Gerald L. Barry, whose post office address is Route 2, Chestertown, Maryland 21620, 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 by the execution and filing of these Articles.

SECOND: The name of the corporation (which is hereinafter called "the Corporation") is Kings Town Electric, 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 a general plumbing, heating and electrical contracting business, to include by way of example but not by way of limitation, air conditioning sales, service and maintenance, and the operating of such allied business as the wholesale and retail selling of necessary goods, wares, merchandise, apparatus, machinery, and supplies incidental to the conduct of such business.

(b) To purchase, acquire, hold, improve, 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 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.

(c) 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.

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

(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 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 right, property and business so acquired, and to assume, in connection therewith, any liabilities of any such person, firm, association, or corporation.

(g) 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.

(h) 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.

(i) 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.

(j) 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, 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.

(k) 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.

(l) To carry out all, or any part of, the foregoing objects, as principal, factor, agent, contractor, or otherwise, either along, 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 expedients for, the accomplishment of any such objects and purposes.

(m) 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 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.

(n) 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.

(o) The Corporation shall be authorized to exercise and enjoy all of the powers, rights, 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 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 Route 1, Chestertown, Maryland 21620. The resident agent of the Corporation is C. Willis Carter, Sr., whose post office address is Route 1, Chestertown, Maryland 21620. Said resident agent is a citizen of the State of Maryland and actually resides herein.

FIFTH: The Corporation shall have not less than three (3) nor more than seven (7) directors, and C. Willis Carter, Sr., Charles W. Carter, Jr., and Gerald L. Barry 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 One thousand (1,000) shares without par value, all of one class.

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 and restrictions, 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, the 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 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 corporation, or 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 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 hereinset forth, or imposed by law, to classify, or reclassify, and 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 26<sup>th</sup> day of May, 1972.

WITNESS:

Michael D. [Signature]

C. Willis Carter Sr. (SEAL)  
C. Willis Carter, Sr.

Michael D. [Signature]

Charles W. Carter, Jr. (SEAL)  
Charles W. Carter, Jr.

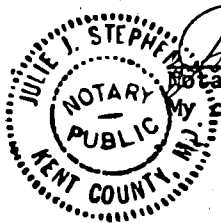
Michael D. [Signature]

Gerald L. Barry (SEAL)  
Gerald L. Barry

STATE OF MARYLAND, KENT COUNTY, to wit:

On this 26<sup>th</sup> day of May, 1972, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County of Kent, aforesaid, personally appeared C. WILLIS CARTER, SR., CHARLES W. CARTER, JR. and GERALD L. BARRY, 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.



Julie J. Stephens  
Notary Public  
My commission expires: July 1st, 1974

ARTICLES OF INCORPORATION  
OF  
KINGS TOWN ELECTRIC, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland May 30, 1972 at 8:30 o'clock A. M. as in conformity  
with law and ordered recorded.

(A) 14037

Recorded in Liber 6 F976, folio 279, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 15.00

632

To the clerk of the Circuit Court of Queen Annes County

IT IS HEREBY CERTIFIED, that the within instrument, together with all indorsements 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. Wolf*



STATE OF MARYLAND,  
QUEEN ANNE'S COUNTY, SOI.  
I HEREBY CERTIFY THAT  
THIS Charter WAS  
RECEIVED FOR RECORD THIS 29th  
DAY OF Sept 1972 AT 8:30 A.  
M. AND RECORDED IN  
LIBER we-3 folio 44 Charter  
RECORD BOOK FOR QUEEN ANNE'S  
COUNTY  
*Charles W. Wolf* CLERK.

LIBER

3 PAGE 49

RECEIVED FOR RECORD *Sept 29, 1972*

## THE OLD COVE INN, INC.

(A close corporation under Section 100 of Article 23,  
Annotated Code of Maryland (1957))

## ARTICLES OF INCORPORATION

## THIS IS TO CERTIFY:

FIRST: The undersigned, Jerome J. Zaben, whose post office address is 5th floor, 31 Light Street, Baltimore, Maryland 21202, being at least twenty-one (21) years of age, does hereby form a corporation under the General Laws of the State of Maryland.

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

THE OLD COVE INN, INC.

THIRD: The corporation shall be a close corporation, as authorized by Section 100 of the General Corporation Law of Maryland.

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

- (a) To establish, maintain, conduct and purchase the business of restaurateurs, restaurants, lunch rooms, cafeterias and other eating places, including but not limited to the operation of taverns, tap rooms and cocktail lounges, and the dispensing of alcoholic beverages in conjunction with said business, or independently thereof; subject to such restrictions and under such supervision and regulation as may be imposed by Federal, State and Municipal laws, to buy and sell at retail whiskies, gins, rums, brandies, cordials, wines, spirits, alcoholic liquors, beers, ales, all kinds of alcoholic and non alcoholic malt liquors and alcoholic and non-alcoholic beverages of any and all kinds.
- (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, 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.

(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) In general to carry on any lawful business and to exercise all powers conferred by Section 100 of the General Corporation 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 now or hereafter in force; the enumeration of certain powers as herein specified not being intended to include any such other powers, rights and privileges granted to or conferred upon corporations of this character, now or hereafter in force; and that said Corporation is formed under the articles, conditions and provisions herein expressed, subject in all particulars to the limitations pertaining to corporations which are contained in the General Corporation Laws of the State of Maryland.

**FIFTH:** The post office address of the principal office of the Corporation in the State of Maryland is 4th District, Kent Island, Queen Anne's County. The name and office address of the resident agent of the Corporation are Louis Hoffman, 31 Light Street, Baltimore, Maryland 21202, and the said Louis Hoffman is a citizen of this State and actually resides therein.

**SIXTH:** The total number of shares of stock which the Corporation has authority to issue is five thousand shares, without par value, all of one class and are designated common stock.

**SEVENTH:** The Corporation shall have no less than three (3) directors, which number may increase or decrease, pursuant to the by-laws of the Corporation, and the names of the directors, who shall act until the annual meeting, or until their successors are duly chosen and qualified, are: Helen Rogers, Jerome J. Zaben and Louis Hoffman.

**EIGHTH:** 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, 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, or in Article 23 of the Annotated Code of the Public General Laws of Maryland.

(b) If so determined by the Board of Directors, the Corporation may from time to time issue shares without par value of its stock of any class when and if authorized by amendment to the Articles of Incorporation, for a consideration of which or of the value, of which a part shall be contributed as capital, and the amount of such stock issued shall include only that part of the amount or value of such consideration so contributed as capital, and the balance of the consideration or of the value of the consideration shall constitute surplus and shall be available for the payment of dividends and for other corporate purposes.

(c) No holder of any share of stock of the Corporation (whether he be a holder of common stock or of preferred stock, or of both classes of stock) shall, because of his ownership of stock, have a preemptive or other right to purchase, subscribe for or take any part of any stock (or any part of the notes, debentures, bonds or other securities carrying options or warrants to purchase stock) of this Corporation (authorized by this certificate of incorporation) and issued, optioned or sold by it.

after its incorporation (whether the stock issued or sold be stock authorized by this certificate of incorporation or be authorized by an amended certificate duly filed and in effect at the time of the issuance of sale of such stock). Any part of the capital stock (and any part of the notes, debentures, bonds or other securities carrying options or warrants to purchase stock) of this Corporation authorized by this certificate of incorporation (or by amended certificate duly filed) (whether it be preferred stock or common stock, or both), may at any time be issued, optioned for sale and sold or disposed of by this Corporation, pursuant to resolution of its Board of Directors to such persons and upon such terms and conditions as may, to such Board seem proper and advisable without first offering the said stock or any part thereof to existing stockholders.

(d) No stock in this Corporation shall be transferred to a person who is not already a stockholder in the Corporation unless the stock shall have been first offered by a writing for sale and transfer to each of the other stockholders of this Corporation at the same price for which and under the same terms concerning which it is to be transferred to a person not a stockholder; the writing to set forth such price and terms. The right to transfer the stock to a person not a stockholder shall not exist until all existing stockholders refuse the offer to be made to them as aforesaid or until all of such stockholders shall have failed for a period of ten (10) days after receipt of the written offer to accept the same by compliance with the terms therein set forth.

(e) Shares of stock in other corporations held by this Corporation shall be voted by such officer or officers of this Corporation as the Board of Directors, by a majority vote, shall designate for that purpose, or by a proxy thereunto duly authorized by like vote of said Board, except as otherwise ordered by vote of the holders of a majority of the shares outstanding and entitled to vote.

(f) The directors of this Corporation need not be stockholders.

(g) The number of directors shall not be changed unless by unanimous consent of all of the stockholders.

(h) Any director of this Corporation may be removed at any annual or special meeting of the stockholders by the same vote as that required to elect a director, provided, however, that such proposed action is stated in the notice of the meeting.

(i) 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 for the corporation unless authorized so to do by resolution of the Board of Directors.

(j) No contract or other transaction between this Corporation and any other corporation shall in any way be affected, or invalidated by the fact that any of the directors of this Corporation is pecuniarily or otherwise interested in, or is a director or officer of, such other corporation; any director 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, with like force and effect as if he were not such director or officer of such other corporation or not so interested.

(k) Anything herein to the contrary notwithstanding, at all meetings of stockholders a unanimous vote of all issued and outstanding stock shall be requisite for the passage of all motions, resolutions and the like, concerning any matter or thing, and if not the same shall be a nullity and of no effect.

(l) Anything herein to the contrary notwithstanding, at all meetings of directors, a unanimous vote of all directors, whether present or not, shall be requisite for the passage of motions, resolutions and the like concerning any matter or thing, and if not same shall be a nullity and of no effect.

NINTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on the 13th day of June, 1972.

WITNESS:

Louis Hoffman  
Louis Hoffman

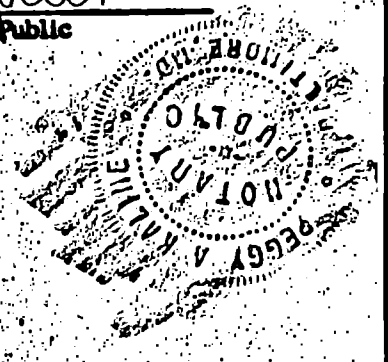
Jerome J. Zaben (SEAL)  
Jerome J. Zaben

STATE OF MARYLAND, CITY OF BALTIMORE, SS:

THIS IS TO CERTIFY, that on the 13th day of June, 1972 before me, the subscriber, a Notary Public of the State of Maryland, in and for the City of Baltimore, personally appeared Jerome J. Zaben, and acknowledged the foregoing Articles of Incorporation to be his act.

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

Peggy A. Kalise  
Notary Public



ARTICLES OF INCORPORATION  
OF  
THE OLD COVE INN, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland June 14, 1972 at 8:30 o'clock A.M. as in conformity  
with law and ordered recorded.

(A) 14395

Recorded in Liber 6 *F980*, folio 23, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$.....20.00..... Recording fee paid \$.....15.00.....

649

To the clerk of the Circuit Court of Queen Annes County

IT IS HEREBY CERTIFIED, that the within instrument, together with all indorsements 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.

*Robert W. Ware*



mfr

STATE OF MARYLAND,  
QUEEN ANNES COUNTY, ECT.  
I HEREBY CERTIFY THAT  
THIS *Charter* ..... WAS  
RECEIVED FOR RECORD THIS *29th*.....  
DAY *Sept* 19 *72* AT ..... M.  
NO ..... AND RECORDED IN  
LIBER *w-3 folio 50 Charter*  
RECORD BOOK FOR QUEEN ANNES'S  
COUNTY  
*Charles W. Culp* CLERK.

LIBER

3 PAGE 55

RECEIVED FOR RECORD

Sept. 29, 1972

## ARTICLES OF INCORPORATION

OF

QUEEN ANNE'S FOOTBALL, INC.

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Steve Sewell, whose post office address is Chester, Maryland; Robert L. Gladden whose post office address is Centreville, Md., and John T. Clark, III, whose post office address is Centreville, Maryland,

all being twenty-one years of age, do hereby form a corporation of the State of Maryland.

SECOND: The name of the corporation (which is hereinafter referred to as "the Corporation" is:

Queen Anne's Football, 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 instill in the youth of Queen Anne's County and surrounding area the training of life to supplement the erudition of schools; to implant in their minds the ideals of duty, fidelity, sportsmanship, courage, reverence, obedience, humility, that they may be armed with the wisdom that tradition and experience, culture and conflict can cooperate to give.

(b) To provide, organize and supervise competitive athletic games for the youth of Queen Anne's County, Maryland, area.

(c) To buy, lease, own, hold, mortgage, sell, convey or otherwise deal in or dispose of real or personal property of all kinds that may be considered necessary or desirable for the promotion of any of the above purposes.

(d) That 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 to 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: 118 N. Commerce Street, Centreville Md.

The resident agent of the Corporation is John T. Clark, III, whose post office address is 118 N. Commerce Street, Centreville, Md. Said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The Corporation shall not be authorized to issue capital stock and will 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 (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:

Steve Sewell  
Robert L. Gladden  
John T. Clark, III

SEVENTH: The duration of the Corporation shall be perpetual.

EIGHTH: No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and

distributions in furtherance of the purpose set forth herein. 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 publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on, (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 Law.)

NINTH: Upon the dissolution of the Corporation, the Board of Trustees shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify an exempt organization or organizations under section 501 (c) (3) or the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Trustees shall determine. Any of such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

IN WITNESS WHEREOF, we have signed these Articles  
of Incorporation on the 15<sup>th</sup> day of April, 1972.

WITNESS:

As to all Signatures

Joan D. Maudry

Steve Sewell  
Steve Sewell

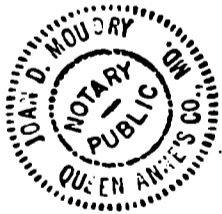
Robert L. Gladden  
Robert L. Gladden

John T. Clark, III  
John T. Clark, III

STATE OF MARYLAND, QUEEN ANNE'S COUNTY, to wit:

I HEREBY CERTIFY, that on this 15<sup>th</sup> day of April,  
1972, before me, the subscriber, a Notary Public of the State and  
County aforesaid, personally appeared Steve Sewell, Robert L.  
Gladden and John T. Clark, III, and severally acknowledged the afore-  
going Articles of Incorporation to be their act.

AS WITNESS my hand and notarial seal.



Joan D. Maudry  
Notary Public

My Commission Expires: 7-1-74

LIBER

3 PAGE 59



ARTICLES OF INCORPORATION

OF

QUEEN ANNE'S FOOTBALL, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland June 28, 1972 at 11:00 o'clock A. M. as in conformity with law and ordered recorded.

(A) 14780

Recorded in Liber F983, folio 481, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid \$..20.00..... Recording fee paid \$ 15.00..... 663

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

IT IS HEREBY CERTIFIED, that the within instrument, together with all indorsements 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. Ward*



STATE OF MARYLAND,  
QUEEN ANNE'S COUNTY, SOY.  
I HEREBY CERTIFY THAT  
THIS *Charter* WAS  
RECEIVED FOR RECORD THIS *29th*  
MAY OF *Sept 1972* AT ..... M.  
AND RECORDED IN  
LIBER *ave-3, file 56* *Charter*  
RECORD BOOK FOR QUEEN ANNE'S  
COUNTY  
*Charles W. Ward* CLERK.

RECEIVED FOR RECORD Sept 29, 1972

EASTERN BAY SEAFOOD CO., INC.

ARTICLES OF INCORPORATION

THIS IS TO CERTIFY:

FIRST: We, the undersigned, Robert Horney, whose Post Office address is Chester, Queen Anne's County, Maryland; Lois Jones Horney, whose Post Office address is Chester, Queen Anne's County, Maryland; and Wanda Lou Bullen, whose Post Office address is Chester, 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 - - -

EASTERN BAY SEAFOOD CO., INC.

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

- A. 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 distributor business at retail or wholesale.
- 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 stockholders 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 affectuate 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 in this State is Chester, Queen Anne's County, Maryland. The resident agent of the Corporation is Robert Horney, whose Post Office address is Chester, 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 100 shares of the par value of One Thousand (\$1,000) Dollars a share, all of one class, and having an aggregate par value of One Hundred Thousand (\$100,000) 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 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, Robert Horney, Lois Jones Horney, and Wanda Lou Bullen.

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 of 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 three-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 26<sup>th</sup> day of June, 1972.

WITNESS:

Mary J. Collins

Robert Horney (SEAL)  
Robert Horney

Mary J. Collins

Lois Jones Horney (SEAL)  
Lois Jones Horney

Mary J. Collins

Wanda Lou Bullen (SEAL)  
Wanda Lou Bullen

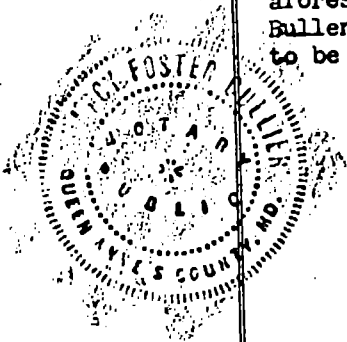
STATE OF MARYLAND )  
QUEEN ANNE'S COUNTY ) TO WIT:

I HEREBY CERTIFY, that on this 26<sup>th</sup> day of June, 1972, before me, the Subscriber, a Notary Public of the State and County aforesaid, personally appeared Robert Horney, Lois Jones Horney and Wanda Lou Bullen, and each 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: 7-1-74



ARTICLES OF INCORPORATION  
OF  
EASTERN BAY SEAFOOD CO., INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland June 28, 1972 at 2:30 o'clock P.M. as in conformity  
with law and ordered recorded.

(A) 14786

Recorded in Liber 5 *F983*, folio *510*, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 15.00

663

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

IT IS HEREBY CERTIFIED, that the within instrument, together with all indorsements 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. Bell*



STATE OF MARYLAND,  
QUEEN ANNE'S COUNTY, SOI.  
HEREBY CERTIFY THAT  
THIS *Charter* HAS  
RECEIVED FOR RECORD THIS *29th*  
DAY OF *Sept* 1972 AT ..... M.  
AND RECORDED IN  
LIBER *CWC-3* FILED *Charter*  
RECORD BOOK FOR QUEEN ANNE'S  
COUNTY

*Charles W. Bell* CLERK. LIBER

RECEIVED FOR RECORD Sept. 29, 1972

ARTICLES OF INCORPORATION

OF

LYNGAY, INC.

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Elden R. Hickman, whose post office address is 3500 Stoneybrae Drive, Falls Church, Virginia 22044; Mrs. Therese H. Garrett, whose post office address is 3500 Stoneybrae Drive, Falls Church, Virginia, 22044; and William Hoyt Cockey, whose post office address is Stevensville, Maryland 21666; all being at least twenty-one years of age, do hereby form a corporation under the general laws of the State of Maryland.

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

Lyngay, Inc.

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

(a) To operate a retail grocery store business, to buy and sell grocery articles, to buy and sell beer from the premises, to buy and sell many other articles to be found in a sort of general store for the area, and in general, to operate a retail grocery store business with all its related activities.

(b) 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, 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.

(c) To borrow money, and to make and issue notes, bonds, debentures, obligations, and evidences 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.

(d) To endorse, guarantee, indemnify and make secure, and assume the punctual performance of any obligations, contracts, covenants or choses in action of any other person, firm, corporation, state, city, county, municipality or other governmental entity. In no way shall the corporation act as a surety company.

(e) To purchase or otherwise acquire, hold, sell or otherwise dispose of, and reissue the shares of its own capital stock of any class and to deal in its own securities.

In general, to invest the capital of this company for profit and to use and deal in money and wealth in any fashion and to do any and 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 other 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.

The above granted powers of the Corporation are in furtherance of and not in limitation of the general powers conferred by law on the Corporation.

FOURTH: The post office address of the principal office of the Corporation in this State is Stevensville, Maryland, 21666. The name and post office address of the resident agent of the Corporation in this State is John T. Clark, III, 118 North Commerce Street, Centreville, Maryland 21617. The resident agent is a citizen of the State of Maryland, actually residing in this State.

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 (\$100.00) a share, all of one class, having an aggregate par value of One Hundred Thousand Dollars (\$100,000.00)

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 (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:

Elden R. Hickman  
Mrs. Therese H. Garrett  
William Hoyt Cockey

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 empowered to authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, of securities convertible into shares of its stock of any class or classes, whether now or hereafter authorized.

(b) The Board of Directors shall have power from time to time to make, alter and repeal the By-Laws of this Corporation; to open stock books, 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 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.



(c) The Board of Directors shall have power to create, make and issue mortgages, bonds, warrants, debentures, deeds of trust, trust agreements, negotiable or transferable instruments and evidences of indebtedness of all kinds and securities, secured by mortgage or otherwise, and to do every other act and things necessary to effectuate the same; to purchase or otherwise acquire, and to sell or otherwise dispose of, for the Corporation, any property, rights or privileges which the Corporation is authorized to acquire, at such prices and on such terms and conditions, and for such considerations as they think fit, at their discretion, to pay for any property or rights acquired by the Corporation, either wholly or partially, in money or in stock, bonds, debentures or other securities of the Corporation.

(d) The Board of Directors shall have power in the purchase or acquisition of property, business, rights or franchises or for additional working capital, or for any other object in or about its business or affairs, and without limit as to amount, 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 convertible into stock of any class, and whether secured by mortgage, pledge, deed of trust or otherwise.

(e) The Board of Directors shall have power to determine who shall be authorized to sign on the Corporation's behalf bills, notes, receipts, acceptances, endorsements, checks, releases, contracts and documents; from time to time to provide for the management of the affairs of the Corporation at home or abroad in such manner as they think fit, and in particular, from time to time, to delegate any of the powers of the Board of Directors to any committee, officers, or agent, and to appoint any person or persons to be the agents of the Corporation with such powers (including the power to delegate) and upon the terms as they think fit.

(f) 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 such shares or convertible shares except as the Board of Directors in its discretion may expressly 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 holders of stock may, as the 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.

(g) Any officer or employee of the Corporation 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, and such action shall be conclusive on the officer or employee so removed.

(h) 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 which changes the terms of any of the outstanding stock or rights of stockholders 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.

(i) No action which may be taken by the Board of Directors of the Corporation and with respect to which any director may have a pecuniary or personal interest, either on his own behalf or on behalf of any other person, shall be avoided or avoidable or otherwise affected by reason of such interest, regardless of whether such director voted in favor of or against such action, or abstained from voting, and of whether the presence of such director was necessary for a quorum; and so such director shall have any liability by reason of such interest.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation this 26<sup>th</sup> day of June, 1972.

WITNESS:

John T. Clark, Jr.  
John T. Clark, Jr.  
John T. Clark, Jr.

Elden R. Hickman  
ELDEN R. HICKMAN  
Therese H. Garrett  
THERESE H. GARRETT  
William Hoyt Cockey  
WILLIAM HOYT COCKEY

-4-

LIBER

3 PAGE 69

STATE OF MARYLAND, QUEEN ANNE'S COUNTY, to wit:

I HEREBY CERTIFY, that on this 27<sup>th</sup> day of June, 1972, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County of Queen Anne's, personally appeared Elden R. Hickman, Therese H. Garrett, and William Hoyt Cockey and acknowledged the foregoing Articles of Incorporation to be their act.

WITNESSETH my hand and Notarial Seal.

Joan D. Moudrey  
Notary Public

My Commission Expires 7/1/74



ARTICLES OF INCORPORATION  
OF  
LYNGAY, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland June 28, 1972 at 8:30 o'clock A. M. as in conformity  
with law and ordered recorded.

(A) 14837

Recorded in Liber 6 *F984*, folio *177*, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$..20.00..... Recording fee paid \$.....15.00.....

670

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

IT IS HEREBY CERTIFIED, that the within instrument, together with all indorsements 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, SOF.  
I HEREBY CERTIFY THAT  
THIS *Charter* WAS  
RECEIVED FOR RECORD THIS *29th*  
MAY *1972* AT ..... M.  
AND RECORDED IN  
LIBER *CWC-3* folio *66* *Charter*  
RECORD BOOK FOR QUEEN ANNE'S  
COUNTY  
*Charles W. Cecil* CLERK

LIBER 3 PAGE 71

RECEIVED FOR RECORD Sept. 29, 1972

LIBER 3 PAGE 72

ARTICLES OF INCORPORATION  
OF  
CEDAR POINT MARINA, INC.

THIS IS TO CERTIFY:

FIRST: That the undersigned, W. Ellwood Thompson, whose post office address is Grasonville, Maryland 21638, an adult over the age of 21 years, is the incorporator desiring to form a corporation under the General Laws of the State of Maryland.

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

CEDAR POINT MARINA, INC.

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

1. To purchase, equip and operate shipyard, boatyards and marinas for the construction, repairing, storage and sale of vessels, yachts, boats and watercraft of every kind and description, together with slip rentals and all auxiliary uses pertaining to the operation of a boatyard and marina.

2. To buy, sell, dispose of, deal in, distribute and generally carry on and operate laundry and dry cleaning establishments, stores and outlets for alcoholic beverages, general merchandise, food and food products, and dry goods generally without limitation as to classes of products or merchandise usually kept for sale or trade in connection with the general merchandising business, with full authority to acquire, hold, own, sell, mortgage, assign, transfer, invest, deal in or deal with 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 the corporation.

3. 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.

4. To buy, sell, mortgage, lease, rent, build upon, improve, develop, subdivide, 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 purposes of promoting the general development of any such land or lands of the corporation, or of enhancing its value.

5. 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 or improvement of plants, mills, buildings, machinery, equipment, facilities, and any other property or appliance which may appertain to the 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.

6. 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.

7. To apply for, obtain, purchase, or otherwise acquire any franchises, patents, copyrights, licenses, trademarks, 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.

8. 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.

9. 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, 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.

10. 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.

11. 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 of 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 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 Grasonville, Maryland 21638 and the resident agent of the corporation is W. Ellwood Thompson whose post office address is Grasonville, Maryland 21638. 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 W. Ellwood Thompson whose post office address is Grasonville, Maryland and Margaret Lee Thompson, whose post office address is Grasonville, Maryland 21638 and Richard Mattingley whose post office address is Stevensville, Maryland 21666 and said parties 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 Three Hundred (300) 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 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 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 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 three-fourths (3/4) 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 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 affirmative vote of all of the directors shall be required in order to effect any changes in the salaries of the officers and/or employees, or to effect any changes in the Corporate Charter.

Provided, however, that the aforesaid provisions shall not apply if any director is incapable of performing his or her functions as a director because of mental or physical disability or if any such director shall willfully fail to perform his or her functions as a director by not attending lawfully convened meetings or by any other act not in accordance with the requirements imposed upon any such director by statute, charter or bylaws of the Corporation.

7. 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.

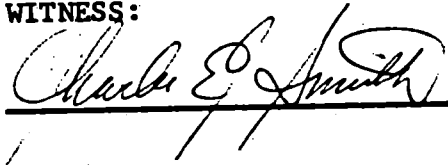
8. No common stock of the corporation shall be sold, pledged, mortgaged, given or distributed by any stockholder (except by the laws of distribution of an intestate's estate or by Last Will and Testament) or by any executor or personal representatives of a deceased stockholder, or otherwise assigned, 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.

9. 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, I have signed these Articles of Incorporation, this 2nd day of May, 1972.

WITNESS:

  
\_\_\_\_\_

 (SEAL)  
W. ELLWOOD THOMPSON

STATE OF MARYLAND  
COUNTY OF QUEEN ANNE'S

to wit:

I HEREBY CERTIFY, That on this 2nd day of May, 1972, before me, the subscriber, a Notary Public of the State of Maryland in and for the County aforesaid, personally appeared W. Ellwood Thompson and he did acknowledged the foregoing Articles of Incorporation to be his act.

AS WITNESS MY HAND AND NOTARIAL SEAL.



Charles E. Smith  
NOTARY PUBLIC

MY COMMISSION EXPIRES: 7/1/74

OF

CEDAR POINT MARINA, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland May 3, 1972 at 3:00 o'clock P. M. as in conformity with law and ordered recorded.

(A) 13420

Recorded in Liber F968, folio 7 98, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid \$.....20.00..... Recording fee paid \$.....17.00.....

To the clerk of the Circuit Court of Queen Annes County

IT IS HEREBY CERTIFIED, that the within instrument, together with all indorsements 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. Crisp*



STATE OF MARYLAND,  
QUEEN ANNE'S COUNTY, BOB.  
I HEREBY CERTIFY THAT  
THIS *Charter* WAS  
RECEIVED FOR RECORD THIS *29th*  
DAY *Sept* 1972 AT ..... M.  
AND RECORDED IN  
LIBER *W-3* folio *77* *Charter*  
RECORD BOOK FOR QUEEN ANNE'S  
COUNTY  
*Charles W Crisp* CLERK.

vjg.

ARTICLES OF INCORPORATION  
OF  
HICKORY COVE GUN CLUB, INC

THIS IS TO CERTIFY:

FIRST: That the undersigned, Thomas B. Sullivan, Jr., whose post office address is Stevensville, Maryland 21666, an adult over the age of 21 years, is the incorporator desiring to form a corporation under the General Laws of the State of Maryland.

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

Hickory Cove Gun Club, Inc.

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

1. To operate and maintain lands, tenements, and buildings, for pleasure or profit, for the purpose of conducting or engaging in any and all types of activities related to hunting, fishing, or other recreational endeavors without limitation.
2. To buy, sell, dispose of, deal in, distribute and generally carry on and operate laundry and dry cleaning establishments, stores and outlets for alcoholic beverages, general merchandise, food and food products, and dry goods generally without limitation as to classes of products or merchandise usually kept for sale or trade in connection with the general merchandising business, with full authority to acquire, hold, own, sell, mortgage, assign, transfer, invest, deal in or deal with 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 the corporation.
3. 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.
4. To buy, sell, mortgage, lease, rent, build upon, improve, develop, subdivide, 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 purposes of promoting the general development of any such land or lands of the corporation, or of enhancing its value.

5. 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 or improvement of plants, mills, buildings, machinery, equipment, facilities, and any other property or appliance which may appertain to the 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.

6. 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.

7. To apply for, obtain, purchase, or otherwise acquire any franchises, patents, copyrights, licenses, trademarks, 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.

8. 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.

9. 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, 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.

10. 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.

11. 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 of 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 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, Maryland 21666 and the resident agent of the corporation is Thomas B. Sullivan, Jr. whose post office address is Stevensville, Maryland 21666. 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 and Archie Schultz whose post office address is 308 Severn Avenue, Baltimore, Maryland 21237, and Thomas B. Sullivan, Jr., Route 1, Box 700, Stevensville, Maryland 21666, and John F. Neutze, Jr., whose post office address is 505 Evesham Avenue, Baltimore, Maryland 21212 and said parties 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 800 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 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 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 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 or any outstanding stock shall be valid unless such change in the terms thereof shall have been authorized by the holders of three-fourths (3/4) 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 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 representatives 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, I have signed these Articles of Incorporation, this 23<sup>rd</sup> day of June, 1972.

WITNESS:

Thomas B. Sullivan, Jr. (SEAL)  
Thomas B. Sullivan, Jr.

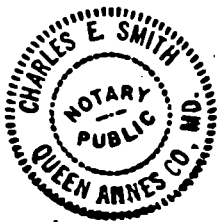


STATE OF MARYLAND  
COUNTY OF QUEEN ANNE'S

to wit:

I HEREBY CERTIFY, That on this 2nd day of June, 1972, before me, the subscriber, a Notary Public of the State of Maryland in and for the County aforesaid, personally appeared THOMAS B. SULLIVAN, JR. AND he did acknowledged the foregoing Articles of Incorporation to be his act.

AS WITNESS MY HAND AND NOTARIAL SEAL



*Charles E. Smith*  
\_\_\_\_\_  
NOTARY PUBLIC

MY COMMISSION EXPIRES: 7/01/74.

ARTICLES OF INCORPORATION  
OF  
HICKORY COVE GUN CLUB, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland June 27, 1972 at 8:30 o'clock A. M. as in conformity  
with law and ordered recorded.

(A) 14585

Recorded in Liber *F981*, folio *596*<sup>7</sup>, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$.....20.00..... Recording fee paid \$.....17.00.....

658

To the clerk of the Circuit Court of Queen Annes County

IT IS HEREBY CERTIFIED, that the within instrument, together with all indorsements 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. Ward*



STATE OF MARYLAND,  
QUEEN ANNE'S COUNTY, SOF.  
I HEREBY CERTIFY THAT  
THIS *Charter*..... HAS  
RECEIVED FOR RECORDED THIS *29*.....  
DAY *Sept* 1972 AT ..... M.  
AND PROCEEDED IN  
LIBER *we-3, folio 79* *Charter*  
RECORD BOOK FOR QUEEN ANNE'S  
COUNTY

*Charles W. Ward* CLERK. LIBER

CG.

RECEIVED FOR RECORD Sept 29 1972

ARTICLES OF INCORPORATION  
OF  
THOMAS E. PIERSON & SONS, INC.  
A Close Corporation

This is to certify that:

FIRST: John W. Sause, Jr., whose address is 204 North Commerce Street, Centreville, Queen Anne's County, Maryland, 21617, being at least twenty-one years of age, does under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations, intend to form a corporation by the execution and filing of these Articles.

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

THOMAS E. PIERSON & SONS, INC.

THIRD: The Corporation is a close corporation authorized by Article 23, Section 100, of the Annotated Code of Maryland.

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

(a) To engage in the business of mechanical contractors including (without limiting the generality of the foregoing) the business of installing, maintaining and repairing plumbing, heating, and air-conditioning, and the sale or rental of any equipment, fixtures or products related thereto;

(b) To engage in the general business of sanitary waste disposal, including (without limiting the

generality of the foregoing) the construction, installing, maintenance and repair of sewerage systems of any kind and the sale or rental of equipment, fixtures or products used for sanitary waste disposal purposes;

(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, 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, trade names, service marks, 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 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 the Corporation, to distribute any such shares of stock

voting trust certificates, bonds or other obligations, or the proceeds thereof, among the stockholders of the 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 herein-

-5-

before enumerated for itself, or for the 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, rights or interests;

(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 now or hereafter conferred upon the Corporation by law. The Corporation is formed upon these Articles, and the conditions and limitations herein expressed, subject only to the limitations relative to corporations which are contained in the general laws of this State.

FIFTH: The post office address of the principal office of the Corporation in this State is: Grasonville, Queen Anne's County, Maryland, 21638. The resident agent of the Corporation is: Thomas E. Pierson, Sr., whose post office address is: Grasonville, Queen Anne's County, Maryland, 21638. The resident agent is a citizen of the State of Maryland and actually resides therein.

SIXTH: 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 (\$100.00) per share, all of which shares are of one class and are designated common stock. The aggregate par value of all shares of such common stock is One Hundred Thousand Dollars (\$100,000.00).

SEVENTH: Initially, the Corporation shall have one Director, who shall be Thomas E. Pierson, Sr., who shall serve until the organization meeting of directors provided by Article 23, Section 55, of the Annotated Code of Maryland, and until some stock of the Corporation has been issued. Thereafter, the Corporation shall have no directors.

EIGHTH: Except as provided in Article Tenth, (i) any action required or permitted to be taken or authorized by the stockholders or directors of a corporation under the laws of Maryland may be taken or authorized by the affirmative vote, in person or by proxy, of the holders of a majority of all outstanding stock of the Corporation, and (ii) no greater proportion of shares shall be required to take or authorize any such action, notwithstanding any provision of law requiring a greater number



of affirmative votes. Without limiting the generality of the foregoing, action permitted to be taken or authorized pursuant to this Article includes the issuance or sale of stock of the Corporation (including treasury stock) notwithstanding that there are shares of its stock already outstanding.

NINTH: Unless otherwise provided by a By Law adopted by the number of votes required for action under Article Tenth of this charter, no stock shall be issued or transferred to any person unless, prior to or at the time of such issuance or transfer, that person shall execute and deliver to the Corporation such consent as may be required to have the Corporation treated as a "small business corporation" under the Internal Revenue Code of the United States of America; and any consent so given may not be revoked, amended or rescinded. If at any time it shall become necessary to provide other or further consent in order to continue or maintain the status of the Corporation as a "small business corporation," whether by reason of the amendment of the Internal Revenue Code, or the regulations promulgated thereunder, or otherwise, such other or further consent must be given immediately upon the request of the Corporation or of any other stockholder. As used in this Article only, the word "transfer" includes any transaction otherwise excluded from the meaning of that word by Article 23, Section 101 (c), of the Annotated Code of Maryland; and the word "consent" includes any act or requirement, however nominated, which may be required of any stockholder in order to establish, continue or maintain the status of the

Corporation as a "small business corporation." In addition, no stock may be issued or transferred if the effect of such issuance or transfer would be to disqualify or in any manner impair the status of the Corporation as a "small business corporation."

TENTH: Notwithstanding any provision of Article Eighth or Ninth, the following action may be taken only by affirmative vote of all the stock or subscribers to stock whose subscriptions have been accepted:

(a) Amendment of this charter to remove the statement of election to be a close corporation as contained in Article Third of this charter;

(b) Consent to the transfer of any stock, and in addition to the above requirement, evidence of such action must be indicated by a signed written instrument made within three months prior to the date of such transfer; but this paragraph (b) shall not apply to and no authorization of any kind (except compliance with Article Ninth hereof) shall be required for (i) any transaction which is not deemed to be a transfer under Article 23, Section 101, (c), of the Annotated Code of Maryland; (ii) any transfer to (or in trust for the principal benefit of) the spouse or any lineal descendant of a stockholder (including transfers through the personal representative of a deceased stockholder), (iii) any transfer to a person who, at the time of such transfer, is already the holder of five per cent (5%) or more of the outstanding shares of stock of the Corporation, or

(iv) any transfer to the Corporation, authorized in accordance with Article Eighth;

(c) Any By Law adopted affecting the provisions of Article Ninth of this charter;

(d) Amendment of any provision of this charter, of the By Laws, or of a written instrument signed by all stockholders of the Corporation, if such provision regulates any aspect of the affairs of the Corporation or the relations of the stockholders;

(e) Consolidation or merger of the Corporation, or the sale, lease, exchange or other transfer of all or substantially all of its property and assets; or

(f) Any other action required by law to be taken by the affirmative vote of all the stock or subscribers to stock whose subscriptions have been accepted.

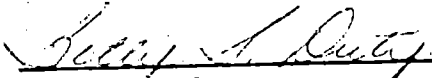
ELEVENTH: No action of this Corporation shall be in any way affected by the fact that any stockholder has an interest in such action other than as a stockholder or officer of this Corporation; but the stockholder having such other interest shall make reasonable disclosure of that interest to any stockholders present at any meeting authorizing such action. All persons, other than the Corporation and its stockholders, may conclusively presume that such disclosure has been made, in the absence of actual knowledge to the contrary.

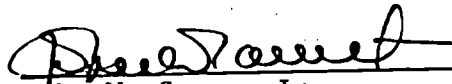
TWELFTH: The provisions of Articles Eighth, Ninth, Tenth and Eleventh of this charter shall be construed to be

Stockholders' Agreements as defined in Article 23, Section 104, of the Annotated Code of Maryland, but shall not be construed to prevent the adoption, modification, amendment or repeal of supplementary stockholders' agreements in the By Laws or in written instruments signed by all of the stockholders of the Corporation.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on the nineteenth day of June, 1972.

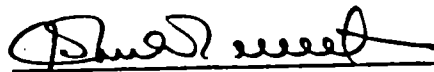
WITNESS:

  
Betty Sue Duty

  
John W. Sause, Jr.

ACKNOWLEDGMENT

Pursuant to Article 23, Section 127B, of the Annotated Code of Maryland, I hereby certify the foregoing Articles of Incorporation to be my act.

  
John W. Sause, Jr.

LISER

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ARTICLES OF INCORPORATION  
OF  
THOMAS E. PIERSON & SONS, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland June 20, 1972 at 8:30 o'clock A. M. as in conformity  
with law and ordered recorded.

A 14401

Recorded in Liber F980, folio 61, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Stamps tax paid \$ 20.00 Recording fee paid \$ 25.00

By the clerk of the Circuit Court of Queen Annes County

IT IS HEREBY CERTIFIED, that the within instrument, together with all indorsements 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. Culp*



STATE OF MARYLAND,  
QUEEN ANNES COUNTY, BOT.  
I HEREBY CERTIFY THAT  
THIS Charter WAS  
RECEIVED FOR RECORD THIS 29th  
DAY OF Sept 1972 A.  
M. AND RECORDED IN  
BOOK AWC-3 folio 86 Charter  
RECORD BOOK FOR QUEEN ANNE'S  
COUNTY  
*Charles W. Culp* CLERK.

RECEIVED FOR RECORD Sept. 29, 1972

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
hereby gives notice that ARTICLES OF DISSOLUTION of the  
PONIES, INCORPORATED

-----  
were received for record on, June 22, 19 72,  
in accordance with the provisions of Sec. 77 of Art. 23 of the  
Code (1957 Edition).

Albert W. Ward

*Director*

LIBER

3 PAGE 97

RECEIVED FOR RECORD Sept. 29, 1972 ✓

PONIES, INCORPORATED

ARTICLES OF DISSOLUTION

Ponies, Incorporated, 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 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 Route #1, Chestertown, 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 Dorothy L. Bloomgarden, Route #1, Chestertown, 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 are as follows:

<u>Name</u>	<u>Post Office Address</u>
Dorothy L. Bloomgarden	Route #1 Chestertown, Maryland
Barclay Bloomgarden	Route #1 Chestertown, Maryland
Philip J. Skipp	Box 148 Chestertown, Maryland

FIFTH: The name, title, and post office address of each of the officers of the Corporation are as follows:

<u>Name</u>	<u>Title</u>	<u>Post Office Address</u>
Dorothy L. Bloomgarden	President	Route #1 Chestertown, Maryland

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

~~LIBER 3 PAGE 98~~

Barclay Bloomgarden

Secretary-Treas.

Route #1  
Chestertown, Maryland

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 March 1, 1971, adopted a resolution declaring that dissolution of the Corporation is advisable and directing that the proposed dissolution be submitted for action thereon at a special meeting of the stockholder of the Corporation to be held on March 15, 1971.

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 (1957), Section 76.

EIGHTH: The Corporation has no known creditors.

NINTH: These Article of Dissolution are accompanied by certificates of the Comptroller of the Treasury of the State of Maryland, and of the following collectors of taxes (being all collectors of taxes in the list thereof heretofore 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 Corporation is to be effected, namely:

Treasurer for Queen Anne's County, Centreville, Maryland

IN WITNESS WHEREOF, Ponies, Incorporated 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 14th day of January, 1971.

PONIES, INCORPORATED

By Dorothy L. Bloomgarden  
Dorothy L. Bloomgarden, President



Attest:

Barclay H. Bloomgarden  
Barclay Bloomgarden, Secretary

STATE OF MARYLAND, COUNTY OF KENT, to wit:

I HEREBY CERTIFY, that on this 14th day of January, 1971, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared Dorothy L. Bloomgarden, President of Ponies, Incorporated, a Maryland corporation, and, in the name of 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 Barclay Bloomgarden, 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 Incorporation 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, 1974.



E. E. T. Plummer  
Notary Public



STATE OF MARYLAND  
COMPTROLLER OF THE TREASURY  
STATE TREASURY BUILDING  
P. O. BOX 466                      PHONE 267-8805  
ANNAPOLIS, MARYLAND 21404

LOUIS L. GOLDSTEIN  
COMPTROLLER  
BERNARD F. NOSSEL  
CHIEF DEPUTY  
ROBERT L. SWANN  
ASSISTANT TO COMPTROLLER  
J. BASIL WISNER  
ASSISTANT TO 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

PONIES, INCORPORATED  
have been paid.

WITNESS my hand and official seal this  
seventeenth            day of April            A.D. 19 72



*Mary Ellen Hopkins*  
Deputy Comptroller

LIBER

3 PAGE 101

LIBER 3 PAGE 102

ARTICLES OF DISSOLUTION  
OF  
PONIES, INCORPORATED

approved and received for record by the State Department of Assessments and Taxation  
of Maryland June 22, 1972 at 8:30 o'clock A. M. as in conformity  
with law and ordered recorded.

1A 14825

Recorded in Liber F984, folio 5 110, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Special Fee  
~~Amount paid~~ \$ 15.00 Recording fee paid \$ 15.00

670

To the clerk of the Circuit Court of Queen Annes County

IT IS HEREBY CERTIFIED, that the within instrument, together with all indorsements 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.

*Robert W. Ward*



STATE OF MARYLAND,  
QUEEN ANNE'S COUNTY, SOG.  
I HEREBY CERTIFY THAT  
THIS Article of Dissolution WAS  
RECEIVED FOR RECORD THIS 29<sup>th</sup>  
MAY 1972 AT ..... M.  
NO ..... AND RECORDED IN  
LIBER C-3 folio 97 Charter  
BOOKED BOOK FOR QUEEN ANNE'S  
COUNTY  
*Charles W. Cecil* CLERK.

vjg.

RECEIVED FOR RECORD Oct 3, 1972

ARTICLES OF INCORPORATION

FIRST: WE, THE UNDERSIGNED, James W. Marshall, whose post office address is Box #197, Queen Anne's County, Chester, State of Maryland 21619, Alice L. Marshall, whose post office address is Box #197, Queen Anne's County, Chester, State of Maryland 21619, and Forrest R. Gabler, whose post office address is 6803 York Road, Baltimore County, State of Maryland, 21212, 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

J. W. MARSHALL CONSULTANTS, INC.

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

- (1) To be a corporation engaged in the business of research, development, testing, design and evaluation in the field of rotating machinery; the associated speed controls and the drive components.
- (2) To be in the business of designing and the engineering of plant facilities, manufacturing processes, installations of related equipment, machinery and tooling, plant location and all other facets in connection with plant production.
- (3) To engage in the business of purchasing and selling special equipment, machinery and tools necessary for plant facilities, processes and production.
- (4) To conduct its business in any state of the United States, the District of Columbia, territories and colonies of the United States and any foreign country.
- (5) To borrow money, to issue bonds, notes and other evidences of indebtedness in furtherance of any or all of the objects of the Corporation's business; to secure same by mortgage, deed of trust, pledge or other lien upon any or all the property rights, privileges, or franchises of the Corporation wheresoever situated, acquired or to be acquired; to sell, pledge,

- or otherwise dispose of any or all such bonds, notes, and other evidence of indebtedness in such manner and upon such terms as the Board of Directors may deem proper; to purchase, lease, or otherwise acquire, hold, develop, improve, mortgage, sell, exchange, lease or in any manner encumber or dispose of real and personal property, wheresoever situated.
- (6) To lend and advance money, to be secured by way of mortgage or real estate or other security situated in the State of Maryland or elsewhere, or upon pledge or hypothecation of personal property or choses in action.
- (7) To purchase or otherwise acquire or manage the whole or any part of the business, property, goodwill, or assets of any corporation, person, or other legal entity carrying on or proposing to carry on any business which this Corporation conveniently carried on in connection with the same, and as part of the consideration for any of the acts or things aforesaid, or property liabilities of such corporation, person, or other legal entity; and to give, issue or accept cash, or any shares, debentures, or securities that may be agreed upon, and to hold and retain or sell, mortgage and deal with any shares, debentures and securities so received, and to guarantee the securities or obligations of any such corporation, person, or other legal entity.

FOURTH: The post office address of the principal office of the Corporation in this State is Box #197, Queen Anne's County, Chester, Maryland 21619. The name and post office address of the resident agent of the Corporation in this State is Forrest R. Gabler, 6803 York Road, Baltimore, Maryland, 21212. 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 hundred thousand (100,000) shares of the par value of One Dollar (\$1.00) a share, all of one class and having an aggregate par value of One Hundred Thousand Dollars (\$100,000.00). Said shares of stock are all of the same class and have the same voting powers and

qualifications and are without preference.

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: James W. Marshall, Alice L. Marshall, and Forrest R. Gabler.

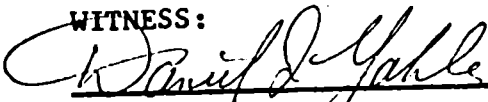
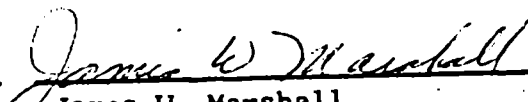
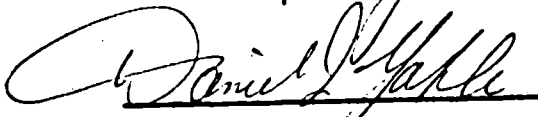
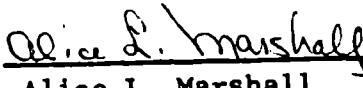
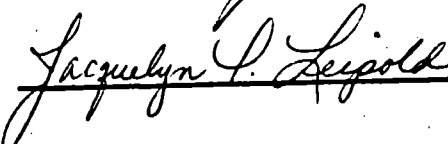
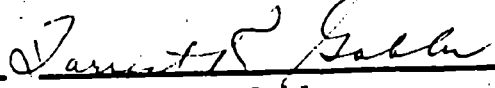
SEVENTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the directors and stockholders:

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

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on this 6<sup>th</sup> day of July, 1972.

WITNESS:

 _____	 _____
	James W. Marshall
 _____	 _____
	Alice L. Marshall
 _____	 _____
	Forrest R. Gabler

IN WITNESS WHEREOF, we have signed these Articles  
of Incorporation and severally acknowledged the same to be  
our act on 6<sup>th</sup> Day of July, 1972.

Witness:

*Daniel L. Gable*      *James W. Marshall*  
James W. Marshall

*Daniel L. Gable*      *Alice L. Marshall*  
Alice L. Marshall

*Jacquelyn L. Leibold*      *Forrest R. Gabler*  
Forrest R. Gabler

ARTICLES OF INCORPORATION

OF

J. W. MARSHALL CONSULTANTS, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland July 6, 1972 at 4:00 o'clock P. M. as in conformity with law and ordered recorded.

1A 14975

Recorded in Liber F987, folio 3 95, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 15.00

To the clerk of the Circuit Court of Queen Annes County

IT IS HEREBY CERTIFIED, that the within instrument, together with all indorsements 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.

*Robert W. Ward*



STATE OF MARYLAND,  
QUEEN ANNE'S COUNTY, BOT.  
I HEREBY CERTIFY THAT  
THIS Charter ..... HAS  
RECEIVED FOR RECORD THIS 3rd  
DAY OF July 1972 AT ..... M.  
AND RECORDED IN  
LIBER CW2-3 Page 103 Charter  
RECORD BOOK FOR QUEEN ANNE'S  
COUNTY  
*Robert W. Ward* vjg.  
CLERK.

LIBER 3 PAGE 107

*J.W. Marshall Consultants, Inc.*



Jan. 11, 1973

ARTICLES OF INCORPORATION

OF

HENRY A. RADA CONSTRUCTION COMPANY

THIS IS TO CERTIFY:

FIRST: That the undersigned, Henry A. Rada, whose post office address is Grasonville, Maryland 21638, an adult over the age of 21 years, is the incorporator desiring to form a corporation under the General Laws of the State of Maryland.

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

HENRY A. RADA CONSTRUCTION COMPANY

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

1. To build, construct, rear, remodel, renovate, and erect dwelling houses, residences, commercial and industrial structures and other forms and types of structures without limitation. To purchase, acquire, hold, improve, sell, convey, assign, release, mortgage, incumber, lease, hire, license, deal in and dispose of real and personal property of every kind, type, nature and description; to plan, develop and subdivide land into lots or acreage for either residential, commercial or industrial use and to dispose of the same by sale, lease, rental, mortgage, pledge or conveyance and to construct and develop roads, streets, alleys, lanes, easements, right-of-ways, sewage facilities, drainage facilities and utilities therein or thereon; and to dispose of the same by sale, lease, rental, mortgage, pledge, or conveyance of any kind.

2. To buy, sell, dispose of, deal in, distribute and generally carry on and operate laundry and dry cleaning establishments, stores and outlets for alcoholic beverages, general merchandise, food and food products, and dry goods generally without limitation as to classes of products or merchandise usually kept for sale or trade in connection with the general merchandising business, with full authority to acquire, hold, own, sell, mortgage, assign, transfer, invest, deal in or deal with 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 the corporation.

3. 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.

4. To buy, sell, mortgage, lease, rent, build upon, improve, develop, subdivide, 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 purposes of promoting the general development of any such land or lands of the corporation, or of enhancing its value.

5. 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 or improvement of plants, mills, buildings, machinery, equipment, facilities, and any other property or appliance which may appertain to the 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.

6. 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.

7. To apply for, obtain, purchase, or otherwise acquire any franchises, patents, copyrights, licenses, trademarks, 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.

8. 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.

9. 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, 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.

10. 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.

11. 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 of 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 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 Grasonville, Maryland 21638 and the resident agent of the corporation is Henry A. Rada whose post office address is Grasonville, Maryland 21638. 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 and Henry A. Rada whose post office address is Grasonville,

Maryland 21638, and Mary Virginia Rada whose post office address is Grasonville, Maryland 21638 and Barbara Lynn Ringgold whose post office address is Grasonville, Maryland 21638 and said parties 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 100 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 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 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 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 or any outstanding stock shall be valid unless such change in the terms thereof shall have been authorized by the holders of three-fourths (3/4) 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 provi-

sions 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 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 representatives 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, I have signed these Articles of Incorporation, this 24~~th~~ day of July, 1972.

WITNESS:

Charles E. Smith

Henry A. Rada (SEAL)  
Henry A. Rada

STATE OF MARYLAND

to wit:

COUNTY OF QUEEN ANNE'S

I HEREBY CERTIFY, That on this 27th day of July, 1972, before me, the subscriber, a Notary Public of the State of Maryland in and for the County aforesaid, personally appeared Henry A. Rada and he did acknowledged the foregoing Articles of Incorporation to be his act.

AS WITNESS MY HAND AND NOTARIAL SEAL.



Charles E. Smith  
NOTARY PUBLIC

MY COMMISSION EXPIRES:..

ARTICLES OF INCORPORATION  
OF  
HENRY A. RADA CONSTRUCTION COMPANY

approved and received for record by the State Department of Assessments and Taxation  
of Maryland July 28, 1972 at 2:16 o'clock P. M. as in conformity  
with law and ordered recorded.

1A1 15486

7

Recorded in Liber *F992*, folio *597*, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$.....20.00..... Recording fee paid \$...17.00.....

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

IT IS HEREBY CERTIFIED, that the within instrument, together with all indorsements 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 ANNES COUNTY, SOV.  
I HEREBY CERTIFY THAT  
THIS *Charter*  
RECEIVED FOR RECORD THIS *11*  
DAY of *Jan.* 1973 at *11:55* P. M.  
R449336 AND RECORDED IN  
LIBER *Cw 2-3* folio *108*. *Charter*  
RECORD BOOK FOR QUEEN ANNE'S  
COUNTY  
*Charles W. Carl* CLERK.

P  
RECEIVED FOR:

Jan. 11, 1973

ARTICLES OF INCORPORATION  
OF  
QUEEN ANNE'S COUNTY FAIR, INC.

THIS IS TO CERTIFY:

FIRST: That I, the subscriber, Gordon L. Drummer, whose post office address is Queenstown, Maryland, being of full legal age, does hereby form a corporation under the general laws of the State of Maryland.

SECOND: The name of the corporation (which is hereinafter referred to as the Corporation) is:

QUEEN ANNE'S COUNTY FAIR, 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 promote the County Fair which is held annually.
- (b) To promote in the agricultural community various contests and other events to instill in the agricultural youths and adults a sense of pride and achievement for the productions of the agricultural community.
- (c) To encourage agricultural pursuits in the community and organize such pursuits.
- (d) To buy, lease, own, hold, mortgage, sell, convey or otherwise deal in or dispose of real or personal property of all kinds that may be considered necessary or desirable for the promotion of any of the above purposes.
- (e) That 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 to 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 Maryland is Queenstown, Maryland 21658. The resident agent of the Corporation is Gordon L. Drummer, 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 not less than three nor more than fifty Directors, and Gordon L. Drummer, whose post office address is Queenstown, Maryland, J. Earl Hogue, whose post office address is Queenstown, Maryland, and J. Robert Barton, whose post office address is Queen Anne, Maryland, shall act as such until the first annual meeting or until their successors are duly chosen and qualified.

SIXTH: There shall be no authorized capital stock of the said Corporation.

SEVENTH: The duration of the Corporation shall be perpetual.

EIGHTH: No part of the net earnings of the Corporation shall inure to the benefit, of, or be distributable to, its members, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purpose set forth herein. 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 publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (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 Law).

NINTH: Upon the dissolution of the Corporation, the Board of Trustees shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501 (c)(3) or the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Trustees shall determine. Any of such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on the 8th day of August, 1972.

WITNESS:

Letty M. Conroy

Gordon L. Drummer  
Gordon L. Drummer

STATE OF MARYLAND, QUEEN ANNE'S COUNTY, to wit:

I HEREBY CERTIFY, that on this 8th day of August, 1972, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared Gordon L. Drummer and he acknowledged the foregoing Articles of Incorporation to be his act.

AS WITNESS my hand and Notarial Seal.

Letty M. Conroy  
Notary Public

My Commission expires: July 1, 1974



ARTICLES OF INCORPORATION

OF

QUEEN ANNE'S COUNTY FAIR, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland August 9, 1972 at 4:00 o'clock P.M. as in conformity with law and ordered recorded.

(A) 15368

Recorded in Liber 4 *F991*, folio *419*, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid \$...20.00..... Recording fee paid \$...15.00.....

To the clerk of the Circuit Court of Queen Annes County

IT IS HEREBY CERTIFIED, that the within instrument, together with all indorsements 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 *Charter* WAS  
RECEIVED FOR RECORD THIS *11*  
DAY *Jan.* 1973 AT *11:55* P. M.  
#419336 AND RECORDED IN  
LIBER *4* - *311* *Charter*  
RECORD BOOK FOR QUEEN ANNE'S  
COUNTY  
*Charles W. Carl* CLERK.

COMMUNITY FIRE COMPANY  
OF KENT ISLAND ESTATES, INC.

ARTICLES OF AMENDMENT

THIS IS TO CERTIFY:

FIRST: That the Articles of Incorporation of Community Fire Company of Kent Island Estates, Inc., having its principal office at the residence of Donald M. Graham, President, Rt. #1, Box 673, Stevensville, Maryland 21666 (hereinafter called the "Corporation") are hereby amended by striking out Article SECOND of the Articles of Incorporation and inserting in lieu thereof the followings:

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

UNITED COMMUNITIES  
VOL. FIRE DEPT., INCORPORATED  
"ROMANCOKE"

SECOND: That the Board of Directors of the Corporation by written consent signed by all the Directors on Tuesday, June 27, 1972, duly advised this amendment of the Articles of Incorporation hereinabove set forth.

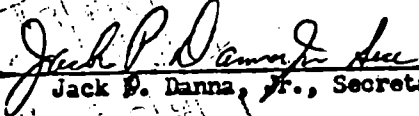
THIRD: That the said amendment has been approved by the members of the Corporation through a written consent signed by all of the members on Wednesday, June 28, 1972.

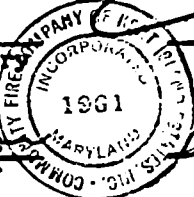
FOURTH: The officers signing this Articles of Amendment acknowledge said Articles to be the corporate act of the Corporation and with respect to all matters and facts otherwise required to be verified under oath, said officers acknowledge that to the best of their knowledge, information and belief, such matters and facts are true in all material respects and such statement is made under the penalties of perjury.


IN WITNESS WHEREOF, Community Fire Company of Kent Island Estates, Inc. has called 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 to by its Secretary on this 28th day of June, 1972.


ATTEST:

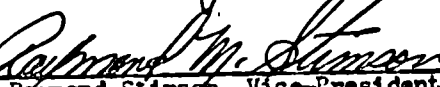
COMMUNITY FIRE COMPANY OF KENT ISLAND ESTATES, INC.

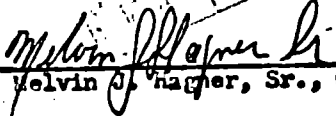
  
Jack P. Danna, Jr., Secretary

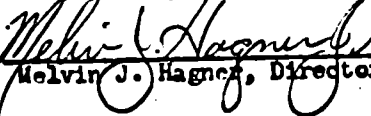


  
Donald M. Graham, President

  
Henry T. McMahon, Treasurer

  
Raymond Stinson, Vice-President

  
Melvin J. Hagner, Sr., Chief

  
Melvin J. Hagner, Director

  
Stuart McNicol, Director

ARTICLES OF AMENDMENT OF

COMMUNITY FIRE COMPANY OF KENT ISLAND ESTATES, INC.

changing its name to:

UNITED COMMUNITIES VOL. FIRE DEPT., INCORPORATED "ROMANCOKE"

approved and received for record by the State Department of Assessments and Taxation of Maryland August 1, 1972 at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

(A) 15182

Recorded in Liber 2 *F989*, folio *409*, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid \$..... Recording fee paid \$.....15.00.....

To the clerk of the Circuit Court of Queen Annes County

IT IS HEREBY CERTIFIED, that the within instrument, together with all indorsements 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 ANNES'S COUNTY, SOG.  
HEREBY CERTIFY THAT  
THIS *Amendment* WAS  
RECEIVED FOR RECORD THIS *11*.....  
DAY of *Jan* 1973 AT *11:55* A.M.  
No *49336* AND RECORDED BY  
LINA *CWC-3* *Charter*  
RECORD BOOK FOR QUEEN ANNE'S  
COUNTY  
*[Signature]* CLERK

RECEIVED FOR RECORD

Jan 11, 1973

MARYLAND  
Lions Club of Kent Island, Md., Inc.

ARTICLES OF REVIVAL\*

(Under Section 85)

Maryland, Inc.  
Lions Club of Kent Island, Md., 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  
November 18, 1970, 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 Lions Club of Kent Island, Maryland, Inc.

THIRD: The name by which the Corporation will hereafter be known  
is Lions Club of Kent Island, Maryland, Inc.

FOURTH: (a) The post office address of the principal office of the  
Corporation in the State of Maryland is No.                      Street, Stevensville, Md., 21666  
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 R. W. Marscheck,

\*Under L. 1951, ch. 135, effective June 1, 1951, only the executed original  
is to be filed, and no copy is required. Recording and special fees are \$40,  
plus additional \$2 for each page in excess of five, for corporations with  
authorized capital stock and \$20 for corporations without authorized capital  
stock.

LIBER

3 PAGE 121

Stevensville, Md., 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:

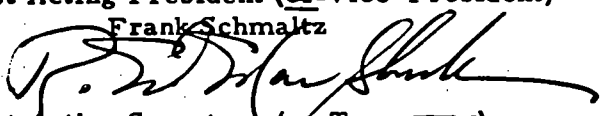
- (a) Paid all fees required by law;
- (b) Filed all annual reports which should have been filed by the Corporation if its charter had not been forfeited;
- (c) Paid all State and local taxes (other than taxes on real estate) and all interest and penalties due by the Corporation, irrespective of any 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 Officers

IN WITNESS WHEREOF, the undersigned, who were respectively the last acting President (or Vice-President) and Secretary (or Treasurer) of the Corporation, have signed these Articles of Revival on

Oct 22, 1971.

  
Lee G. Bell  
Notary Public  
Queen Anne's County, MD.

Frank B. Schmaltz  
Last Acting President (or Vice-President)  
Frank Schmaltz  
  
Last Acting Secretary (or Treasurer)  
R. W. Marsheck

STATE OF MARYLAND,

County of *Queen Anne's* ss:

I HEREBY CERTIFY that on *8th-May 19 72*  
before me, the subscriber, a notary public of the State of Maryland  
in and for the County of Queen Anne's, personally appeared  
Frank Schmaltz, the last acting President and R. W. Marsheck, the  
last acting Secretary of Lions Club of Kent Island, <sup>MARYLAND,</sup> Md., 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.

*[Signature]*  
Notary Public\*  
*[Notary Seal: JAMES G. BELL, NOTARY PUBLIC, QUEEN ANNE'S COUNTY, MARYLAND]*

For Execution by Directors if President or Vice-President and  
Secretary or Treasurer do not sign.

SIXTH: The last acting President, Vice-President, Secretary  
and Treasurer of the Corporation are unable (or unwilling) 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.

or

SIXTH: The last acting President, Vice-President, Secretary  
and Treasurer of the Corporation are unable (or unwilling) to sign and  
acknowledge these Articles of Revival; there are less than three of the  
last acting directors of the Corporation able and willing to sign and  
acknowledge these Articles of Revival; and these Articles of Revival are,

\*The acknowledgement may be taken within or without the State of Maryland  
by any notary public having a seal. No certificate of appointment is  
necessary.



LIBER 3 PAGE 124  
ARTICLES OF REVIVAL  
OF

LIONS CLUB OF KENT ISLAND, MARYLAND, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland July 19, 1972 at 12:30 o'clock P. M. as in conformity  
with law and ordered recorded.

1A 15173

Recorded in Liber 4 *F989*, folio *365*, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Special Fee  
~~Books tax~~ paid \$ 5.00 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 indorsements 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*



STATE OF MARYLAND,  
QUEEN ANNE'S COUNTY, SOY.  
I HEREBY CERTIFY THAT  
THIS *Revival* WAS  
RECEIVED FOR RECORD THIS *11*  
DAY *Jan* 1972 AT *11:55* A. M.  
#49336 AND RECORDED IN  
LIBER *WC-3* fol. *121* *Charter*  
RECORD BOOK FOR QUEEN ANNE'S  
COUNTY  
*Charles W Beal* CLERK.

RECEIVED FOR RECORD Jul. 8, 1973

ARTICLES OF INCORPORATION

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Gary Goldstein, 10 East Fayette Street, Baltimore, Md. 21202; Charles M. Tatelbaum, 10 East Fayette Street, Baltimore, Md. 21202; and I. William Schimmel, 10 East Fayette Street, Baltimore, Md. 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

KENT HOUSE LTD., INC.

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

a. To make, enter into, perform, and carry out contracts for building, erecting, improving, constructing, altering, repairing, decorating, finishing and furnishing houses, buildings, warehouses, store-rooms, edifices, works, tenements, and structures of every kind and description; 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, docks, sewers, bridges, wells, walls, and generally in all classes of buildings, erections and works, both public and private; and to carry on in all their respective branches the business of builders, contractors, decorators and such other trades and businesses as pertain to or are connected with the general business of building and construction.

b. To purchase, hold, sell, improve and lease real estate and mortgage and encumber the same and to erect, manage, care for and maintain, extend and alter buildings thereon; to acquire by purchase or lease, or otherwise,

-2-

lands and interests in lands and to own, hold, improve, develop and manage any real estate so acquired; to mortgage, sell, lease or otherwise dispose of any lands or interests in land and in buildings or other structures; to warrant the title to lands or to any estate or interests in lands sold by the Corporation; to advance money to, and to enter into agreements of all kinds with builders, contractors, property owners and others; and to carry on any other endeavor or activity useful or necessary in maintaining and operating a business engaged in building and construction projects and activities.

c. To collect rents, make repairs, and to transact, on commission or otherwise, the general business of a real estate agent, including the sale, leasing, control and management of lands, buildings, and property of all kinds.

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 liability thereof, and to pay for any such property, rights, businesses, 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.

e. 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.

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 guarantee the payment of dividends upon any shares of stock of, or the performance of any contract by, any other corporation or association, and to endorse or otherwise guarantee the payment of the principal and interest, or either of any bonds, debentures, notes, mortgages, securities or other evidences of indebtedness created or issued by any other 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 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.

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 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.

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.

k.

k. To operate restaurants, delicatessens and eating places of all kinds, doing catering business and importing and exporting foods of any and all kinds.

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 enjoy and exercise all of the powers and rights now or hereafter conferred by statute upon corporations. Nothing herein contained shall be deemed to authorize or permit the Corporation to carry on any business or exercise any power 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 place at which the principal offices of the Corporation in this State will be located is Route 0-301, Chester, Maryland 21619. The resident agent of the Corporation is John Klausing whose post office address is Route 0-301, Chester, Maryland 21619. Said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The Corporation shall have <sup>five</sup> ~~three~~ directors which number may be increased from time to time as provided in the By-Laws. John Klausing, Viola Healy, Robert Nelson, Beverly Nelson, Mary Ann Trapp shall act as such directors 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 with a nominal value of~~ 10,000 at \$10.00 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 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:

a. By resolution of its Board of Directors, the Corporation 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 the Corporation, rights, or options, entitling the holders thereof to purchase from the Corporation any shares of its capital stock of any class or classes, such rights or options to be evidenced by or in such instruments 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 shares may be purchased from the Corporation upon the exercise of any such right or option, shall be such as shall be fixed and stated 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.

b. No contract or other transaction between the 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 the Corporation is or are interested in, or is a director or officer or are directors, individually or jointly, may be a 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 this 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 way connected with such persons or person, firm or corporation, and each and every person who may become a director of this Corporation is hereby relieved from any liability, that might otherwise exist, from thus.

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

NINTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of

Incorporation this 7 day of August, 1972.

WITNESS:

*[Handwritten signature]* (SEAL)  
GARY GOLDSTEIN  
*[Handwritten signature]* (SEAL)  
CHARLES M. TATELBAUM  
*[Handwritten signature]* (SEAL)  
I. WILLIAM SCHIMMEL

*[Handwritten signature]*  
ELIZABETH A. TERIFAY


CITY OF BALTIMORE, STATE OF MARYLAND, to wit:

I HEREBY CERTIFY, That on this 7<sup>th</sup> day of August 1972, before me, the subscriber, a Notary Public of the City and State aforesaid, personally appeared Gary Goldstein, Charles M. Tatelbaum, I. William Schimmel and severally acknowledged the foregoing Articles of Incorporation to be their Act.

AS WITNESS my hand and Notarial Seal.

My commission expires:

7/1/74

*[Handwritten signature]*  
Notary Public  
ELIZABETH A. TERIFAY  


ARTICLES OF INCORPORATION  
OF  
KENT HOUSE LTD., INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland August 9, 1972 at 8:30 o'clock A.M. as in conformity  
with law and ordered recorded.

1A1 15787

Recorded in Liber F996, folio 486, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 17.00

To the clerk of the Circuit Court of Queen Annes County

IT IS HEREBY CERTIFIED, that the within instrument, together with all indorsements 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.

*Richard W. Keller*



STATE OF MARYLAND,  
QUEEN ANNE'S COUNTY, SOG.  
I HEREBY CERTIFY THAT  
THIN *Charles* ..... HAN  
RECEIVED FOR RECORD THIS *8th*  
DAY OF *July* 1973 AT 9:05 P. M.  
NO 49 829 AND RECORDED IN  
LIBER *CWA-3* folio *175* *Charles*  
RECORD BOOK FOR QUEEN ANNE'S  
COUNTY.  
*Charles W. Keller*  
CLERK.

LIBER 3 PAGE 131



RECEIVED FOR RECORD May 30, 1973

## ARTICLES OF INCORPORATION

OF

## THE LEO CORPORATION

## THIS IS TO CERTIFY:

FIRST: That the undersigned, Charles E. Smith, whose Post Office address is Grasonville, Maryland 21638, is an adult over the age of 21 years, is the incorporator desiring to form a corporation under the General Laws of the State of Maryland.

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

## THE LEO CORPORATION

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

1. To purchase, acquire, hold, improve, sell, convey, assign, release, mortgage, incumber, lease, hire, license, deal in and dispose of real and personal property of every kind, type, nature and description; to plan, develop and subdivide land into lots or acreage for either residential, commercial or industrial use and to dispose of the same by sale, lease, rental, mortgage, pledge or conveyance and to construct and develop roads, streets, alleys, lanes, easements, rights-of-ways, sewage facilities, drainage facilities and utilities therein or thereon; to build, erect, construct, maintain, operate and use dwelling houses, residences, commercial and industrial structures, and recreational facilities thereon and to dispose of the same by sale, lease, rental, mortgage pledge, or conveyance of any kind.

2. To buy, sell, dispose of,, distribute and generally carry on and operate laundry and dry cleaning establishments, stores and outlets for alcoholic beverages, general merchandise, food and food products, and dry goods generally without limitation as to classes of products or merchandise usually kept for sale or trade in connection with the general merchandising business, with full authority to acquire, hold, own, sell, mortgage, assign, transfer, invest, deal in or deal with 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 the corporation.

3. 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.

4. To buy, sell, mortgage, lease, rent, build upon, improve, develop, subdivide, 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 purposes of promoting the general development of any such land or lands of the corporation, or of enhancing its value.

5. 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 or improvement of plants, mills, buildings, machinery, equipment, facilities, and any other property or appliance which may appertain to the 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.

6. 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 herein-after 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.

7. To apply for, obtain, purchase, or otherwise acquire any franchises, patents, copyrights, licenses, trademarks, 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.

8. 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.

9. 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, 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.

10. 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.

11. 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 of 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 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 Post Office Box 147, Grasonville, Maryland 21638 and the resident agent of the corporation is Charles E. Smith whose post office address is Post Office Box 147, Grasonville, Maryland 21638. 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 and Charles E. Smith, whose post office address is Post Office Box 147, Grasonville, Maryland 21638, Arthur Franklin Reinhardt, whose Post office address is Post Office Box 277, Glen Burnie, Maryland 21061 and Barbara Ann Smith, whose post office address is Post Office Box 147, Grasonville, Maryland 21638 and said parties 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 1,000 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 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 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 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 or any outstanding stock shall be valid unless such change in the terms thereof shall have been authorized by the holders of three-fourths (3/4) 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 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 representatives 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 sub-scriber 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, I have signed these Articles of Incorporation, this 28<sup>th</sup> day of August, 1971.

WITNESS:

Barbara Ann Smith

Charles E. Smith (SEAL)

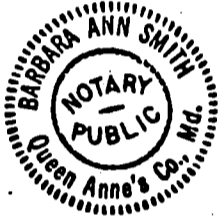
STATE OF MARYLAND

to wit:

COUNTY OF QUEEN ANNE'S

I HEREBY CERTIFY, That on this 28<sup>th</sup> day of August, 1972, before me, the subscriber, a Notary Public of the State of Maryland in and for the County aforesaid, personally appeared CHARLES E. SMITH and he did acknowledged the foregoing Articles of Incorporation to be his act.

AS WITNESS MY HAND AND NOTARIAL SEAL.



Barbara Ann Smith  
NOTARY PUBLIC

MY COMMISSION EXPIRES: 7/01/74

LIBER. - 3 PAGE 138  
ARTICLES OF INCORPORATION  
OF  
THE LEO CORPORATION

approved and received for record by the State Department of Assessments and Taxation  
of Maryland August 29, 1972 at 8:30 o'clock A. M. as in conformity  
with law and ordered recorded.

(A) 16483

Recorded in Liber 7 *F1006*, folio 288, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 17.00

To the clerk of the Circuit Court of Queen Annes County

IT IS HEREBY CERTIFIED, that the within instrument, together with all indorsements 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.

*William H. Riley*



STATE OF MARYLAND,  
QUEEN ANNES COUNTY, SCT.  
I HEREBY CERTIFY THAT  
THIS *Charter* .....  
RECEIVED FOR RECORD THIS 30.....  
DAY OF *May* 1973 AT ..... M  
AS ..... AND RECORDED IN  
LIBER *ave-3 folio 137* Charter  
RECORD BOOK FOR QUEEN ANNE'S  
COUNTY  
*Charles W. Ouel*  
CLERK.

CB  
RECEIVED FOR RECORD

Mar. 30, 1973

KENTMORR MARINA, INC.

ARTICLES OF AMENDMENT

Kentmorr Marina, Inc., a Maryland corporation having its principal office at 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 Articles of Incorporation of the Corporation are hereby amended by striking out Article Sixth, and by inserting, in lieu thereof, the following:

**"SIXTH:** The total amount of the authorized capital stock of the Corporation is FIVE HUNDRED THOUSAND DOLLARS (\$500,000.00) divided into FIFTY THOUSAND (50,000) Shares of Common Stock of the par value of TEN DOLLARS (\$10.00), each."

The stated authorized capital stock of the Corporation is FIVE HUNDRED THOUSAND DOLLARS (\$500,000.00) and the total number of shares that the Corporation has authority to issue is FORTY THOUSAND (40,000) shares having an aggregate par value of FOUR HUNDRED THOUSAND DOLLARS (\$400,000.00) divided into FORTY THOUSAND (40,000) shares of par value of TEN DOLLARS (\$10.00) a share of Class A Common Stock have an aggregate par value of FOUR HUNDRED THOUSAND DOLLARS (\$400,000.00) and TEN THOUSAND (10,000) shares of a par value of TEN DOLLARS (\$10.00) a share of Class B Common Stock having an aggregate par value of ONE HUNDRED THOUSAND DOLLARS (\$100,000.00).

The following is a description of each class of stock of the Corporation with the preference, rights, restrictions and qualifications of each class, to wit:

- a. Class A common stock shall be fully participating and all voting rights shall be vested in Class A common stock.
- b. Class B common stock shall have no voting rights (except where required by the Laws of Maryland) and shall be fully participating in all other respects.

**SECOND:** The Board of Directors of the Corporation at a meeting duly convened and held on the 4th day of January, 1971, unanimously adopted a resolution in which was set forth the foregoing amendment to the Charter, declaring that the said amendment to 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 the 15th day of January, 1971.

**THIRD:** Notice setting forth said amendment of 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; and that all stockholders of the Corporation did attend said special meeting of stockholders for the purpose of considering said Charter amendment.



**FOURTH:** The amendment of the Charter of the Corporation as hereinabove set forth was unanimously approved by 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.

**SIXTH:** The total number of shares authorized prior to this amendment was ONE HUNDRED (100) shares without par value, all of which shares were of one class and were designated common stock.

**SEVENTH:** The total number of shares as increased by this amendment is FIFTY THOUSAND (50,000) shares of common stock. The par value of each of these shares is TEN DOLLARS (\$10.00). The total par value of all shares is now FIVE HUNDRED THOUSAND DOLLARS (\$500,000.00).

IN WITNESS WHEREOF, Kentmorr Marina, Inc., a body corporate of the State of Maryland, has caused these presents to be signed in its name and on its behalf of John E. Pepe, its President and its corporate seal to be hereunto affixed and attested by Bernadette H. Fialkowski, its Secretary, this 3rd day of October, 1972.

KENTMORR MARINA, INC.

By: John E. Pepe  
John E. Pepe, President

WITNESS AND ATTEST:

Bernadette H. Fialkowski

Secretary

(Place corporate seal here)

STATE OF MARYLAND

CITY OR COUNTY OF Baltimore

I HEREBY CERTIFY, that on this 3rd day of October, 1972, before me, the subscriber, a Notary Public as aforesaid, personally appeared John E. Pepe, President of Kentmorr Marina, Inc., a body corporate as aforesaid, duly incorporated in the State of Maryland, and that he, as such President, in the name of said Corporation and on its behalf acknowledged the foregoing Articles of Amendment to be the corporate act of said Corporation.

And at the same time also personally appeared Bernadette H. Fialkowski, and made oath in due form of law that she is the Secretary of said corporation and did act in such capacity at the meetings of both directors and stockholders of the Corporation at which the amendment was approved, and that the matters and facts set forth in the Articles of Amendment are true and correct to the best of her knowledge, information and belief.

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

Earl E. Newell  
Notary Public

My Commission Expires:

July 1, 1974

ARTICLES OF AMENDMENT  
OF  
KENTMORR MARINA, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland October 10, 1972 at 1:30 o'clock P. M. as in conformity  
with law and ordered recorded.

A 16421

Recorded in Liber F1005, folio 3 560, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 80.00 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 indorsements 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.

*William H. Riley*



STATE OF MARYLAND,  
QUEEN ANNE'S COUNTY, MD.  
I HEREBY CERTIFY THAT  
THIS Amendment WAS  
RECEIVED FOR RECORD THIS 30  
DAY OF the 1972 AT ..... M.  
AS ..... AND ACKNOWLEDGED BY  
Libbawe - 3 fol. 137  
RECORD BOOK FOR QUEEN ANNE'S  
COUNTY  
*James W. Carl*  
CLERK.

LIBER 3 PAGE 141

LIBER

3 PAGE 142

RECEIVED FOR RECORD APR 4, 1973

J. W. MARSHALL CONSULTANTS, INC.

ARTICLES OF AMENDMENT

J. W. MARSHALL CONSULTANTS, INC., a Maryland Corporation, having its principal office in Queen Anne's County, Chester, 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:

(a) Striking out Paragraph:

SECOND: The name of the Corporation is as follows:

J. W. MARSHALL CONSULTANTS, INC.

and inserting thereto the following change in name therein to read as follows:

J. W. MARSHALL, INC.

(b) Adding a new Paragraph to Section THIRD to read as follows:

(2a) To conduct and carry on a general and/or a specialized manufacturing, designing and marketing company, buying, selling and dealing in goods, wares and merchandise of every class and description necessary or useful for the general and/or a specialized manufacturing, designing and marketing operation.

SECOND: The Board of Directors of the Corporation, at a meeting duly convened and held on July 26, 1972, 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 stockholder action thereon was taken by the unanimous written consent of all stockholders.

IN WITNESS WHEREOF, J. W. Marshall Consultants, 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 26, 1972.

ATTEST:

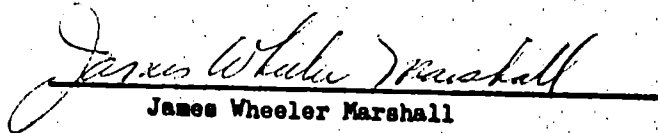
F. R. Gabler  
Secretary  
F. R. Gabler

J. W. MARSHALL CONSULTANTS, INC.

By James Wheeler Marshall  
President  
James Wheeler Marshall



THE UNDERSIGNED, President of J. W. MARSHALL CONSULTANTS, INC., who executed on behalf of said corporation the foregoing Articles of Amendment, of which this certificate is made a part, hereby acknowledges, in the name and on behalf of said corporation, the foregoing Articles of Amendment to be the corporate act of said corporation and further certifies that, to the best of his knowledge, information and belief, the matters and facts set forth therein with respect to the approval thereof are true in all material respects, under the penalties of perjury.

  
James Wheeler Marshall

ARTICLES OF AMENDMENT

OF

J. W. MARSHALL CONSULTANTS, INC.

Changing its name to

J. W. MARSHALL, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland October 24, 1972 at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

(A) 16976

Recorded in Liber 1014, folio 512, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid \$..... 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 indorsements 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.

William H. Riley



STATE OF MARYLAND, QUEEN ANNE'S COUNTY, SO. I HEREBY CERTIFY THAT THIS Amendment WAS RECEIVED FOR RECORD THIS 4 DAY OF Sep 1973 AT 9:30 A. M. \$50.82 AND RECORDED IN BOOK CWC-3 folio 142 Charter RECORD BOOK FOR QUEEN ANNE'S COUNTY Charles W. Bell CLERK.

15  
RECEIVED FOR RECORD Apr 4, 1973

ARTICLES OF INCORPORATION  
OF  
BODKIN ISLAND HUNTING CLUB, INC.

THIS IS TO CERTIFY:

FIRST: That the undersigned, Vachel A. Downes, Jr., whose post office address is 115 Lawyers Row, Centreville, Maryland, 21617, an adult over the age of 21 years, is the incorporator desiring to form a corporation under the General Laws of the State of Maryland.

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

BODKIN ISLAND HUNTING 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 Unite persons of similar interests in hunting wildfowl and in the conservation of wildfowl and related activities and for said purposes to own lands, building and equipment for the accomplishment of such aims.
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 purposes of promoting the general development of any such land or lands of the corporation, or of enhancing its value.
4. 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 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 at Centreville, Queen Anne's County, Maryland; and the resident agent of the corporation is Vachel A. Downes, Jr., whose post office address is 115 Lawyers Row, Centreville, Maryland, 21617. Said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The corporation shall have at least four directors, and G. Robert Carr, whose post office address is 250 Sunset Hollow Road, West Chester, Pennsylvania (19380), Robert C. Mowrer, whose post office address is Gold View Lane, Frazer, Pennsylvania (19355), William M. Calhoun, whose post office address is 3 Elk Drive, Malvern, Pennsylvania (19355) and Alfred F. McLeod, whose post office address is 9 Brinton Avenue, Media, Pennsylvania (19355), shall act as such until the first annual meeting of the corporation or until their successors are duly qualified and chosen.

SIXTH: This corporation, not being designed as a profit making organization, but rather for the recreational purposes of its members, shall have no capital stock and shall pay no dividends or salary to its incorporators, officers or directors, but the interest of the various members hereof shall be represented by Certificates of Membership to be issued by the office of the corporation under the direction of its Board of Directors.

SEVENTH: The duration of the corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation, this 28th day of June, 1972.

WITNESS:

Judith C. Conley

Vachel A. Downes, Jr. (SEAL)  
Vachel A. Downes, Jr.

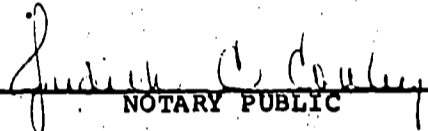
STATE OF MARYLAND

to wit:

COUNTY OF QUEEN ANNE'S

I HEREBY CERTIFY, that on this 28th day of June, 1972, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County aforesaid, personally appeared Vachel A. Downes, Jr., and he did acknowledge the foregoing Articles of Incorporation to be his act.

AS WITNESS my hand and Notarial Seal.

  
\_\_\_\_\_  
NOTARY PUBLIC

My Commission Expires: July 1, 1974





NS ✓

LIBER 3 PAGE 148  
ARTICLES OF INCORPORATION  
OF

BOOKIN ISLAND HUNTING CLUB, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland September 13, 1972 at 8:30 o'clock A. M. as in conformity  
with law and ordered recorded.

1A 16673

Recorded in Liber F1009, folio 585, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$.....20.00..... Recording fee paid \$.....15.00.....

To the clerk of the Circuit Court of Queens Annes County

IT IS HEREBY CERTIFIED, that the within instrument, together with all indorsements 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.

*William H. Riley*



STATE OF MARYLAND,  
QUEEN ANNE'S COUNTY, SO. C.  
I HEREBY CERTIFY THAT  
THIS Charter WAS  
RECEIVED FOR RECORD THIS 4  
DAY OF Sept 1973 AT 9:30 A. M.  
RE 508.22 AND RECORDED IN  
LINE ONE-3 folio 145 Charter  
BOOKED BOOK FOR QUEEN ANNE'S  
COUNTY  
*Charles W. Carl* CLERK.

RECEIVED FOR RECORD *Apr. 4, 1973*

ARTICLES OF INCORPORATION  
OF

OLD POINT ESTATES, INC.

THIS IS TO CERTIFY:

FIRST: That the undersigned, Charles E. Smith, whose post office address is P. O. Box 147, Grasonville Maryland 21638, an adult over the age of 21 years, is the incorporator desiring to form a corporation under the General Laws of the State of Maryland.

SECOND: The name of the Corporation (which is hereafter called the "Corporation") is

Old Point Estates, Inc.

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

1. To purchase, acquire, hold, improve, sell, convey, assign, release, mortgage, incumber, lease, hire, license, deal in and dispose of real and personal property of every kind, type, nature and description; to plan, develop and subdivide land into lots and to dispose of the same by sale, lease, rental, mortgage, pledge or conveyance and to construct and develop roads, streets, alleys, lanes, easements, rights-of-ways, sewage facilities, drainage facilities and utilities therein or thereon; to build, erect, construct, maintain, operate and use dwelling houses, residences, commercial and industrial structures, and recreational facilities thereon and to dispose of the same by sale, lease, rental, mortgage pledge, or conveyance of any kind.

2. To buy, sell, dispose of, deal in, distribute and generally carry on and operate laundry and dry cleaning establishments, stores and outlets for alcoholic beverages, general merchandise, food and food products, and dry goods generally without limitation as to classes of products or merchandise usually kept for sale or trade in connection with the general merchandising business, with full authority to acquire, hold, own, sell, mortgage, assign, transfer, invest, deal in or deal with 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 the corporation.

3. 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.

4. To buy, sell, mortgage, lease, rent, build upon, improve, develop, subdivide, 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 purposes of promoting the general development of any such land or lands of the corporation, or of enhancing its value.

5. 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 the 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.

6. 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.

7. To apply for, obtain, purchase, or otherwise acquire any franchises, patents, copyrights, licenses, trademarks, 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.

8. 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.

9. 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, 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.

10. 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.

11. 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 of 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 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 Chester, Maryland 21619 and the resident agent of the corporation is Joseph S. Downey, Jr. whose post office address is Chester, Maryland 21619. 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 and Joseph S. Downey, Jr., whose post office address is Chester, Maryland, 21619, Thomas B. Sullivan, Jr., whose post office address is Stevensville, Maryland 21666, and Charles E. Smith, whose post office address is P.O. Box 147, Grasonville, Maryland 21638, and said parties 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 1,000 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 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 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 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 or any outstanding stock shall be valid unless such change in the terms thereof shall have been authorized by the holders of three-fourths (3/4) 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 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 representatives 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, I have signed this Articles of Incorporation, this \_\_\_\_\_ day of \_\_\_\_\_, 1972.

LIBER

3 PAGE 154

WITNESS:

\_\_\_\_\_

Charles E. Smith (SEAL)  
Charles E. Smith

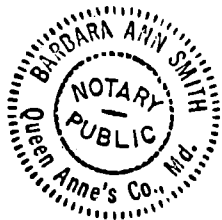
STATE OF MARYLAND

to wit:

COUNTY OF QUEEN ANNE'S

I HEREBY CERTIFY, That on this 4th day of October, 1972, before me, the subscriber, a Notary Public of the State of Maryland in and for the County aforesaid, personally appeared Charles E. Smith and he did acknowledge the foregoing Articles of Incorporation to be his act.

AS WITNESS MY HAND AND NOTARIAL SEAL.



Barbara Ann Smith  
NOTARY PUBLIC  
My Commission Expires: 7/01/74.

ARTICLES OF INCORPORATION  
OF  
OLD POINT ESTATES, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland October 10, 1972 at 9:30 o'clock A. M. as in conformity  
with law and ordered recorded.

17181

Recorded in Liber 1016, folio 172 of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$.....20.00..... Recording fee paid \$.....17.00.....

To the clerk of the Circuit Court of Queen Annes County

IT IS HEREBY CERTIFIED, that the within instrument, together with all indorsements 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.

*William H. Riley*



STATE OF MARYLAND,  
QUEEN ANNES COUNTY, SOF.  
I HEREBY CERTIFY THAT  
THIS Charter WAS  
RECEIVED FOR RECORD THIS 7  
DAY OF April 1973 AT 9:30 A. M.  
NO 50822 AND RECORDED IN  
LIBER WC-3 folio 149 Charter  
RECORD BOOK FOR QUEEN ANNE'S  
COUNTY  
*Charles W. Cecil* CLERK.

LIBER 3 PAGE 155



RECEIVED FOR RECORD Apr. 11, 1973

## ARTICLES OF INCORPORATION

OF

ERA CONTRACTORS, INC.

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, William John Era, Jr., whose post office address is Queenstown, Maryland; Merriett L. Comegys, whose post office address is Sudlersville, Maryland; and John Clough, whose post office address is Church Hill, Maryland; all being at least twenty-one years of age, do hereby form a corporation under the general laws of the State of Maryland.

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

ERA CONTRACTORS, INC.

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

(a) To carry on and conduct a general contracting business, including the designing, constructing, enlarging, repairing, remodeling or other wise engaging in any work upon buildings, roads, side walks, high ways, bridges, 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.

(b) 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, 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.

(c) To borrow money, and to make and issue notes, bonds, debentures, obligations, and evidences 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.

(d) To endorse, guarantee, indemnify and make secure, and assume the punctual performance of any obligations, contracts, covenants or choses in action of any other person, firm, corporation, state, city, county, municipality or other governmental entity.

(e) To purchase or otherwise acquire, hold, sell or otherwise dispose of, and reissue the shares of its own capital stock of any class and to deal in its own securities.

In general, to invest the capital of this company for profit and to use and deal in money and wealth in any fashion and to do any and 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 other 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.

The above granted powers of the Corporation are in furtherance of and not in limitation of the general powers conferred by law on the Corporation.

FOURTH: 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 is William John Era, Jr., Queenstown, Maryland. The resident agent is a citizen of the State of Maryland, actually residing in this State.

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 (\$100.00) a share, all of one class, having an aggregate par value of One Hundred Thousand Dollars (\$100,000.00).

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 (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:

William John Era, Jr.  
Merriet L. Comegys  
John Clough

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 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 of classes, whether now or hereafter authorized.

(b) The Board of Directors shall have power from time to time to make, alter and repeal the By-Laws of this Corporation; to open stock books, 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 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.

(c) The Board of Directors shall have power to create, make and issue mortgages, bonds, warrants, debentures, deeds of trust, trust agreements, negotiable or transferable instruments and evidences of indebtedness of all kinds and securities, secured by mortgage or otherwise, and to do every other act and things necessary to effectuate the same; the purchase or otherwise acquire, and to sell or otherwise dispose of, for the Corporation, any property, rights, or privileges which the Corporation is authorized to acquire, at such prices and on such terms and conditions, and for such considerations as they think fit, at their discretion, to pay for any property or rights acquired by the Corporation, either wholly or partially, in money or in stock, bonds, debentures or other securities of the Corporation.

(d) The Board of Directors shall have power in the purchase or acquisition of property, business, rights or franchises or for additional working capital, or for any other object in or about its business or affairs, and without limit as to amount, 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, obligation, negotiable and transferable instruments and evidences of indebtedness of all kinds, whether convertible into stock of any class, and whether secured by mortgage, pledge, deed of trust or otherwise.

(e) The Board of Directors shall have power to determine who shall be authorized to sign on the Corporation's behalf bills, notes, receipts, acceptances, endorsements, checks, releases, contracts and documents; from time to time to provide for the management of the affairs of the Corporation at home or abroad in such manner as they think fit, and in particular, from time to time, to delegate any of the powers of the Board of Directors to any committee, officers, or agent, and to appoint any person or persons to be the agents of the Corporation with such powers (including the power to delegate) and upon the terms as they think fit.

(f) 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 such shares of convertible shares except as the Board of Directors in its discretion may expressly 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 holders of stock may, as the 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.

(g) Any officer or employee of the Corporation 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, and such action shall be conclusive on the officer or employee so removed.

(h) 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 which changes the terms of any of the outstanding stock or rights of stockholders 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.

(i) No action which may be taken by the Board of Directors of the Corporation and with respect to which any director may have a pecuniary or personal interest, either on his own behalf or on behalf of any other person, shall be avoided or avoidable or otherwise affected by reason of such interest, regardless of whether such director voted in favor of or against such action, or abstained from voting, and of whether the presence of such director was necessary for a quorum; and so such director shall have any liability by reason of such interest.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation this 19<sup>th</sup> day of October, 1972.

WITNESS:

John T. Clark, III

William John Era, Jr.  
William John Era, Jr.

John T. Clark, III

Merriet L. Comegys  
Merriet L. Comegys

John T. Clark, III

John Clough  
John Clough

STATE OF MARYLAND, Kent County to wit:

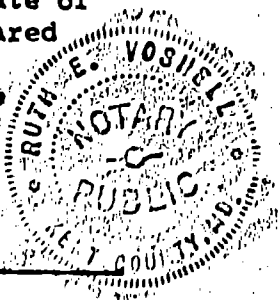
I HEREBY CERTIFY, that on this 19<sup>th</sup> day of October, 1972, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County aforesaid, personally appeared William John Era, Jr., Merriet L. Comegys, John Clough and acknowledged the foregoing Articles of Incorporation to be their act.

WITNESSETH my hand and Notarial Seal.

LIBER

3 PAGE 159

Ruth E. Voskell



LIBER 3 PAGE 160  
ARTICLES OF INCORPORATION  
OF  
ERA CONTRACTORS, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland November 3, 1972 at 11:30 o'clock A. M. as in conformity  
with law and ordered recorded.

1A 16885

Recorded in Liber 5 *F1012*, folio 330, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 ..... Recording fee paid \$ 15.00 .....

To the clerk of the Circuit Court of Queen Annes County

IT IS HEREBY CERTIFIED, that the within instrument, together with all indorsements 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.

*William H. Riley*



STATE OF MARYLAND,  
QUEEN ANNE'S COUNTY, SOCT.  
I HEREBY CERTIFY THAT  
THIS *Charter* ..... HAS  
RECEIVED FOR RECORD THIS 4 .....  
DAY OF *Sept* 1973 AT 9:30 A. M.  
BY 50.83 AND RECORDED IN  
BOOK 2 folio 156 *Charter*  
RECORD BOOK FOR QUEEN ANNE'S  
COUNTY  
*Charles W. Beif* CLERK.

RECEIVED FOR RECORD *Nov. 13, 1973*

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 13th day of November, 1972, 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 Seventy-five Thousand Dollars (\$75,000) to One Hundred Fifty Thousand Dollars (\$150,000), 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 15th day of January, 1972, 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

LIBER

3 PAGE 160

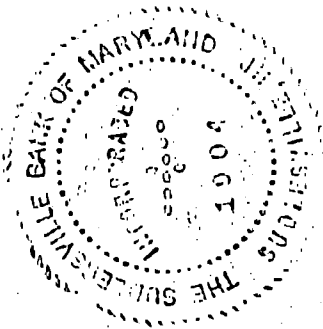
Directors was duly read to the stockholders, and by them considered; that thereupon, upon motion duly made, seconded and unanimously carried, it was resolved that Section II of the Articles of Incorporation of The Sudlersville Bank of Maryland, of Sudlersville, Maryland be amended to read as follows:

"SECTION II, The total amount of the capital stock of said Corporation is One Hundred Fifty Thousand Dollars (\$150,000) divided into fifteen thousand (15,000) shares of par value of Ten Dollars (\$10.00) each."

The Seventy-five hundred (7,500) additional shares authorized by said amendment shall be declared as a 100% stock dividend to the stockholders of record as of the date of the approval of the resolution namely January 15, 1973.

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 President and Vice President of The Sudlersville Bank of Maryland, of Sudlersville, Maryland, have hereunto affixed their signatures this 30th day of January, 1973, and certify that the foregoing resolutions were passed as above set forth, and the said President and Vice President have further acknowledged this Certificate of Amendment for and on behalf of the said Corporation.



*John E. George*  
\_\_\_\_\_  
President of The Sudlersville Bank  
of Maryland, Sudlersville, Maryland

*William M. DeRou*  
\_\_\_\_\_  
Vice President of The Sudlersville  
Bank of Maryland, Sudlersville,  
Maryland.

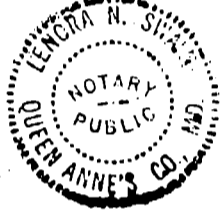
STATE OF MARYLAND:

TO WIT:

COUNTY OF QUEEN ANNE'S:

I HEREBY CERTIFY that on this 30th day of January, 1973, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County aforesaid, personally appeared JOHN E. GEORGE, President of The Sudlersville Bank of Maryland, and WILLIAM M. D. ROE, Vice-President of The Sudlersville Bank of Maryland, and on behalf of The Sudlersville Bank of Maryland, each acknowledged the foregoing Certificate of Amendment as the act and deed of said Corporation.

WITNESS my hand and Notarial Seal.



*Lencia N. Swain*  
Notary Public

CERTIFICATE OF APPROVAL OF BANK COMMISSIONER

I DO HEREBY approve the foregoing Certificate of Amendment to the Articles of Incorporation of The Sudlersville Bank of Maryland, of Sudlersville, Maryland.

AS WITNESS my hand this 20th day of February 1973.

*[Signature]*  
DEPUTY BANK COMMISSIONER OF THE  
STATE OF MARYLAND

LIBER

3 PAGE 163



RECEIVED FOR RECORD May 3 1973

LIBER

3 PAGE 164

125 383

ARTICLES OF INCORPORATION

OF

BRYCE, INC.

THIS IS TO CERTIFY:

FIRST: That the undersigned, Charles A. Shreeve, Jr., whose post office address is 4612 Drexel Road, College Park, Maryland, 20740, an adult over the age of 21 years, is the incorporator desiring to form a corporation under the General Laws of the State of Maryland.

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

BRYCE, 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 deal in real estate, whether or not acting as a licensed real estate broker, and as agents for the purchase and sale of real estate and to buy and sell real estate, and otherwise deal in the same, including the management and development thereof, in the name of the corporation.

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 purposes of promoting the general development of any such land or lands of the corporation, or of enhancing its value.

4. To aid in any manner any person, firm, association, corporation or syndicate by the purchase or sale of any shares of stocks, 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 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.

5. 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 purposes 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

and purposes aforesaid.

6. 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 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 is in this State will be located at 4612 Drexel Road, College Park, Maryland, 20740, and the Resident agent of the corporation is Charles A. Shreeve, Jr., whose post office address is 4612 Drexel Road, College Park, Maryland, 20740. 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 Charles A. Shreeve, Jr., Elsie S. Shreeve and Mark W. Shreeve, all of 4612 Drexel Road, College Park, Maryland, 20740, and said parties shall act as such until the first annual meeting of the corporation, or until their successors are duly chosen and qualified.

SIXTH: The total amount of authorized capital of the corporation is \$500,000.00 divided into 50,000 shares of stock of a par value of \$10.00 per share, all of said shares being 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:

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 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 representatives 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 5 day of Sept, 1972.

WITNESS:

[Signature] Charles A. Shreeve, Jr. (SEAL)

STATE OF OR-DISTRICT OF MARYLAND to wit:  
CITY-OF OR COUNTY OF Prince Georges

I HEREBY CERTIFY, that on this 5<sup>th</sup> day of SEPT., 1972, before me, the subscriber, a Notary Public as aforesaid, personally appeared Charles A. Shreeve, Jr., and he did acknowledge the foregoing Articles of Incorporation to be his act.

AS WITNESS my hand and Notarial Seal.

[Signature]  
NOTARY PUBLIC

My Commission Expires: 1 July 1974



125 387

ARTICLES OF INCORPORATION OF BRYCE, INC.	VACHEL A. DOWNES, JR. ATTORNEY AT LAW CENTREVILLE, MARYLAND
------------------------------------------------	-------------------------------------------------------------------

SEP 3 5 05 AM '72

STATE DEPARTMENT OF ASSOCIATIONS  
 AND LICENSES

**RECEIVED**

FINE NO. DATE YEAR

83074 9-18-72

100	19	118
AMOUNT PAID	DATE	CLERK
100	9-18-72	[Signature]
TOTAL PAID <input type="checkbox"/> CASH <input checked="" type="checkbox"/> CHECK		

57

STATE OF MARYLAND,

QUEEN ANNE'S COUNTY, SCT.

ARTICLES OF INCORPORATION

I HEREBY CERTIFY THAT THIS *Articles of Incorporation* WAS RECEIVED FOR RECORD THIS *2nd* DAY OF *May* 1973 AT *3:00* P.M.

OF

BRYCE, INC.

RE *51369* AND RECORDED IN LIBER *Ch. No. 3 folio 164 Charter* 125 382

RECORD BOOK FOR QUEEN ANNE'S COUNTY

*Charles H. Coie*

CLERK.

approved and received for record by the State Department of Assessments and Taxation of Maryland September 18, 1972 at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

**A** 16544

Recorded in Liber *1002*, folio *121*, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 100.00 Recording fee paid \$ 15.00

To the clerk of the Circuit Court of Prince Georges County

IT IS HEREBY CERTIFIED, that the within instrument, together with all indorsements 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.

*William H. Riley*



Received for record on the *2* Day of *April* A. D. 1973 and the same day recorded in Liber No. *125* at folio *382 &c* one of the *Corp* Records of Prince George's County, Maryland

*W. Waverly Webb*

Clerk of the Circuit Court

LIBER

3 PAGE 169

APR 26 31 AM '73

PR-2-73 A 216436 \*\*\*\*\*375

8/3/50

rr

RECEIVED FOR RECORD May 3, 1973

PRICE AND WILLBANKS, INC.

ARTICLES OF AMENDMENT

Price and Willbanks, Inc., a Maryland Corporation, having its principal office at Chester, Maryland, (hereinafter called the Corporation) hereby certifies to the Department of Assessments and Taxation of Maryland that:

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

SECOND: The name of the corporation shall be (hereinafter called the Corporation) is Castle Marina, Inc.

SECOND: The Board of Directors of the Corporation, at a meeting duly convened and held on September 6, 1972, adopted a resolution in which was set forth the foregoing amendment to the charter, declaring the purpose of said amendment and directing that it be submitted to a special meeting of the stockholders of the Corporation to be held October 6, 1972.

THIRD: Notice setting forth the said amendment of the charter and stating the purpose of the special meeting of stockholders would be to take action thereon, was given, as required by law, to all stockholders.

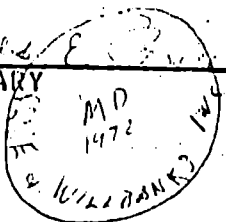
FOURTH: The amendment as above set forth was approved by the stockholders of the Corporation at said meeting by the affirmative unanimous vote of all the votes entitled to be cast thereon.

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.

IN WITNESS WHEREOF, Price and Willbanks, 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 October 16, 1972.

ATTEST:

PRICE AND WILLBANKS, INC.

Phillip E. Price  
SECRETARY  


BY: John B. Price, President  
JOHN B. PRICE, PRESIDENT

STATE OF MARYLAND  
QUEEN ANNE'S COUNTY

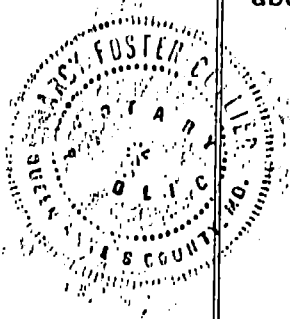
TO WIT: S

I HEREBY CERTIFY, that on the 16 day of October, 1972, before me, the Notary Public of the State of Maryland in and for the County aforesaid, personally appeared John B. Price, President of Price and Willbanks, 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 Phillip E. Price, Secretary of said Corporation and Secretary of the meeting of Stockholders at which the amendment of the charter of the Corporation was approved and 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 above written.

Mary J. Collins  
NOTARY PUBLIC

MY COMMISSION EXPIRES: 7-1-74





ARTICLES OF AMENDMENT  
OF

LIBER 3 PAGE 172

PRICE AND WILLBANKS, INC.  
Changing its name to  
CASTLE MARINA, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland October 30, 1972 at 8:30 o'clock A. M. as in conformity  
with law and ordered recorded.

1A 17753

Recorded in Liber 1021, folio 730, <sup>3</sup> one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$..... Recording fee paid \$.....15.00.....

To the clerk of the Circuit Court of Queen Annes County

IT IS HEREBY CERTIFIED, that the within instrument, together with all indorsements 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. Carlisle*



STATE OF MARYLAND,  
QUEEN ANNE'S COUNTY, SOG.  
I HEREBY CERTIFY THAT  
THIS Amendment HAS  
RECEIVED FOR RECORD THIS 3rd  
DAY of May 1973 AT ..... M.  
AND RECORDED IN  
BOOK CWC-3 folio 170 Charter  
RECORD BOOK FOR QUEEN ANNE'S  
COUNTY  
*Charles W. Carlisle*

7  
RECEIVED FOR RECORD May 3, 1973

BALTIMORE TELECASTERS, INC.

ARTICLES OF AMENDMENT

Baltimore Telecasters, 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 all of the Second Article and inserting in lieu thereof the following:

SECOND: The name of the Corporation is:

Greenwood Point Corporation

SECOND: The board of directors of the Corporation, at a meeting duly convened and held on September 8th, 1972, 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 the amendment to the charter to change the Corporation name to "Greenwood Point Corporation" was by unanimous written consent of all stockholders.


THIRD: A consent in writing, setting forth approval of the amendment of the Charter of the Corporation hereinabove set forth, was signed by all stockholders of the Corporation and such consent is filed with the records 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.

IN WITNESS WHEREOF, Baltimore Telecasters, Inc., has caused these presents to be signed in its name and on its behalf by its President and its corporation seal to be hereunto affixed and attested by its Secretary on September 8th, 1972.

Attest:

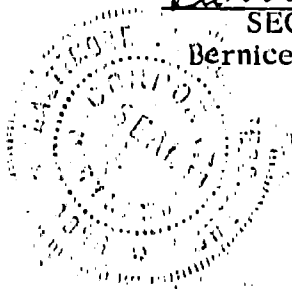
Baltimore Telecasters, Inc.

  
SECRETARY  
Bernice D. Steel

  
PRESIDENT  
David L. Steel, Sr.

LIBER

3 PAGE 173



STATE OF MARYLAND,  
COUNTY OF QUEEN ANNE'S,

SS:

I HEREBY CERTIFY that on September 8th, 1972, before me the subscriber, a notary public of the State of Maryland, in and for the County of Queen Anne's, personally appeared David L. Steel, Sr., President of Baltimore Telecasters, 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 further made oath in due form of law that the matters and facts set forth in said Articles of Amendment with respect to the approval thereof are true to the best of his knowledge, information and belief.

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



*Barbara S. Santer*  
NOTARY PUBLIC

Acknowledgment and Verification Under Section 127B

THE UNDERSIGNED, President of Baltimore Telecasters, Inc., who executed on behalf of said corporation the foregoing Articles of Amendment, of which this certificate is made a part, hereby acknowledges, in the name and on behalf of said corporation, the foregoing Articles of Amendment to be the corporate act of said corporation and further certifies that, to the best of his knowledge, information and belief, the matters and facts set forth therein with respect to the approval thereof are true in all material respects, under the penalties of perjury.

*David L. Steel, Sr.*  
David L. Steel, Sr.

ARTICLES OF AMENDMENT  
OF  
BALTIMORE TELECASTERS, INC.  
Changing its name to  
GREENWOOD POINT CORPORATION

approved and received for record by the State Department of Assessments and Taxation  
of Maryland October 31, 1972 at 8:30 o'clock A. M. as in conformity  
with law and ordered recorded.

(A) 17746

Recorded in Liber 1021, folio 697<sup>3</sup>, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$..... Recording fee paid \$.....15.00.....

To the clerk of the Circuit Court of Queen Annes County

IT IS HEREBY CERTIFIED, that the within instrument, together with all indorsements 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, SOE.  
I HEREBY CERTIFY THAT  
THIS Amendment ..... WAS  
RECEIVED FOR RECORD THIS 3.....  
DAY of May 1973 A.  
M. .... AND RECORDED IN  
BOOK 2-3 fol. 173  
RECORD BOOK FOR QUEEN ANNES'S  
COUNTY

*Charles W. Coep* CLERK.

LIBER

3 PAGE 175

RECEIVED FOR RECORD May 3, 1923

QUEENSTOWN BODY SHOP, INC.

ARTICLES OF INCORPORATION

THIS IS TO CERTIFY:

FIRST: That we, the undersigned, JOHN MOSLEY, Jr., Post Office address Queenstown, Maryland 21658, LEVI WATSON, Post Office address Grasonville, Maryland 21638, and ALFRED J. BRADLEY, Post Office address Queenstown, Maryland 21658, 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 is

"QUEENSTOWN BODY SHOP, INC."

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

(a) To own or lease and to operate and manage garages and lots for the purchase and sale of used automobiles; to carry on the business of repairing, altering and restoring motor vehicles, and to buy, sell and deal generally in automotive parts and accessories including petroleum products; to paint, wash and wax motor vehicles, and to carry on generally such other and incidental business as may be appropriate to the above mentioned activities.

(b) 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 kind 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.

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

(d) 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.

(e) 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 power to conduct, and to dispose of the same in whole or in part, in any manner.

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

(g) 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.

(h) 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 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 Box 44, Queenstown, Maryland 21658. The Resident Agent of the Corporation is John Mosley, Jr., whose Post Office address is Box 44, Queenstown, Maryland 21658. 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 seven (7) directors, and John Mosley, Jr., Levi Watson and Alfred J. Bradley 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 twenty-five thousand (25,000) 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, which now or hereafter may be authorized, for such consideration as the 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 made known to the Board of Directors, or a majority thereof, such director may be counted in determining the existence of a quorum at any meeting of the Board of the Corporation, which shall authorize any such contract or transaction, and may vote thereat to authorize any such contract or transaction.

(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, any securities convertible into shares of its own stock, which is 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 re-sale, re-issue 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 re-classify any unissued share of stock which may be 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.

IN WITNESS WHEREOF, We have hercunto signed these Articles of Incorporation this 24<sup>th</sup> day of October, 1972.

Witness:

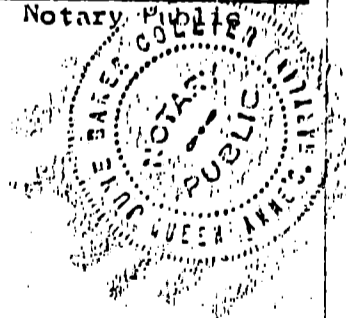
<u>June B. Collier</u>	<u>John Mosley, Jr.</u> (SEAL)
<u>June B. Collier</u>	<u>Levi Watson</u> (SEAL)
<u>June B. Collier</u>	<u>Alfred J. Bradley</u> (SEAL)

STATE OF MARYLAND, QUEEN ANNE'S COUNTY, To wit:

I HEREBY CERTIFY that on this 24<sup>th</sup> day of October, 1972, before me, the subscriber, a Notary Public of the State of Maryland, in and for Queen Anne's County, personally appeared JOHN MOSLEY, Jr., LEVI WATSON and ALFRED J. BRADLEY, and they acknowledged the foregoing Articles of Incorporation to be their act.

WITNESS my hand and Notarial Seal.

June B. Collier  
Notary Public



ARTICLES OF INCORPORATION  
OF  
QUEENSTOWN BODY SHOP, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland October 26, 1972 at 8:30 o'clock A. M. as in conformity  
with law and ordered recorded.

1A 17613

Recorded in Liber 1020, folio 687 one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 15.00

To the clerk of the Circuit Court of Queen Annes County

IT IS HEREBY CERTIFIED, that the within instrument, together with all indorsements 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. Neal*



STATE OF MARYLAND,  
QUEEN ANNE'S COUNTY, SOG.  
I HEREBY CERTIFY THAT  
THIS *Charter* WAS  
RECEIVED FOR RECORD THIS *3rd*  
DAY OF *May* 1973 AT *—* M.  
AND RECORDED IN  
BOOK *3* folio *176* *Charter*  
BOOK FOR QUEEN ANNE'S  
COUNTY  
*Charles W. Neal* CLERK.

RECEIVED FOR RECORD May 3, 1973

## ARTICLES OF INCORPORATION

OF

THE CHURCH HILL ATHLETIC ASSOCIATION, INC.

## THIS IS TO CERTIFY:

FIRST: That we, the subscribers, William H. Knotts, whose post office address is Church Hill, Maryland; Louis Palmatory, whose post office address is Church Hill, Maryland; and Joyce Tyle, whose post office address is Church Hill, Maryland; all being twenty-one years of age, do hereby form a corporation of the State of Maryland.

SECOND: The name of the corporation (which is hereinafter referred to as "the Corporation") is:

THE CHURCH HILL ATHLETIC ASSOCIATION, 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 instill in the youth of Queen Anne's County and surrounding area the training of life to supplement the erudition of schools; to implant in their minds the ideals of duty, fidelity, sportsmanship, courage, reverence, obedience, humility, that they may be armed with the wisdom that tradition and experience, culture and conflict can cooperate to give.

(b) To provide, organize and supervise competitive athletic games for the youth of Queen Anne's County, Maryland, area.

(c) To buy, lease, own, hold, mortgage, sell, convey or otherwise deal in or dispose of real or personal property of all kinds that may be considered necessary or desirable for the promotion of any of the above purposes.

(d) That 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 to 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:

the home of William H. Knotts, in Church Hill, Maryland 21623

The resident agent of the Corporation is William H. Knotts, whose post office address is Church Hill, Maryland. Said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The Corporation shall not be authorized to issue capital stock and will 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 (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:

William H. Knotts  
Louis Palamatory  
Joyce Fyle

SEVENTH: The duration of the Corporation shall be perpetual.

EIGHTH: No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purpose set forth herein. 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 publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on, (a) by a Corporation exempt from Federal Income Tax under section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provisions 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 Law.)

NINTH: Upon the dissolution of the Corporation, the Board of Trustees shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify an exempt organization or organizations under section 501 (c) (3) or the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Trustees shall determine. Any of such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation of the 27<sup>th</sup> day of September, 1972.

WITNESS:

As to all Signatures

Thomas Brown  
George V. Bonser

William H. Knotts  
William H. Knotts  
Louis Palamatory  
Louis Palamatory  
Joyce Pyle  
Joyce Pyle

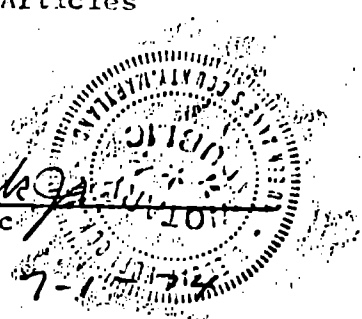
STATE OF MARYLAND, QUEEN ANNE'S COUNTY, to wit:

I HEREBY CERTIFY, that on this 27<sup>th</sup> day of September, 1972, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared William H. Knotts, Louis Palamatory, and Joyce Pyle and severally acknowledged the foregoing Articles of Incorporation to be their act.

AS WITNESS my hand and notarial seal.

D. Edgar A. Arnold  
Notary Public

My commission expires: 7-1-1975



STATE DEPARTMENT OF ASSESSMENT  
AND TAXATION

RECEIVED

TIME *6:59* NO. *104* DAY *22* YEAR *78*

<i>30</i>	BONUS TAX
<i>15</i>	RECORDING FEE
	1st CRIFIELD C-2V \$1
	ADDITIONAL COPIES \$
<i>35</i>	TOTAL CASH <input type="checkbox"/> CHECK <input checked="" type="checkbox"/>
	DEPT. <i>W</i>

OCT

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3 PAGE 185

LIBER

ARTICLES OF INCORPORATION  
OF  
THE CHURCH HILL ATHLETIC  
ASSOCIATION, INC.

*Return To*

CLARK & CLARK  
116 N. COMMERCE STREET  
CENTREVILLE, MARYLAND  
PHONE: 758-1392

NS ✓

LIBER 3 PAGE 186  
ARTICLES OF INCORPORATION  
OF  
THE CHURCH HILL ATHLETIC ASSOCIATION, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland October 4, 1972 at 8:59 o'clock A.M. as in conformity  
with law and ordered recorded.

A 17539

Recorded in Liber 4 1020, folio 349 one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$...20.00..... Recording fee paid \$...15.00.....

To the clerk of the Circuit Court of Queen Annes County

IT IS HEREBY CERTIFIED, that the within instrument, together with all indorsements 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, SO. I HEREBY CERTIFY THAT  
THIS *Charter* WAS  
RECEIVED FOR RECORD THIS *3rd*  
DAY OF *May* 1973 AT *8:59* M.  
AS *SAD* RECORDED IN  
LIBER *1020* fol. *349* Charter  
RECORD BOOK FOR QUEEN ANNE'S  
COUNTY  
*Charles W. Carl* CLERK

RECEIVED FOR RECORD May 3, 1973

ARTICLES OF INCORPORATION  
OF  
MARINE MAMMAL INSTITUTE, INC.

THIS IS TO CERTIFY THAT:

I. Incorporators

We, the persons undersigned, all being of legal age, whose names and post office addresses are:

Arthur A. Houghton, Jr.  
Wye Plantation  
Queenstown, Maryland 21658

James G. Nelson  
Wye Institute, Inc.  
Cheston-On-Wye  
Queenstown, Maryland 21658

Vachel A. Downes, Jr.  
115 Lawyers Row  
Centreville, Maryland 21617

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.

II. Name of Corporation

The name of the Corporation (hereinafter called "the Corporation") is:

MARINE MAMMAL INSTITUTE, INC.

III. Purposes

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

(a) To promote and produce scientific and educational programs and research projects concerning:

1. The level of intelligence, knowledge retention ability and response to training of marine mammals.

2. The physical endurance and general physiology of marine mammals.

3. The navigational and directional control ability of marine mammals.

4. The behavioral patterns, including diurnal and nocturnal action patterns, habits, including dietary habits, and life cycles of marine mammals.



(b) To conduct special, including medical, research projects, technical meetings, conferences and symposia with colleges and universities, and with scientists specializing in marine mammalogy, psychology, physiology and behavior.

(c) To promote and produce scientific and educational programs and research projects concerning oceanographic subjects of every nature and kind, including all marine life and its ecology.

(d) To maintain and support all nature of facilities, including but not limited to, a scientific library, or a testing station or laboratory, and other facilities in furtherance of the scientific and educational purposes of this Corporation.

(e) To produce and publish or support and maintain the publication of articles, pamphlets, journals and other documents in furtherance of the scientific, literary or educational purposes of this Corporation.

(f) To make gifts to or for the use of any school, college, university, foundation, fund, trust or corporation organized and operated exclusively for scientific, literary or educational purposes in the field of marine mammalogy or oceanographic research, 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.

(g) 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, provided that any such gifts be made exclusively for public purposes, related to the purposes of this Corporation, and further provided that all such objectives and undertakings shall be exclusively scientific, literary or educational in scope.

#### IV. Powers

In order to carry out and to further the charitable, scientific, literary and educational purposes stated above, the Corporation shall have, in addition to powers conferred upon it by law, 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 of 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 monies 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 Trustees will best promote the objects of the Corporation.

(d) To purchase, acquire, hold, improve, develop, sell, convey, assign, mortgage, encumber, lease or otherwise own or dispose of real estate or personal property of every kind and nature which this Corporation may think necessary or convenient for the furtherance and development of one or more of the purposes of the Corporation.

(e) 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.

(f) In general, and subject to such limitations and conditions as are or may be prescribed by law or by these Articles of Incorporation, 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 only such powers shall be exercised by the Corporation which are in furtherance of its tax exempt purposes and which may be exercised by an organization exempt from taxation under Federal tax laws as they now exist or as they may hereafter be amended.

#### V. Prohibitions and Restrictions

The purposes and powers of the Corporation as herein stated do not permit certain prohibited activities and shall be restricted by certain required conduct, so that in all events and under all circumstances:

(a) This Corporation shall not engage in any activities which are unlawful under the Laws of the United States or the State of Maryland, or any other state where such activities are carried on; nor shall it engage in any transaction defined at the time as "prohibited under the Internal Revenue Laws (codified or otherwise) of the United States."

(b) This Corporation shall never be operated for the purpose of carrying on a trade or business for profit.

(c) No part of the net earnings of the Corporation shall inure to the benefit of any trustee, director, officer or employee of the Corporation, or any private individual (provided, however, that reasonable compensation may be paid for services rendered to or for the Corporation in effecting one or more of its corporate purposes), and no trustee, director, officer or employee of the Corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

(d) 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.

The Corporation shall conduct its affairs in compliance with the relevant sections of the Internal Revenue Code of 1954, specifically:

(e) The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942;

(f) The Corporation shall not engage in any act of self-dealing as defined in Section 4941 (d);

(g) The Corporation shall not retain any excess business holdings which will subject it to tax under Section 4943 (o);

(h) The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944;

(i) The Corporation shall not make any taxable expenditure as defined in Section 4945 (d);

(j) Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any activity not permitted to be carried on (1) by an organization exempt from Federal income tax under Section 501 (c) (3); or (2), by an organization contributions to which are deductible under Section 170 (c) (2);

and the same shall be true for any corresponding provisions of any subsequent Federal tax laws.

#### VI. No Capital Stock Authorized

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

#### VII. Trustees, Voting Control and Governance

The Corporation shall have no members. The voting control and governance of the Corporation and the management of its properties and affairs shall be vested in its Trustees, who shall be three in number, to be known collectively as the Board of Trustees, who shall be responsible for the conduct of the activities of the Corporation. The Trustees 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.

The initial Trustees of the Corporation shall be:

Arthur A. Houghton, Jr.  
James G. Nelson  
Nina R. Horstman

who shall serve until the first meeting of the Board of Trustees or until their successors are duly chosen and qualified. 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. Any vacancies occurring in the Board of Trustees by death, resignation or otherwise shall be filled by the affirmative action of majority of the

remaining Trustees unless the Trustees take action to decrease the number of Trustees.

VIII. Dissolution

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 monies and other properties shall be used exclusively for purposes within those set forth herein, or distributed exclusively to such organization or organizations which shall then qualify as exempt from Federal Income Tax under Section 501 (c) (3) of the Internal Revenue Code of 1954 as they now exist or may hereafter be amended, all as may be designated by the Board of Trustees.

IX. Duration

The duration of the Corporation shall be perpetual.

X. Principal Office and Resident Agent

The post office address of the principal office of the Corporation in this State is Queenstown, Maryland, 21658. The name and post office address of the resident agent of the Corporation in this State is James G. Nelson, Queenstown, Maryland, 21658. Said resident agent is an adult individual actually residing in this State.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation, this 1<sup>st</sup> day of December, 1972.

WITNESS:

Judith C. Conley

Arthur A. Houghton, Jr.  
Arthur A. Houghton, Jr.

Judith C. Conley

James G. Nelson  
James G. Nelson

Judith C. Conley

Vachel A. Downes, Jr.  
Vachel A. Downes, Jr.

STATE OF MARYLAND

COUNTY OF QUEEN ANNE'S

to wit:

I HEREBY CERTIFY, that on this 1<sup>st</sup> day of December, 1972, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County aforesaid, personally appeared Arthur A. Houghton, Jr., James G. Nelson and Vachel A. Downes, Jr. and they did each acknowledge the foregoing Articles of Incorporation to be their act.

AS WITNESS my hand and Notarial Seal.

LIBER

3 PAGE 191

Judith C. Conley  
NOTARY PUBLIC

My Commission Expires: July 1, 1974

ARTICLES OF INCORPORATION

MARINE MAMMAL INSTITUTE, INC.

VACHEL A. DOWNES, JR.  
ATTORNEY AT LAW  
CENTREVILLE MARYLAND

State Department  
of  
Assessments and Taxation  
RECEIVED  
DEC 21 1962

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ARTICLES OF INCORPORATION  
OF  
MARINE MAMMAL INSTITUTE, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland December 7, 1972 at 8:30 o'clock A. M. as in conformity  
with law and ordered recorded.

**A** 17791

Recorded in Liber 1022 folio 191, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 15.00

To the clerk of the Circuit Court of Queen Annes County

IT IS HEREBY CERTIFIED, that the within instrument, together with all indorsements 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 *Charter* WAS  
RECEIVED FOR RECORD THIS *3rd*  
DAY of *May* 1973 AT ..... M.  
AND RECORDED IN  
BOOK *Case - 3* folio *187* *Charter*  
RECORD BOOK FOR QUEEN ANNE'S  
COUNTY  
*Charles W. Cecil* CLERK.

RECEIVED FOR RECORD June 11, 1972 ARTICLES OF INCORPORATION

OF

LADIES AUXILIARY OF UNITED COMMUNITIES VOLUNTEER FIRE DEPARTMENT,  
INCORPORATED, "ROMANCOKE"

FIRST: We, the undersigned, ELIZABETH THOMPSON, whose post-office address is Kent Island Estates, Stevensville, Maryland 21666; FRANCES T. GRAHAM, whose post-office address is Kent Island Estates, Stevensville, Maryland 21666; and MYRTLE SULLIVAN, whose post-office address is Romancoke On The Bay, Stevensville, Maryland 21666, 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 hereinafter called the "Corperation") is:

LADIES AUXILIARY OF UNITED COMMUNITIES VOLUNTEER FIRE DEPARTMENT,  
INCORPORATED, "ROMANCOKE"

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

- (1) To work for the improvement and betterment of the United Communities Volunteer Fire Department, Incorporated, "Romancoke".
- (2) To engage in any activity, undertaking, or enterprise that will enable the Corperation 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.

(5) 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 21666. The resident agent of the Corporation is Elizabeth Thompson, whose post-office address is Kent Island Estates, Stevensville, Maryland 21666. 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 ELIZABETH THOMPSON, FRANCES T. GRAHAM AND MYRTLE SULLIVAN.

SEVENTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on the 2<sup>nd</sup> day of November, 1972.

Elizabeth Thompson  
Elizabeth Thompson

Frances T. Graham  
Frances T. Graham

Myrtle Sullivan  
Myrtle Sullivan

STATE OF MARYLAND )  
                          )  
COUNTY OF QUEEN ANNE'S)

SS:

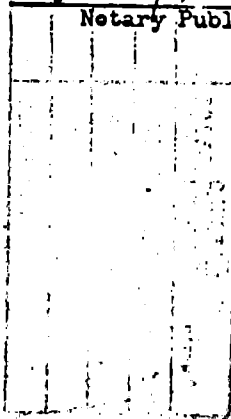
I HEREBY CERTIFY THAT on this 2<sup>nd</sup> day of November,  
1972, before me, the subscriber, a Notary Public of the State of Maryland,  
in and for the County aforesaid, personally appeared ELIZABETH THOMPSON,  
FRANCES T. GRAHAM AND MYRTLE SULLIVAN, and severally acknowledged the  
foregoing Articles of Incorporation to be their act.

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

My Commission Expires:

July 1, 1974

Henry T. McDaniel  
Notary Public



ARTICLES OF INCORPORATION

OF

LADIES AUXILIARY OF UNITED COMMUNITIES VOLUNTEER FIRE DEPARTMENT, INCORPORATED, "ROMANCOKE"

approved and received for record by the State Department of Assessments and Taxation of Maryland November 3, 1972 at 11:00 o'clock A. M. as in conformity with law and ordered recorded.

A 17904

Recorded in Liber 1023, folio 513, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 15.00

To the clerk of the Circuit Court of Queen Annes County

IT IS HEREBY CERTIFIED, that the within instrument, together with all indorsements 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.

*Richard H. Keller*



STATE OF MARYLAND,  
QUEEN ANNE'S COUNTY, SOY.  
I HEREBY CERTIFY THAT  
THIS *Charter* WAS  
RECORDED FOR RECORD THIS *11*  
DAY OF *June* 1972 AT *11* M.  
RESD. *084* AND RECORDED IN  
LIBER *1023* - *372* / *194* *Charter*  
RECORD BOOK FOR QUEEN ANNE'S  
COUNTY  
*Shirley W. Bail* CLERK.

RECEIVED FOR RECORD June 11, 1973

ARTICLES OF INCORPORATION  
OF  
KENT ISLAND MARINE, INC.

FIRST: WE, THE UNDERSIGNED, Charles R. Barrett, whose post-office address is 11104 Waycroft Way, Rockville, Maryland 20852, Lester F. Whicker, whose post-office address is 11100 Waycroft Way, Rockville, Maryland 20852, and Clarence R. Lane, whose post-office address is 9853 Canal Road, Rockville, Maryland 20852, 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  
KENT ISLAND MARINE, INC.

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

To acquire, by purchase; lease or otherwise, and to equip, maintain and operate boatyards and/or marinas; to carry on all or any of the businesses usually associated with the marine recreational industry, including boat sales of both new and brokerage boats, boat maintenance and repairs, boat storage, both dry and wet, and the sale of marine fuels and lubricants of all types; to buy, sell, exchange, let for hire, and deal in, at wholesale or retail and as principal or agent, boats of all types and descriptions, boat trailers, marine engines, both inboard and outboard, marine parts and accessories,

fishing rods, tackle and bait, and goods, supplies and equipment of all kinds generally constituting the business of ships chandlers.

To acquire, own, hold, improve, develop, operate, exploit, sell, convey, assign, lease, exchange, transfer, dispose of, pledge, mortgage, deal in, and loan or borrow money upon, alone or in conjunction with others, real and personal property, tangible and intangible, or every kind, character, and description, or any interest therein, and all kinds and forms of securities, shares of capital stock, scrip, bonds, debentures, coupons, mortgages, notes, bills of exchange, acceptances, assignments, accounts, fees, evidences of indebtedness, obligations, trust certificates, interim receipts, warrants, and certificates issued or created by or being claims against any corporation, association, partnership, syndicate, entity, or person, or governmental, municipal, or public subdivision, district, or authority.

To acquire, by purchase, lease, manufacture, or otherwise, any personal property deemed necessary or useful in the equipment, furnishing, improvement, development, or management of any property, real or personal, at any time owned, held, or occupied by the corporation and to invest, trade, and deal in any personal property deemed beneficial to the corporation, and to encumber or dispose of any personal property at any time owned or held by the corporation.

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, architectural plans, drawings, specifications, 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 evidenc-

ing rights or options to receive, purchase or subscribe for the same, or representing any other rights or interest 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 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 principal office of the corporation in this State is c/o Piney Narrows Marina, Chester, Maryland 21619. The name of the resident agent of the corporation in this State is Charles R. Barrett, a citizen of Maryland, residing therein, and the post-office address of the resident agent is 11104 Waycroft Way, Rockville, Maryland 20852.

FIFTH: The total number of shares of stock which the corporation shall have authority to issue is one hundred thousand (100,000) shares of a par value of \$1.00 per share, all of one class.

The shares of the stock of the corporation are to be held by each stockholder upon condition that he will not



sell, assign or transfer all or any of such shares without first offering the same for sale through the corporation to the remaining stockholders of the corporation, who shall have the right to purchase their pro rata shares of the stock offered for sale within thirty (30) days from the date of the offer to sell. The price to be paid for the stock shall be the book value of such stock as it appears from the books of the corporation at the time of offer to sell, or the bonafide ascertainable market value of said shares, whichever is the greater, provided there is an established or clearly ascertainable market value for same.

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 and 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 qualify are:

Charles R. Barrett

Lester F. Whicker

Clarence R. Lane

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.

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.

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 corporation shall indemnify any and all of its directors or officers or former directors or officers or any person who may have served at its request as a director 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 them in connection with the defense of any action, suit or proceeding in which they, or any of them, are made parties, or a party, by reason of being or having been directors or officers or a director or officer of the corporation, or of such other corporation, except in relation to matters as to which any such director or officer or former director or officer or person shall be 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 those indemnified may be entitled, under any by-law, agreement, vote of stockholders, or otherwise.

NINTH: The duration of the corporation shall be perpetual.

IN WITNESS WHEREOF, the undersigned incorporators of KENT ISLAND MARINE, INC. who executed the foregoing Articles

of Incorporation hereby acknowledge the same to be their act and further acknowledge that, to the best of their knowledge the matters and facts set forth therein are true in all material respects under the penalties of perjury.

Dated the 31<sup>st</sup> day of August, 1972.

Charles R. Barrett  
Charles R. Barrett

Lester F. Whicker  
Lester F. Whicker

Clarence R. Lane  
Clarence R. Lane

ARTICLES OF INCORPORATION  
OF  
KENT ISLAND MARINE, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland November 22, 1972 at 10:30 o'clock A. M. as in conformity  
with law and ordered recorded.

A 18144

Recorded in Liber 1026, folio 49, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 21.00

To the clerk of the Circuit Court of Queen Anne County

IT IS HEREBY CERTIFIED, that the within instrument, together with all indorsements 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.



*Richard H. Keller*  
STATE OF MARYLAND,  
QUEEN ANNE'S COUNTY, SOI.  
I HEREBY CERTIFY THAT  
THIS *Charles* HAS  
RECEIVED FOR RECORD THIS *11th*  
DAY OF *June* 1973 AT *10:30* A.  
M. *10:30* HAD RECORDED IN  
LIBER *1026* FILED *199* *Charles*  
RECORD BOOK FOR QUEEN ANNE'S  
COUNTY  
*Charles W. Cecil* CLERK

LIBER

3 PAGE 207

LIBER

3 PAGE 208

RECEIVED FOR RECORD

*July 19, 1973*

LAW OFFICES  
JOHN W. SAUSE, JR.  
204 NORTH COMMERCE STREET  
CENTREVILLE, MARYLAND 21017

AREA CODE 301-758-0970

22 February 1973

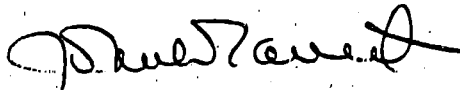
State Department of Assessments and  
Taxation  
301 West Preston Street  
Baltimore, Maryland 21201

Re: Narrows Construction Corporation

Gentlemen:

I hereby resign as Resident Agent of Narrows Construction Corporation. A copy of this letter was sent today to the Corporation.

Very truly yours,



John W. Sause, Jr.

JWSJr/klw  
cc Narrows Construction Corporation

FEB 23 2 15 PM '73

~~LIBER 3 PAGE 208~~

NOTICE OF RESIGNATION OF RESIDENT AGENT

OF

NARROWS CONSTRUCTION CORPORATION

received for record February 23, 1973, at 2:15 P.M.

and recorded on Film No. 1030 Frame No. 292 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<sup>o</sup> 9580

Special Fee Paid	\$3.00
Recording Fee Paid	<u>2.00</u>
Total	\$5.00

Mr. Clerk - Mail to: John W. Sause, Jr.  
204 North Commerce Street  
Centreville, Md. 21617

des

STATE OF MARYLAND,  
QUEEN ANNES COUNTY, SCT.

*Notice of Resignation of Resident Agent*

BEFORE ME, HENRY SERVICE, CLERK OF THE CIRCUIT COURT OF QUEEN ANNES COUNTY, MARYLAND, THIS 21<sup>st</sup> DAY OF July 1973 AT 11:50 A.M. AND RECORDED IN LIBER 9WC-3 folio 208 Charter RECORD BOOK FOR QUEEN ANNE'S COUNTY

*John W. Sause, Jr.* CLERK

RECEIVED FOR RECORD

*July 17, 1973*

LIBER

3 PAGE 210

ROMANCOKE ON-THE-BAY IMPROVEMENT ASSOCIATION, INC.

ARTICLES OF REVIVAL

(Under Section 85)

The Romancoke On-The-Bay Improvement Association, 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 December 15, 1971, 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 Romancoke On-The-Bay Improvement Association, Inc.

THIRD: The name by which the Corporation will hereafter be known is ROMANCOKE ON-THE-BAY IMPROVEMENT ASSOCIATION, INC.

FOURTH: (a) The post office address of the principal office of the Corporation in the State of Maryland is R. R. #1, Box 686, 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 Rita A. McMahon, R. R. #1, Box 686, Stevensville, Queen Anne's County, Maryland. Said resident agent is a citizen actually residing in this State (or a corporation of this State.

~~XXXXXXXXXXXX~~

~~XXXXXXXXXXXXXXXXXXXX~~

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 Officers

IN WITNESS WHEREOF, the undersigned, who were respectively the  
last acting Vice-President and Secretary-Treasurer of the Corporation, have  
signed these Articles of Revival on October 22, 1972.

*James N. Tracey*  
JAMES N. TRACEY  
Last Acting Vice-President

*Rita A. McMahon*  
RITA A. McMahan  
Last Acting Secretary-Treasurer



STATE OF MARYLAND,

County of QUEEN ANNE'S, ss:

I HEREBY CERTIFY that on October 22, 1972, before me, the subscriber, a notary public of the State of Maryland in and for the County of Queen Anne's, personally appeared JAMES N. TRACEY, the last acting Vice-President and RITA A. McMAHON, the last acting Secretary-Treasurer of ROMANCOKE ON THE BAY IMPROVEMENT ASSOCIATION, 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.

*Henry T. McMahon*  
Notary Public



ARTICLES OF REVIVAL

OF

ROMANCOKE ON-THE-BAY IMPROVEMENT ASSOCIATION, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland December 19, 1972 at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

1A 18753

Recorded in Liber 1031, folio 639, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Special Fee ~~Added~~ paid \$ 5.00 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 indorsements 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.

*Richard W. Keller*



STATE OF MARYLAND,

QUEEN ANNE'S COUNTY, SOY.

I HEREBY CERTIFY THAT THIS *Articles of Revival* WAS RECEIVED FOR RECORD THIS *17th* DAY OF *July* 1973 AT *.....* M. RR *.....* AND RECORDED IN LIBER *ewc - 3 folio* *.....* Charter RECORD BOOK FOR QUEEN ANNE'S COUNTY

*Charles W. Oaf* CLERK.

LIBER 3 PAGE 213

OF

LY KE KI INCORPORATED

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, PATRICK AUSTIN COCKEY, whose post office address is RR1, Box 132, Stevensville, Maryland; GLADYS QUATMANN COCKEY, whose post office address is RR1, Box 132, Stevensville, Maryland; and CHARLES T. ELLIOTT, whose post office address is P. O. Box 443, Edgewater, 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: That the name of the corporation (which hereinafter is called the "corporation") is:

LY KE KI INCORPORATED

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

- A. To own, operate, and/or manage retail and wholesale businesses to include, but not limited to sales and manufacture of boats, motors, boating supplies; boat maintenance and repair businesses; to buy, sell, inlease and/or out-lease real estate and/or commercial properties; within or iwthout the State of Maryland.
- B. To purchase, lease or otherwise acquire, hold, develop, improve, mortgage, sell, exchange, let or in any manner encumber or dispose of real property, wherever situate.
- C. To obtain credits or moneys in any manner at any time and in any amounts for any of the objects of this corporation and to make, draw, execute and issue promissory notes and to secure the payment of any thereof and of the interese thereon by mortgage upon or pledge, conveyance or assignment of any part or the whole of the property, rights, and interests of the corporation, whether at the time owned or hereafter acquired.
- D. To manufacture, purchase or otherwise acquire, hold, mortgage, pledge, sell, transfer or in any manner encumber or dispose of every kind of goods, wares, merchandise, implements and other personal property.
- F. To issue, 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 evidence of indebtedness issued or created by any other corporation or association organized under the laws of the State of Maryland or any other state,

(2)

territory, district, colony or dependency of the United States of America or of any foreign country; and while the owner of any such shares of stock; voting trust certificates, bonds or other obligations, to possess and exercised 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; 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 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.

G. To carry on any of the business hereinbefore enumerated for itself or for account 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 affectuate 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.

H. 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 corporation, firms or individuals; and to do every other act or acts, thing or things, incidental or opportuntant to or growing out of or connected with the aforesaid objects or purposes or any part or parts thereof, provided the same be not inconsistent with the laws under which this corporation is organized.

FOURTH: The post office address of the principal office of the corporation in this State is RRL, Box 132, Stevensville, Maryland.

The name and address of the resident agent of the corporation are: Patrick Austin Cockey, RRL, Box 132, Stevensville, 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 1,000 (One Thousand) shares of the par value of Fifty Dollars each, all of one class, and having an aggregate value of \$50,000.00 (Fifty Thousand Dollars).

SIXTH: The number of Directors of the corporation shall be three, 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: PATRICK AUSTIN COCKEY, GLADYS QUATMANN COCKEY, and CHARLES T. ELLIOTT.

SEVENTH: The following provisions are hereby adopted for the purposes of defining, limiting and regulating the powers of the corporation and of Directors and Stockholders:

A. The corporation shall have any and all powers as set forth in the General Laws of the State of Maryland in respect to capital stock corporations.

B. The Board of Directors of the corporation is hereby empowered to authorize the issuance from time to time of shares of its stock, whether now or hereafter authorized.

EIGHTH: The subscriptions for and the ownership of all shares of stock in this corporation are made and taken upon the condition that any holder of shares of stock desiring to sell the same, shall first offer his stock to the corporation at the then book value; and the corporation shall have sixty (60) days in which to exercise its option to purchase the same. Said notice shall be given by registered letter addressed to the principal office of this corporation. On its failure to exercise its option within sixty (60) days, the remaining stockholders of this corporation shall have sixty (60) days thereafter to exercise their option to purchase said stock at the then book value. After the expiration of said sixty (60) days, the stockholder shall be free to make any other sale of his stock.

NINTH: The duration of the corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation this 31<sup>st</sup> day of August, 1972.

WITNESS:

<u>Grace L. Champ</u>	<u>Patrick Austin Cockey</u>	(SEAL)
<u>Grace L. Champ</u>	<u>Gladys Quatmann Cockey</u>	(SEAL)
<u>Grace L. Champ</u>	<u>Charles T. Elliott</u>	(SEAL)



[REDACTED]

(4)

STATE OF MARYLAND, ANNE ARUNDEL COUNTY, TO WIT:

On this the 3<sup>rd</sup> day of August, 1972, before me, the undersigned officer, personally appeared PATRICK AUSTIN COCKEY, GLADYS QUATMANN COCKEY and CHARLES T. ELLIOTT, known to me 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.

*Grace L. Champ*  
Notary Public

My commission expires *July 1, 1974*



LIBER 3 PAGE 218

ARTICLES OF INCORPORATION  
OF  
LY KE KI INCORPORATED

approved and received for record by the State Department of Assessments and Taxation  
of Maryland December 29, 1972 at 2:10 o'clock P. M. as in conformity  
with law and ordered recorded.

A 19219

5

Recorded in Liber 1035, folio 592, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$20.00..... Recording fee paid \$15.00.....

To the clerk of the Circuit Court of Queens Anne County

IT IS HEREBY CERTIFIED, that the within instrument, together with all indorsements 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.

*Richard N Keller*



STATE OF MARYLAND,  
QUEEN ANNE'S COUNTY, SOY.  
I HEREBY CERTIFY THAT  
THIS *Articles of Incorporation* AS  
RECEIVED FOR RECORD THIS *17th*  
DAY *July* 1973 AT ..... M.  
RR ..... AND RECORDED IN  
LIBER *CWC - 3* folio *214* Charter  
RECORD BOOK FOR QUEEN ANNE'S  
COUNTY  
*Abner W. Paul*

RECEIVED FOR RECORD *July 17, 1973*

~~XXXXXXXXXXXXXXXXXXXXXXXXXXXX~~  
ARTICLES OF INCORPORATION

OF

R. W. T. COMPANY, INC.

THIS IS TO CERTIFY:

FIRST: That the undersigned Michael R. Roblyer, whose post office address is 15 West Street, Post Office Box 365, Annapolis, Maryland 21404, being at least twenty-one years of age, does hereby act as an incorporator for the purpose of forming a corporation under the Public General Laws of the State of Maryland.

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

R. W. T. COMPANY, INC.

THIRD: The purpose for which the corporation is formed is to carry on any business not contrary to the General Corporation Law of Maryland, and to have and exercise all of the powers conferred upon corporations formed thereunder, including:

To manufacture molded plastic products.

To create, promote, develop, purchase, finance, own, invest in, lend to, control, operate, manage, engage in, conduct or otherwise acquire, take any other interest in, deal with and dispose of corporations, businesses, ventures, undertakings, property and projects of every description.

The corporation shall have the power to do any and all acts and things necessary or useful to its business and purposes, and shall have the general, specific and incidental powers and privileges granted to it by statute, including:

To enter into and perform contracts; to acquire and exploit patents, rights and related and other interests; to acquire, use, deal in and with, encumber and dispose of real and personal property without limitation including obligations and/or securities; to borrow and lend money for its corporate purposes; to invest and reinvest its funds, and take, hold and deal with real and personal property as security for the payment of funds loaned or invested, or otherwise; to vary any investment or employment of capital of the corporation from time to time; and to create and/or participate with other corporations and entities for the performance of all undertakings, as partner, joint venturer, or otherwise, and to share or delegate control there-with or thereto.

UBER

3 PAGE 219



To pay pensions and establish and carry out pension, profit sharing, stock option, stock purchase, stock bonus, retirement, benefit, incentive or commission plans, trusts or provisions for any or all of its directors, officers, and employees, and for any or all of the directors, officers and employees of its subsidiaries; and to provide insurance for its benefit on the life of any of the directors, offices, or employees, or on the life of any stockholder for the purpose of acquiring at his death shares of its stock owned by such stockholder.

To merge or consolidate with any corporation in such manner as may be permitted by law; to aid in any manner any corporation whose stock, bonds or other obligations are held or in any manner guaranteed by this corporation, or in which this corporation is in any way interested; and to do any other acts or things for the preservation, protection, improvement or enhancement of the value of any such stock, bonds or other securities; and while owner of any such stock, bonds or other securities to exercise all the rights, powers and privileges of ownership thereof, and to exercise any and all voting powers thereon; and to guarantee the payment of dividends upon any stock, the principal or interest or both, of any bonds or other securities, and the performance of any contracts.

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, 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 of the State of Maryland, and to do all such acts and things and conduct business and have one or more offices and exercise its corporate powers within the State of Maryland, and in any and all other places, without limitation.

FOURTH: The post office address of the principal office of the Corporation in Maryland is South Commerce Street, Centerville, Maryland. 21617

The name and address of the resident agent of the Corporation is Michael R. Roblyer, 15 West Street, Post Office Box 365, Annapolis, Maryland 21404, County of Anne Arundel.

Said resident agent is a citizen of Maryland residing therein.

FIFTH: The total number of shares of stock of all classes which the Corporation has authority to issue is Five Thousand (5,000).

All of such shares are Common stock without par value.

SIXTH: (1) The corporation is hereby empowered to issue from time to time its authorized shares, and securities, options, warrants and/or other

rights convertible therinto, for such lawful consideration, whether money or otherwise, as the Board of Directors shall determine, and any shares issued for which the consideration so fixed has been paid or delivered shall be fully paid stock and the holder of such shares shall not be liable for any further call or assessment or any other payment thereon.

(2) The stockholders of the corporation do not have any pre-emptive or preferential right to subscribe to or purchase unissued shares of any class of stock of the corporation whether such shares are now or hereafter authorized, or any Treasury shares to be sold by the corporation.

(3) Transferability of the shares of the corporation is restricted in the following manner:

(a) No shares of the stock of this corporation (including other securities convertible therinto), whether now or hereafter issued, shall descend, or be sold, transferred, assigned or devised by the owner(s) thereof unless and until (1) a written offer to sell such shares shall have been first delivered to the corporation which shall thereupon and for thirty (30) days be entitled to purchase such shares or any part thereof, and (2) if any shares remain unpurchased by the corporation it shall at any time of its choosing within said thirty (30) days notify its stockholders in writing that they shall each be entitled for thirty (30) days from delivery of the corporation's notice to purchase their respective proportions (pro-rata) of such shares.

(b) The price to be paid for the shares, which shall be set forth in the written offers and notices prescribed above, shall be the fair market value thereof, or, if there is no established market value, the book value thereof ("book value being the appraised value of all corporate assets and liabilities as of the date of the last balance sheet).

(c) These terms shall be binding upon all stockholders of record, their heirs, executors, administrators and assigns, and shall include transfers by will, gift, intestacy, and all third parties, or otherwise. All offers and notices, if mailed, shall be deemed to have been delivered on the day mailed postage prepaid, addressed to the corporation and/or to the stockholders, as the case may be, according to the books of the corporation, and the shares shall be transferable, other than to the corporation and/or its stockholders in the manner required herein, only upon proof of compliance herewith.

SEVENTH: The number of directors comprising the full Board of Directors of the corporation shall be three (3), which number may be increased or decreased from time to time pursuant to the By-Laws of the Corporation, but shall never be less than three.

The names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualified, are:

Richard W. Taylor  
Alice C. Taylor  
Richard H. Wilson

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

(1) Pursuant to Section 42(c) of Article 23 of the Annotated Code of Maryland, as amended, it is hereby provided that the concurrence of a majority of the aggregate number of votes of all classes, or of any class of stock of this corporation, shall be sufficient to take or authorize any action entitled to be taken or authorized by such class or classes of stock, notwithstanding any provisions of said Article requiring a proportion greater than a majority.

(2) The private property of the stockholders shall not be subject to the payment of corporate debts to any extent whatever.

(3) The Corporation is to have perpetual existence.

NINTH. The directors shall have power, if the By-Laws so provide, to hold their meetings either within or without the State of Maryland; and the Corporation may have one or more offices in addition to the principal office in Maryland, and may keep its books (subject to the provisions of the statutes) outside of the State of Maryland at such places as may from time to time be designated by the Board.

TENTH: No director shall be disqualified from voting or acting on behalf of the Corporation in contracting with any other corporation in which he or she may be a director, officer or a stockholder, nor shall any director of the Corporation be disqualified from voting or acting in its behalf by reason of any personal interest.

ELEVENTH: This Corporation shall indemnify any person who is serving or has served as director or officer of this Corporation, or, at its request, as a director or officer of another corporation in which this Corporation owns shares of stock, or in relation to which this Corporation is a creditor, against expenses actually and necessarily incurred by such person 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 director or officer of this 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 stockholders, or otherwise.

TWELFTH: The Corporation reserves the right to amend, alter, change or repeal any provisions contained in the foregoing articles of incorporation in the manner now or hereafter prescribed by law, and all rights and powers conferred herein on stockholders, directors and officers are subject to this

reserved power.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation  
as Incorporator and acknowledge the same to be my act on the 26<sup>th</sup> day of  
December, 1972.

Michael R. Roblyer  
Michael R. Roblyer

WITNESS:

Mary Charlene Lee

ARTICLES OF INCORPORATION  
OF

Ⓞ R. W. T. COMPANY, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland December 28, 1972 at 8:30 o'clock A. M. as in conformity  
with law and ordered recorded.

1A 19135

Recorded in Liber 1035, folio 106, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$20.00 Recording fee paid \$15.00

To the clerk of the Circuit Court of Queen Annes County

IT IS HEREBY CERTIFIED, that the within instrument, together with all indorsements 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.



*Richard V. Keller*  
STATE OF MARYLAND,  
QUEEN ANNE'S COUNTY, SOV.  
I HEREBY CERTIFY THAT  
THIS *Article of Incorporation* AS  
RECEIVED FOR RECORD THIS *17*.....  
DAY OF *July* 1973 AT ..... M.  
BE ..... AND RECORDED IN  
LIBER *Cwe-3 plus 218* Charter  
RECORD BOOK FOR QUEEN ANNE'S  
COUNTY  
*Charles W. Beal* CLERK.

12. 6. 7.  
RECEIVED FOR RECORD Aug 2 1973

CORSICA NECK, INC.

ARTICLES OF INCORPORATION

FIRST: I, THE UNDERSIGNED, Robert R. Price, Jr., whose post office address is Centreville, Maryland, 21617, being at least twenty-one years of age, does hereby associate himself as incorporator 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 Corsica Neck, Inc.

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

(a) 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.

(b) To carry on any agricultural pursuits or agricultural related 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, business, 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.

(g) To apply for, obtain, purchase, or otherwise acquire, any patents, copyrights, licenses, trademarks, trade-names, rights, processes, formulas, 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 to 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 purposes.

(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.

(L) 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, Maryland, 21617. The name and post office address of the resident agent of the Corporation in this State is Robert R. Price, Jr., Centreville, Maryland, 21617. 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 the par value of Ten Dollars (\$10.00) a share, all of one class, and having an aggregate par value of Ten Thousand Dollars (\$10,000.00).

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 Robert R. Price, Jr., Nancy B. Price and Marcy F. Collier.

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 or classes, 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 powers, 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, 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 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 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, I have signed these Articles of Incorporation on November 13, 1972.

WITNESS:

Marcy J. Colwell

Robert R. Price, Jr.  
Robert R. Price, Jr.

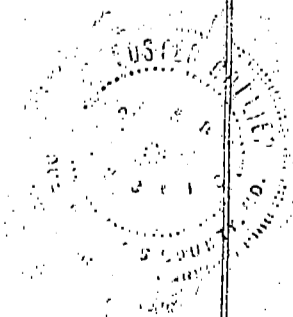
STATE OF MARYLAND }  
QUEEN ANNE'S COUNTY } TO WIT:

I HEREBY CERTIFY, that on this 13<sup>th</sup> day of Nov, 1972, before me, the Subscriber, a Notary Public of the State of Maryland in and for the County of Queen Anne's, personally appeared Robert R. Price, Jr., and acknowledged the foregoing Articles of Incorporation to be his act.

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

Marcy J. Colwell  
Notary Public

My commission expires: 7-1-74



ROBERT R. PRICE, JR.  
ATTORNEY AT LAW  
CENTREVILLE, MARYLAND  
700-1600

LIBCR

3 PAGE 231

ARTICLES OF INCORPORATION

OF

CORSICA NECK, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland January 5, 1973 at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

A 19405

8

Recorded in Liber 1038, folio 237, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus 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 indorsements 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.

Albert W. Ware



STATE OF MARYLAND,

QUEEN ANNE'S COUNTY, SCT.

I HEREBY CERTIFY THAT THIS...Articles of Incorporation...AS RECEIVED FOR RECORD THIS...DAY OF Jan. 1973...AT...2:50 P.M. BK 52765 AND RECORDED IN LIBER CVC #3 folio 225 Charter RECORD BOOK FOR QUEEN ANNE'S COUNTY

Charles W. Cecil CLERK.

vjg,

RECEIVED FOR RECORD Aug 2, 1973  
ARTICLE OF INCORPORATION

OF

GRASONVILLE COMMUNITY CENTER, INC.

FIRST: I, WARREN K. RICH, whose post office address is Route 1, Box 31, Easton, Maryland 21061, being at least twenty-one (21) years of age, do hereby form a corporation under the General Laws of the State of Maryland.

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

GRASONVILLE COMMUNITY CENTER, INC.

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

- a. To operate exclusively for charitable, social, welfare, educational and spiritual purposes.
- b. To provide community leadership in order to develop local resources to the most beneficial level for the residents within the Grasonville area.
- c. To promote, develop, encourage, organize, administer, support, conduct and carry out scientific, educational and/or charitable programs and activities, in the public interest and in the full scope thereof as authorized and permitted under the provisions of section 501 (c) (3) of the Internal Revenue Code and its Regulations as the same now exist or may hereafter be amended and to provide organizational, administrative and technical assistance in connection therewith; and in furtherance of said purposes, to receive and maintain a fund or funds of real or personal property, or both, and, subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and principal thereof exclusively for scientific, educational and/or charitable purposes either directly or by contributions to organizations that qualify as exempt organizations under section 501 (c) (3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.

d. No part of the net earnings of the Corporation shall inure to the benefit of any director, member, trustee, officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes), and no director, member, trustee, officer of the Corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. 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.

e. Notwithstanding any other provision of this certificate, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under section 501 (c) (3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended, or by an organization contributions to which are deductible under section 170 (c) (2) of such Code and Regulations as they now exist or as they may hereafter be amended.

f. Upon the dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation shall be distributed exclusively to scientific, educational and/or charitable 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.

FOURTH: a. The Corporation is authorized to furnish and perform services of all kinds for any and all persons, firms, groups, institutions, foundations, corporations, governmental agencies, businesses and other entities including research, planning, programming, consulting, advisory, supervisory,

managerial, technical, economic, and financial services, and to perform studies and evaluations. The foregoing purposes, objectives and authorities are each and all subject to the limitation that:

(1) This Corporation is not organized for profit.

(2) The private property of the directors and officers of the Corporation shall not be subject to payment of the corporate debts to any extent whatever.

b. To accept, acquire, receive, take, and hold by bequest, devise, grant, gift, purchase, exchange, lease, transfer, judicial order or decree, or otherwise, for any of its objects and purposes, any property, both real and personal, of whatever kind, nature, or description and wherever situated.

c. To sell, exchange, convey, mortgage, lease, transfer, or otherwise dispose of, any such property, both real and personal, as the objects and purposes of the Corporation may require, subject to such limitations as may be prescribed by law.

d. 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 of the Corporation for moneys borrowed or in payment for 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, rights, or privileges of the Corporation wherever situated, whether now owned or hereafter to be acquired.

e. To invest and reinvest its funds, in such stock, common or preferred, bonds, debentures, mortgages, or in such other securities and property as its Directors (or its governing board composed of some or all of its Directors) shall deem advisable, subject to the limitations and conditions contained in any bequest, devise, grant, or gift, provided such



limitations and conditions are not in conflict with 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.

f. In general, and subject to such limitations and conditions as are or may be prescribed by law, to exercise such other powers which now are or hereafter may be conferred by law upon a Corporation organized for the purposes hereinabove set forth, or necessary or incidental to the powers so conferred, or conducive to the attainment of the purposes of the Corporation, subject to the further limitation and condition that, notwithstanding any other provision of this certificate, only such powers shall be exercised as are in furtherance of the tax-exempt purposes of the Corporation and as may be exercised by an organization exempt under Section 501 (c) (3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended and by an organization contributions to which are deductible under Section 170 (c) (2) of such Code and Regulations as they now exist or as they may hereafter be amended.

FIFTH: The post office address of the principal office of the Corporation in this State is Robinson Church, Grasonville, Maryland 21638. The resident agent of the Corporation is Leon Anderson, whose post office address is Melvins Lane, Grasonville, Maryland 21638. Said resident agent is a citizen of the State of Maryland and actually resides therein.

SIXTH: The Corporation shall not have less than three nor more than fifteen directors; and the names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualify are Leon Anderson, James Pritchett and Debra Stewart.

SEVENTH: The limitations and regulating powers of the Corporation and its directors shall be governed by the terms of this Charter as set forth in Article 4 herein and as set forth in the By-Laws of the Corporation.

EIGHT: The Corporation not being organized for profit and being organized exclusively for charitable, scientific and educational purposes and as a charitable, scientific and educational institution, shall have no capital stock.

NINTH: The territory in which the operations of this Corporation are principally conducted is the United States of America, and its territories and possessions, but the operations of the Corporation shall not be limited to such territory.

TENTH: The Corporation reserves the right, by the vote or written assent of a majority of its directors, to make from time to time amendments of the Charter to the Corporation which may now or hereafter be authorized by law, provided, however that no amendment shall authorize any act contrary to the provisions of Article 4 of these Articles of Incorporation or contrary to the laws of the State of Maryland.

ELEVENTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on this 5th day of January, 1972.

WITNESS

Anthony P. Colburn

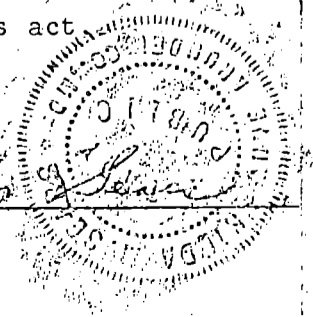
Warren K. Rich

STATE OF MARYLAND )  
COUNTY OF ANNE ARUNDEL )

I HEREBY CERTIFY that on this 5th day of January 1973, before me, the subscriber, a Notary Public of the State of Maryland, in and for the said County, personally appeared Warren K. Rich, who being first duly sworn, declared and acknowledged the foregoing Articles of Incorporation to be his act

AS WITNESS my hand and Notarial Seal.

Theda G. [Signature]  
NOTARY PUBLIC



OF

GRASONVILLE COMMUNITY CENTER, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland January 18, 1973 at 8:30 o'clock A.M. as in conformity  
with law and ordered recorded.

A 19743

Recorded in Liber 1041, folio 6 450, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 15.00

To the clerk of the Circuit Court of Queen Annes County

IT IS HEREBY CERTIFIED, that the within instrument, together with all indorsements 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.

*Edward W. Ware*



STATE OF MARYLAND,

QUEEN ANNE'S COUNTY, SCT.

I HEREBY CERTIFY THAT  
THIS *Articles of Incorporation* WAS  
RECEIVED FOR RECORD THIS *2nd*  
DAY OF *Aug* 1973 AT *2:50* P. M.  
IN *52765* AND RECORDED IN  
LIBER *1041* folio *233* Charter  
RECORD BOOK FOR QUEEN ANNE'S  
COUNTY

*Charles W. Cecil* CLERK.

RECEIVED FOR RECORD Aug 2, 1973

ARTICLES OF INCORPORATION  
OF

A. AND D. DRIVEINS, INC.

THIS IS TO CERTIFY:

FIRST: That the undersigned, Joseph S. Downey, Jr., whose post office address is Chester Maryland 21619, an adult over the age of 21 years, is the incorporator desiring to form a corporation under the General laws of the State of Maryland.

SECOND: The name of the Corporation (which is hereafter called the "Corporation") is

A. AND D. DRIVEINS, INC.

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

1. The operation of restaurants, cafes, carryout shops, delicatessens, taverns, inns, or other types of food and beverage dispensing establishments.
2. To buy, sell, dispose of, deal in, distribute and generally carry on and operate laundry and dry cleaning establishments, stores and outlets for alcoholic beverages, general merchandise, food and food products, and dry goods generally without limitation as to classes of products or merchandise usually kept for sale or trade in connection with the general merchandising business, with full authority to acquire, hold, own, sell, mortgage, assign, transfer, invest, deal in or deal with 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 the corporation.
3. 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.
4. To buy, sell, mortgage, lease, rent, build upon, improve, develop, subdivide, 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 purposes of promoting the general development of any such land or lands of the corporation, or of enhancing its value.

5. 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 the 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.

6. 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.

7. To apply for, obtain, purchase, or otherwise acquire any franchises, patents, copyrights, licenses, trademarks, 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.

8. 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.

9. 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, 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.

10. 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.

11. 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 of 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 aforesaid 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 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 Chester, Maryland 21619 and the resident agent of the corporation is Joseph S. Downey, Jr. whose post office address is Chester, Maryland 21619. 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 and Joseph S. Downey, Jr., Chester, Maryland 21619, Cynthia Downey, Chester, Maryland 21619 and Bernard Michael Anderson, Chester, Maryland 21619 said parties 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 1,000 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 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 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 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 three-fourths (3/4) 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 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 representatives 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, I have signed this Articles of Incorporation, this 16th day of JANUARY, 1973.

WITNESS:

Charles E. Smith  
Joseph S. Downey, Jr. (SEAL)

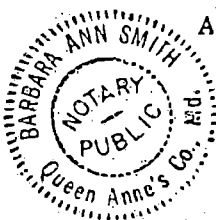
STATE OF MARYLAND

to wit:

COUNTY OF QUEEN ANNE'S

I HEREBY CERTIFY, That on this 16th day of January, 1973, before me, the subscriber, a Notary Public of the State of Maryland in and for the County aforesaid, personally appeared Joseph S. Downey, Jr. and he did acknowledge the foregoing Articles of Incorporation to be his act.

AS WITNESS MY HAND AND NOTARIAL SEAL.



Barbara Ann Smith  
NOTARY PUBLIC

My Commission Expires: 7/01/74.



LIBER 3 PAGE 214  
ARTICLES OF INCORPORATION  
OF  
A. AND D. DRIVEINS, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland January 24, 1973 at 8:30 o'clock P. M. as in conformity  
with law and ordered recorded.

A 19805

Recorded in Liber 1042, folio 120, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 15.00

To the clerk of the Circuit Court of Queen Annes

IT IS HEREBY CERTIFIED, that the within instrument, together with all indorsements 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.

*Robert W. Ward*



STATE OF MARYLAND,  
QUEEN ANNE'S COUNTY, SCT.  
I HEREBY CERTIFY THAT  
THIS *Articles of Incorporation* WAS  
RECEIVED FOR RECORD THIS *2nd*  
DAY OF *Aug.* 19 *73* AT *2:50* P. M.  
BK *52765* AND RECORDED IN  
LIBER *CWC #3 folio 239* Charter  
RECORD BOOK FOR QUEEN ANNE'S  
COUNTY  
*Charles W. Cecil* CLERK.

RECEIVED FOR RECORD Aug. 15, 1973

ARTICLES OF INCORPORATION

WILLIAM H. KNOTTS & SONS, INC.

THIS IS TO CERTIFY:

Sr.

FIRST: The undersigned William H. Knotts, whose post office address is Church Hill, Maryland, being at least twenty-one years of age, does hereby form a corporation under the general laws of the State of Maryland.

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

WILLIAM H. KNOTTS & SONS, INC.

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

(a) To carry on and conduct a general contracting business, including plumbing, heating, air conditioning and electrical works in all kinds, or the receipt of assignments of any kind, also to manufacture and furnish the building materials and supplies connected herewith.

(b) 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, 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.

(c) To borrow money, and to make and issue notes, bonds, debentures, obligations, and evidences 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.

(d) To endorse, guarantee, indemnify and make secure, and assume the punctual performance of any obligations, contracts, covenants or choses in action of any other person, firm, corporation, state, city, county, municipality or other governmental entity.

(e) To purchase or otherwise acquire, hold, sell or otherwise dispose of, and reissue the shares of its own capital stock of any class and to deal in its own securities.

In general, to invest the capital of this company for profit and to use and deal in money and wealth in any fashion and to do any and 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 other 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 contract 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.

The above granted powers of the Corporation are in furtherance of and not in limitation of the general powers conferred by law on the Corporation.

FOURTH: The post office address of the principal office of the Corporation in this State is Church Hill, Maryland 21623. The name and post office address of the resident agent of the Corporation in this State is William H. Knotts, Sr., Church Hill, Maryland 21623. The resident agent is a citizen of the State of Maryland, actually residing in this State.

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 Dollars (10.00) a share, all of one class, having an aggregate par value of Ten Thousand Dollars (\$10,000.00).

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 (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:

William H. Knotts, Sr.  
Joan M. Knotts  
Katherine B. Burch

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 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.

(b) The Board of Directors shall have power from time to time to make, alter and repeal the By-Laws of this Corporation; to open stock books, 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 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.

(c) The Board of Directors shall have power to create, made and issue mortgages, bonds, warrants, debentures, deeds of trust, trust agreements, negotiable or transferable instruments and evidences of indebtedness of all kinds and securities, secured by mortgage or otherwise, and to do every other act and things necessary to effectuate the same; to purchase or otherwise acquire, and to sell or otherwise dispose of, for the Corporation, any property, rights, or privileges, which the Corporation is authorized to acquire, at such prices and on such terms and conditions, and for such considerations as they think fit, at their discretion, to pay for any property or rights acquired by the Corporation, either wholly or partially, in money or in stocks, bonds, debentures or other securities of the Corporation.

(d) The Board of Directors shall have power in the purchase or acquisition of property, business, rights, or franchises or for additional working capital, or for any other object in or about its business or affairs, and without limit as to amount, 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, obligation, negotiable and transferable instruments and evidences of indebtedness of all kinds, whether convertible into stock of any class, and whether secured by mortgage, pledge, deed of trust or otherwise.

(e) The Board of Directors shall have power to determine who shall be authorized to sign on the Corporation's behalf bills, notes, receipts, acceptances, endorsements, checks, releases, contracts and documents; from time to time to provide for the management of the affairs of the Corporation at home or abroad in such manner as they think fit, and in particular, from time to time, to delegate any of the powers of the Board of Directors to any committee, officers, or agent, and to appoint any person or persons to be the agents of the Corporation with such powers (including the power to delegate) and upon the terms as they think fit.

(f) 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 such shares of convertible shares except as the Board of Directors in its discretion may expressly 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 holders of stock may, as the 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.

(g) Any officer or employee of the Corporation 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, and such action shall be conclusive on the officer or employee so removed.

(h) 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 which changes the terms of any of the outstanding stock or rights of stockholders 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.

(i) No action which may be taken by the Board of Directors of the Corporation and with respect to which any Director may have a pecuniary or personal interest, either on his own behalf or on behalf of any other person, shall be avoided or avoidable or otherwise affected by reason of such interest, regardless of whether such director voted in favor of or against such action, or abstained from voting, and of whether the presence of such director was necessary for a quorum; and no such director shall have any liability by reason of such interest.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 23rd day of January, 1973.

WITNESS:

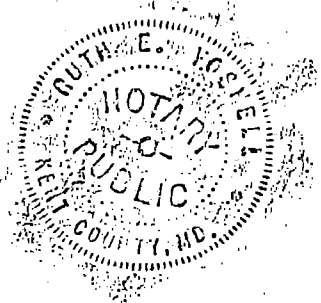
Lucia E. Washell

William H. Knotts, Sr. (SEAL)  
WILLIAM H. KNOTTS, SR.

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

I HEREBY CERTIFY, that on this 23rd day of January, 1973, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County of Kent, personally appeared William H. Knotts, Sr., and acknowledged the foregoing Articles of Incorporation to be his act.

WITNESS my hand and Notarial Seal.



Lucia E. Washell  
Notary Public

ARTICLES OF INCORPORATION

OF

WILLIAM H. KNOTTS & SONS, INC.

7

approved and received for record by the State Department of Assessments and Taxation of Maryland January 25, 1973 at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

A 19983

Recorded in Liber 1043, folio 429, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 15.00

To the clerk of the Circuit Court of Queen Annes County

IT IS HEREBY CERTIFIED, that the within instrument, together with all indorsements 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. Neal*



STATE OF MARYLAND,  
QUEEN ANNES COUNTY, SGT.  
I HEREBY CERTIFY THAT  
THIS *Articles of Incorporation* HAS  
RECEIVED FOR RECORD THIS *25th*  
DAY OF *Aug.* 1973 AT *2:50 P. M.*  
BK *52745* AND RECORDED IN  
LIBER *1043* folio *245* Charter  
RECORD BOOK FOR QUEEN ANNES  
COUNTY

LIBER 3 PAGE 219 Charles W. Neal, CLERK.

RECEIVED FOR RECORD

Aug 2, 1923

ARTICLES OF INCORPORATION  
OF  
SHORE LIGHTING & SUPPLY CO. INC.

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Lemuel K. Taylor, IV, whose post office address is 119 Edelmar Drive, Annapolis, Maryland 21403; Betty G. Snyder, whose post office address is 265 Smith Avenue, Annapolis, Maryland 21401; and Arthur A. Anderson, Jr., whose post office address is 200 Duke of Gloucester Street, Annapolis, Maryland 21401, 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 SHORE LIGHTING & SUPPLY 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 buy and sell, at wholesale and retail, electrical and lighting supplies and equipment of all kinds and description and to do all things necessary and proper for the implementation of said business.

(b) To manufacture, distribute, repair, sell and service goods, wares, merchandise, equipment, chattels and effects of all kinds, either as principal, agent, factor, consignor, or consignee, and generally to act in any capacity in all matters and things relating directly or indirectly to the manufacture, distribution, repair, sale and service of goods, wares, merchandise, equipment,

chattels and effects of all kinds, and to do all things necessary and incident to carrying the aforementioned purposes into effect.

(c) To buy, sell, own, export, import, assign, consign, take on consignment, produce, prepare, manufacture, deal in or deal with, or in any other manner to acquire and dispose of goods, wares, merchandise, chattels and effects of all kinds, both at wholesale and at retail.

(d) To exercise the powers and carry on the business and objects hereinbefore set forth, either as principal or as distributor or agent.

ARTHUR A. ANDERSON, JR. ATTORNEY AT LAW ANNAPOLIS, MD.  
(e) To acquire by purchase, lease or any other manner and to take, receive, hold, use and employ, operate, sell, mortgage, lease, dispose of or otherwise deal with any property, real or personal, situate in or out of this State, including the business good-will, rights, property, assets, shares, bonds, notes and other obligations of any individuals, partnerships, associations or corporations incorporated under the Laws of this State or under the Laws of any other State or otherwise which may be appropriate to enable it to carry on the operations or fulfill the purposes hereinbefore set forth, and to pay for any property, rights, businesses, good-will, franchises and assets so acquired in the stock, bonds, or other securities of the Corporation or otherwise, in the manner provided by law.

(f) To acquire, hold, own, develop, and exploit inventions, improvements, copyrights, patents, trademarks and formulae.

(g) In general to carry on any other business in connection with the foregoing as may be necessary and proper for the execution and fulfillment of the purposes and objects hereinabove set forth and to have and exercise all of the powers now or hereinafter con-



ferred by law upon corporations organized under the Laws of the State of Maryland and to do any and all of the things hereinbefore set forth to the same extent as natural persons might do, not inconsistent with law.

(h) To transact its business, carry on its operations, within or without this State and to exercise in any other state, territory, district or possession of the United States or in any foreign country so far as the laws thereof permit, the powers granted by these Articles of Incorporation and by the Laws of the State of Maryland.

(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 the Corporation.

(j) 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 Kent Island Shopping Center, Stevensville, Maryland 21666.

FIFTH: The resident agent of the Corporation is Lemuel K. Taylor, IV, whose post office address is 119 Edelman Drive, Annapolis, Maryland 21403, said resident agent is a citizen of the State of Maryland and actually resides therein.

SIXTH: The Corporation shall have three directors, Lemuel K. Taylor, IV, Barbara J. Taylor and Arthur A. Anderson, Jr., who shall act as such until the first annual meeting or until their successors are duly chosen and qualified.

SEVENTH: The total amount of the authorized capital stock of the Corporation is One Hundred Thousand Dollars (\$100,000.00) consisting of 10,000 shares of common stock of the par value of Ten Dollars (\$10.00) per share.

EIGHTH: The Board of Directors of the Corporation is hereby empowered to authorize the issuance, from time to time, of shares of its stock, whether now or hereafter authorized, for such consideration as said Board of Directors may deem advisable, subject to the limitations provided in Article 23 of the Annotated Code of Maryland and 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 the 1st day of February, 1973.

ATTEST:

Margery E. Thau

Lemuel K. Taylor, IV (SEAL)  
LEMUEL K. TAYLOR, IV

Margery E. Thau

Betty G. Snyder (SEAL)  
BETTY G. SNYDER

Margery E. Thau

Arthur A. Anderson, Jr. (SEAL)  
ARTHUR A. ANDERSON, JR.

STATE OF MARYLAND, ANNE ARUNDEL COUNTY, TO WIT:

I HEREBY CERTIFY, that on this 1st day of February, 1973, personally appeared before me, the subscriber, a Notary Public of the State of Maryland, in and for the County aforesaid, Lemuel K. Taylor, IV, and he acknowledged the foregoing Articles of Incorporation to be his act.

AS WITNESS, my hand and Notarial Seal.

Margery E. Thau  
Notary Public

STATE OF MARYLAND, ANNE ARUNDEL COUNTY, TO WIT:

I HEREBY CERTIFY, that on this 1st day of February, 1973, personally appeared before me, the subscriber, a Notary Public of the State of Maryland, in and for the County aforesaid, Betty G. Snyder and she acknowledged the foregoing Articles of Incorporation to be her act.

AS WITNESS, my hand and Notarial Seal.

Margery E. Thau  
Notary Public

STATE OF MARYLAND, ANNE ARUNDEL COUNTY, TO WIT:

I HEREBY CERTIFY, that on this 1st day of February, 1973, personally appeared before me, the subscriber, a Notary Public of the State of Maryland, in and for the County aforesaid, Arthur A. Anderson, Jr. and he acknowledged the foregoing Articles of Incorporation to be his act.

AS WITNESS, my hand and Notarial Seal.

Margery E. Thau  
Notary Public

ARTHUR A. ANDERSON, JR. ATTORNEY AT LAW ANNAPOLIS, MD.

ARTICLES OF INCORPORATION  
OF  
SHORE LIGHTING & SUPPLY CO. INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland February 1, 1973 at 8:30 o'clock A. M. as in conformity  
with law and ordered recorded.

A 20093

Recorded in Liber 1047, folio 516, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 15.00

To the clerk of the Circuit Court of Queen Annes County

IT IS HEREBY CERTIFIED, that the within instrument, together with all indorsements 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. Reed*



STATE OF MARYLAND,

QUEEN ANNES COUNTY, SO. T.

I HEREBY CERTIFY THAT  
THIS *Articles of Incorporation* WAS  
RECEIVED FOR RECORD THIS *2nd*  
DAY OF *Aug.* 19 *73* AT *2:50* P. M.  
RE *52765* AND RECORDED IN  
LIBER *1047* folio *250*. *Charter*  
RECORD BOOK FOR QUEEN ANNES  
COUNTY

*Charles W. Reed*, CLERK.

LIBER

3 PAGE 255

RECEIVED FOR RECORD Aug 2, 1973ARTICLES OF INCORPORATION

CC

FIRST : I, Barry I. Robinson, whose post office address is 902 Arlington Federal Building, Baltimore, Maryland 21201, being at least twenty-one (21) years of age, am hereby forming a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND : The name of the Corporation (which is hereafter referred to as the "Corporation") is: PINEY NARROWS TREATMENT PLANT, INC.

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

(1) to own and operate such equipment, fixtures, machinery, chattels and personalty as may be necessary to provide sewage treatment for certain real property in the area sometimes referred to as Piney Narrows located on Kent Island, Maryland, and for any improvements of any type whatsoever which may presently exist or be hereafter constructed thereon;

(2) to enter into partnerships, joint ventures, and other business associations for any lawful purpose;

(3) to purchase, lease and otherwise acquire, hold, own, deal in, develop, let, mortgage and otherwise dispose of all kinds of property, real, personal and mixed, both in this State and in any part of the world; and

(4) to do anything permitted by Article 23, Section 9 of the Maryland Annotated Code (1957 edition, as amended from time to time).

FOURTH : The post office address of the principal office of the Corporation in this State is Post Office Box C, Chester, Maryland 21619.

The name and post office address of the Resident Agent of the Corporation in this State is J. William Sause, Post Office Box C, Chester, Maryland 21619. Said Resident Agent is an individual actually residing in this State.

FIFTH : The total number of shares of capital stock which the Corporation has authority to issue is five (5) shares, without par value, all of one class.

The following is a description of the rights, restrictions and voting powers of the holders of shares of stock of the Corporation:

(1) With respect to the election of the Board of Directors of the Corporation:

(a) At all elections of directors, whether at annual meetings of the stockholders, each stockholder shall be entitled to as many votes as is equal the number of his shares of stock multiplied by the number of directors to be elected; and he shall cast all of such votes for one or more of the directors nominated by him, and shall not cast any of such votes for directors not nominated by him, which right shall be termed cumulative voting; and

(b) Upon any vacancy occurring in the Board of Directors, caused by death, resignation or other act of a Director, such vacancy shall be filled by the vote of the holders of the shares held by the stockholders of the Corporation who nominated him and whose cumulative ballots elected him, at a special meeting for that purpose, and the successor-director so elected shall hold an office for the balance of the annual term of his predecessor.

(2) With respect to the exercise of any of the following powers of the Corporation, same shall only be done upon approval by stockholders of the Corporation holding at least seventy-five percent

(75%) of the outstanding common stock of the Corporation:

(a) To sell, mortgage, lease, pledge, exchange, convey, transfer or dispose of all or any part of the property or assets of the Corporation, other than in the normal day to day operations of the business.

(b) To borrow money, issue bonds, notes, or other obligations or to secure same by mortgage, deed of trust, pledge or other instrument collateralizing or creating a security interest in any other party of all or any part of the Corporation property, assets or income.

(c) To assign, transfer, pledge, compromise or release any claims of or debts due the Corporation, except upon payment in full, or arbitrate or consent to the arbitration of any of the disputes or controversies of the Corporation.

(d) To make, execute or deliver any assignment for the benefit of creditors or any bond, confession of judgment, mortgage, deed, guarantee, security agreement or contract for the sale of all or substantially all of the property of the Corporation.

(e) Lease or mortgage any interest in real property of the Corporation or enter into any contract for any such purpose.

(f) To become a surety, guarantor, or accomodation party to any obligation.

SIXTH : The number of Directors of the Corporation shall be four (4) until the first annual meeting of shareholders as prescribed by the By-Laws of the Corporation. The names of the Directors who shall act until the first annual meeting or until their successors are duly chosen and qualify are J. William Sause, Matilda B. Sause, Charles Barrett and Shepard G. Powell.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 9th day of February, 1973, and I acknowledge the same to be my act.

WITNESS:

Donna L. Sakers  
DONNA L. SAKERS

Barry I. Robinson  
BARRY I. ROBINSON



ARTICLES OF INCORPORATION

OF

PINEY NARROWS TREATMENT PLANT, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland February 9, 1973 at 2:00 o'clock P.M. as in conformity with law and ordered recorded.

A 20323

Recorded in Liber 1046 folio 329<sup>5</sup>, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus 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 indorsements 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 *Articles of Incorporation* WAS  
RECEIVED FOR RECORD THIS *2nd*  
DAY OF *Aug.* 1973. AT *2:50 P. M.*  
RE *92765* AND RECORDED IN  
LIBER *awc43* folio *256*. *Charter*  
RECORD BOOK FOR QUEEN ANNE'S  
COUNTY  
*Charles W. Cecil* CLERK.

pa

RECEIVED FOR RECORD Aug 2, 1973

CHESTERWYE DAY CARE ACTIVITIES CENTER, INC.

ARTICLES OF AMENDMENT

CHESTERWYE DAY CARE ACTIVITIES CENTER, 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 article "SECOND" and inserting in lieu thereof the following:

SECOND: The name of the corporation is CHESTERWYE CENTER, INC.

SECOND: The charter of the Corporation is hereby amended by striking out article "FOURTH" and inserting in lieu thereof the following:

FOURTH: The Post Office address of the Corporation will be Stevensville, Maryland 21666.

THIRD: The charter of the Corporation is hereby amended by striking out article "FIFTH" and inserting in lieu thereof the following:

FIFTH: The Resident Agent of the Corporation will be Mary Lou Boyd whose Post Office address is Stevensville, Maryland 21666; said Resident Agent is a citizen of the State of Maryland and actually resides therein.

FOURTH: The charter of the Corporation is hereby amended by adding the following article "EIGHTH":

EIGHTH: In the event of the dissolution of this corporation, namely the Chesterwye Center, Inc., or in the event it shall cease to carry out the objects and purposes herein set forth, the Board of Directors at the time of dissolution of said corporation shall, after paying or making provision for the payment of all liabilities of the Corporation, dispose of all property and assets of the Corporation exclusively for the purposes of the Corporation in such manner or to such organization or organizations organized exclusively for charitable, educational, or scientific purposes 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. Any of such assets not so disposed of shall be disposed of by the Circuit Court for Queen Anne's County exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

FIFTH: The board of directors of the Corporation at a meeting duly convened and held on August 31, 1972, adopted a resolution in which was set forth the foregoing amendments to the charter,

numbered "FIRST" and "FOURTH" above and the Board of Directors of the Corporation at a meeting duly convened and held on February 15, 1973, adopted a resolution in which was set forth the foregoing amendments to the charter numbered "SECOND" and "THIRD" above. Each such resolution declared that the amendments of the charter contained therein were advisable.

SIXTH: That said amendments have all been approved by a majority of the entire Board of Directors of the Corporation and there were, at the respective times of such adoption, no shares of stock entitled to vote thereon, and there are no members other than the Board of Directors.

IN WITNESS WHEREOF, CHESTERWYE DAY CARE ACTIVITIES CENTER, 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 on the 11<sup>th</sup> day of March, 1973.

Attest:

CHESTERWYE DAY CARE ACTIVITIES CENTER, INC.

Helen T. Ayers  
(Helen T. Ayers) Secretary

By: Barbara Anne Nash  
(Barbara Anne Nash) President



THE UNDERSIGNED, President of CHESTERWYE DAY CARE ACTIVITIES CENTER, INC., who executed on behalf of said corporation the foregoing Articles of Amendment, of which this certificate is made a part, hereby acknowledges, in the name and on behalf of said corporation, the foregoing Articles of Amendment to be the corporate act of said corporation and further certifies that, to the best of her knowledge, information and belief, the matters and facts set forth therein with respect to the approval thereof are true in all material respects, under the penalties of perjury.

Barbara Anne Nash  
(Barbara Anne Nash) President

ARTICLES OF AMENDMENT  
OF  
CHESTERWYE DAY CARE ACTIVITIES CENTER, INC.  
changing its name to  
CHESTERWYE CENTER, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland March 14, 1973 at 8:30 o'clock A. M. as in conformity  
with law and ordered recorded.

A 19832

Recorded in Liber 1042, folio 279, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$..... 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 indorsements 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 *Articles of Amendment* WAS  
RECEIVED FOR RECORD THIS *2nd*  
DAY OF *Aug.* 1973 AT *2:50 P.M.*  
RE *52766* AND RECORDED IN  
LIBER *CWC#3* folio *2101* *Charter*  
RECORD BOOK FOR QUEEN ANNE'S  
COUNTY

LIBER 3 PAGE 203 *Charles S. Cecil* CLERK

QUEEN ANNE CLUB, INC.

ARTICLES OF REVIVAL

(Under Section 85)

Queen Anne Club, 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 December 30, 1968, 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 Queen Anne Club, Inc.

THIRD: The name by which the Corporation will hereafter be known is QUEEN ANNE COLONY FOUNDATION, INC.

FOURTH: (a) The post office address of the principal office of the Corporation in the State of Maryland is c/o R. L. Willis, Queen Anne Colony, 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 is R. L. Willis, Queen Anne Colony, 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;

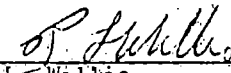
(b) Filed all annual reports which should have been filed by the Corporation if its Charter had not been forfeited;

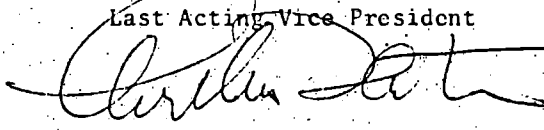
(c) Paid all State and local taxes (other than taxes on real estate) and all interest and penalties due by the Corporation, irrespective of any period of limitation otherwise prescribed by law affecting the collection of any part of such taxes; and

(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 Officers

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 January 10, 1973.

  
\_\_\_\_\_  
R. L. Willis  
Last Acting Vice President

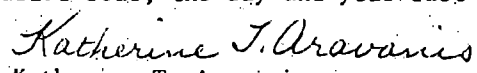
  
\_\_\_\_\_  
C. Arthur Slater, Jr.  
Last Acting Treasurer

DISTRICT OF COLUMBIA:

CITY OF WASHINGTON : as:

I HEREBY CERTIFY that on January 10, 1973, before me, the subscriber, a notary public of the District of Columbia, personally appeared R. L. Willis, the last acting Vice President and C. Arthur Slater, Jr., the last acting Treasurer of Queen Anne Club, 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 11, 1977

LIBER

3 PAGE 205

OF

QUEEN ANNE CLUB, INC.

changing its name to

QUEEN ANNE COLONY FOUNDATION, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland. February 6, 1973 at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

A 20197

Recorded in Liber 1045, folio 327, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

SPECIAL FEE ~~Books fee~~ paid \$ 5.00 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 indorsements 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 *Articles of Revival* HAS AN  
RECEIVED FOR RECORD THIS *2nd*  
DAY OF *Aug* 1973 AT *2:50* P. M.  
BK *52766* AND RECORDED IN  
LIBER *Circ #3 folio 264* *Charter*  
RECORD BOOK FOR QUEEN ANNE'S  
COUNTY  
*Charles W. Cecil*, CLERK.

RECEIVED FOR RECORD Sept. 28, 1973

ARTICLES OF INCORPORATION

OF

WILTON H. IRELAND, INC.

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Wilton H. Ireland, whose post office address is Centreville, Maryland; Mary C. Ireland, whose post office address is Centreville, Maryland; and William D. Anthony, whose post office address is Centreville, Maryland, all being at least twenty-one years of age, do hereby form a corporation under the general laws of the State of Maryland.

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

WILTON H. IRELAND, INC.

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

(a) To supply gas, oil, and other products for lighting, heating, motive power, or any other purpose whatsoever. To acquire, construct, erect, lay down, maintain, enlarge, alter, work and use all such lands, buildings, easements, gas and other works, machinery, plant, stock, pipes, lamps, motors, fittings, meters, apparatus, materials and things, and to supply all such materials, products and things as may be necessary, incident, or convenient in connection with the production, use, storage, regulation measurement, supply and distribution of any of the products of the company.

(b) The buying, selling, distributing and installing of oil burners and fuel storage tanks, buying and selling oil fuel and other products.

(c) 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, 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.

(d) To borrow money, and to make and issue notes, bonds, debentures, obligations, and evidences 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.

(e) To endorse, guarantee, indemnify and make secure, and assume the punctual performance of any obligations, contracts, covenants or choses in action of any other person, firm, corporation, state, city, county, municipality or other governmental entity.



(f) To purchase or otherwise acquire, hold, sell or otherwise dispose of, and reissue the shares of its own capital stock of any class and to deal in its own securities.

In general, to invest the capital of this company for profit and to use and deal in money and wealth in any fashion and to do any and 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 along or in conjunction with any other person, firm association or coporation, 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.

The above granted powers of the Corporation are in furtherance of and not in limitation of the general powers conferred by law on 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 Wilton H. Ireland, Centreville, Maryland. The resident agent is a citizen of the State of Maryland, actually residing in this State.

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 (\$100.00) a share, all of one class, having an aggregate par value of One Hundred Thousand Dollars (\$100,000.00).

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 (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:

Wilton H. Ireland  
Mary C. Ireland  
William D. Anthony

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

(a) The Board of Directors of the Corporation is 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.

(b) The Board of Directors shall have power from time to time to make, alter and repeal the By-Laws of this Corporation; to open stock books, 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 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.

(c) The Board of Directors shall have power to create, make and issue mortgages, bonds, warrants, debentures, deeds of trust, trust agreements, negotiable or transferable instruments and evidences of indebtedness of all kinds and securities, secured by mortgage or otherwise, and to do every other act and things necessary to effectuate the same; the purchase or otherwise acquire, and to sell or otherwise dispose of, for the Corporation, any property, rights, or privileges which the Corporation is authorized to acquire, at such prices and on such terms and conditions, and for such consideration as they think fit, at their discretion, to pay for any property or rights acquired by the Corporation, either wholly or partially, in money or in stock, bonds, debentures or other securities of the Corporation.

(d) The Board of Directors shall have power in the purchase or acquisition of the property, business, rights or franchises or for additional working capital, or for any other object in or about its business or affairs, and without limit as to amount, 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, obligation, negotiable and transferable instruments and evidences of indebtedness of all kinds, whether convertible into stock of any class, and whether secured by mortgage pledge, deed or trust or otherwise.

(e) The Board of Directors shall have power to determine who shall be authorized to sign on the Corporations' behalf bills, notes, receipts, acceptances, endorsements, checks, releases, contracts and documents; from time to time to provide for the management of the affairs of the Corporation at home or abroad in such manner as they think fit, and in particular, from time to time, to delegate any of the powers of the Board of Directors to any committee, officers, or agent, and to appoint any person or persons to be the agents of the Corporation with such powers (including the power to delegate) and upon the terms as they think fit.

(f) 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 shares of convertible shares except as the Board of Directors in its discretion may expressly 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 holders of stock may, as the 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.

(g) Any officer or employee of the Corporation 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, and such action shall be conclusive on the officer or employee so removed.

(h) 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 which changes the terms of any of the outstanding stock or rights of stockholders 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.

(i) No action which may be taken by the Board of Directors of the Corporation and with respect to which any director may have a pecuniary or personal interest, either on his own behalf or on behalf of any other person, shall be avoided or avoidable or otherwise affected by reason of such interest, regardless of whether such director voted in favor of or against such action, or abstained from voting, and of whether the presence of such director was necessary for a quorum; and so such director shall have any liability by reason of such interest.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation this 12<sup>th</sup> day of April, 1973.

WITNESS:

Shirley A. Middleton

Wilton H. Ireland  
WILTON H. IRELAND

Shirley B. Middleton

Mary C. Ireland  
MARY C. IRELAND

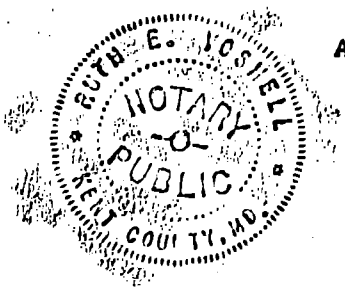
Shirley A. Middleton

William D. Anthony  
WILLIAM D. ANTHONY

STATE OF MARYLAND, QUEEN ANNE'S COUNTY, to wit:

I HEREBY CERTIFY, that on this 12<sup>th</sup> day of April, 1973, before me, the subscriber, a Notary Public of the State of Maryland, for the County of Kent, personally appeared Wilton H. Ireland, Mary C. Ireland and William D. Anthony, and each acknowledged the foregoing Articles of Incorporation to be their respective act.

AS WITNESS my hand and Notarial Seal.



Ruth E. Josner  
Notary Public  
My commission expires: July 1, 1974

ARTICLES OF INCORPORATION  
OF  
WILTON H. IRELAND, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland April 17, 1973 at 1:00 o'clock P. M. as in conformity  
with law and ordered recorded.

A 22002

Recorded in Liber 1062, folio 634 one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus 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 indorsements 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.

*Richard H. Keller*



STATE OF MARYLAND,  
QUEEN ANNE'S COUNTY, SCT.  
I HEREBY CERTIFY THAT  
THIS Charter WAS  
RECEIVED FOR RECORD THIS 28  
DAY OF Sept 1973 AT 1:00 P.  
M. RE 53886 AND RECORDED IN  
LIBR Cwe-2 folio 267 Messing  
RECORD BOOK FOR QUEEN ANNE'S  
COUNTY

*Charles W. Culp* CLERK.

LIBER 3 PAGE 271

RECEIVED FOR RECORD

Sept. 28, 1973CHEASAPEAKE UNDERWATER RECOVERY SALVAGE  
AND EQUIPMENT SERVICE, INC.ARTICLES OF INCORPORATION

THIS IS TO CERTIFY:

HA  
FIRST: The undersigned Robert H. Nelson, whose post office address is Skipper Lane, Chester, Maryland 21619, Joseph J. Quinn, whose post office address is Piney Creek Road, Chester, Maryland, and Walter O. Rutherford, whose post office address is Piney Creek Road, Chester, Maryland, all being at least twenty-one years of age, do hereby form a corporation under the general laws of the State of Maryland.

SECOND: The name of the Corporation is CHEASAPEAKE UNDERWATER RECOVERY SALVAGE AND EQUIPMENT SERVICE, INC.

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

(1) To recover and salvage articles and other objects from underwater areas.

(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 wherever situated.

(4) 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.

(5) 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.

DAVID FREISHTAT  
ATTORNEY AT LAW  
SUITE 1700 TOWER BUILDING  
BALTIMORE, MD. 21202  
727-7740

(6) To apply for, obtain, purchase, or otherwise acquire, any patents, copyrights, licenses, trademarks, 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.

(7) 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.

(8) To guarantee the payment of dividends upon any shares of stock of, or the performance of any contract by, any other corporation 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.

(9) 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.

(10) 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.

(11) 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 is Piney Creek Road, Route 50, Chester, Maryland. <sup>21069</sup> The name and post office address of the resident agent of the Corporation in Maryland is Michael L. Schwartz, 1700 Tower Building, Baltimore, Maryland 21202. Said resident agent is a citizen 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 class.

SIXTH: The Corporation shall have no less than three (3) directors, and Robert H. Nelson, Joseph J. Quinn, and Walter O. Rutherford, shall act as such until the first annual meeting, or until their successors shall have been duly chosen and qualified.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on the 29 day of March, 1973.

WITNESS:

*David Freishtat*

*Robert H. Nelson* (SEAL)  
ROBERT H. NELSON

*Joseph J. Quinn* (SEAL)  
JOSEPH J. QUINN

*Walter O. Rutherford* (SEAL)  
WALTER O. RUTHERFORD

DAVID FREISHTAT  
ATTORNEY AT LAW  
SUITE 1700 TOWER BUILDING  
BALTIMORE, MD. 21206  
787-7740

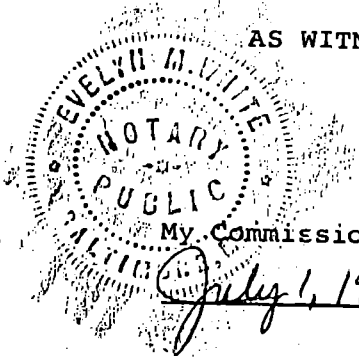
STATE OF MARYLAND:

to wit:

CITY OF BALTIMORE:

I HEREBY CERTIFY that on this 29<sup>th</sup> day of March, 1973, before me, the subscriber, a Notary Public of the State of Maryland, in and for the City of Baltimore, personally appeared Robert H. Nelson, Joseph J. Quinn, Walter O. Rutherford and severally acknowledged the foregoing Articles of Incorporation to be their respective act.

AS WITNESS my hand and Notarial seal.



Evelyn M. White  
Notary Public



LIBER 3 PAGE 276  
ARTICLES OF INCORPORATION  
OF

CHESAPEAKE UNDERWATER RECOVERY SALVAGE  
AND EQUIPMENT SERVICE, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland April 6, 1973 at 8:30 o'clock A. M. as in conformity  
with law and ordered recorded.

A 21841

Recorded in Liber 1061, folio 8, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 29.00 Recording fee paid \$ 15.00

To the clerk of the Circuit Court of Queen Annes County

IT IS HEREBY CERTIFIED, that the within instrument, together with all indorsements 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.

*Richard H. Keller*



STATE OF MARYLAND,  
QUEEN ANNES COUNTY, SOV.  
I HEREBY CERTIFY THAT  
THIS *Charter* RECEIVED FOR RECORD THIS *28*  
DAY OF *Sept.* 1973.  
RE 53286 AND RECORDED IN  
LIBER *CWC-3* folio *272* *Charter*  
RECORD BOOK FOR QUEEN ANNE'S  
COUNTY  
*Charles W. Gil* CLERK.

LIBER 3 PAGE 276

RECEIVED FOR RECORD Sept 29, 1973  
ARTICLES OF INCORPORATION  
OF  
CHESAPEAKE RURITAN CLUB INC.

THIS IS TO CERTIFY:

FIRST: That we the subscribers,  
GORDON L. DRUMMER, whose post-office address is Centreville,  
Maryland 21617, and  
EDWIN A. FLOWER, whose post-office address is Centreville,  
Maryland 21617, and  
OWEN A. TOWERS, whose post-office address is 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 inten-  
tion of forming a corporation.

SECOND: The name of the corporation is:

CHESAPEAKE RURITAN CLUB INC.

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

- (a) To promote the theory and practice of the  
principle of good government and good citizenship;  
to take an active interest in the civic, social  
and moral welfare of the community;  
to unite the members in the binds of friendship,  
good fellowship and mutual understanding;  
to provide a forum for the full and free dis-  
cussion of all matters of public interest, partisan politics  
and sectarian religion alone excepted;  
to encourage efficiency and promote high ethical  
standards in business and professions;  
provided that this club shall not hold out as  
one of its objects financial benefits to its members.

(b) No part of the net earnings of this corporation shall inure to the benefit of any member.

(c) The club and/or corporation is authorized to purchase, lease or otherwise acquire, hold, develop, improve, mortgage, sell, exchange, or in any manner encumber or dispose of real and/or personal property in conjunction with the purposes appearing in Item Third (a).

FOURTH: The post-office address of the place at which the principal office of the corporation in the State of Maryland will be located, is:

Centreville, Maryland 21617

The resident agent of the corporation is:

EDWIN A. FLOWER, whose address is, Centreville, Maryland 21617. 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 members in accordance with the Constitution and/or By-Laws of the Club. Members may resign, be removed, vacancies filled and additional members elected as provided in the Constitution and/or By-Laws.

SIXTH: There shall be a Board of Directors consisting of not less than three(3) members. The number of directors may be increased or decreased at any time in accordance with the Constitution and/or By-Laws, but at no time shall there be less than three (3) directors.

S. GRAYSON CHANCE, SR., HAROLD GRIFFIN

and RICHARD E. DIXON,

shall be the directors of this club to serve from the date of the approval of these Articles of Incorporation until their successors shall have been duly elected.

SEVENTH: In the event of liquidation and/or dissolution of the Chesapeake Ruritan Club Inc., all of the property and assets of the club will be transferred, conveyed, and delivered forthwith; absolutely, to one or more clubs, corporations or trusts which at the time of such liquidation and/or dissolution are recognized by the United States Commissioner of Internal Revenue as tax exempt or educational institutions.

EIGHTH: These Articles may be amended pursuant to the provisions of the general corporation laws of the State of Maryland.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on this 12- day of February, 1973.

WITNESS:

Katherine C. Ornel

Gordon L. Drummer

Katherine C. Ornel

Edwin A. Flower

Katherine C. Ornel

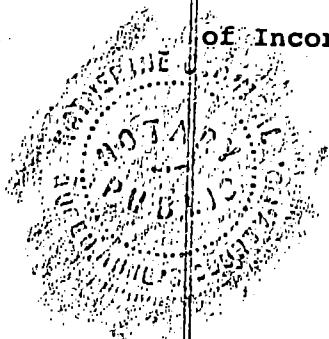
Owen A. Towers

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

I HEREBY CERTIFY, that on this 12- day of February, 1973, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County of Queen Anne's, aforesaid, personally appeared, Gordon L. Drummer, Edwin A. Flower, and Owen A. Towers, and severally acknowledged the foregoing Articles of Incorporation to be their respective acts.

WITNESS my hand and Notarial Seal.

Katherine C. Ornel  
Notary Public



LIBER 3 PAGE 280

ARTICLES OF INCORPORATION  
OF  
CHESAPEAKE RURITAN CLUB INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland February 22, 1973 at 8:30 o'clock A.M. as in conformity  
with law and ordered recorded.

A 20564

Recorded in Liber 1049, folio 692 <sup>f</sup> one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus 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 indorsements 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.

*Richard W. Keller*



STATE OF MARYLAND,  
QUEEN ANNE'S COUNTY, SOT.  
I HEREBY CERTIFY THAT  
THIS *Charter* WAS  
RECEIVED FOR RECORD THIS *22*  
DAY OF *Feb* 1973 AT *M.*  
RE *5.3886* AND RECORDED IN  
LIBER *1049* FILE *277* *Charter*  
RECORD BOOK FOR QUEEN ANNE'S  
COUNTY  
*Charles W. Cecil* CLERK.

RECEIVED FOR RECORD Sept 28, 1973

ARTICLES OF INCORPORATION

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Viola M. Healy  
whose address is Castle Harbor Estates, Chester, Maryland 21619,  
Jean Klausino, whose address is  
Ellicott Drive, Chester, Maryland 21619 and  
L. William Schimmel, whose address is  
10 East Fayette Street, 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

CASTLE CATERERS, INC.

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

a. To make, enter into, perform, and carry out 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; 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, docks, sewers, bridges, wells, walls, and generally in all classes of buildings, erections and works, both public and private; and to carry on in all their respective branches the business of builders, contractors, decorators and such other trades and businesses as pertain to or are connected with the general business of building and construction.

b. To purchase, hold, sell, improve and lease real estate and mortgage and encumber the same and to erect, manage, care for and maintain, extend and alter buildings thereon; to acquire by purchase or lease, or otherwise, lands and interests in lands and to own, hold, improve, develop and manage any real estate so acquired; to mortgage, sell, lease or otherwise dispose of any lands or interests in land and in buildings or other structures; to warrant the title to lands or to any estate or interests in lands sold by the Corporation; to advance money to, and to enter into agreements of all kinds with builders, contractors, property owners and others; and to carry on any other endeavor or activity useful or necessary in maintaining and operating a business engaged in building and construction projects and activities.

c. To collect rents, make repairs, and to transact, on commission or otherwise, the general business of a real estate agent, including the sale, leasing, control and management of lands, buildings, and property of all kinds.

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 liability thereof, and to pay for any such property, rights, businesses, 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.

e. 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.

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 guarantee the payment of dividends upon any shares of stock of, or the performance of any contract by, any other corporation or association, and to endorse or otherwise guarantee the payment of the principal and interest, or either of any bonds, debentures, notes, mortgages, securities or other evidences of indebtedness created or issued by any other 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 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.

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 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.

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.

k. To do all such other things as is consistent with the general purposes of the Corporation.



1. To purchase and sell food of every kind, character, and description; to operate restaurants and doing a general food catering business.

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 enjoy and exercise all of the powers and rights now or hereafter conferred by statute upon corporations. Nothing herein contained shall be deemed to authorize or permit the Corporation to carry on any business or exercise any power 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 place at which the principal offices of the Corporation in this State will be located is

Castle Harbor Estates, Chester, Maryland 21619

The resident agent of the Corporation is Viola M. Healy

whose post office address is Castle Harbor Estates, Chester, Maryland

Said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The Corporation shall have <sup>ten</sup>~~three~~ directors which number may be increased from time to time as provided in the By-Laws.

Viola M. Healy, Neal Healy, Jean Klausling, William Heffner

June Klausling, Ruby Lee Rude, James D. Finch, Harry L. Keneman, Richard W. Willis and L. William Schimmel shall act as such directors 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 six shares ~~without nominal or par value~~ at \$1,000.00 par value.

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 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: a. By resolution of its Board of Directors, the Corporation 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 the Corporation, rights, or options, entitling the holders thereof to purchase from the Corporation any shares of its capital stock of any class or classes such rights or options to be evidenced by or in such instruments 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 shares may be purchased from the Corporation upon the exercise of any such right or option, shall be such as shall be fixed and stated 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.

b. No contract or other transaction between the 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 the Corporation is or are interested in, or is a director or officer or are directors, individually or jointly, may be a 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 this 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 way connected with such persons, or person, firm or corporation, and each and every person who may become a director of this Corporation is hereby relieved from any liability, that might otherwise exist, from thus 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 also a director 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 transaction, and may vote thereof to authorize any such contract, act or transaction with like force and effect as if he were not such officer or director of such other corporation or not so interested.

**NINTH:** The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation

this 10 th day of February 1973.

Witness:

*Elizabeth A. Terifaj*  
ELIZABETH A. TERIFAJ

*J. A. Klausung* (SEAL)  
Jean A. Klausung

*Viola M Healy* (SEAL)  
Viola M. Healy

*Wm Schimmel* (SEAL)  
I. William Schimmel

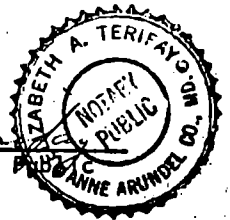
-7-

STATE OF MARYLAND, CITY OF BALTIMORE, to wit:

I HEREBY CERTIFY that on this 10th day of February  
1973, before me, the subscriber, a Notary Public of the City and State  
aforesaid, personally appeared Viola M. Healy  
Jean A. Klausing and L. William Schimmel  
and severally acknowledged the foregoing Articles of Incorporation to  
be their Act.

AS WITNESS my hand and Notarial Seal.

*Elizabeth A. Teripai*  
ELIZABETH A. TERIPA Notary Public



My Commission Expires:

7/1/74

LIBER 3 PAGE 288  
ARTICLES OF INCORPORATION  
OF  
CASTLE CATERERS, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland February 16, 1973 at 8:30 o'clock A.M. as in conformity  
with law and ordered recorded.

A 20455

Recorded in Liber 1049, 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 \$ 19.00

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

IT IS HEREBY CERTIFIED, that the within instrument, together with all indorsements 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.

*Richard H. Keller*



STATE OF MARYLAND,  
QUEEN ANNE'S COUNTY, SCT.  
I HEREBY CERTIFY THAT  
THIS *Charter* WAS  
RECEIVED FOR RECORD THIS *28*  
DAY *of Feb* 1973 AT *8:30* M.  
RE *5388.6* AND RECORDED IN  
LIBER *1049-3* folio *281* *Charter*  
RECORD BOOK FOR QUEEN ANNE'S  
COUNTY  
*Charles W. Cecil* CLERK.

RECEIVED FOR RECORD - Sept. 28, 1973

EASTERN BAY CONSTRUCTION COMPANY

ARTICLES OF INCORPORATION

THIS IS TO CERTIFY:

FIRST: That I, John C. Dixon, whose post office address is Box 102 A, Route 3, Centreville, Maryland 21617, being at least twenty-one years of age, and with the intention of forming a corporation under and by virtue of the General laws of the State of Maryland, do hereby sign and acknowledge these Articles of Incorporation of EASTERN BAY CONSTRUCTION COMPANY, a Maryland Corporation.

SECOND: The name of the Corporation (which is hereinafter called the Corporation) is EASTERN BAY CONSTRUCTION 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 purchase, sell, rent or lease any and all types of Real Estate.
- (2) To manufacture, purchase and deal in at wholesale or retail, any and all kinds and types of material, supplies and equipment for any and all kinds and types of construction work, whether building or otherwise.
- (3) 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 Corporation.
- (4) To build, erect, construct, alter, reconstruct and improve any and all buildings and structures upon any lands or waters, whatsoever.
- (5) To acquire, build, charter, buy, lease, rent, operate and use vehicles of any kind or character.
- (6) To apply for, obtain, register, purchase, lease or otherwise acquire or own any concessions, rights, options, patents, patent rights, privileges, inventions, processes, copyrights, trade-marks, trade names, or any right, option or contract in relation thereto; to develop, maintain, lease, sell, transfer, license, dispose of, use, operate or manufacture under or in any otherwise deal in and with the same; and perform, carry out and fulfill the terms and conditions of any option or contract in relation thereto.
- (7) To acquire by purchase, subscription or otherwise, and to hold,

sell, own, negotiate, assign, deal in, exchange, transfer, mortgage, pledge or otherwise dispose of any shares of the capital stock, scrip or any voting trust certificates in respect of the capital stock, or any bonds, mortgages, securities, or other evidence of indebtedness issued or granted by any other corporation, joint stock company or association, public or private, or of the Government of the United States, or any State, territory, municipality or other political subdivision, and to issue in exchange therefor, in the same manner provided by law, shares of the capital stock, bonds, or other obligations of the Corporation; and while the holder or owner of any such shares of capital stock, scrip, voting trust certificates, bonds, mortgages or other securities or evidence of indebtedness, to possess and exercise in respect thereof any and all rights, powers, and privileges of ownership, including the right to vote thereon.

(8) To acquire by purchase, lease or otherwise to own, use and operate factories, shops, manufacturing plants, including lands, buildings, machinery, equipment and appliances, warehouses, stores and other properties within and without the State of Maryland, which may be useful to accomplish any and all of the purposes of carrying on any of the business of the character hereinbefore referred to.

(9) To acquire by purchase, lease, exchange or otherwise real and personal property without limit in the State of Maryland or other states or other territories of the United States and to hold, use, pledge, mortgage, sell or otherwise dispose of any property, real and personal, owned by it.

(10) To enter into, make and perform contracts without limit as to the character or amount, execute, issue and endorse drafts, bills of exchange and negotiable instruments of all kinds, as permitted by law.

(11) To borrow money for any of the purposes of this Corporation, and to issue bonds, debentures, debenture stocks, notes or other obligations, and to secure the same by pledge or mortgage of the whole or any part of the property of this Corporation whether real or personal or to issue bonds, debentures, debenture stock or notes without any such security.

(12) To purchase, hold and re-issue the shares of its capital stock

in such manner as the Board of Directors may from time to time determine.

(13) To have one or more offices and places of business and to carry on all or any part of its operations or business, without restrictions or limit as to amount of places in any of the cities, districts or territories of the United States, subject to the laws of such state, district or territory.

(14) To engage in the general real estate brokerage business, manage properties and engage in appraisals of real estate for other than said Corporation.

The foregoing objects and purposes shall, except when otherwise expressed, be in no way limited or restricted by reference to, or in reference from the terms of any other clause of this or any other article of this certificate 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 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 Box 102 A, Route 3, Centreville, Maryland 21617. The resident agent is an individual actually residing in this state and is a citizen of this state. Said resident agent for the Corporation is John C. Dixon, whose post office address is Box 102 A, Route 3, Centreville, Maryland 21617.

FIFTH: The number of directors of the Corporation shall be three (3), and the names of the Directors of the Corporation, who shall act until the first annual meeting of the Directors, who until their successors are duly chosen and qualify are: John C. Dixon, Edward J. Dyas, Jr., and William E. Dixon.

SIXTH: The total number of shares of stock which the Corporation has authorized to issue is Five Thousand Shares without par value, all of one class.



SEVENTH: The following provision is hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation, 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 consideration as the said Board of Directors may deem advisable, subject to such limitation 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, I have signed these Article of Incorporation on the 10<sup>th</sup> day of April, 1973.

WITNESS:

John C. Dixon (SEAL)  
JOHN C. DIXON

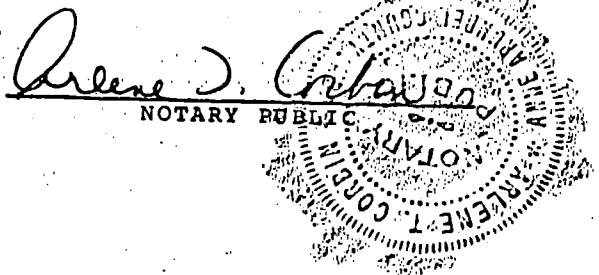
STATE OF MARYLAND, COUNTY OF ANNE ARUNDEL, to wit:

I HEREBY CERTIFY, That on this 10<sup>th</sup> day of April, 1973, before me, the subscriber, a Notary Public of the State of Maryland, in and for Anne Arundel County, personally appeared JOHN C. DIXON, who acknowledged the signing of the foregoing Articles of Incorporation to be his act.

AS WITNESS my hand and notarial seal.

My Commission Expires:

July 1, 1974



ARTICLES OF INCORPORATION  
OF  
EASTERN BAY CONSTRUCTION COMPANY

approved and received for record by the State Department of Assessments and Taxation  
of Maryland April 13, 1973 at 8:30 o'clock A. M. as in conformity  
with law and ordered recorded.

A 21910

Recorded in Liber 1062, 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 \$ 15.00

To the clerk of the Circuit Court of Queen Annes County

IT IS HEREBY CERTIFIED, that the within instrument, together with all indorsements 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.

*Richard W. Keller*



STATE OF MARYLAND,  
QUEEN ANNE'S COUNTY, SO. T.  
I HEREBY CERTIFY THAT  
THIS Charter WAS  
RECEIVED FOR RECORD THIS 28  
DAY OF Sept 1973 AT 8:30 A.  
M. RE 538 & 6 AND RECORDED IN  
LIBER CWC-3 folio 289 Charter  
RECORD BOOK FOR QUEEN ANNE'S  
COUNTY  
*Charles W. Cief* CLERK.

LIBER

3 PAGE 293

RECEIVED FOR RECORD Sept. 28, 1973

## ARTICLES OF INCORPORATION

OF

ALFRED R. HANDY, INC.

THIS IS TO CERTIFY:

FIRST: That we, Alfred R. Handy, whose post office address is Route 1, Box G 2, Grasonville, Maryland, Emma Delores Handy, whose post office address is Route 1, Box G 2, Grasonville, Maryland, and Deborah Diane Stewart, whose post office address is Grasonville, 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 hereafter called the "Corporation") is

ALFRED R. HANDY, INC.

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

(a) To harvest, process and market any and all seafood products or any products derived therefrom; to engage in any activity in connection with the planting, seeding, developing, catching, gathering, harvesting, receiving, handling, grading, standardizing, packing, preserving, drying, processing, transporting, storing, financing, advertising, selling, marketing or distributing of any such seafood products or products derived therefrom; to purchase necessary supplies and equipment, including boats, for said gathering, harvesting and catching and any other purpose hereinbefore mentioned; to arrange for and carry fishing and hunting parties; and for any of the aforesaid purposes to manufacture, process, sell, store, handle, ship, distribute, furnish, supply and procure any and all marine supplies and equipment, including boats, which may be deemed necessary or desirable, and in general to exercise such other powers as may be necessary in connection with any of the aforesaid purposes.

(b) To carry on and transact, for itself or for the 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.

(c) To lease, purchase, own, sell and mortgage real estate in the State of Maryland or elsewhere.

(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, 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, businesses, contracts, good-will, franchises or assets by the issue, in accordance with the Laws of Maryland, of stock, or other securities of the Corporation or otherwise.

(e) 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.

(f) 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 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 or 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 Route 1, Box G 2, Grasonville, Maryland. The resident agent is Emma Delores Handy, whose post office address is Route 1, Box G 2, Grasonville, 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 Hundred (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 of stock having par value is Fifty Thousand Dollars (\$50,000.00).

SIXTH: The Corporation shall have not less than three (3) nor more than seven (7) directors, and Alfred R. Handy, Emma Delores Handy and Deborah Diane Stewart 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, 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) 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 surplus or net profits. The Board of Directors in its discretion 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 of its bonds or other evidence of indebtedness, to such extent and in such manner and upon such lawful terms as the

Board of Directors shall deem expedient.

(c) The Board of Directors shall have the 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.

IN WITNESS WHEREOF, We, the subscribers, have signed these Articles of Incorporation this 22nd day of March, in the year one thousand nine hundred and seventy three.

WITNESS:

Virginia S. White  
as to Alfred R. Handy

Alfred R. Handy  
Alfred R. Handy

Virginia S. White  
as to Emma Delores Handy

Emma Delores Handy  
Emma Delores Handy

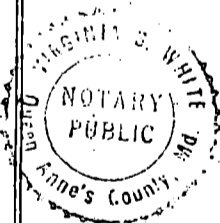
Virginia S. White  
as to Deborah Diane Stewart

Deborah Diane Stewart  
Deborah Diane Stewart

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

I HEREBY CERTIFY, that on this 22nd day of March, 1973, before me, the subscriber, a Notary Public of the State of Maryland in and for the County aforesaid, personally appeared Alfred R. Handy, Emma Delores Handy and Deborah Diane Stewart, and each acknowledged the foregoing Articles of Incorporation to be their respective acts.

AS WITNESS my hand and Notarial Seal.



Virginia S. White  
Virginia S. White  
Notary Public  
My commission expires July 1, 1974.

ARTICLES OF INCORPORATION

OF

ALFRED R. HANDY, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland April 12, 1973 at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

A 21947

Recorded in Liber 1062, folio 343, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus 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 indorsements 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.

*Richard H. Keller*



STATE OF MARYLAND,  
QUEEN ANNE'S COUNTY, SO. I HEREBY CERTIFY THAT THIS Charter WAS RECEIVED FOR RECORD THIS 28 DAY OF Sept. 1973. AT 5:38 P.M. RE 53886 AND RECORDED IN LIBER CW 3 folio 294 Charter RECORD BOOK FOR QUEEN ANNE'S COUNTY Charles W. Cirl CLERK.

LIBER 3 PAGE 297

REC'D

3 298

RECEIVED FOR RECORD *Nov 6, 1973*

FISHERMAN'S SEAFOOD MARKET, INC.  
A CLOSE CORPORATION  
IN ACCORDANCE WITH THE PROVISION OF THE ACT  
OF 1967, CH. 649 ART. 23, SECS. 100 TO 111  
AND AMENDMENTS THERETO

ARTICLES OF INCORPORATION

FIRST: WE, THE UNDERSIGNED, OSCAR ALWOOD SHULZ, GEORGE HUGH HARRIS and HUGH ELLIOTT HARRIS, whose post office addresses are Chester, Queen Anne's County, Maryland, all being at least twenty - one (21) years of age, do hereby act as incorporators with the intention of forming a Close Corporation authorized by the Act of 1967, Chapter 649, Article 23, Section 100 of the Public General Laws of the State of Maryland.

SECOND: The name of the Close Corporation (hereinafter called "Close Corporation") is FISHERMAN'S SEAFOOD MARKET, INC.

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

To harvest, process and market any and all seafood products or any products derived therefrom; to engage in any activity in connection with the planting, seeding, developing, catching, gathering, harvesting, receiving, handling, grading, standardizing, packing, preserving, drying, processing, transporting, storing, financing, advertising, selling, marketing or distributing of any such seafood products or any products derived therefrom; to purchase necessary supplies and equipment for said gathering, harvesting and catching; to manufacture, process, sell, store, handle, ship, distribute, furnish, supply and procure any and all marine supplies and equipment and exercise all such powers in any capacity and on any basis that may be agreed upon.

To carry on and transact, for itself or for the 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.

To buy, exchange, hold, manage, rent, lease, sublease, encumber, assign, build upon, improve, sell, or otherwise dispose of, improve real estate, leaseholds, machinery, fixtures, or contracts relating thereto, in this State or elsewhere, for cash or credit, and to finance the purchase or sale thereof by mortgage, vendor's lien, or in any other appropriate manner.

To buy, hold, sell, guarantee, discount, pledge all manner of commercial paper, accounts, choses in action, bills of lading, and warehouse receipts.

To pay any obligation of this Close Corporation in cash, promissory notes or other negotiable instruments, or in real or personal property; and to do every act or thing necessary or suitable for the accomplishment of any or all of the objects and purposes above enumerated.

To loan to any person, firm, corporation, or association any monies, or other valuable things, and to take, as collateral security for the repayment of such loan, mortgages on real or personal property, stocks, bonds or other security, bills of lading and warehouse receipts, as the original directors, and after the Close Corporation ceases to have directors, as the stockholders of the Close Corporation may see fit, as hereinafter provided.

To borrow, from time to time, such monies as in the opinion of the original directors and after the Close Corporation ceases to have directors,

as in the opinion of the stockholders are necessary, as hereinafter provided, for the proper conduct of the Close Corporation's business and to pledge or mortgage the Close Corporation's real or personal property as security therefor.

To act as agent, broker, commission merchant, for any person, firm, corporation or association, and to carry on any business, whether manufacturing, wholesaling, or retailing, which may seem to the Close Corporation to be calculated directly or indirectly to effectuate all or any of the objects recited herein or to enhance the value of its property and rights.

To acquire by purchase, lease, or otherwise, the property, business, rights, good will, franchises, contracts and assets of every kind of any person, firm, or corporation carrying on any business which this Close Corporation may deem necessary in carrying on its own business.

To do any or all of the above mentioned things without limit as to amount, either as principal or agent, or broker, and to do any act or thing calculated to further the business of this Close Corporation.

FOURTH: The post office address of the Close Corporation in this State is Grasonville, Queen Anne's County, Maryland 21638. The name and post office address of the Resident Agent of the Close Corporation in this State is Oscar Alwood Schulz, Chester, Queen Anne's County, Maryland 21619.

FIFTH: No transfer of stock of the Close Corporation shall be valid unless such transfer is made pursuant to a provision in a stockholders' agreement authorized by Section 104 of Article 23 of the Public General Laws of Maryland, permitting transfer to (1) the Corporation or (2) one or more of its stockholders or the wives, children or grandchildren of such stockholders or security holders who are individuals, or (3) one or more persons named in such agreement who are individuals. This stockholders' agreement shall be executed simultaneously with the issuance of the first shares of stock of the Close Corporation.

SIXTH: All stock of the Close Corporation shall have voting rights on any matter required by any section of the Act of 1967, Chapter 649, Article 23, Sections 100 to 111 and amendments thereto to be authorized by affirmative vote of all the stockholders or subscribers of the stock of the Close Corporation.

Section 42 (c) of Article 23 of the General Public Laws of Maryland shall not apply to any requirement of affirmative vote or assent of all holders or subscribers for stock contained in any section of the Act of 1967, Chapter 649, Article 23, Sections 100 to 111 and amendments thereto.

SEVENTH: The total number of shares of stock which the Close Corporation has authority to issue is ONE THOUSAND (1,000) shares of the par value of ONE HUNDRED DOLLARS (\$100.00) having an aggregate value of ONE HUNDRED THOUSAND DOLLARS (\$100,000.00), all of which shall be common stock.

EIGHTH: The stockholders of the Close Corporation shall promptly after the Directors' Organization Meeting and the issuance of the first stock of the Close Corporation and the election of its officers, execute an agreement, pursuant to the provisions of the Act of 1967, Chapter 649, Article 23, Section 104 of the Public General Laws of Maryland, in which all of the stockholders have actually assented to regulate all aspects of the affairs of the Close Corporation, including but not limited to:

(1) the management of the business and affairs of the corporation;  
(2) restrictions on the transfer of stock; (3) the right of one or more stockholders to dissolution of the Corporation at will or upon the occurrence of a specified event or contingency; (4) the exercise or division of voting power; (5) the terms and conditions of the employment of any officer or employee regardless of the length or the period of such employment; (6) the persons



who shall be officers of the corporation; and (7) the payment of dividends or division of profits.

NINTH: The Close Corporation shall initially have three directors namely, Oscar Alwood Schulz, George Hugh Harris and Hugh Elliott Harris, who shall serve until the Director's Organization Meeting of the Close Corporation, the election of its officers and the issuance of the first shares of its stock, and thereafter, the said Close Corporation shall have no directors and the business and affairs of the Close Corporation shall be managed by direct action of the stockholders of the Close Corporation and all powers given to directors by Article 23 of the Public General Laws of Maryland, or otherwise by law, may be exercised by the stockholders.

The stockholders of the Close Corporation shall be responsible for the taking of any action required by Article 23 of the Public General Laws of Maryland or otherwise by law to be taken by the Board of Directors.

Any action under Article 23 requiring for its validity both a director resolution and a vote of stockholders may validly be taken by the required stockholder vote without the necessity of a prior director resolution.

Any requirement of Article 23 of the Public General Laws of Maryland that an instrument filed with the Department of Assessments and Taxation of Maryland contain a statement that a specified action has been taken by the Board of Directors shall be satisfied by a statement that the Corporation is a Close Corporation having no Board of Directors pursuant to the authority of Section 105 of Article 23 of the Public Laws of Maryland.

Any action for which the vote of a majority of the entire Board of Directors is required by any provision of Article 23 of the Public General Laws of Maryland may be taken by the stockholders by the affirmative vote of a majority of all the votes entitled to be cast thereon.

Action by stockholders shall be taken by voting of shares as provided in Article 23 of the Public General Laws of Maryland.

TENTH: The Close Corporation shall hold an annual meeting of stockholders, in accordance with Section 38 of Article 23 of the Public General Laws of Maryland, but such annual meeting need not be held unless a written request that such meeting be held is delivered to the President or Secretary of the Close Corporation by any stockholder not less than thirty days before the date specified for such meeting.

Special meetings may be called from time to time in accordance with the provisions of Article 23 of the Public General Laws of Maryland.

ELEVENTH: Any individual who holds more than one office in the Close Corporation may execute, acknowledge or verify in more than one capacity an instrument required to be executed, acknowledged or verified by the holders of two or more offices.

TWELFTH: The Close Corporation shall have as officers a President, a Secretary and a Treasurer. Any two or more offices may be held by the same person.

THIRTEENTH: A stockholder may vote shares owned by him, either in person or by proxy, executed in writing by the stockholder, or his duly authorized attorney-in-fact. No proxy shall be valid after eleven (11) months from its date, unless otherwise provided in the proxy.

FOURTEENTH: Any action required or permitted to be taken at a meeting of stockholders may be taken without a meeting, if consent in writing, setting forth such action, is signed by all the stockholders entitled to

vote on the subject matter thereof and such consent is filed with the records of the Close Corporation.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation this 26th day of May, 1973.

WITNESS:

*Edward Turner*

*Oscar Alwood Schulz*  
Oscar Alwood Schulz

*Edward Turner*

*George Hugh Harris*  
George Hugh Harris

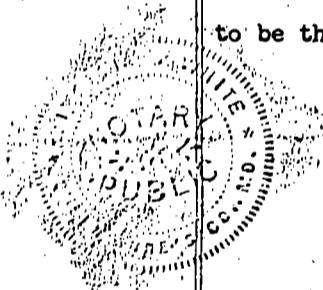
*Edward Turner*

*Hugh Elliott Harris*  
Hugh Elliott Harris

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

I HEREBY CERTIFY, that on this 26th day of May, 1973, before me, the subscriber, a Notary Public of the State of Maryland, in and for Queen Anne's County, personally appeared OSCAR ALWOOD SCHULZ, GEORGE HUGH HARRIS and HUGH ELLIOTT HARRIS and acknowledged the foregoing ARTICLES OF INCORPORATION to be their act.

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



*Virginia S. White*  
Virginia S. White  
Notary Public  
My commission expires July 1, 1974.

ARTICLES OF INCORPORATION  
OF  
FISHERMAN'S SEAFOOD MARKET, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland June 4, 1973 at 8:30 o'clock A.M. as in conformity  
with law and ordered recorded.

A 23510

5

Recorded in Liber 1077, folio 318, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus 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 indorsements 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.

*Richard H. Keller*



STATE OF MARYLAND,  
QUEEN ANNE'S COUNTY, SCT.  
HEREBY CERTIFY THAT  
THIS Charter WAS  
RECEIVED FOR RECORD THIS 6  
DAY OF Nov. 1973. AT  
RE AND RECORDED IN  
LIBER *two - 3 folio 298* Charter  
RECORD BOOK FOR QUEEN ANNE'S  
COUNTY  
*Charles W. Cecil* CLERK.

RECEIVED FOR RECORD Nov 6, 1973

ARTICLES OF INCORPORATION

OF

RONALD L. EGROFF, INC.

(A Maryland Close Corporation under Section 100  
of the General Corporation Law of the State of  
Maryland.)

FIRST: The undersigned, RONALD L. EGROFF, Route 1, Box 389,  
Stevensville, Maryland 21666, being at least twenty-one years of age, does  
hereby form a corporation under the General Laws of the State of Maryland.

SECOND: The name of the Corporation (which is hereinafter called  
the Corporation) is RONALD L. EGROFF, INC.

THIRD: The Corporation shall be a close corporation as authorized  
by Section 100 of the General Corporation Law of Maryland.

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

To engage in the business of construction, renovation,  
maintenance, repair and service of buildings of whatever nature, residential  
or commercial, and to carry on any other activity which may be deemed to be  
in any way directly or indirectly associated therewith; to deal with all  
equipment, machinery and material necessary to the development of the  
business of a general contractor in construction, renovation, maintenance,  
repair and service of buildings; to acquire as may be necessary by purchase,  
gift, lease, exchange or otherwise, real and personal property as may be  
deemed necessary for the operation of said business; to subscribe to,  
purchase and acquire, hold, own, invest in, assign, pledge or otherwise  
dispose of, or deal in the stocks, bonds and other securities and obligations  
of any other corporation, domestic or foreign; to acquire the good will,  
rights and property and to undertake the whole or any part of the assets and  
liabilities of any person, firm, association or corporation engaged in a  
similar business; to borrow money for the purposes of the Corporation and to  
issue bonds, notes and other obligations, and to sell or pledge such bonds,  
notes or other obligations for its proper corporate purposes; to have one or

LAW OFFICE  
BETTS, CLOGG  
& MURDOCK  
JEFFERSON BUILDING  
ROCKVILLE, MARYLAND  
424-6400

LIBER

3 PAGE 303

more offices, and to carry on and conduct all or any of its operations and business in any state, district, territory or colony of the United States of America, and in any and all foreign countries.

FIFTH: The post office address of the principal office of the Corporation in Maryland is Route 1, Box 389, Stevensville, Maryland 21666. The name and post office address of the resident agent of the Corporation in Maryland is RONALD L. EGROFF, Route 1, Box 389, Stevensville, Maryland 21666. Said resident agent is a citizen of Maryland and actually resides therein.

SIXTH: The total number of shares of stock which the Corporation has authorization to issue is 1,000 shares of the par value of \$100.00 each, all of one class, having aggregate par value of \$100,000.00.

SEVENTH: The number of directors of the Corporation shall be one, which number may be increased or decreased pursuant to the by-laws of the corporation. The name of the director who shall act until the first annual meeting, or until his successor is duly chosen and qualified is: RONALD L. EGROFF, Route 1, Box 389, Stevensville, Maryland 21666.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on 1st day of June, 1973.

M. Elizabeth Parry  
Witness

Ronald L. Egroff  
Ronald L. Egroff

STATE OF MARYLAND  
COUNTY OF ANNE ARUNDEL: ss

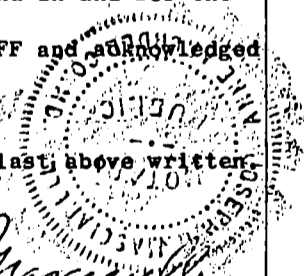
I HEREBY CERTIFY that on this 1st day of June, 1973, before me, the subscriber, a Notary Public of the State of Maryland in and for the County of Anne Arundel, personally appeared RONALD L. EGROFF and acknowledged the foregoing Articles of Incorporation to be his act.

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

LAW OFFICE  
BETTS, CLOGG  
& MURDOCK  
1818 MONTGOMERY VILLAGE AVE.  
GAITHERSBURG, MD.  
946-2776

My commission expires:  
July 1, 1974

Joseph B. Marshall  
Notary Public



ARTICLES OF INCORPORATION

OF

RONALD L. EGROFF, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland June 7, 1973 at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

A 23628

Recorded in Liber 1019, folio 3 70, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus 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 indorsements 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.

*Richard H. Keller*



pa

STATE OF MARYLAND,  
QUEEN ANNE'S COUNTY, SCT.  
I HEREBY CERTIFY THAT  
THIS Charter WAS  
RECEIVED FOR RECORD THIS 6  
DAY OF Nov. 1973 AT 8  
O'CLOCK AM  
AND RECORDED IN  
LIBER CWC-3 fol. 303 Charter  
RECORD BOOK FOR QUEEN ANNE'S  
COUNTY  
*Charles W. Bell*  
CLERK.

LIBER 3 PAGE 305

RECEIVED FOR RECORD Nov 6, 1973  
SANDY LANDS, INC.

ARTICLES OF INCORPORATION

FIRST: The following named persons, being at least twenty-one years of age, do hereby form a corporation under the general laws of the State of Maryland:

Ralph S. Broderick  
P. O. Box 444  
Fairfax, Virginia 22030

James P. Ware  
Rt. 1, Box 950  
Stevensville, Maryland 21666

SECOND: The name of the corporation, which is hereinafter called the Corporation, is SANDY LANDS, INC.

THIRD: The purposes for which this corporation is formed are as follows: To own, hold, buy, sell, mortgage, lease, sublease, rent and collect the rents and charges therefrom, or otherwise convey or reconvey real estate and/or the improvements thereon located in Ocean City, Maryland, elsewhere in the State of Maryland, or real property and/or the improvements thereon located without the State of Maryland. It shall also have the authority to build, rebuild or enter into negotiations to build, rebuild, and to repair or remove any of the buildings presently located on its property or which might subsequently be determined to be constructed, reconstructed or improved on real property not now owned but subsequently owned or controlled by the said corporation wheresoever the property is located. The corporation is further authorized to construct new buildings or improve or renovate existing buildings on property owned or hereafter owned by the corporation, which new buildings or improvements are not inconsistent with or in violation of the zoning and other laws of the State or political subdivision where the property of the corporation is located.

FOURTH: The post office address of the principal office of the Corporation in Maryland is Rt. 1, Box 950, Stevensville, Maryland 21666. The name and post office address of the resident

agent of the Corporation in Maryland is James P. Ware, Rt. 1, Box 950, Stevensville, Maryland 21666. Said resident agent is a citizen of Maryland and actually resides therein.

FIFTH: The total number of shares of stock which the Corporation has authority to issue is One Hundred (100) shares, with no par value, all of one class. One-half of said shares shall be issued to Ralph S. Broderick and Jane D. Broderick, his wife, as joint tenants, with the right of survivorship, and one-half of said shares shall be issued to James P. Ware and Elsie M. Ware, his wife, as joint tenants, with the right of survivorship.

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: Ralph S. Broderick, Jane D. Broderick, James F. Ware and Elsie M. Ware.

SEVENTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, We have signed these Articles of Incorporation and acknowledged the same to be our act on this 12<sup>th</sup> day of June 1973.

Witness:

Ann L. Broderick  
Ann L. Broderick

Ralph S. Broderick  
Ralph S. Broderick

Ann L. Broderick  
Ann L. Broderick

James P. Ware  
James P. Ware



ARTICLES OF INCORPORATION

OF

SANDY LANOS, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland June 13, 1973 at 3:00 o'clock P.M. as in conformity with law and ordered recorded.

A 23767

Recorded in Liber 1080, folio 229 <sup>3</sup> of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus 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 indorsements 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.

*Richard H. Keller*



STATE OF MARYLAND,  
QUEEN ANNE'S COUNTY, SCT.  
I HEREBY CERTIFY THAT  
THIS Return WAS  
RECEIVED FOR RECORD THIS 6  
DAY OF Nov 1973 AT 3:00 P.  
M.  
AND RECORDED IN  
LIBER Case - 3 of 306  
RECORD BOOK FOR QUEEN ANNE'S  
COUNTY.  
*Charles W. Cecil*  
CLERK.

Bay Country Lodge No. 831, LOYAL ORDER OF MOOSE, INC.

ARTICLES OF INCORPORATION

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Charles E. Smith, whose Post Office address is Grasonville, MD 21638, Lawrence R. Perry, whose Post Office address is Grasonville, MD 21638 and L. Dwight Riggleman, whose Post Office address is Wye Mills, MD 21679; 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 intentions of forming a corporation.

SECOND: The name of the corporation (which is hereinafter referred to as the Corporation) is "BAY COUNTRY Lodge No. 831, Loyal Order of Moose, Inc."

THIRD: The objects and purposes for which this corporation is formed is to unite its membership in the bonds of fraternity, benevolence and charity; to assist their members and their families in time of need; to render particular service to orphaned children, aged members and their wives; and to further the mutual welfare of its members and their families; Said corporation shall have power to purchase, take, hold, lease, rent, sell or mortgage property and to do all things incidental, necessary or convenient in the carrying out of the foregoing purposes. All of which are to be carried out not for profit and without shares of stock, it being an eleemosynary corporation.

This corporation is incorporated in conformity with, subject to and under the jurisdiction and control of the laws for the regulation of lodges in the Loyal Order of Moose and is subject to the Constitution and General Laws of the Supreme Lodge of the World, Loyal Order of Moose. Its business affairs shall be conducted by its members in good standing and by its respective officers in the manner and at such times as are prescribed by the Constitution and General Laws of the Supreme Lodge of the World, Loyal Order of Moose.

LIBER

3 PAGE 309

RECEIVED FOR RECORD Nov 6, 1973

The membership of said corporation shall consist only of the members in good standing of said fraternal lodge association know as Bay Country Lodge No. 831, Loyal Order of Moose.

FOURTH: The Post Office address of the place at which the principal office of the Corporation in this state will be located is Grasonville, Maryland 21638. The Resident Agent of the Corporation is Charles E. Smith, whose Post Office address is Grasonville, Maryland 21638, 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) directors, nor more than twelve (12) directors, and Charles E. Smith, Lawrence R. Perry, L. Dwight Riggleman shall act as such until the first annual meeting or until their successors are duly chosen and qualified. The Corporation shall have the following officers, who shall serve for such terms as is provided by the by-laws of the Supreme Lodge of the World, Loyal Order of Moose, in such matters pertaining;

1. Governor
2. Prelate
3. Junior Governor
4. Three (3) Trustees
5. Past Governor
6. Secretary
7. Treasurer

SIXTH: There shall be no capital stock.

SEVENTH: The duration of the corporation shall be perpetual.

EIGHTH: It is the intention that none of the powers conferred in any of the foregoing clauses of these Articles shall in any wise restrict by reference to, or reference from the terms of any other clause. It is also the intention that the Corporation shall be authorized to exercise and enjoy all other powers rights and privileges granted to or conferred upon Corporation of this character by the Laws of the State of Maryland, and that the enumeration of certain powers as herein defined is not intended as a waiver of any powers, rights, or privileges, granted or conferred by the

Laws of the State of Maryland.

In Witness whereof, we have signed these Articles of Incorporation on the 26th day of June 1973.

TEST: Barbara Ann Smith Charles E. Smith  
Charles E. Smith

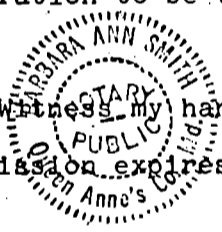
TEST: Barbara Ann Smith Lawrence R. Perry  
Lawrence R. Perry

TEST: Barbara Ann Smith L. Dwight Riggelman  
L. Dwight Riggelman

STATE OF MARYLAND, Queen Anne's County, TO WIT:

I hereby certify, that on this 26th day of June 1973, before me, the subscriber, a Notary Public of the State of Maryland, in and for the county aforesaid, personally appeared Charles E. Smith, Lawrence R. Perry, and L. Dwight Riggelman, and each acknowledged the foregoing Articles of Incorporation to be their act.

As Witness, my hand and Notarial Seal.  
My commission expires July 1, 1974:



Barbara Ann Smith  
Notary Public

NSV

LIBER 3 PAGE 312

ARTICLES OF INCORPORATION  
OF

BAY COUNTRY LODGE NO. 831, LOYAL ORDER OF MOOSE, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland June 29, 1973 at 8:30 o'clock A. M. as in conformity  
with law and ordered recorded.

A 24189

Recorded in Liber 1084, folio 572, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 15.00

To the clerk of the Circuit Court of Queen Annes County

IT IS HEREBY CERTIFIED, that the within instrument, together with all indorsements 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.

*Richard H. Keller*



STATE OF MARYLAND,  
QUEEN ANNE'S COUNTY, SCT.  
I HEREBY CERTIFY THAT  
THIS Charter WAS  
RECEIVED FOR RECORD THIS 6  
DAY OF July 1973 AT                      M.  
RE                      AND RECORDED IN  
LIBER CWC-3 folio 309 Charter  
RECORD BOOK FOR QUEEN ANNE'S  
COUNTY  
*Charles W. Cecil* CLERK.

hm

RECEIVED FOR RECORD Nov. 6, 1973

ARTICLES OF INCORPORATION

OF

SPORTSMAN'S HALL BEACH CLUB, INC.

THIS IS TO CERTIFY:

FIRST: That we, John C. Dumler, Howard Emory, Jr., Joseph H. Manning, and W. Arthur Tewes, Jr., the subscribers, the post office address of each of whom is Queenstown, Maryland 21658, each being at least twenty-one (21) years of age, are forming a corporation under the general laws of the State of Maryland.

SECOND: That the name of the corporation, which is herein after called "the Corporation", is:

SPORTSMAN'S HALL BEACH CLUB, INC.

THIRD: That the purposes for which the corporation is formed are as follows:

To foster, promote and enhance a community of interest among owners and occupants of Sportsman's Hall Development in mutually advantageous plans and community activities, including but not limited to such moral, spiritual, social, athletic, bathing, boating, other recreational and community activities and interests as may from time to time be conducted, sponsored and encouraged by the membership of the Corporation;

To administer and enforce the recorded reservations, restrictions, covenants, understandings and agreements applicable to the Sportsman's Hall Development;

To purchase, lease or otherwise acquire, hold, develop, improve, mortgage, sell, exchange, let, manage or in any other manner encumber or dispose of real or personal property of every type and description;

To acquire parks, streets, roads and other real estate for public or private use;

To negotiate with the developer of Sportsman's Hall Development, its successors and assigns;

To support or oppose, and employ professional assistance and furnish expert opinions in order to support or oppose, any plan or part of a plan proposed which is deemed favorable or inimical to the best common interests of the members of the Corporation;

To seek the enforcement of pertinent laws, ordinances and regulations, sue for abatement of, or injunctions against nuisances, and take all lawful measures necessary to protect the members and their properties from interference, intrusion or depreciation in value;

To levy assessments upon the members for the maintenance of parks, streets, roads and other real and personal property of the Corporation and for its other purposes and objects, and to collect the same, by suit if necessary.

LIBER

3 PAGE 313

11-17-76 Original delivered to Howard Stood, Esquire

FOURTH: The post office address of the principal office of the Corporation is c/o W. Arthur Tewes, Jr., Queenstown, Maryland 21658. The name and address of the resident agent of the Corporation is Howard Emory, Jr., Queenstown, Maryland 21658. Said resident agent is a citizen of Maryland, actually residing therein.

FIFTH: The Corporation shall have no authority to issue any capital stock.

SIXTH: The members of the Corporation shall consist of the owners and occupants of residential lots of Sportsman's Hall Development, sold by Diversified Projects, Inc., a body corporate, its successors and assigns. The members may be divided into such classes, with such respective voting and other rights and privileges, as may be prescribed by the laws of the Corporation.

SEVENTH: The Corporation shall have three (3) directors, which number may be increased pursuant to the by-laws of the Corporation and thereafter may be decreased pursuant to such by-laws, but shall never be less than three (3), and the names of the directors who shall serve until the first annual meeting, and until their successors are duly chosen and qualify, are:

John C. Dumler  
Joseph H. Manning  
W. Arthur Tewes, Jr.

EIGHTH: The Corporation is organized exclusively for pleasure, recreation, enforcement of restrictions as set forth in deeds, and other non-profitable purposes. No part of the net earnings or assets of the Corporation shall inure to the benefit of any individual. Upon the dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation shall be distributed exclusively to one or more organizations, organized exclusively for pleasure, recreation and other non-profitable purposes, recognized as such by the Internal Revenue Service, or to the County Commissioners of Queen Anne's County, or any other Maryland municipal corporations, in such proportions as the Board of Directors and members of the Corporation distributing such assets may determine. The Corporation shall not carry on any activities not permitted to be carried on by a Corporation exempt from federal income tax under Section 501 (c) (7) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

NINTH: These Articles of Incorporation may be amended by the recommendation of a majority of the Board of Directors, approved by two-thirds of the voting members of the Corporation at a duly constituted membership meeting, but no amendment shall be effective which attempts to alter the provisions of Article EIGHTH.

AND that we, the undersigned incorporators, do hereby acknowledge the foregoing Articles of Incorporation to be our act.

WITNESS our hands and seals, this 25th day of June 1973:

TEST:

Grace S. Dumler

John C. Dumler (SEAL)  
(John C. Dumler)

June T. Tewes

Howard Emory Jr. (SEAL)  
(Howard Emory)

Mary E. Manning

Joseph H. Manning (SEAL)  
(Joseph H. Manning)

June T. Tewes

W. Arthur Tewes Jr. (SEAL)  
(W. Arthur Tewes, Jr.)



NSV

LIBER 3 PAGE 316  
ARTICLES OF INCORPORATION  
OF  
SPORTSMAN'S HALL BEACH CLUB, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland June 28, 1973 at 8:30 o'clock A. M. as in conformity  
with law and ordered recorded.

A 24213

Recorded in Liber 1085, 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 \$ 15.00

To the clerk of the Circuit Court of Queen Annes County

IT IS HEREBY CERTIFIED, that the within instrument, together with all indorsements 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.

*Richard M. Keller*



STATE OF MARYLAND,  
QUEEN ANNES COUNTY, SO. J.  
I HEREBY CERTIFY THAT  
THIS Charter WAS  
RECEIVED FOR RECORD THIS 6  
DAY OF June 19 73 AT  
A. M.  
AND RECORDED IN  
LIBER CWC-3, p. 313 Charter  
RECORD BOOK FOR QUEEN ANNE'S  
COUNTY  
*Charles W. Coal* CLERK.

hm

RECEIVED FOR RECORD *November 20, 1973*

ARTICLES OF INCORPORATION  
OF  
LYNCH FARM ENTERPRISES, INC.

\* \* \* \* \*

FIRST: WE, THE UNDERSIGNED, ROBERT J. LYNCH whose post-office address is Suite 2930, 630 Fifth Avenue, New York, New York 10020, ROBERT J. LYNCH, JR. whose post-office address is F.O. Box 187, Centreville, Maryland 21617, and RUSSELL A. LYNCH whose post-office address is Suite 2930, 630 Fifth Avenue, New York, New York 10020, each being at least eighteen 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  
LYNCH FARM ENTERPRISES, INC.

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

To engage in, conduct, and carry on a farming and agricultural business.

To purchase, or otherwise acquire, lease, improve and otherwise deal in and with, mortgage, pledge, exchange and dispose of lands, real estate, real property and estates interests, rights and equities therein.

LIBER

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To engage in the business of managing, supervising and operating real property of all kinds; to negotiate and consummate leases with respect to any such property, for itself or for others, to enter into contracts and arrangements for services, maintenance, repair and improvement of real property of every kind and description; to purchase or otherwise acquire, own, use, improve, maintain, sell, lease or otherwise dispose of any articles, materials, machinery, equipment and property used for or in connection with the business of the corporation; and to engage in all related activities.

To import, export, manufacture, produce, buy, sell and otherwise deal 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 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 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 principal office of the corporation in this State is c/o Robert J. Lynch, Jr., P.O. Box 187, Centreville, Maryland 21617.

The name of the resident agent of the corporation in this State is Robert J. Lynch, Jr.

and the post-office address of the resident agent is P.O. Box 187, Centreville, Maryland 21617.

FIFTH: The total number of shares of stock which the corporation shall have authority to issue is one hundred

(100) shares, all of one class, of the par value of One Hundred Dollars (\$100.00) each and of the aggregate par value of Ten Thousand Dollars (\$10,000.00).

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 and 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 qualify are: ROBERT J. LYNCH, ROBERT J. LYNCH, Jr. and RUSSELL A. LYNCH.

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.


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.

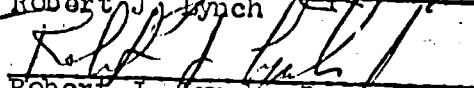
The corporation reserves the right from time to time to make any amendment of its charter, now or hereafter authorized by law, including any amendment which alters the contract rights, as expressly set forth in its charter, of any outstanding stock.

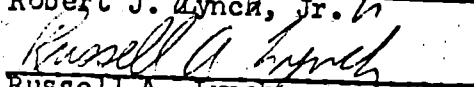
EIGHTH: The duration of the corporation shall be perpetual.

IN WITNESS WHEREOF, the undersigned incorporators of LYNCH FARM ENTERPRISES, INC. who executed the foregoing articles of incorporation hereby acknowledge the same to be their act and further acknowledge that, to the best of their knowledge the matters and facts set forth therein are true in all material respects under the penalties of perjury.

Dated the 11th day of July, 1973.

  
Robert J. Lynch

  
Robert J. Lynch, Jr.

  
Russell A. Lynch



ARTICLES OF INCORPORATION

OF

LYNCH FARM ENTERPRISES, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland July 16, 1973 at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

A 24609

Recorded in Liber 1089, folio 8 389, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

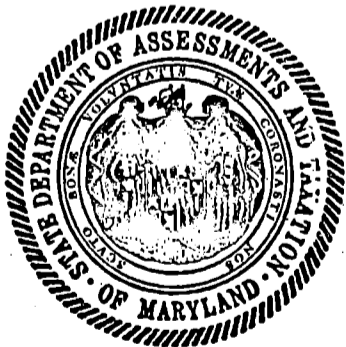
Bonus tax paid \$ 20.00 Recording fee paid \$ 12.00

To the clerk of the Circuit Court of Queen Annes County

IT IS HEREBY CERTIFIED, that the within instrument, together with all indorsements 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.

*Richard H. Keller*



STATE OF MARYLAND,  
QUEEN ANNE'S COUNTY, SOU.  
I HEREBY CERTIFY THAT  
THIS Charter WAS  
RECEIVED FOR RECORD THIS 8th  
DAY OF July 1973 AT 8:30 M.  
RE 54715 AND RECORDED IN  
LIBER cwc-3 folio 317 Charter  
RECORD BOOK FOR QUEEN ANNE'S  
COUNTY  
*Charles W. Cecil* CLERK.

*Queen Anne's Co.*

RECEIVED FOR RECORD *Nov. 30, 1973*

ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION OF  
QUEENSTOWN BANK OF MARYLAND

THIS IS TO CERTIFY That, at a duly called meeting of the Board of Directors of Queenstown Bank of Maryland, Queenstown, Maryland held on the 7th day of November, 1973, at which a quorum was present & motion was duly made, seconded, and approved that:

"RESOLVED That, the common stock of the Bank of an aggregate par value of \$150,000 divided into 15,000 shares of the par value of \$10 each, be increased to an aggregate value of \$200,000 divided into 20,000 shares of the par value of \$10 each.

FURTHER RESOLVED That, the 5,000 new shares so authorized remain unissued at present and be designated for issuance in the form of stock dividends at such times as the Board of Directors shall determine.

AND FURTHER RESOLVED That, a resolution authorizing an amendment to the Articles of Incorporation of this Bank containing these points subject to approval of this plan by the State Bank Commissioner be presented to stockholders of the Bank of record as of the close of business Wednesday, October 3, 1973 for their consideration and approval at a special meeting of stockholders to be held Wednesday, November 7, 1973."

That pursuant to a notice of the special meeting of stockholders, sent to all of the stockholders of the Bank 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 the law in the premises, a meeting of the stockholders of Queenstown Bank of Maryland was duly held on the 7th day of November, 1973, at which the holders of more than two-thirds of the stock of the corporation outstanding and entitled to vote were present or were represented by proxy; 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 approved by holders of more than two-thirds of the stock outstanding and entitled to vote, it was:

"RESOLVED, That Section IV of the Articles of Incorporation of this Bank as last amended by stockholders on November 12, 1968 as follows:

'The total amount of capital of said Bank is One Hundred Fifty Thousand Dollars (\$150,000) divided into Fifteen Thousand (15,000) shares of the par value of \$10 each'

be the same, and it is hereby changed to read as follows:

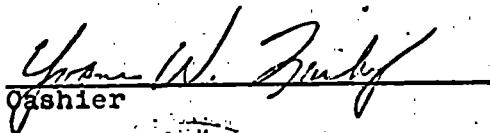
'The total amount of capital of said Bank is \$200,000 divided into 20,000 shares of the par value of \$10 each.'

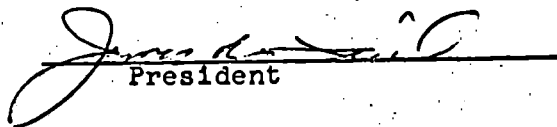
AND BE IT FURTHER RESOLVED, That the additional 5,000 shares authorized by this amendment shall be designated for issuance in the form of stock dividends at such times as the Board of Directors shall determine.

AND BE IT FURTHER RESOLVED, That Articles of Amendment be executed by the proper officers of the Corporation, setting forth the above amendment to the Articles of Incorporation and that such other and further action be taken by the proper officers of the Corporation as may be required to render said amendment effective."

IN WITNESS WHEREOF, The President and Cashier of Queenstown Bank of Maryland hereunto affixed their signatures this 7th day of November, 1973 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.

ATTEST:

  
Cashier

  
President



STATE OF MARYLAND

TO WIT

COUNTY OF QUEEN ANNE'S

I HEREBY CERTIFY that on this 7th day of November, 1973 before me, the subscriber, a Notary Public of the State of Maryland, in and for the County aforesaid, personally appeared James R. Friel, President of Queenstown Bank of Maryland and Yvonne W. Quimby, Cashier of said Bank and on behalf of Queenstown Bank of Maryland each acknowledged the foregoing Certificate of Amendment as the act and deed of said Corporation.

WITNESS my hand and Notarial Seal.



*William J. Smith*  
Notary Public

My Commission Expires 7-1-74

CERTIFICATE OF APPROVAL OF BANK COMMISSIONER

I DO HEREBY approve the foregoing Certificate of Amendment to the Articles of Incorporation of THE QUEENSTOWN BANK OF MARYLAND

AS WITNESS my hand this 8th day of November, 1973

*Robert E. Clark*  
Deputy Bank Commissioner of the State of Maryland

LIBER

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Nº 6133 A

LIBER 3 PAGE 328



STATE OF MARYLAND  
STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
301 WEST PRESTON STREET  
BALTIMORE 21201

THIS IS TO CERTIFY THAT the within instrument is a true copy of the

ARTICLES OF AMENDMENT

OF

QUEENSTOWN BANK OF MARYLAND

as approved and received for record by the State Department of Assessments  
and Taxation of Maryland, November 16, 1973,  
at 8:30 o'clock A.M.

AS WITNESS my hand and official Seal of the said Department at  
Baltimore this 16th day of November, 1973.



*Richard H. Keller*

RICHARD H. KELLER,  
SUPERVISOR-CHARTER DIVISION

LIBER

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RECEIVED FOR RECORD June 11, 1973  
GREENBRIER CORPORATION

ARTICLES OF INCORPORATION

FIRST: WE, the undersigned, Earl R. Quandt, Ruby C. Quandt and Thomas B. Sullivan, Jr., whose post office addresses are Stevensville, Queen Anne's County, Maryland 21666, 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 herein after referred to as the Corporation) is:

- GREENBRIER 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

LIBER

3 PAGE 329

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 afore said 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 Stevensville, Queen Anne's County, Maryland 21666. The name and post office of the resident agent of the Corporation in this State is Earl R. Quandt, Stevensville, Queen Anne's County, Maryland 21666. 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 Earl R. Quandt, Ruby C. Quandt and Thomas B. Sullivan, 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 of an 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 10<sup>th</sup> day of May, 1973.

WITNESS:

<u>Joan D. Moudry</u>	<u>Earl R. Quandt</u> (SEAL) Earl R. Quandt
<u>Joan D. Moudry</u>	<u>Ruby C. Quandt</u> (SEAL) Ruby C. Quandt
<u>Joan D. Moudry</u>	<u>Thomas B. Sullivan, Jr.</u> (SEAL) Thomas B. Sullivan, Jr.

STATE OF MARYLAND,  
COUNTY OF QUEEN ANNE'S, to wit:

I HEREBY CERTIFY, that on this 10<sup>th</sup> day of May, 1973, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County aforesaid, personally appeared EARL R. QUANDT, RUBY C. QUANDT and THOMAS B. SULLIVAN, JR., and they severally acknowledged the foregoing Articles of Incorporation to be their act.

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



Joan D. Moudry  
Notary Public  
My Commission Expires: 7-1-74

ARTICLES OF INCORPORATION  
OF  
GREENBRIER CORPORATION

approved and received for record by the State Department of Assessments and Taxation  
of Maryland May 18, 1973 at 8:30 o'clock A.M. as in conformity  
with law and ordered recorded.

A 23094

Recorded in Liber 1073, folio 173, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus 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 Indorsements 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.

*Richard W. Keller*



STATE OF MARYLAND,  
QUEEN ANNE'S COUNTY, SOI.  
I HEREBY CERTIFY THAT  
THIS *Charter* WAS  
RECEIVED FOR RECORD THIS *18th*  
DAY OF *Dec*, 1973 AT *8:30* M.  
NO *54987* AND RECORDED BY  
LIBER *1073* - *173* *Charter*  
RECORD BOOK FOR QUEEN ANNE'S  
COUNTY  
*Charles W. Carl* CLERK

RECEIVED FOR RECORD Dec 11, 1973  
ARTICLES OF INCORPORATION

OF

C. M. FOODS, INC.

THIS IS TO CERTIFY:

FIRST: That I, the subscriber, ALAN J. GOLDSTEIN, whose postoffice address is 4321 Hartwick Road, College Park, Maryland 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 myself 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: C. M. FOODS, INC.

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

(a) To erect, construct, establish, purchase, lease, and otherwise acquire, and to hold, use, equip, outfit, supply, service, maintain, operate, sell, and otherwise dispose of, restaurants, inns, taverns, cafes, cafeterias, grills, automats, buffets, diners, delicatessens, lunch rooms, coffee shops, luncheonettes, ice cream parlors, milk bars, candy stores, soda fountains, bakeries, kitchens, bars, saloons, cocktail lounges, banquet halls, catering establishments, concessions, and other eating and drinking places and establishments of every kind and description, and checkrooms, newsstands, and cigar, cigarette, and tobacco stands and stores, and generally to conduct the business of restaurateurs, caterers, innkeepers, tobacconists, bakers, butchers, cooks, concessionaires, and purveyors, suppliers, preparers, servers, and dispensers of food and drink; and to engage in all activities, to render all services, and to buy, sell, use, handle, and deal in all fixtures, machinery, apparatus, equipment, accessories, tools, materials, products, and merchandise incidental or related thereto, or of use therein.

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To manufacture, produce, treat, purchase, and otherwise acquire, cook, bake and otherwise prepare, can, bottle, and otherwise package, and exchange, distribute, sell and otherwise dispose of, handle, market, store, import, export, deal and trade in and with confections, extracts, syrups, food, and food products of every kind and description, coffee, tea, cocoa, wines, liquors, ale, beer, sodas, and other drinks and beverages of every kind and description, ice cubes, crushed and block ice, cigars, cigarettes, tobacco, and smoking supplies; and products, books, newspapers, magazines, and other publications, and all similar, kindred, and allied articles, products, and merchandise.

To establish, maintain, conduct, and operate food markets, grocery stores, bakeries, and stores of every kind, nature, and description; to purchase, buy, sell, exchange, grow, produce, manufacture, process, market, export, import, handle, store, distribute, and otherwise generally deal in any and all articles of food, food products, household products, groceries, dairy products, wines, liquors, beverages of all kind, meat and meat products, vegetables and vegetable products, provisions, produce, poultry, fish, game, and food supplies of all kind, both at wholesale and retail, and acquire, construct, maintain, operate, buy, sell, and deal in stores selling such goods, wares, and merchandise; to acquire, construct, establish, maintain, operate, or sell or dispose of factories, plants, warehouses, dairy plants, creameries, machinery and equipment, markets, stores, depots, and gathering and delivery routes and systems for such purposes.

To manufacture, process, purchase, sell, and generally trade and deal in and with goods, commodities, wares, and merchan-

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dise of every kind, nature, and description; to produce, raise, grow, process, and deal in and with agricultural products of every nature, whether products of plants, animals, or trees; to produce, raise, catch, take, process, and deal in and with timber and forest products of every nature; to extract, mine for, process and deal in and with mineral products of every nature; to own, operate, and carry on a transportation business as a private, contract, or common carrier by any means of transportation whatsoever; to engage and participate in any mercantile, manufacturing, industrial, trading, agricultural, fishing, lumbering, maritime, mining, or mineral extractive, or transportation business of any kind or character whatsoever; to build, equip, and operate any buildings, structures, factories, warehouses, or facilities, either for its own use and occupancy or for renting, leasing, letting, and operating to others; and to do any and every act or acts, thing or things necessary or incident to, growing out of, or connected with the usual conduct of such businesses, or any of them, or of any part or parts thereof, for the accomplishment of any of such purposes.

(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

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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 for 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 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 any of any other state, territory, district, colony or dependency of the United States of America,

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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 owner; 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

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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. 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 P. O. Box 215, Chester, Maryland 21619. The resident agent of the Corporation is Alan J. Goldstein, 4321 Hartwick Road, College Park, Maryland. 20740 Said resident agent is a citizen of the State of Maryland and actually resides therein.

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FIFTH: The total number of shares of stock which the Corporation has authority to issue is Five Hundred (500) at no par value, authorized to be issued, shares not divided into classes.

SIXTH: The Corporation shall have seven Directors and GERALD BRAY, RUBY RUDE, WILLIAM HEFFNER, JERRI WILLS, FRANK PALACKY, HARRY KENEMAN and DAVID BUCKINGHAM 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, 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

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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, 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

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854-1108

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.

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(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, I have signed these Articles of Incorporation on *April 18*, 1973.

Witness:

*Golda C. Sanner*      *Alan J. Goldstein*  
Alan J. Goldstein

STATE OF MARYLAND

COUNTY OF

THIS IS TO CERTIFY that on *April 18*, 1973, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County aforesaid, personally appeared Alan J. Goldstein and acknowledged the foregoing Articles of Incorporation to be his act.

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

*Brenda S. Cofrey*  
Notary Public

My Commission expires: *7-1-74*

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ARTICLES OF INCORPORATION  
OF  
C. M. FOODS, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland April 23, 1973 at 8:30 o'clock A.M. as in conformity  
with law and ordered recorded.

A 22200

Recorded in Liber 1064, folio 11 475 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 indorsements 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.

*Richard H. Keller*



STATE OF MARYLAND,  
QUEEN ANNE'S COUNTY, SCT.  
I HEREBY CERTIFY THAT  
THIS Charte WAS  
RECEIVED FOR RECORD THIS 11th  
DAY OF Apr 19 73 AT 8:30 M.  
RECEIVED AND RECORDED IN  
LIBER 1064 folio 335 Charter  
RECORD BOOK FOR QUEEN ANNE'S  
COUNTY  
*Charles W. Carl* CLERK

LIBER

3 PAGE 345

Da

RECEIVED FOR RECORD Nov 11, 1973

ARTICLES OF INCORPORATION  
OF  
KENT ISLAND PIER ONE, INC.

FIRST: I, the undersigned, BENNETT CRAIN, JR., whose post office address is P. O. Box 1989, 160 South Street, Annapolis, Maryland 21404, being at least twenty-one years of age, does hereby form 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 PIER ONE, INC.

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

(a) To engage in the general business of the operation of a boat yard and marina. To engage in any commercial, industrial, and agricultural enterprise calculated or designed to be profitable to this corporation and in conformity with the laws of the State of Maryland.

(b) To acquire the necessary real estate and plans to carry out the above objects and to subscribe for, purchase, sell and exchange, assign, pledge, mortgage, own, hold stock and otherwise dispose of bonds, notes, securities or evidences of indebtedness, of other corporations, to direct the operations of other corporations, transfer and to issue in exchange therefor shares of capital stock, bonds, notes or other obligations of the corporation and while the owner thereof to exercise all the rights, powers and privileges of ownership including the right to vote on any shares of stock or voting trust certificates so owned; to promote, to lend money to, and guarantee the dividends, stocks, bonds, notes, evidence of indebtedness, contracts or other obligations of and otherwise aid in any manner which shall be lawful, any corporation or association on which this corporation shall have any interest.

(c) To engage in and transact the business of research in any field, to carry on investigations and experiments of all kinds, to originate, develop, improve, record and preserve any discoveries, inventions, processes, formulas and improvements, systems, and to build, purchase, lease, acquire, own, hold, use, maintain, improve and operate laboratories, factories, offices, structures and works and any articles, materials, machinery and equipment used for or in connection with any business of the Corporation.

(d) To manufacture, produce, develop, assemble, fabricate, import, lease, purchase or otherwise acquire; to invest in, own, hold, use, license the use of, install, handle, maintain, service or repair; to sell, pledge, mortgage, exchange, export, distribute, lease, assign and otherwise dispose of, and generally to trade and deal in and with, as principal or agent, at wholesale, retail, on commission or otherwise, devices, instruments and machines in all branches of sciences; and goods, wares, merchandise, commodities, articles of commerce and property of every kind and description, and any and all products, machinery, equipment and supplies used or useful in connection therewith, and to engage in, conduct and carry on a general manufacturing, merchandising, mercantile and trading business in any and all branches thereof.

(e) To construct, purchase, charter or otherwise acquire and deal with ships, yachts, boats and vessels of all kinds for any of the purposes of the Corporation.

(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, 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 for 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.

(j) To apply for, obtain, purchase, or otherwise acquire, any patents, copyrights, licenses, trademarks, tradenames, rights, processes, formulas, 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.

(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.

(n) 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 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 Pier One Marina, Kent Island, Stevensville, Maryland, <sup>21666</sup>. The resident agent of the Corporation is Bennett Crain, Jr., whose post office address is P. O. Box 1989, 160 South Street, Annapolis, Maryland 21404. 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 million (1,000,000) of a par value of ten cents (\$0.10) per share, all of which shares are of one class and are designated as Common Stock. The aggregate par value of all shares having par value is \$100,000.00.

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

LIBER

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No stockholder of the Corporation shall, because of his ownership of stock, have a pre-emptive or other right to purchase, subscribe for, or take any part of any stock of any part of the notes, debentures, bonds, or other securities convertible into or carrying options or warrants to purchase stock of the Corporation issued, optioned, or sold by it after its incorporation. Any part of the capital stock and any part of the notes, debentures, bonds, or other securities convertible into or carrying options or warranties to purchase stock of the Corporation authorized by this certificate of incorporation or by an amended certificate duly filed, may at any time be issued, optioned for sale, and sold or disposed of by the Corporation pursuant to resolution of its board of directors to such persons and upon such terms as may to such board seem proper without first offering such stock or securities or any part thereof to existing stockholders.

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 or until their successors are duly chosen and qualify are: Bennett Crain, Jr., Wayne T. Kosmerl and Janet A. Zaccari.

SEVENTH: The Corporation may enter into contracts or transact business with one or more of its directors, officers, or stockholders, or with any corporation, association, trust company, organization, or other concern in which any one or more of its directors, officers, or stockholders are directors, officers,

trustees, beneficiaries, or stockholders, or otherwise interested in other contracts or transactions in which any one or more of its directors, officers, or stockholders is in any way interested; and, in the absence of fraud, no such contract or transaction shall be invalidated or in any wise affected by the fact that such directors, officers, or stockholders of the Corporation have, or may have, interests which are, or might be adverse to, the interests of the Corporation, even though the vote or action of directors, officers, or stockholders having such adverse interests may have been necessary to obligate the Corporation upon such contract or transaction. At any meeting of the Board of Directors of the Corporation (or any duly authorized committee thereof) which shall authorize or ratify any such contract or transaction, any such director or directors may vote or act thereat with like force and effect as if he had not such interest, provided in such case the nature of such interest (though not necessarily the extent or details thereof) shall be disclosed, or shall have been known to the directors or a majority thereof. A general notice that a director or officer is interested in any corporation or other concern of any kind above referred to shall be a sufficient disclosure as to such director or officer with respect to all contracts and transactions with such corporation or other concern. No director shall be disqualified from holding office as director or officer of the Corporation by reason of any such adverse interests. In the absence of fraud, no director, officer, or stockholder having such adverse interest shall be liable to the Corporation or to any stockholder or creditor thereof, or to any other person for any loss incurred by it under or by reason of such contract or transaction, nor shall any such director, officer, or stockholder be accountable for any gains or profits realized thereon.

EIGHTH: The Corporation reserves the right from time to time to make any amendment to 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 securities.

NINTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on this 7th day of May, 1973.

WITNESS:

Janet A. Zaccari

Bennett Crain, Jr. (SEAL)  
Bennett Crain, Jr.

STATE OF MARYLAND

COUNTY OF ANNE ARUNDEL

TO WIT:

I HEREBY CERTIFY that on this 7th day of May, 1973, before me, the subscriber, a Notary Public in and for the County and state aforesaid, personally appeared BENNETT CRAIN, JR. and he acknowledged the foregoing Articles of Incorporation to be his act.

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



Janet A. Zaccari  
Janet A. Zaccari Notary Public

My Commission Expires: July 1, 1974

ARTICLES OF INCORPORATION  
OF  
KENT ISLAND PIER ONE, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland May 8, 1973 at 8:30 o'clock A. M. as in conformity  
with law and ordered recorded.

A 22571

Recorded in Liber 1067, folio 8 639, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus 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 indorsements 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.



*Richard N. Keller*  
STATE OF MARYLAND,  
QUEEN ANNE'S COUNTY, SO. C.  
THIS Charter HEREBY CERTIFY THAT  
RECEIVED FOR RECORD THIS 11th DAY OF Dec 1973 AT 8:30 M.  
RECORDED AND RECORDED IN LIBER 100-3 FILE 346 Charter  
RECORD BOOK FOR QUEEN ANNE'S COUNTY  
*Charles W. Coef* CLERK.

LIBER

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LIBER 3 PAGE 354

RECEIVED FOR RECORD *Dec 11, 1973*  
STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

hereby gives notice that ARTICLES OF DISSOLUTION of the  
THE PINEY-NARROWS CORPORATION

were received for record on, April 26 19 73,  
in accordance with the provisions of Sec. 77 of Art. 23 of the  
Code (1957 Edition).

Albert M. Ward

Director

ARTICLES OF DISSOLUTION

THE PINEY-NARROWS CORPORATION

1. The name of the corporation is

THE PINEY-NARROWS CORPORATION

and its post office address is Box C, Chester, Maryland. Said  
corporation was chartered on November 15, 1965.

2. The resident agent of the corporation is J. William  
Sause, whose post office address is Box C, Chester, Maryland.

3. The directors of the corporation are:

J. William Sause, Box C, Chester, Maryland

Matilda B. Sause, Box C, Chester, Maryland.

*Z. TOWNSEND PARKS, JR - QUEENSTOWN, MD,*

4. The officers of the corporation are:

President - J. William Sause, Box C, Chester, Md.

Vice President - Matilda B. Sause, Box C, Chester, Md.

Secretary - Matilda B. Sause, Box C, Chester, Md.

Treasurer - J. William Sause, Box C, Chester, Md.

5. The dissolution of the corporation was duly advised  
by the entire board of directors and authorized by a unanimous  
vote of all the stockholders on March 29, 1973.

6. That notice of dissolution was mailed to all known  
creditors of the corporation on March 29, 1973 as required by  
Art. 23, Sec. 76(a)(3) of the Annotated Code of Maryland.

7. Attached is a certificate of the Comptroller of the  
Treasury of the State of Maryland that all taxes due by the  
corporation have been paid, and the Certificate of the Treasurer  
of Queen Anne's County that all taxes due by the Corporation to  
said County have been paid.

*72 from  
12/28/73*

8. The corporation is hereby dissolved.

AS WITNESS the hand and seal of the President, attested to by the Secretary this 24<sup>th</sup> day of April, 1973.

ATTEST:

Matilda B. Sause Sec.  
Matilda B. Sause, Secretary

THE PINEY-NARROWS CORPORATION

By J. Wm. Sause  
J. William Sause, President

J. Wm. Sause  
J. William Sause

Matilda B. Sause  
Matilda B. Sause  
Sole stockholders and directors

STATE OF MARYLAND, COUNTY OF Baltimore

I HEREBY CERTIFY that on this 24<sup>th</sup> day of April, 1973, before me, the subscriber, a Notary Public in and for the State of Maryland aforesaid, personally appeared J. WILLIAM SAUSE individually and as President of The Piney-Narrows Corporation, and MATILDA B. SAUSE, individually and as Secretary of The Piney-Narrows Corporation and made oath in due form of law that the matters and facts set forth herein are true and correct.

AS WITNESS my hand and Notarial Seal.

Anna C. Eckman  
Notary Public



LIBER

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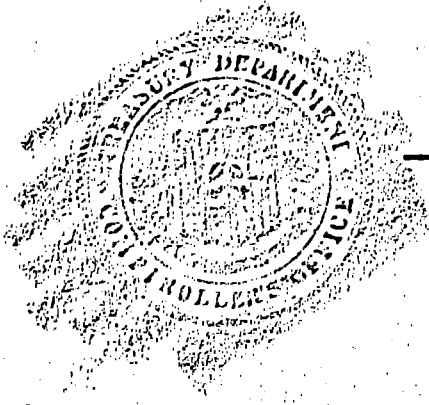
STATE OF MARYLAND  
COMPTROLLER OF THE TREASURY  
STATE TREASURY BUILDING  
P. O. BOX 488                      PHONE 267-8805  
ANNAPOLIS, MARYLAND 21404

LOUIS L. GOLDSTEIN  
COMPTROLLER  
BERNARD F. NOSSEL  
CHIEF DEPUTY  
ROBERT L. SWANN  
ASSISTANT TO COMPTROLLER  
J. BASIL WISNER  
ASSISTANT TO 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 PINEY-NARROWS CORPORATION  
have been paid.

WITNESS my hand and official seal this  
twenty-third            day of April            A.D. 1973.



*Mary Ellen Hop...*  
Deputy Comptroller

Oscar A. Schulz

~~XXXXXXXXXXXXXXXXXX~~  
TREASURER

HELEN E. PARDEE  
DEPUTY

ELEANOR H. HUNTER  
ASSISTANT DEPUTY

TREASURER OF QUEEN ANNE'S COUNTY  
CENTREVILLE, MARYLAND

April 25, 1973

To Whom it may concern:

This is to state that there are no taxes due Queen Anne's County from THE PINEY NARROWS CORP. as of this date, April 25, 1973. The Real Estate taxes have been paid through June 30, 1973.

Oscar A. Schulz  
Oscar A. Schulz, Treasurer

LIBER

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ARTICLES OF DISSOLUTION

OF

THE PINEY-NARROWS CORPORATION

approved and received for record by the State Department of Assessments and Taxation of Maryland April 26, 1973 at 8:30 o'clock A.M. as in conformity with law and ordered recorded.

A 22268

Recorded in Liber 1065, folio 202, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

SPECIAL FEE

Bonus tax paid \$ 15.00 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 indorsements 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.

Richard W. Coak



STATE OF MARYLAND, QUEEN ANNE'S COUNTY, SCT. I HEREBY CERTIFY THAT THIS Resolution WAS RECEIVED FOR RECORD THIS 11th DAY OF Dec 1973 AT 5:49 P.M. RE 54,987 AND RECORDED IN LIBER 1065 - folio 354 Charter RECORD BOOK FOR QUEEN ANNE'S COUNTY Clerk R. W. Coak

RECEIVED FOR RECORD October 18, 1973

ARTICLES OF INCORPORATION

OF

CITIZENS PROGRAM FOR THE CHESAPEAKE BAY, INC.

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Jahn R. Kimberly, James G. Nelson, and Clarence W. Miles, each of whose post office is Queenstown, Maryland 21658, all being of 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 (hereinafter called the Corporation) by the execution and filing of these presents.

SECOND: That the name of the Corporation is:

CITIZENS PROGRAM FOR THE CHESAPEAKE BAY, INC.

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

(a) To aid and assist lawfully established federal, state and county governmental agencies, as well as individuals, civic groups, associations, and corporations in achieving a well-balanced use, development, and control of the vast resources of the Chesapeake Bay and its tributaries (hereinafter referred to as the Chesapeake Bay) to the end that it will best serve the public interest and yield the maximum of benefits for the greatest number of people consistent with a due regard for the proper conservation of the aforementioned resources.

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(b) To undertake a study of and seek to reconcile conflicting plans and programs of various groups concerned with present and projected uses of and impacts upon the Chesapeake Bay, including such subjects or matters relating to pollution, erosion, waste disposal, esthetic quality, biological production, navigational demands, and the promotion of the seafood industry.

(c) To cope with and endeavor to develop a plan or program to combat any further degradation of the vast natural resources of the Chesapeake Bay and to study and recommend action on legislation designed to protect and further develop such resources.

(d) In furtherance of the foregoing purposes set forth in (a), (b), and (c) hereof, to cooperate with any other corporate or other association or organization heretofore or hereafter organized in furtherance of the foregoing purposes at such times and upon such terms and conditions as may from time to time be determined by the Board of Directors or the Executive Committee of the Corporation.

(e) To receive from any person, firm, association or corporation donations of money and/or property or interest therein of any kind, to be held, invested and/or disbursed by the Corporation in furtherance of the purposes heretofore set forth in (a), (b), and (c) and to defray the expenses of the Corporation.

(f) To collect any interest, rents or profits arising from any of the foregoing activities and, after deducting the expenses of the Corporation in connection therewith, to devote the same solely to the purposes heretofore set out in (a), (b), and (c) hereof. None of the net income or profits, if any, of the Corporation may be paid or distributed to any of its members nor any asset of the Corporation be so paid or distributed.

(g) Upon any dissolution of the Corporation or upon the final termination of its activities, all assets then held by it shall be converted into cash and shall then be distributed to the Chesapeake Bay Museum, Inc., located in St. Michaels, Maryland, or its successors or assigns.

FOURTH: The past office address of the principal office of the Corporation in this State is Cheston-an-Wye, Queenstown, Maryland 21658. The resident agent of the Corporation is John R. Kimberly, whose post office address is Queenstown, Maryland 21658. 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. Membership in the Corporation shall be limited to such number of persons, firms, associations, and corporations as shall be fixed from time to time by the by-laws of the Corporation and shall be chosen and elected as therein provided. Members may resign or be removed, vacancies may be filled and new members elected as provided in the by-laws, which may prescribe different classes of membership and

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prescribe the qualifications for each class.

SIXTH: The management of the Corporation shall be vested in a board of directors of not less than three nor more than fifty directors as may be provided from time to time by the by-laws of the Corporation. Only members of the Corporation shall be eligible to serve as directors.

The directors shall be elected at the annual meeting of the members to be held at the principal office of the Corporation on such date and at such time and place as may be designated in a resolution adopted by the board of directors or as prescribed in the by-laws. The incorporators heretofore named shall serve as directors until the first annual meeting or until their successors are duly elected and qualified.

The board of directors shall have power to fill any vacancy in the board of directors.

In furtherance, and not in limitation of the powers conferred by law, the board of directors are expressly authorized:

(a) To make, alter, amend and repeal the by-laws of the Corporation.

(b) To remove at any time any officer elected or appointed by the board of directors but only by the affirmative vote of a majority of the whole board of directors. Any other officer or employee of the

Corporation may be removed at any time by a vote of 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 the vote of the board of directors.

(c) To designate, by resolution passed by a majority of the whole board, fifteen or more of their number to constitute an executive committee, who, to the extent provided in said resolution or in the by-laws of the Corporation, shall have and exercise the powers of the board of directors in the management of the business and affairs of the Corporation, and shall have power to authorize the seal of the Corporation to be affixed to all papers which may require it. A majority of such committee shall constitute a quorum for the transaction of business.

To designate any other standing committees by the affirmative vote of a majority of the whole board, and such standing committees shall have and may exercise such powers as shall be conferred or authorized by the by-laws, including the power to cause the seal of the corporation to be affixed to any papers which may require it.

(d) The Corporation may by its by-laws confer upon the directors powers and authorities additional to the foregoing and to those expressly conferred upon them by statute.

SEVENTH: The officers of the Corporation shall be a chairman of the board of directors, a vice chairman, a president, such number of vice presidents



as may be prescribed in the by-laws, a secretary, a treasurer, and such other officers as may be authorized in the by-laws. The office of any two may be held by the same person except that of president and vice president. The officers of the Corporation shall be elected by the board of directors at each annual meeting, and the board of directors shall have power to fill any vacancy in any office.

EIGHTH: The following provisions are hereby adopted for the purpose of defining, limiting, and regulating the powers of the Corporation and of the members thereof:

(a) 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 number and classification of its members.

(b) Notwithstanding any provision of Article 23 of the Maryland Annotated Code (Edition 1957) requiring any action to be taken or authorized by the affirmative vote of a designated proportion of the members of the board of directors, the Executive Committee or of the members of the Corporation, such action may be taken or authorized by the affirmative vote of a majority of the members of the board of directors, the Executive Committee or members of the Corporation, as the case may be, present at the meeting at which a vote is taken upon the proposed action or authorization, except as otherwise

prov' led in these Articles of Incorporation.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation  
this 14<sup>th</sup> day of August, 1973.

WITNESS:

Jan B. Wright  
as to all

John R. Kimberly (SEAL)  
John R. Kimberly

James G. Nelson (SEAL)  
James G. Nelson

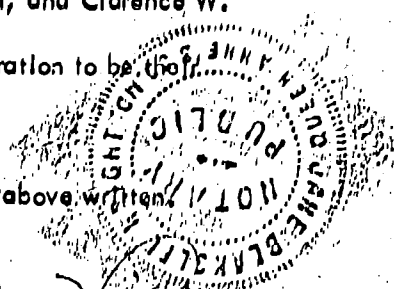
Clarence W. Miles (SEAL)  
Clarence W. Miles

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

THIS IS TO CERTIFY that on the 14<sup>th</sup> day of August, 1973, before  
me, the subscriber, a Notary Public of the State of Maryland, in and for the county  
aforesaid, personally appeared John R. Kimberly, James G. Nelson, and Clarence W.  
Miles 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.

Jan B. Wright  
Notary Public



LIBER 3 PAGE 366  
ARTICLES OF INCORPORATION  
OF

CITIZENS PROGRAM FOR THE CHESAPEAKE BAY, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland August 17, 1973 at 10:00 o'clock A. M. as in conformity  
with law and ordered recorded.

A 25537

Recorded in Liber 1098 <sup>8</sup>, 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 \$ 19.00

To the clerk of the Circuit Court of Queen Annes County

IT IS HEREBY CERTIFIED, that the within instrument, together with all indorsements 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.

*Richard H. Keller*



STATE OF MARYLAND,  
QUEEN ANNE'S COUNTY, SCT.  
I HEREBY CERTIFY THAT  
THIS *Charter* WAS  
RECEIVED FOR RECORD THIS *18th*  
DAY OF *Dec* 1973 AT *10:00* M.  
RE *5059* AND RECORDED IN  
LIBER *wa-3 fol 359 Charter*  
RECORD BOOK FOR QUEEN ANNE'S  
COUNTY  
*Charles W. Casel*  
CLERK.

RECEIVED FOR RECORD Dec 18, 1973

ARTICLES OF INCORPORATION  
OF  
DUCK NECK PROPERTY OWNERS' ASSOCIATION, INC.

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Bayard Markow, whose post office address is Merganser Dr., Duck Neck, R.E.#1, Chestertown, Maryland, Marilyn Wilson, whose post office address is R.D.#1, Chestertown, Maryland, and Floyd Parks, whose post office address is 129 Washington Avenue, Chestertown, Maryland 21620, 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

DUCK NECK PROPERTY OWNERS' ASSOCIATION, INC.

THIRD: (a) The object of this Corporation shall be the establishment, maintenance and management of a club for social purpose, 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 Duck Neck 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 or otherwise to acquire, regulate and control recreational or other facilities in furtherance 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 owned 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 do any and all lawful things and acts which this Corporation at any time, and from time to time, shall, in its discretion, deem to be in the best interests of said development and the owners of the building sites therein, and to pay all costs and expenses in connection therewith.

(i) 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.

(j) The intention being that said Corporation shall not be for profit or gain.

(k) 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. <sup>21620</sup> The resident agent of the Corporation is Bayard Markow, whose post office address is Merganser Dr., Duck Neck, R.D.#1, Chestertown, Maryland. <sup>21620</sup> 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 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.

SIXTH: 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 Bayard Markow, John Piziak, Delores River, Vernon Moore, Donald Dickie, and Bill Mack, shall act as such until the first annual meeting or until their successors are duly chosen and qualified.

SEVENTH: The Board of Directors shall have the authority to adopt, amend and repeal By-Laws or any provisions thereof of the Corporation.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on the 30th day of July, 1973.

Witness:

<u>Charles P. Anthony</u>	<u>Bayard Markow</u> (SEAL) Bayard Markow
<u>Charles P. Anthony</u>	<u>Marilyn Wilson</u> (SEAL) Marilyn Wilson
<u>Charles P. Anthony</u>	<u>Floyd Parks</u> (SEAL) Floyd Parks

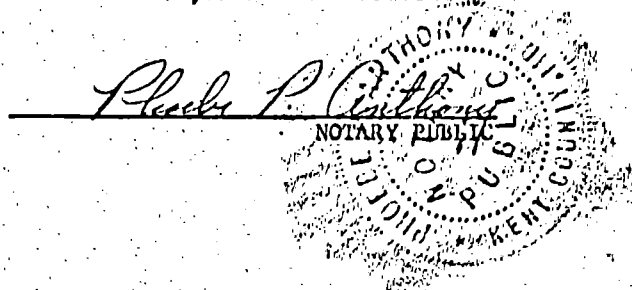
STATE OF MARYLAND, COUNTY OF KENT, to wit:

I HEREBY CERTIFY, that on this 30th day of July, 1973, before me, the subscribed, a Notary Public of the State of Maryland, in and for the County of Kent, aforesaid, personally appeared Bayard Markow, Marilyn Wilson, and Floyd Parks, 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, 1974.





LIBER 3 PAGE 372

ARTICLES OF INCORPORATION

OF

DUCK NECK PROPERTY OWNERS' ASSOCIATION, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland August 9, 1973, at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

A 25211

Recorded in Liber 1095, folio 232, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 15.00

To the clerk of the Circuit Court of Queen Annes County

IT IS HEREBY CERTIFIED, that the within instrument, together with all indorsements 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.

*Richard H. Keller*



STATE OF MARYLAND,  
QUEEN ANNES COUNTY, SCT.  
I HEREBY CERTIFY THAT  
THIS Charter WAS  
RECEIVED FOR RECORD THIS 18th  
DAY OF Dec 1973 AT ... M.  
RE 55059 AND RECORDED IN  
LIBER C-3 file 367 Charter  
RECORD BOOK FOR QUEEN ANNE'S  
COUNTY  
Charles W. Cecil CLERK.

RECEIVED FOR RECORD 10/16/1973

MATAPEAKE ESTATES  
COMMUNITY ASSOCIATION, INC.

ARTICLES OF INCORPORATION

THIS IS TO CERTIFY:

FIRST: We, the undersigned, Henry Berniker, whose post office address is 3626 Washington Avenue, Baltimore, Maryland, (21207); Carl W. Jewell, whose post office address is 3900 Buckingham Road, Baltimore, Maryland, ( 21207 ); and Arthur M. Jones, Sr., whose post office address is Matapeake Estates, Stevensville, Maryland (21666), 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:

MATAPEAKE ESTATES COMMUNITY ASSOCIATION, INC.

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

- a. The uniting of all residents or owners of land within the development entitled Matapeake 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, to own and maintain community recreational facilities; to build and maintain drainage easements, walkways, bulkheads and the like and to enforce in every respect subdivision restrictions.
- 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, or personal property and

LIBER

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chattels.

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 estate.

e. To assess dues and other charges among the membership and 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 is Stevensville, Maryland, 21666. The resident agent of the corporation is Henry Berniker, whose post office address is 3626 Washington Avenue, Baltimore, Maryland, 21207. Said resident agent is a citizen 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.

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 Henry Berniker, Carl W. Jewell and Arthur M. Jones, Sr.

SEVENTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on this 14<sup>th</sup> day of August, 1973.

WITNESS:

*Willa Mae Jones  
as to all*

*Henry Berniker* (SEAL)  
Henry Berniker

*Carl W. Jewell* (SEAL)  
Carl W. Jewell

*Arthur M. Jones, Sr.* (SEAL)  
Arthur M. Jones, Sr.

STATE OF MARYLAND

to wit:

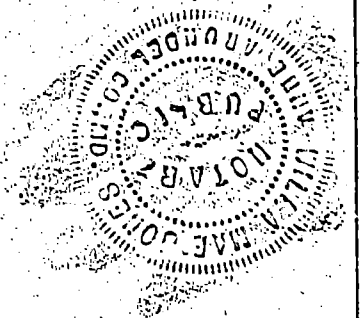
CITY OR COUNTY OF *Bowie Anne*

I HEREBY CERTIFY, that on this 14 day of August, 1973, before me, the subscriber, a Notary Public of the State of Maryland, in and for the City or County aforesaid, personally appeared Henry Berniker, Carl W. Jewell and Arthur M. Jones, Sr., and severally they did acknowledge the foregoing Articles of Incorporation to be their respective act.

AS WITNESS my hand and Notarial Seal.

*Willa Mae Jones*  
NOTARY PUBLIC  
WILLA MAE JONES

My Commission Expires: July 1, 1974



LIBER 3 PAGE 376

ARTICLES OF INCORPORATION

OF

MATAPEAKE ESTATES COMMUNITY ASSOCIATION, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland August 22, 1973 at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

A 25506

Recorded in Liber 1097, folio 128, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 15.00

To the clerk of the Circuit Court of Queen Annes County

IT IS HEREBY CERTIFIED, that the within instrument, together with all indorsements 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.

Richard H. Keller



STATE OF MARYLAND, QUEEN ANNES COUNTY, SCT. I HEREBY CERTIFY THAT THIS Charter WAS RECEIVED FOR RECORD THIS 18th DAY OF Aug 1973 AT 8:30 A.M. P.M. 5.50.59. AND RECORDED IN LIBER No. 1097 - 3 folio 373 Charter RECORD BOOK FOR QUEEN ANNE'S COUNTY Charles W. Cecil CLERK.

RECEIVED FOR RECORD Jan. 3, 1974

ARTICLES OF INCORPORATION  
OF  
TIDEWATER INVESTMENTS, INC.

A Close Corporation Under  
Article 23, Section 100  
of The Annotated Code of Maryland

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Frank S. Dudley, Jr., Queenstown, Maryland, Virginia I. Dudley, Queenstown, Maryland and Robert C. Thompson, Easton, 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 of these Articles and the filing of the same.

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

THIRD: This Corporation is a close corporation, as defined in Article 23, Section 100 of The Annotated Code of Maryland.

FOURTH: 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 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, as principal, partner, syndicator, broker or agent, and as to any interests therein, wheresoever situated.

(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 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 give any guarantee for the payment of money or the performance of any obligations or undertaking; 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 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 Corporation 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 Corporation's property or rights.

(d) 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.

(e) To purchase, lease, or otherwise acquire all or any part of the property, including rights, businesses, contracts, good-will franchises and assets of every kind, of any corporation, co-partnership or individual (including herein 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 properties, 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 purchase and otherwise acquire any and all letters, patents and similar rights granted by the United States or any other country or government, licenses and the like or any interest therein, or any inventions, processes and formulae, which may seem capable of being used for and 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, 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 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 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.

(j) To purchase or otherwise acquire, hold and reissue the shares of its own capital stock of any class.

(k) To loan or advance money and extend credit with or without security and without limits as to amount, to guarantee the performance of contracts of customers and others having dealings with the Corporation, 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 of trust of, the whole or any part of the property of the Corporation, real or personal, including contracts rights, whether at the time owned or hereafter acquired, and to sell, pledge, discount or otherwise dispose of such bonds, notes or other bonds, or other obligations of the Corporation for its corporate purpose.

(l) 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.

(m) 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 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 person, object or business mentioned, and 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 limitation relative to corporations which are contained in the general laws of the State.

FIFTH: The post office address of the place at which the principal office of the Corporation in this State will be located in Queenstown, Maryland. <sup>21658</sup> The Resident Agent of the Corporation is Frank S. Dudley, Jr., whose post office address is Queenstown, Maryland. <sup>21658</sup> Said Resident Agent is a citizen of the State of Maryland and actually resides therein.

SIXTH: 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 Robert C. Thompson, shall act as such until the first annual meeting or until their successors are duly chosen and qualified.

SEVENTH: The total amount of authorized capital stock of the Corporation is Two Hundred Thousand Dollars (\$200,000 00) par value, divided into two hundred thousand (200,000) shares, of the par value of One Dollar (\$1.00) each, all of which shares are of one class and are designated common stock.

EIGHTH: 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, 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 Bylaws of the Corporation.

IN WITNESS WHEREOF we have signed the Articles of Incorporation this *1st* day of *AUGUST*, 1973.

Witness:

*Barbara L. Whaley*

*Frank S. Dudley, Jr.* (SEAL)  
Frank S. Dudley, Jr.

*Barbara L. Whaley*

*Virginia I. Dudley* (SEAL)  
Virginia I. Dudley

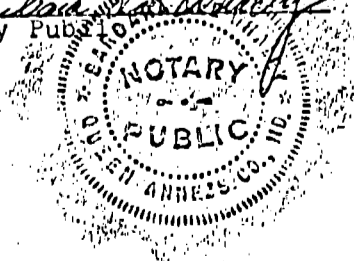
*Barbara L. Whaley*

*Robert C. Thompson* (SEAL)  
Robert C. Thompson

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

I HEREBY CERTIFY, That on this *1st* day of *AUGUST*, 1973, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared FRANK S. DUDLEY, VIRGINIA I. DUDLEY and ROBERT C. THOMPSON, and severally acknowledged the foregoing Articles of Incorporation to be their act.

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

*Barbara L. Whaley*  
Notary Public  


-5-

ARTICLES OF INCORPORATION  
OF

TIDEWATER INVESTMENTS, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland August 27, 1973 at 8:30 o'clock A. M. as in conformity  
with law and ordered recorded.

A 25693

Recorded in Liber 1099, folio 6 764, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 10.00 ----- Recording fee paid \$ 15.00 -----

To the clerk of the Circuit Court of Queen Annes County

IT IS HEREBY CERTIFIED, that the within instrument, together with all indorsements 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.

*Richard H. Bell*



STATE OF MARYLAND,  
QUEEN ANNES COUNTY, NOT.  
I HEREBY CERTIFY THAT  
THIS Charter WAS  
RECEIVED FOR RECORD THIS 3  
DAY OF Aug. 1974 AT 9:45 P. M.  
BK 5926 AND RECORDED IN  
LIBER 1099 - 3 folio 764 Charter.  
RECORD BOOK FOR QUEEN ANNES  
COUNTY  
*Charles W. Coil* CLERK.

RECEIVED FOR RECORD Jan 3, 1974

ARTICLES OF INCORPORATION

OF

BAR-FRAN, INC.

THIS IS TO CERTIFY:

FIRST: That the undersigned, ARTHUR F. REINHARDT, whose post office address is P.O. Box 277, Glen Burnie, Maryland 21061, an adult over the age of 21 years, is the incorporator desiring to form a corporation under the General Laws of the State of Maryland.

SECOND: The name of the Corporation (which is hereafter called the "Corporation") is Bar-Fran, Inc.

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

1. To purchase, acquire, hold, improve, sell, convey, assign, release, mortgage, incumber, lease, hire, license, deal in and dispose of real and personal property of every kind type, nature and description; to plan, develop and subdivide land into lots and to dispose of the same by sale, lease, rental, mortgage, pledge or conveyance and to construct and develop roads, streets, alleys, lanes, easements, rights-of-ways, sewage facilities, drainage facilities and utilities therein or thereon; to build, erect, construct, maintain, operate and use dwelling houses, residences, commercial and industrial structures, and recreational facilities thereon and to dispose of the same by sale, lease, rental, mortgage, pledge, or conveyance of any kind.

2. To buy, sell, dispose of, deal in, distribute and generally carry on and operate laundry and dry cleaning establishments, stores and outlets for alcoholic beverages, general merchandise, food and food products, and dry goods generally without limitation as to classes of products or merchandise usually kept for sale or trade in connection with the general merchandising business, with full authority to acquire, hold, own, sell, mortgage, assign, transfer, invest, deal in or deal with 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 the corporation.

3. 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.

4. To buy, sell, mortgage, lease, rent, build upon, improve, develop, subdivide, 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 purposes of promoting the general development of any such land or lands of the corporation, or of enhancing its value.

5. 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 the 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.

6. 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.

7. To apply for, obtain, purchase, or otherwise acquire any franchises, patents, copyrights, licenses, trademarks, 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.

8. 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.

9. 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, 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.

10. 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.

11. 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 of 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 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 Grasonville, Maryland 21638 and the resident agent of the corporation is Charles E. Smith whose post office address is P.O. Box 147, Grasonville, Maryland 21638. Said resident agent is a citizen of the State of Maryland and actually resides therein.

*Queen Anne's  
County*

FIFTH: The corporation shall have at least three (3) directors and they are to be ARTHUR F. REINHARDT whose post office address in P.O. Box 277, Glen Burnie, Maryland 21061, CHARLES E. SMITH, whose post office address is P.O. Box 147, Grasonville, Maryland 21638 and BARBARA ANN SMITH, whose post office address is P.O. Box 147, Grasonville, Maryland 21638 and said parties 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) 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 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 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 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 three-fourths (3/4) 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 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 representatives 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, I have signed this Articles of In-  
corporation, this 29th day of August, 1973.

WITNESS:

Charles J. Arnold      Arthur F. Reinhardt (SEAL)

STATE OF MARYLAND

to wit:

COUNTY OF QUEEN ANNE'S

I HEREBY CERTIFY, That on this 29th day of August,  
1973, before me, the subscriber, a Notary Public of the State  
of Maryland in and for the County aforesaid, personally appeared  
ARTHUR F. REINHARDT and he did acknowledge the foregoing Articles  
of Incorporation to be his act.

AS WITNESS MY HAND AND NOTARIAL SEAL.



Kathleen Connors  
NOTARY PUBLIC

My Commission Expires 7/1/77

ARTICLES OF INCORPORATION  
OF  
BAR-FRAN, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland September 4, 1973 at 2:24 o'clock P. M. as in conformity  
with law and ordered recorded.

A 25876

Recorded in Liber 2001, folio 521, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 17.00

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

IT IS HEREBY CERTIFIED, that the within instrument, together with all indorsements 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  
THIS Charter WAS  
RECEIVED FOR RECORD THIS 3  
DAY OF Jan, 1974 AT 9:45 A. M.  
RE 55766 AND RECORDED IN  
LIBER 2001 folio 353 Charter  
RECORD BOOK FOR QUEEN ANNE'S  
COUNTY

Charles W. Cecil OLRRK.

LIBER

3 PAGE 389

RECEIVED FOR RECORD Jan 3, 1974

ARTICLES OF INCORPORATION

OF

B & D WOOD PRODUCTS, INC.

\*\*\*\*\*

FIRST: WE, the undersigned, Edwin B. Fockler, III, whose post office address is R. D. #1, Perryville, Maryland, Sandra J. Rhudy, whose post office address is R. D. #1, Port Deposit, Maryland, and Rose W. Duncan, whose post office address is 3 Fairhill Road, Elkton, Maryland, all being at least 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 shall be: B & D WOOD PRODUCTS, INC.

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

To manufacture, buy, sell, cut and deal in, either for itself or as agent for others, timber, lumber, millwork, furniture, building materials, and other products of any kind or any nature; to make and purchase materials for the construction of buildings, to own, manage, operate, lease, and sell buildings, to own, lease, and sell tracts of timber and to conduct and carry on the business of logging, or any other work or business, in connection with logging and timber operations, and wood manufacture of any kind and nature whatsoever, and to acquire, own, use, convey, and otherwise dispose of and deal in real and personal property or any interest therein, and to do all things permitted by law necessary for the furtherance of the purposes hereinabove set forth.

FOURTH: The post office address of the principal office of the corporation in this State is: P. O. Box 17, Pearce Road, Millington, Maryland, 21651; the name and post office address of the resident agent of the corporation in this State is Fockler & Wilson, 103 Court House Plaza, Elkton, Maryland, 21921; and that said resident agent is a citizen of this State and actually resides herein.

FIFTH: The 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.

*Queen  
Anna W.*

SIXTH: The number of directors of this corporation shall be three (3), and until their successors are duly qualified are Edwin B. Fockler, III, Sandra J. Rhudy, and Rose W. Duncan.

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

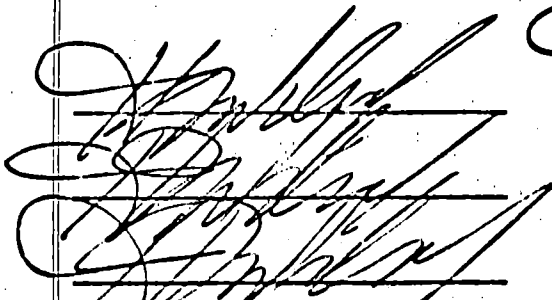
1. The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of stock of any class, whether now or hereafter authorized, and of securities convertible into shares of stock of any class or classes, whether now or hereafter authorized.

2. The Board of Directors is hereby empowered to authorize the issuance of One Thousand (1,000) full paid and non-assessable shares of common stock without par value for such consideration as the Board of Directors may deem advisable.

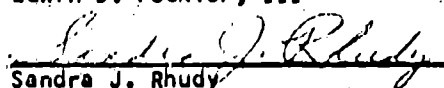
EIGHTH: The duration of the corporation shall be perpetual.

IN WITNESS WHEREOF we have signed these Articles of Incorporation this 30<sup>th</sup> day of August, 1973.

WITNESS:



3  (SEAL)  
Edwin B. Fockler, III

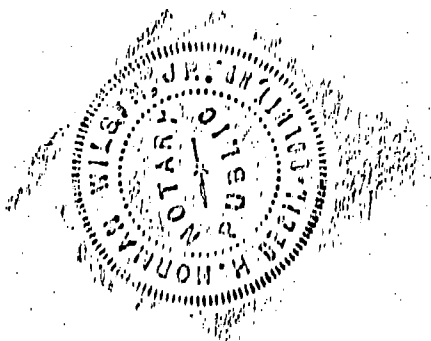
 (SEAL)  
Sandra J. Rhudy

 (SEAL)  
Rose W. Duncan

STATE OF MARYLAND, COUNTY OF CECIL, to wit:

I HEREBY CERTIFY, that on this 30<sup>th</sup> day of August, 1973, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared EDWIN B. FOCKLER, III, SANDRA J. RHUDY and ROSE W. DUNCAN and severally acknowledged the foregoing Articles of Incorporation to be their act.

WITNESS my hand and Notarial Seal.



  
Notary Public  
My Commission Expires: 7/1/74

ARTICLES OF INCORPORATION  
OF  
B & D WOOD PRODUCTS, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland September 4, 1973 at 8:30 o'clock A. M. as in conformity  
with law and ordered recorded.

A 25807

Recorded in Liber 2001, folio 163, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 15.00

To the clerk of the Circuit Court of Queen Annes County

IT IS HEREBY CERTIFIED, that the within instrument, together with all indorsements 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.

*Richard H. Keller*



STATE OF MARYLAND,  
QUEEN ANNES COUNTY, SCT.  
I HEREBY CERTIFY THAT  
THIS Charter  
RECEIVED FOR RECORD THIS 3  
DAY OF Jan 1974 AT 9:45 A.M.  
RE SS. No. 6 AND RECORDED IN  
LIBER 2001 - 3 folio 390 Charter  
RECORD BOOK FOR QUEEN ANNE'S  
COUNTY  
*Charles W. Cecil* CLERK

RECEIVED FOR TESCO, D. SO. 3, 1974

NELSON RECREATIONAL ENTERPRISES, INC.

Articles of Dissolution

Nelson Recreational Enterprises, 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:

FIRST: The Corporation is hereby dissolved.

SECOND: The name of the Corporation is as hereinabove set forth and at the post office address of the principal office of the Corporation in the State of Maryland is Piney Narrows Marina, Route 50, Chester, Maryland 21619.

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 actions, suit or proceeding pending or hereafter instituted or filed against the Corporation for one (1) year after Dissolution and thereafter until the affairs of the Corporation are wound up, is Michael L. Schwartz, 1700 Tower Building, Baltimore, 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 are as follows:

<u>NAME</u>	<u>POST OFFICE ADDRESS</u>
David Freishtat, Personal Representative of the Estate of Kenneth P. Nelson	1700 Tower Building Baltimore, Md. 21202
I. William Schimmel	10 E. Fayette Street Baltimore, Maryland 21202
Robert Nelson	Piney Narrows Marina Rt. 50 Chester, Maryland

FIFTH: The name, title and post office address of each of the officers of the Corporation are as follows:

FREIGHTAT  
AND  
SCHWARTZ  
ATTORNEYS AT LAW  
SUITE 1700 TOWER BUILDING  
BALTIMORE, MD. 21202  
301-727-7740

<u>NAME</u>	<u>TITLE</u>	<u>POST OFFICE ADDRESS</u>
Marsella Nelson	President	Greenwood Creek Road Quecnstown, Md. 21658
I. William Schimmel	Secretary- Treasurer	10 E. Fayette Street Baltimore, Md. 21202

SIXTH: A majority of the entire Board of Directors of the Corporation, at a meeting dully convened and held on September 14, 1972, adopted a resolution declaring that dissolution of the Corporation was advisable and directing that the proposed dissolution be submitted for action thereon at a special meeting of the stockholders of the Corporation to be held on September 21, 1972.

SEVENTH: Notice stating that a purpose of the meeting of stockholders would be to take action upon the proposed dissolution was given, as required by law, to all stockholders of the Corporation entitled to vote thereon. The dissolution of the Corporation as so proposed was authorized by the stockholders of the Corporation at said meeting by the unanimous vote of all votes entitled to be cast thereon.

EIGHTH: The dissolution of the Corporation as hereinabove set forth has been dully advised by the Board of Directors and approved by the stockholders of the Corporation as required by law and by the Charter of the Corporation.

NINTH: Notice that dissolution of the Corporation had been dully authorized pursuant to Article 23 of the Annotated Code of Maryland was mailed on May 22, 1973 to all known creditors of the Corporation.

TENTH: These Articles of Dissolution are accompanied by certificates of the Comptroller of the Treasurer of the State of Maryland and of the following collectors of Taxes (being all collectors of Taxes and the list thereof heretofore supplied to the Corporation by the State Department of Assessment and Taxation) stating in effect that all taxes levied on assessments made by the said Commission and billed by and payable to such collecting

authorities by the Corporation has 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, namely: NONE.

IN WITNESS whereof, Nelson Recreational Enterprises, Inc., has caused these presences 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 22 day of August, 1973.

John J. Schimmel  
Attest  
Secretary

Marcella C. Nelson  
President

STATE OF MARYLAND

to wit:

CITY OF BALTIMORE

I HEREBY CERTIFY that on this 22<sup>nd</sup> day of August, 1973, before me, the undersigned, a Notary Public of the State of Maryland in and for the City aforesaid, personally appeared Marcella Nelson, who acknowledged herself to be the President, of NELSON RECREATIONAL ENTERPRISES, INC., a body corporate of the State of Maryland, and that she, as such President, being authorized so to do executed the foregoing instrument for the purposes therein contained by signing the name of NELSON RECREATIONAL ENTERPRISES, INC., by her as President and in my presence signed and sealed the same.

IN WITNESS WHEREOF, I Hereunto set my Hand and Official Seal.

FREIGHTAT  
AND  
SCHWARTZ  
ATTORNEYS AT LAW  
SUITE 1700 TOWER BUILDING  
BALTIMORE, MD. 21206  
801-787-7740

My Commission Expires: 7/4/74

Heather Leland  
Notary Public  
113 East Park  
Arnold, Md.

LIBER

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## STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

301 WEST PRESTON STREET

BALTIMORE, MARYLAND 21201

ALBERT W. WARD  
DIRECTORWILLIAM H. RILEY  
CHIEF SUPERVISOR  
OF ASSESSMENTS

July 12, 1973

FREISHTAT and SCHWARTZ  
Suite 1700 Tower Building  
222 E. Baltimore Street  
Baltimore, Md. 21202

THIS IS TO CERTIFY that according to the records of the State Department of Assessments and Taxation, assessments of personal property taxable to

NELSON INTERNATIONAL ENTERPRISES, 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 81, or otherwise:

NOTE

This certificate is made pursuant to Chapter 135 of the Acts of 1951.

WITNESS my hand and the Seal of the State Department of Assessments and Taxation of Maryland, at Baltimore, this 12th day of July, 1973.

*Mary E. Thomas*  
Mary E. Thomas  
303-2531

ME1/mlw



STATE OF MARYLAND  
COMPTROLLER OF THE TREASURY  
STATE TREASURY BUILDING  
P. O. BOX 466                      PHONE 267-8805  
ANNAPOLIS, MARYLAND 21404

LOUIS L. GOLDSTEIN  
COMPTROLLER  
BERNARD F. NOSSEL  
CHIEF DEPUTY  
ROBERT L. SWANN  
ASSISTANT TO COMPTROLLER  
J. BASIL WISNER  
ASSISTANT TO 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

NELSON RECREATIONAL ENTERPRISES, INC.  
have been paid.

WITNESS my hand and official seal this  
twenty-eighth      day of August      A.D. 1973.



*Mary Ellen Hopkins*  
Deputy Comptroller

ARTICLES OF DISSOLUTION

OF

NELSON RECREATIONAL ENTERPRISES, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland August 29, 1973 at 10:00 o'clock A. M. as in conformity with law and ordered recorded.

A 25729

Recorded in Liber 2000, folio 263, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

SPECIAL FEE  
Bonus tax paid \$ 15.00 Recording fee paid \$ 15.00

To the clerk of the Circuit Court of Queen Annes County

IT IS HEREBY CERTIFIED, that the within instrument, together with all indorsements 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.

*Richard H. Keller*



STATE OF MARYLAND,  
QUEEN ANNES COUNTY, SCT.  
I HEREBY CERTIFY THAT  
THIS Dissolution WAS  
RECEIVED FOR RECORD THIS 3  
DAY of Jan, 1974 AT 9:45 AM  
RECORDED IN  
LIBER 2000-3 folio 393, Charter  
RECORD BOOK FOR QUEEN ANNES  
COUNTY  
*Charles W Cecil*  
CLERK

RECEIVED FOR RECORD Jan. 3, 1974

CERTIFICATE

I, Dorothea Morris, Secretary of KRA-BARR CORP. (the "Corporation") do hereby certify that the following resolutions were duly adopted by Written Consent in Lieu of a Special Meeting of the Board of Directors of the Corporation on July 1, 1973, (in accordance with Article 23, Section 58 of the Annotated Code of Maryland (1957)), and that such resolutions are still in full force and effect:

RESOLVED: That the post office address of the principal office of the Corporation in the State of Maryland (formerly 1213 DeVere Drive, Silver Spring, Maryland 20903) is changed to, and shall henceforth be, Pier One Marina, Stevensville, Maryland 21666.

RESOLVED FURTHER: That the resident agent of the Corporation (formerly Allen I. Morris at 1213 DeVere Drive, Silver Spring, Maryland 20903) shall henceforth be Nathan Morris whose post office address is Pier One Marina, Stevensville, Maryland 21666. Nathan Morris is a resident of the State of Maryland.

Dated: July 1, 1973

Dorothea A. Morris  
Dorothea Morris, Secretary

LIBER

3 PAGE 399

RECEIVED FOR RECORD Jan. 3 1974CERTIFICATE

I, Dorothea Morris, Secretary of Allen Development Corporation (the "Corporation") do hereby certify that the following resolutions were duly adopted by Written Consent in Lieu of a Special Meeting of the Board of Directors of the Corporation on July 1, 1973, (in accordance with Article 23, Section 58 of the Annotated Code of Maryland (1957)), and that such resolutions are still in full force and effect:

RESOLVED: That the post office address of the principal office of the Corporation in the State of Maryland (formerly 1213 DeVere Drive, Silver Spring, Maryland 20903) is changed to, and shall henceforth be, Pier One Marina, Stevensville, Maryland 21666; and

RESOLVED FURTHER: That the resident agent of the Corporation (formerly Allen I. Morris at 1213 DeVere Drive, Silver Spring, Maryland 20903), shall henceforth be Nathan Morris whose post office address is Pier One Marina, Stevensville, Maryland 21666. Nathan Morris is a resident of the State of Maryland.

Dated: July 1, 1973

Dorothea Morris  
Dorothea Morris, Secretary

RECEIVED

*February 14, 1974*

RECORDED  
INDEXED

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 19th day of November 1973, 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 One Hundred Fifty Thousand Dollars (\$150,000) to One Hundred Eighty Thousand Dollars (\$180,000), and that the Certificate of Incorporation of the Corporation be amended to affect that result, and that a 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 21st day of January, 1974, at which time 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 Section II of the Articles of Incorporation of The Sudlersville Bank of Maryland, of Sudlersville, Maryland be amended to read as follows:

"Section II, the total amount of the capital stock of said Corporation is One Hundred Eighty Thousand Dollars (\$180,000) divided into eighteen thousand (18,000) shares of par value of Ten Dollars (\$10.00) each."

The Three Thousand additional shares authorized by said amendment shall be sold at a price of Forty-Six Dollars (\$46.00) per share, and each 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 five old shares presently owned at a price of Forty-Six Dollars (\$46.00) per share.

All stock not subscribed to 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 Forty-Six Dollars (\$46.00) 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 President and Vice President of The Sudlersville Bank of Maryland, of Sudlersville, Maryland, have hereunto affixed their signatures this 28th day of January, 1974, and certify that the foregoing resolutions were passed as above set forth, and the said President and Vice President have further acknowledged this Certificate of Amendment for and

on behalf of the said Corporation.

*John E. George*  
President of The Sudlersville Bank  
of Maryland, Sudlersville, Maryland

*William M. D. Roe*  
Vice President of The Sudlersville  
Bank of Maryland, Sudlersville, Maryland

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

I HEREBY CERTIFY that on this 28th day of January, 1974,  
before me, the subscriber, a Notary Public of the State of  
Maryland, in and for the County aforesaid, personally appeared  
JOHN E. GEORGE, President of The Sudlersville Bank of Maryland,  
and WILLIAM M. D. ROE, Vice-President of The Sudlersville Bank  
of Maryland, and on behalf of The Sudlersville Bank of Maryland,  
each acknowledged the foregoing Certificate of Amendment as  
the act and deed of said Corporation.

WITNESS my hand and Notarial Seal.

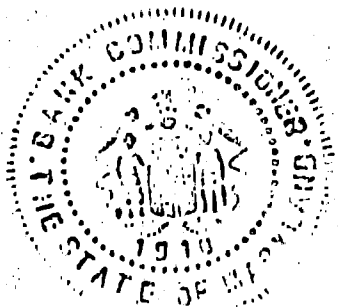
*M. Isidore Trutt*  
Notary Public



CERTIFICATE OF APPROVAL

The foregoing Articles of Amendment of The Sudlersville Bank of  
Maryland, Sudlersville, Maryland, are hereby approved this 11th day of  
February, 1974.

*Albert E. Clark*  
ALBERT E. CLARK  
DEPUTY BANK COMMISSIONER



LIBER

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RECEIVED FOR RECORD July 23, 1974 ARTICLES OF INCORPORATION

OF

GRASON INVESTMENTS, INC.

## THIS IS TO CERTIFY:

FIRST: That the undersigned, Charles E. Smith, whose post office address is P.O. Box 147, Grasonville, Maryland 21638, an adult over the age of 21 years, is the incorporator desiring to form a corporation under the General Laws of the State of Maryland.

SECOND: The name of the Corporation (which is hereafter called the "Corporation") is Grason Investments, Inc.

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

1. To purchase, acquire, hold, improve, sell, convey, assign, release, mortgage, incumber, lease, hire, license, deal in and dispose of real and personal property of every kind type, nature and description; to plan, develop and subdivide land into lots and to dispose of the same by sale, lease, rental, mortgage, pledge or conveyance and to construct and develop roads, streets, alleys, lanes, easements, rights-of-ways, sewage facilities, drainage facilities and utilities therein or thereon; to build, erect, construct, maintain, operate and use dwelling houses, residences, commercial and industrial structures, and recreational facilities thereon and to dispose of the same by sale, lease, rental, mortgage, pledge, or conveyance of any kind.
2. To buy, sell, dispose of, deal in, distribute and generally carry on and operate laundry and dry cleaning establishments, stores and outlets for alcoholic beverages, general merchandise, food and food products, and dry goods generally without limitation as to classes of products or merchandise usually kept for sale or trade in connection with the general merchandising business, with full authority to acquire, hold, own, sell, mortgage, assign, transfer, invest, deal in or deal with 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 the corporation.
3. 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.
4. To buy, sell, mortgage, lease, rent, build upon,

improve, develop, subdivide, 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 purposes of promoting the general development of any such land or lands of the corporation, or of enhancing its value.

5. 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 the 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.

6. 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 herein-after 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.

7. To apply for, obtain, purchase, or otherwise acquire any franchises, patents, copyrights, licenses, trademarks, 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.

8. 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.

9. 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, 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.

10. 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.

11. 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 of 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 aforesaid 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 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 Grasonville, Maryland 21638 and the resident agent of the corporation is Charles E. Smith whose post office address is P.O. Box 147, Grasonville, Maryland 21638. 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 and they are Charles E. Smith and Barbara Ann Smith, whose post office address is P.O. Box 147, Grasonville, Maryland 21636, and Arthur F. Reinhardt, whose post office address is P.O. Box 277, Glen Burnie, Maryland 21061 and said parties 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 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 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 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 three-fourths (3/4) 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 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 representatives 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, I have signed this Articles of Incorporation, this 18th day of September, 1973.

WITNESS:

Kathy Conroy

Charles E. Smith (SEAL)

STATE OF MARYLAND

to wit:

COUNTY OF Queen Anne's

I HEREBY CERTIFY, That on this 10th day of September, 1973, before me, the subscriber, a Notary Public of the State of Maryland in and for the County aforesaid, personally appeared Charles E. Smith and he did acknowledge the foregoing Articles of Incorporation to be his act.

AS WITNESS MY HAND AND NOTARIAL SEAL.



Kathy Conroy  
NOTARY PUBLIC

My Commission Expires: 7/1/74.

LIBER 3 PAGE 410  
ARTICLES OF INCORPORATION  
OF  
GRASON INVESTMENTS, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland September 21, 1973 at 8:30 o'clock A. M. as in conformity  
with law and ordered recorded.

A 26187

Recorded in Liber 2004, folio 535, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 17.00

To the clerk of the Circuit Court of Queen Annes County

IT IS HEREBY CERTIFIED, that the within instrument, together with all indorsements 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.

*Richard H. Keller*



STATE OF MARYLAND,  
QUEEN ANNES COUNTY, SCT.  
I HEREBY CERTIFY THAT  
THIS *Charter* WAS  
RECEIVED FOR RECORD THIS *22*  
DAY OF *Sept* 1974 AT *8:30* A.  
M. RE *56030* AND RECORDED IN  
LIBER *2004* - *3* folio *404* *Charter*  
RECORD BOOK FOR QUEEN ANNES  
COUNTY

CLERK.

*Grason Investments, Inc.*

71

RECEIVED FOR RECORD Feb. 22, 1924 ARTICLES OF INCORPORATION

OF  
THE HILL INN, INC.

THIS IS TO CERTIFY:

FIRST: That we, the subscriber, ALBERT L. BOONE, whose Post Office address is Queenstown, Queen Anne's County, Maryland; RUBY LEE BOONE, whose Post Office address is Queenstown, Queen Anne's County, Maryland; and MAE A. BUTLER, whose Post Office address is Queen Anne, 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

"THE HILL 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.

(d) To acquire by purchase or in any other manner, and to take, receive, own, hold, use, employ, improve and otherwise



deal with any property, real or personal, or any interest therein, wherever situated.

(e) 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 Route #1, Box 23, Queenstown, Queen Anne's County, Maryland. <sup>21658</sup> The Resident Agent of the Corporation is Mae A. Butler, Route #1, Box 17B, Queen Anne, Queen Anne's County, Maryland. <sup>21657</sup> 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 Albert L. Boone, Ruby Lee Boone and Mae A. Butler 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 Albert L. Boone, Ruby Lee Boone and Mae A. Butler shall constitute the governing board of the corporation, as well as its Directors.

IN WITNESS WHEREOF, We have signed these Articles of Incorporation this 8<sup>th</sup> day of October, 1973.

Witness:

[Signature]

[Signature]

[Signature]

Albert L. Boone (SEAL)  
Albert L. Boone

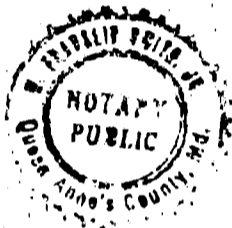
Ruby Lee Boone (SEAL)  
Ruby Lee Boone

Mae A. Butler (SEAL)  
Mae A. Butler

STATE OF MARYLAND, QUEEN ANNE'S COUNTY, To wit:

I HEREBY CERTIFY that on this 8<sup>th</sup> day of October, 1973, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County aforesaid, personally appeared ALBERT L. BOONE, RUBY LEE BOONE and MAE A. BUTLER, 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.



William A. Butler

Notary Public

My Commission expires: JULY 1, 1974

LIBER

3 PAGE 413

NSJ

LIBER 3 PAGE 414

ARTICLES OF INCORPORATION

OF

THE HILL INN, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland October 15, 1973 at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

A 26848

4

Recorded in Liber 2011, folio 657, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus 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 indorsements 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.

*Richard H. Keller*



STATE OF MARYLAND,  
QUEEN ANNE'S COUNTY, SUP.  
I HEREBY CERTIFY THAT  
THIS Charter ... WAS  
RECEIVED FOR RECORD THIS 15th ...  
DAY OF Oct. 1973 AT ... M.  
RE 56030 AND RECORDED IN  
LIBER 2011-3 folio 657 Charter  
RECORD BOOK FOR QUEEN ANNE'S  
COUNTY  
Charles W. Cecil CLERK.

The Hill Inn, Inc

7

RECEIVED FOR RECORD *March 6, 1974*

CHANGE OF RESIDENT AGENT  
OF  
THE GUNSTON SCHOOL, INCORPORATED

In accordance with Article 23, §8, of the Annotated Code of Maryland, I hereby certify that at a meeting of the Board of Trustees of The Gunston School, Incorporated, held on September 20, 1973, the following Resolution was adopted:

RESOLVED, that Paul M. Long, whose post office address is The Gunston School, Centreville, Maryland 21617, is hereby designated as Resident Agent of the Corporation, in place of Howard Wood, III.



*John P. W. Vest*  
\_\_\_\_\_  
John P. W. Vest  
President

ATTEST:

*John W. Sause, Jr.*  
\_\_\_\_\_  
John W. Sause, Jr.  
Secretary

LIBER 3 PAGE 416

NOTICE OF CHANGE OF RESIDENT AGENT

OF

THE GUNSTON SCHOOL, INCORPORATED

received for record November 27, 1973, at 2:30 P. M.  
and recorded on Film No. 2012 Frame No. 266 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 No 10317

Special Fee Paid \$3.00  
Recording Fee Paid 2.00  
Total \$5.00

Mr. Clerk - Mail to: The Gunston School, Incorporated  
ATT: Paul M. Long  
Centreville, Md. 21617

des

STATE OF MARYLAND,  
QUEEN ANNES COUNTY, SO. J.  
I HEREBY CERTIFY THAT  
THIS Change of Resident Agent WAS  
RECEIVED FOR RECORD THIS 6th  
DAY OF Nov 1973 AT 2:30 P.  
M. \$6.20 AND RECORDED IN  
LIBER WC-3 folio 415 Cluster  
RECORD BOOK FOR QUEEN ANNES  
COUNTY  
Charles W. Coaf CLERK.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
hereby gives notice that ARTICLES OF DISSOLUTION of the  
RYPL AND SBORDONE ENTERPRISES, INC  
were received for record on OCTOBER 30 19 73,  
in accordance with the provisions of Sec. 77 of Art. 23 of the  
Code (1957 Edition).

RECEIVED FOR RECORD

*March 6, 1974*

Albert W. Ward

Director

RECEIVED FOR RECORD

*March 6, 1974*

ARTICLES OF DISSOLUTION  
OF  
RYPL and SBORDONE ENTERPRISES, INC.

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

FIRST: The name and post office address of its resident agent for the service of process in any action, suit or proceeding now pending or hereinafter instituted or filed against the Corporation for one year after dissolution and thereafter until the affairs of the corporation are wound up is:

George J. Goldsborough, Jr., Esq.  
P. O. Box 1148  
Easton, Maryland 21601

SECOND: The names and post office addresses of each of the directors of the Corporation are:

Amella M. Rypl  
190 Old Tappan Road  
Tappan, New York 10983

E. Peter Rypl  
445 West 23rd Street  
New York, New York 10011

William C. Rypl  
190 Old Tappan Road  
Tappan, New York 10983

THIRD: The names and post office addresses of each of the officers of the Corporation are:

President: E. Peter Rypl  
445 West 23rd Street  
New York, New York 10011

Vice-President: William C. Rypl  
190 Old Tappan Road  
Tappan, New York 10983

Secretary-Treasurer: Amella M. Rypl  
190 Old Tappan Road  
Tappan, New York 10983

LIBER

3 PAGE 417

FOURTH: The dissolution of the Corporation was duly advised by unanimous resolution of the Board of Directors at a special meeting held for that purpose and was thereafter authorized by the sole stockholder at a special meeting pursuant to notice thereof.

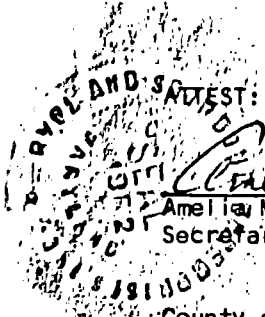
FIFTH: The Corporation has no known creditors.

SIXTH: Pursuant to a plan of complete liquidation and dissolution, the Corporation has ceased the active conduct of its business as provided by Section 337 of the Internal Revenue Code and has distributed all of its assets in complete liquidation except for assets retained to meet its final tax obligations.

SEVENTH: The Corporation is hereby dissolved.

IN WITNESS WHEREOF, Rypl and Sbordone Enterprises, 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 January 31, 1973.

RYPL and SBORDONE ENTERPRISES, INC.



Attest:  
Amelia M. Rypl  
Secretary

By: E. Peter Rypl  
President

County of ROCKLAND )  
State of New York )

I HEREBY CERTIFY, that on <sup>FEBRUARY</sup> ~~JANUARY~~ 5TH, 1973, before me, the subscriber, a Notary Public of the State of New York, in and for the County of ROCKLAND, personally appeared E. Peter Rypl, President of Rypl and Sbordone, 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 Amelia M. Rypl and made oath in due form of law that she is Secretary of said corporation and that said Articles of Dissolution are true to the best of her knowledge, information and belief.

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

My Commission Expires: 3/9/74

Fred A. Stewart  
Notary Public  
FRED A. STEWART  
Notary Public in the State of New York  
Residing in Rockland County  
My Term Expires Mar. 30, 1974



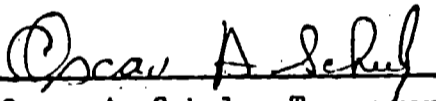
OSCAR A. SCHULZ  
TREASURER  
HELEN E. PARDEE  
DEPUTY  
ELEANOR H. HUNTER  
ASSISTANT DEPUTY

TREASURER OF QUEEN ANNE'S COUNTY  
CENTREVILLE, MARYLAND

July 24, 1973

To Whom it may concern:

This is to state that there are no taxes due Queen Anne's County from RYPL and SBORDONE ENTERPRISES, INC. as of July 1, 1973. The Real Estate taxes have been paid through June 30, 1973.

  
Oscar A. Schulz, Treasurer





STATE OF MARYLAND  
COMPTROLLER OF THE TREASURY  
STATE TREASURY BUILDING  
P. O. BOX 486      PHONE 267-8805  
ANNAPOLIS, MARYLAND 21404

LOUIS L. GOLDSTEIN  
COMPTROLLER  
BERNARD F. NOSSEL  
CHIEF DEPUTY  
ROBERT L. SWANN  
ASSISTANT TO COMPTROLLER  
J. BASIL WISNER  
ASSISTANT TO 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

RYPL AND SBORDONE ENTERPRISES, INC.  
have been paid.

WITNESS my hand and official seal this  
twenty-fifth      day of September A.D. 19 73 .



*Mary Ellen Hopkins*  
Deputy Comptroller

ARTICLES OF DISSOLUTION  
OF  
RYPL AND SBORDONE ENTERPRISES, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland                      October 30, 1973    at 8:30 o'clock            A. M. as in conformity  
with law and ordered recorded.

**A 27083**

Recorded in Liber 2013, folio 674, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Special Fee                      15.00  
~~State Tax~~ paid \$-----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 indorsements 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.

*Richard H. Keller*



STATE OF MARYLAND,  
QUEEN ANNE'S COUNTY, SOY.  
I HEREBY CERTIFY THAT  
THIS *Article of Dissolution* AS  
RECEIVED FOR RECORD THIS *6th*  
DAY OF *Nov* 1974 AT *MD*  
RE *56202* AND RECORDED IN  
LIBER *Cwe-3 folw 417* Charter  
RECORD BOOK FOR QUEEN ANNE'S  
COUNTY  
*Charles W. Beal* CLERK.

LIBER            3 PAGE 421

RECEIVED FOR RECORD March 6, 1924

LIBER 3 PAGE 422

ARTICLES OF INCORPORATION  
OF  
SILVER DOLLAR, INC.

FIRST: The undersigned, John E. Lawhorne, Essie J. Lawhorne and Henry P. Lane, whose post office addresses are Stevensville, Maryland 21666, each being at least twenty-one years of age, do hereby form a corporation under the general laws of the State of Maryland.

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

SILVER DOLLAR, INC.

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

(a) To buy, sell, hold, store, manufacture, distill, brew, distribute, warehouse and otherwise in all manner deal in and with liquors, wines, vineous liquors, malts, beers, ales, brandies and cordials and other spirituous and fermented and distilled alcoholic beverages and by-products thereof and such other commodities as are or may be used and employed in and about the selling, distribution, storage, warehousing and disposing of the aforesaid products.

(b) To buy, lease, build, own, hold, equip, mortgage, sell and otherwise deal with any and all types of warehouses, offices, storage houses, display rooms, billboards, signs and other advertising equipment, trucks, loading devices and all other structures or equipment necessary or desirable for the wholesale or retail distribution and sale or other activity in connection with the handling of alcoholic beverages of all types for distribution.

(c) To own, conduct, operate, maintain and carry on the business of restaurant, and to sell and dispense foods, beverages of all kinds and to do any and all things necessary and

pertinent to said business.

(d) To own, conduct, operate, maintain, and carry on the business of retail or wholesale of groceries, and to sell and dispense foods, beverages, canned goods, notions, drugs, prescriptions, narcotics, athletic equipment, marine supplies, fishing tackle, live bait, patent medicines, and all other allied and related products and goods of all kinds and to do any and all things necessary and pertinent to the said business or businesses.

(e) To sell, buy and otherwise deal in notes, stocks, bonds or other investments, including the right to hold, buy, sell, lease, mortgage or otherwise encumber, sell and dispose of real and personal property of all kinds and descriptions.

(f) To subscribe or cause to be subscribed for, and to purchase or to acquire, hold for investments, sell, assign, transfer, mortgage, pledge, exchange, distribute or otherwise dispose of the whole or any part of the shares of the capital stock, bonds, coupons, mortgages, deeds of trust, debentures, securities, obligations and other evidences of indebtedness of any corporation, or common law trust, now or hereafter existing, and whether created by or under the laws of the State of Maryland, or otherwise, and while owners of any said shares of capital stocks or bonds or other property to exercise all rights, powers and privileges of ownership of every kind and description, including the right to vote thereon, with power to designate some person for that purpose from time to time to the same extent as natural persons might or could do; and also to purchase, hold and sell any of its obligations, including investment trust certificates and to make credit advances thereon as may be determined from time to time.

(g) 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.

(h) 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.

(i) 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.

(j) To purchase, lease or otherwise acquire, all or any part of the property, rights, businesses, contracts, good-will, franchises and assets of every kind, or 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.

(k) To apply for, obtain, purchase or otherwise acquire, any patents, copyrights, licenses, trademarks, 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.

(l) To purchase or otherwise acquire, hold and reissue shares of the capital stock of any class.

(m) To guarantee the payment of dividends upon any shares 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 and securities or other evidence or indebtedness created or issued by any such other corporation or association.

(n) 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 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.

(o) 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.

(p) To carry out any part or all 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 purposes, object or business, in any manner to 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 the State of Maryland is Stevensville, Maryland 21666. The Resident Agent of the Corporation is John E. Lawhorne, whose post office address is Stevensville, Maryland 21666. 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 without par value, all of one class.

SIXTH: The number of directors of the Corporation shall be three, 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 qualified are: John E. Lawhorne, Essie J. Lawhorne and Henry P. Lane.

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, for which it may have authority to issue, 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.

(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 corporations; 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, any 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 and not so interested.

(c) The Board of Directors shall have power, from time to time, to fix and 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 the dividends, on, the times and prices of redemption of, and the commission rights of, such shares.

(d) The Board of Directors shall have the power to declare and authorize the payment of stock dividends, whether or not payable in stock of one class to holders 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 businesses, 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 1<sup>st</sup> day of November, A.D., in the year one thousand nine hundred and seventy-three, and severally acknowledge same to be our act.

WITNESS:

<u>Eileen H. Camper</u>	as to	<u>John E. Lawhorne</u> John E. Lawhorne
<u>Eileen H. Camper</u>	as to	<u>Essie J. Lawhorne</u> Essie J. Lawhorne
<u>Eileen H. Camper</u>	as to	<u>Henry P. Lane</u> Henry P. Lane

ARTICLES OF INCORPORATION

OF

SILVER DOLLAR, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland November 19, 1973 at 8:30 o'clock A.M. as in conformity with law and ordered recorded.

A 27635

*[Handwritten signature]*

Recorded in Liber 2018, folio 242, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid \$20.00 Recording fee paid \$19.00

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

IT IS HEREBY CERTIFIED, that the within instrument, together with all indorsements 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.

*Richard H. Keller*



STATE OF MARYLAND,  
QUEEN ANNE'S COUNTY, SCT.  
I HEREBY CERTIFY THAT  
THIS *Charter* WAS  
RECEIVED FOR RECORD THIS *6th*  
DAY OF *Nov* 1974 AT *8:30* A.  
M. *RE 56202* AND RECORDED IN  
LIBER *200-3* folio *422* *Charter*  
RECORD BOOK FOR QUEEN ANNE'S  
COUNTY

*Charles W. Cecil* CLERK.

LIBER 3 PAGE 429

RECEIVED FOR RECORD March 6, 1924

CASTLE RESTAURANT AND LOUNGE, INC.

ARTICLES OF INCORPORATION

FIRST: That We, the undersigned, John B. Price, whose post office address is Chester, Maryland 21619; Rome Joseph Strong, whose post office address is Centreville, Maryland 21617; and Phillip E. Price, whose post office address is Chester, Maryland 21619, 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:

CASTLE RESTAURANT AND LOUNGE, 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 construct, own, buy, sell, lease, equip and operate hotels, restaurants, cafes, theaters, amusement parks and amusement enterprises of all kinds; to manufacture, grow, compound, create and generally deal in all kinds of food, food stuffs and food products, and to sell and to dispense alcoholic beverages and liquids of all kinds; 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, lease or otherwise acquire and dispose of real estate, property rights, business, good-will, franchises and assets of every kind or corporation, firm, partnership or individual, 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 pay for the same in cash, bonds or other securities of the Corporation, or otherwise.

(c) To carry on any of the businesses hereinbefore enumerated or 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 the transaction of its aforesaid businesses, 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 or rights.

(d) 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, indentures, 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, pledge, 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.

(e) To exercise all and every the powers and rights conferred on corporations generally by the laws of the United States of America, the State of Maryland and all other states and countries in which the Corporation may do business; to conduct its business in the State of Maryland and elsewhere, provided that in the transaction of its business, the Corporation shall be subject to the laws and statutes of each state in which the same may be transacted or its property may be located.

It is the intention that the Corporation shall be authorized to exercise and enjoy all other powers, rights, and privileges granted to or conferred upon corporations of this character by the laws of the State of Maryland, and that the enumeration of powers herein is not intended as exclusive or in limitation of, or as a waiver of, any other powers, rights or privileges, granted or conferred by the laws of the State of Maryland, now or hereafter in force, except as in this Article expressly limited or restricted, but in furtherance of the same.

FOURTH: The post office address of the place at which the principal office of the Corporation in this state shall be located is Chester, Queen Anne's County, Maryland 21619. The resident agent of the Corporation is H. Thomas Price, whose post office address is Chester, Maryland 21619. 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 No Par Value, having no aggregate par value.

SIXTH: The number of directors of the Corporation shall be (3) three, 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: John B. Price, Rome Joseph Strong and Phillip E. Price.

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:

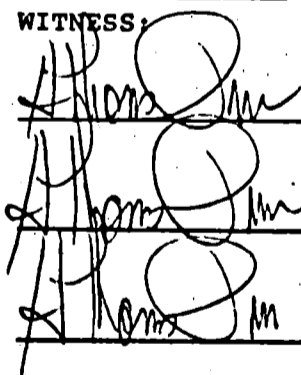
(1) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, and securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration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


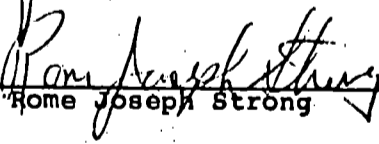

(2) The Board of Directors of the Corporation is hereby empowered to authorize the purchase by the Corporation out of its surplus, at such time or times, and in such amounts as it shall deem advisable, shares of its own stock of any class, whether now or hereafter authorized and securities convertible into shares of its 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, re-issue 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 ineffective or invalidated by the fact that any Director or Officer of this Corporation is pecuniarily interested in such contract or transaction, or the director, officer or member of such other corporation or firm, provided that the fact of such interest, office or membership shall be disclosed or shall have been made known 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 this 31st day of October, 1973.

WITNESS:

  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

  
\_\_\_\_\_  
John B. Price  
  
\_\_\_\_\_  
Rome Joseph Strong  
  
\_\_\_\_\_  
Phillip E. Price

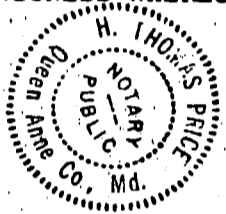
STATE OF MARYLAND,

to wit:

COUNTY OF QUEEN ANNE'S,

I HEREBY CERTIFY, that on this 31<sup>st</sup> day of October, 1973, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County aforesaid, personally appeared JOHN B. PRICE, ROME JOSEPH STRONG and PHILLIP E. PRICE, known to me (or satisfactorily proven) and they severally acknowledged the foregoing Articles of Incorporation to be their act.

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



*H. Thomas Price*  
Notary Public  
Marling Farm, Chester, Md. 21619  
My Commission Expires: July 1, 1974

ARTICLES OF INCORPORATION  
OF

CASTLE RESTAURANT AND LOUNGE, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland November 12, 1973 at 8:30 o'clock A.M. as in conformity  
with law and ordered recorded.

A 27449

Recorded in Liber 2016, folio 608, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$20.00 Recording fee paid \$15.00

To the clerk of the Circuit Court of Queen Annes County

IT IS HEREBY CERTIFIED, that the within instrument, together with all indorsements 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.

*Richard H. Keller*



STATE OF MARYLAND,  
QUEEN ANNES COUNTY, SOI.  
I HEREBY CERTIFY THAT  
THIS *Charter* WAS  
RECEIVED FOR RECORD THIS *6*  
DAY OF *Nov*, 1974. AT  
NK 56202 AND RECORDED IN  
LIBER *2016* folio *608* *Charter*  
BOOK FOR QUEEN ANNES  
COUNTY  
*Shane W. Ceaf* CLERK.

RECEIVED FOR RECORD *March 6, 1974*

717

ARTICLES OF INCORPORATION  
OF  
THE AUGUST CORPORATION

THIS IS TO CERTIFY:

FIRST: That the undersigned, Winfred E. Clevenger, whose post office address is Grasonville, Maryland 21638, an adult over the age of 21 years, is the incorporator desiring to form a corporation under the General Laws of the State of Maryland.

SECOND: The name of the Corporation (which is hereafter called the "Corporation") is The August Corporation

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

1. To purchase, acquire, hold, improve, sell, convey, assign, release, mortgage, encumber, lease, hire, license, deal in and dispose of real and personal property of every kind type, nature and description; to plan, develop and subdivide land into lots and to dispose of the same by sale, lease, rental, mortgage, pledge or conveyance and to construct and develop roads, streets, alleys, lanes, easements, rights-of-ways, sewage facilities, drainage facilities and utilities therein or thereon; to build, erect, construct, maintain, operate and use dwelling houses, residences, commercial and industrial structures, and recreational facilities thereon and to dispose of the same by sale, lease, rental, mortgage, pledge, or conveyance of any kind.

2. To buy, sell, dispose of, deal in, distribute and generally carry on and operate laundry and dry cleaning establishments, stores and outlets for alcoholic beverages, general merchandise, food and food products, and dry goods generally without limitation as to classes of products or merchandise usually kept for sale or trade in connection with the general merchandising business, with full authority to acquire, hold, own, sell, mortgage, assign, transfer, invest, deal in or deal with 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 the corporation.

3. 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.

4. To buy, sell, mortgage, lease, rent, build upon, improve, develop, subdivide, 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 purposes of promoting the general development of any such land or lands of the corporation, or of enhancing its value.

5. 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 the 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.

6. 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 herein after 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.

7. To apply for, obtain, purchase, or otherwise acquire any franchises, patents, copyrights, licenses, trademarks, 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.

8. 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.

9. 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, 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.

10. 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.

11. 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 of 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 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 Grasonville, Maryland 21638 and the resident agent of the corporation is Charles E. Smith whose post office address is P.O. Box 147, Grasonville, Maryland 21638. 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 and are to be Winfred E. Clevenger, whose post office address is Grasonville, Maryland 21638, Catherine J. Clevenger, whose post office address is Grasonville, Maryland 21638, and Charles E. Smith, whose post office address is P.O. Box 147, Grasonville, Maryland 21638 and said parties 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 300 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 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 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 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 three-fourths (3/4) 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 disposi-

tion 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 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 representatives 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, I have signed this Articles of Incorporation, this 31st day of October, 1973.

WITNESS:

Kathy Conroy

Winfred E. Clevenger (SEAL)  
Winfred E. Clevenger

STATE OF MARYLAND

to wit:

COUNTY OF QUEEN ANNE'S

I HEREBY CERTIFY, That on this 31st day of October, 1973, before me, the subscriber, a Notary Public of the State of Maryland in and for the County aforesaid, personally appeared Winfred E. Clevenger and he did acknowledge the foregoing Articles of Incorporation to be his act.

AS WITNESS MY HAND AND NOTARIAL SEAL.



Kathy Conroy  
NOTARY PUBLIC

My Commission Expires: 7/1/74.

ARTICLES OF INCORPORATION  
OF  
THE AUGUST CORPORATION

approved and received for record by the State Department of Assessments and Taxation  
of Maryland November 5, 1973 at 8:30 o'clock A. M. as in conformity  
with law and ordered recorded.

A 27237

Recorded in Liber 2015, folio 107, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 17.00

To the clerk of the Circuit Court of Queen Annes County

IT IS HEREBY CERTIFIED, that the within instrument, together with all indorsements 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.

*Richard H. Kella*



STATE OF MARYLAND,  
QUEEN ANNES COUNTY, SGT.  
I HEREBY CERTIFY THAT  
THIS Charter was recorded this 6th  
day of Nov 1974 at 8:30 A.  
M. 56202 and RECORDED IN  
LIBER cwe-3 folio 435 Charter  
RECORD BOOK FOR QUEEN ANNE'S  
COUNTY  
*Charles W. Cuff* CLERK

LIBER 3 PAGE 441

*The August Corp.*

RECEIVED FOR RECORD *March 11, 1974*

LIBER

3 PAGE 442

ARTICLES OF INCORPORATION

OF

CHESTER LIQUORS, INC.

DEC 19

CLERK  
KENT

THIS IS TO CERTIFY:

RECEIPT NO. A25745

FIRST: That the undersigned, Phillip Anderson Leep, whose post office address is Kingstown, Chestertown, Maryland 21620, an adult over the age of 21 years, is the incorporator desiring to form a corporation under the General Laws of the State of Maryland.

SECOND: The name of the Corporation (which is hereafter called the "Corporation") is Chester Liquors, Inc.

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

1. The operation of package liquor stores, taverns, Inns, cafes, delicatessens, carry-out shops and all other types of food and beverage establishments.

2. To buy, sell, dispose of, deal in, distribute and generally carry on and operate laundry and dry cleaning establishments, stores and outlets for alcoholic beverages, general merchandise, food and food products, and dry goods generally without limitation as to classes of products or merchandise usually kept for sale or trade in connection with the general merchandising business, with full authority to acquire, hold, own, sell, mortgage, assign, transfer, invest, deal in or deal with 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 the corporation.

3. 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.

4. To buy, sell, mortgage, lease, rent, build upon, improve, develop, subdivide, 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 purposes of promoting the general development of any such land or lands of the corporation, or of enhancing its value.

5. 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 the 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.

6. 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.

7. To apply for, obtain, purchase, or otherwise acquire any franchises, patents, copyrights, licenses, trademarks, 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.

8. 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.

9. 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, 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.

10. 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.

11. 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 of 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 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 Kingstown, Chestertown, Maryland 21620 and the resident agent of the corporation is Phillip Anderson Leep whose post office address is Kingstown, Chestertown, Maryland 21620. 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 and they are Phillip Anderson Leep, whose post office address is Kingstown, Chestertown, Maryland 21620, Deena Mae Leep, whose post office address is 1619 Belt Street, Baltimore, Maryland 21630, and Ronald Kocia, whose post office address is 7328 Stratton Way, Baltimore, Maryland 21224 and said parties 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) 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 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 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 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 or any outstanding stock shall be valid unless such change in the terms thereof shall have been authorized by the holders

of three-fourths (3/4) 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 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 representatives 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, I have signed this Articles of Incorporation, this 8th day of August, 1973.

WITNESS:

Kathy Comegys Philip Anderson (SEAL)

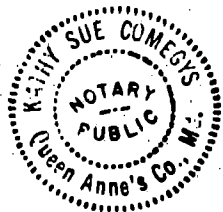
STATE OF MARYLAND

COUNTY OF

to wit:

I HEREBY CERTIFY, That on this 8th day of August, 1973, before me, the subscriber, a Notary Public of the State of Maryland in and for the County aforesaid, personally appeared Phillip Anderson Leep and he did acknowledge the foregoing Articles of Incorporation to be his act.

AS WITNESS MY HAND AND NOTARIAL SEAL.



Kathy Comegas  
NOTARY PUBLIC

My Commission Expires: 7/1/74

ARTICLES OF INCORPORATION  
OF  
CHESTER LIQUORS, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland August 13, 1973 at 8:30 o'clock A. M. as in conformity  
with law and ordered recorded.

A 25376

Recorded in Liber 2025 6 1096 , folio 520 66 one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus 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 indorsements 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.

*Richard H. Keller*



STATE OF MARYLAND,  
QUEEN ANNE'S COUNTY, SOI.  
I HEREBY CERTIFY THAT  
THIS Charter WAS  
RECEIVED FOR RECORD THIS 11th  
DAY OF Mar 19 74 AT 10:55 A.M.  
RE 56265 AND RECORDED IN  
LIBER 1096 - 3 folio 442 Charter  
RECORD BOOK FOR QUEEN ANNE'S  
COUNTY  
*Charles W. Carl* CLERK.

LIBER 3 PAGE 447

ARTICLES OF INCORPORATION

OF

AVA DALE CORPORATION

THIS IS TO CERTIFY:

FIRST: That the undersigned, J. Wesley Ruth,<sup>JR</sup> whose post office address is Chester, Maryland 21619, an adult over the age of 21 years, is the incorporator desiring to form a corporation under the General Laws of the State of Maryland.

SECOND: The name of the Corporation (which is hereafter called the "Corporation") is the AVA DALE CORPORATION.

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

1. To buy, sell, rent, lease, mortgage, repair, build, or otherwise deal in any and all types of Marine, Craft and Vessels in any matter what so ever without limitation.

2. To buy, sell, dispose of, deal in, distribute and generally carry on and operate laundry and dry cleaning establishments, stores and outlets for alcoholic beverages, general merchandise, food and food products, and dry goods generally without limitation as to classes of products or merchandise usually kept for sale or trade in connection with the general merchandising business, with full authority to acquire, hold, own, sell, mortgage, assign, transfer, invest, deal in or deal with 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 the corporation.

3. 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.

4. To buy, sell, mortgage, lease, rent, build upon, improve, develop, subdivide, 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 purposes of promoting the general development of any such land or lands of the corporation, or of enhancing its value.

5. 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 the 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.

6. 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.

7. To apply for, obtain, purchase, or otherwise acquire any franchises, patents, copyrights, licenses, trademarks, 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.

8. 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.

9. 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, 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.

10. 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.

11. 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 of 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 aforesaid 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 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 Chester, Maryland 21619 and the resident agent of the corporation is J. Wesley Ruth whose post office address is Chester, Maryland 21619. 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 and they are J. Wesley Ruth and Sharon J. Ruth, who both reside at Chester, Maryland 21619 and Charles E. Smith, whose post office address is P.O. Box 147, Grasonville, Maryland 21638 and said parties 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 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 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 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 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 three-fourths (3/4) 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 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 representatives 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, I have signed this Articles of Incorporation, this 11th day of December, 1973.

WITNESS:

Kathy Conroy

J. Wesley Ruth, Jr. (SEAL)  
J. Wesley Ruth, Jr.

STATE OF MARYLAND

to wit:

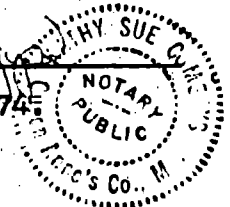
COUNTY OF QUEEN ANNE'S

I HEREBY CERTIFY, That on this 11th day of December,

1973, before me, the subscriber, a Notary Public of the State of Maryland in and for the County aforesaid, personally appeared J. Wesley Ruth and he did acknowledge the foregoing Articles of Incorporation to be his act.

AS WITNESS MY HAND AND NOTARIAL SEAL.

*Kathy Compton*  
NOTARY PUBLIC  
My Commission Expires: 7/1/74

A circular notary seal for Kathy Compton, Notary Public, State of Maryland. The seal contains the text "KATHY SUE COMPTON", "NOTARY PUBLIC", and "STATE OF MARYLAND".

LIBER 3 PAGE 454

ARTICLES OF INCORPORATION  
OF  
AVA DALE CORPORATION

approved and received for record by the State Department of Assessments and Taxation  
of Maryland December 14, 1973 at 8:30 o'clock A. M. as in conformity  
with law and ordered recorded.

A 28191

Recorded in Liber 2023, folio 7 519, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 17.00

To the clerk of the Circuit Court of Queen Annes County

IT IS HEREBY CERTIFIED, that the within instrument, together with all indorsements 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.

*Richard H. Keller*



STATE OF MARYLAND,  
QUEEN ANNES COUNTY, SCT.  
I HEREBY CERTIFY THAT  
THIS *Charles* WAS  
RECEIVED FOR RECORD THIS *11*  
DAY OF *May* 1974 AT *10:55* P.M.  
RR *522.65* AND RECORDED IN  
LIBER *Cwe-3* folio *448* *Charles*  
RECORD BOOK FOR QUEEN ANNE'S  
COUNTY  
*Charles W. Esler* CLERK.

RECEIVED

March 11, 1974

KENNELSLAY MARINA, INC.

220

ARTICLES OF INCORPORATION

In compliance with the requirements of the General Corporation Law of the State of Maryland, the undersigned, being of more than 21 years of age, desiring that he may form a business corporation under the general laws of the State of Maryland, does hereby certify:

FIRST: The name of the corporation is KENNELSLAY MARINA, INC.

SECOND: The name and mailing address of the Incorporator is as follows:

<u>Name</u>	<u>Mailing Address</u>
Joseph S. Hessenthaler	1300 Two Girard Plaza Philadelphia, Pennsylvania 19102

who desires to form a corporation under the general laws of the State of Maryland.

THIRD: The name and post office address of the resident agent of the corporation in this State is:

<u>Name</u>	<u>Address</u>
Geoffrey Leonard, Postmaster	Church Hill Maryland 21623

FOURTH: The post office address of the principal office of the corporation in this state is P.O. Box 87, Church Hill, Maryland 21623.

FIFTH: The purpose for which the corporation shall be organized under the General Corporation Law of the State of Maryland is to engage in any or all activities necessary and relating to the operation of a Marina.

SIXTH: The aggregate number of shares which the corporation shall have authority to issue is One Thousand (1,000) shares of the par value of Ten Cents (\$.10) per share. All such shares are of one class and are designated as Common Stock.

SEVENTH: The Board of Directors shall consist of three members. The names of those who shall act as Directors until the first annual meeting of shareholders is as follows:

Truman H. Newberry, II	Joy Ann Newberry
Mary Josephine Newberry	

IN TESTIMONY WHEREOF, the undersigned Incorporator has

signed and sealed these Articles of Incorporation this 3rd day of December, 1973.

*Joseph S. Hessenthaler* (SEAL)  
JOSEPH S. HESSENTHALER

COUNTY OF PHILADELPHIA:  
: SS  
STATE OF PENNSYLVANIA :

I, *Helen M. Schmid*, a Notary Public do hereby certify that on the *3rd* day of *December*, 1973, personally appeared before me, Joseph S. Hessenthaler, who being by me first duly sworn, declared that he is the person who signed the foregoing document as Incorporator, and that the statements therein contained are true.

*Helen M. Schmid*  
Notary Public

HELEN M. SCHMID, Notary Public  
Philadelphia, Philadelphia County, Pa.  
My Commission Expires May 18, 1975

ARTICLES OF INCORPORATION  
OF  
KENNERSLAY MARINA, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland December 6, 1973 at 8:30 o'clock A.M. as in conformity  
with law and ordered recorded.

A 28052

Recorded in Liber 7022, folio 53, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 15.00

To the clerk of the Circuit Court of Queen Annes County

IT IS HEREBY CERTIFIED, that the within instrument, together with all indorsements 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.

Richard H. Keller



STATE OF MARYLAND,  
QUEEN ANNES COUNTY, SCT.  
I HEREBY CERTIFY THAT  
THIS Charter WAS  
RECEIVED FOR RECORD THIS 11  
DAY OF March 1974 AT 10:55 A.M.  
RE 56295 AND RECORDED IN  
LIBER ewc-3 folio 455 Charter  
RECORD BOOK FOR QUEEN ANNES'S  
COUNTY  
Charles W. Culp CLERK  
LIBER 3 PAGE 457

RECEIVED FOR RECORD March 11, 1974

E. E. PEARCE &amp; CO., INC.

## ARTICLES OF AMENDMENT

THE E. E. Pearce & Co., Inc., a Maryland corporation having its principal office in Millington, Queen Anne's County, Maryland (hereinafter called the Corporation), hereby certifies to the State Department of Assessments and Taxation of the State of Maryland, that:

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

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

"PEARCE LUMBER, INC."

SECOND: The amendment to the charter of the Corporation herein made consists only of a change in the name of the Corporation by merely changing "E. E. Pearce & Co., Inc." to "Pearce Lumber, Inc."; and the said amendment was approved by vote of a majority of the entire board of directors at a meeting duly convened and held October 22, 1973; and there are no shares of stock of the corporation entitled to vote thereon either outstanding or subscribed for.

IN WITNESS WHEREOF, E. E. Pearce & 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 and attested by its Secretary on the 14<sup>th</sup> day of December, 1973,

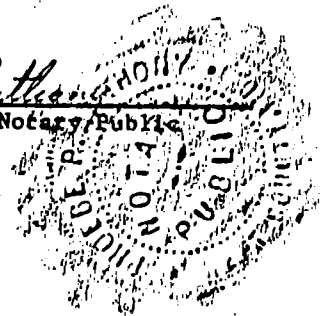
E. E. PEARCE &amp; CO., INC.

BY: H. Duval Pearce  
H. Duval Pearce, PresidentAttest: [Signature]  
Secretary

KENT  
STATE OF MARYLAND, COUNTY OF ~~BERKSHIRE~~ to wit:

I HEREBY CERTIFY, that on 12th day of December, 1973, before me, the subscriber, a Notary Public of the State of Maryland in and for the County of Kent ~~QUINCY~~ personally appeared H. Duval Pearce, President of E.E. Pearce & Co., 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 Ernest S. Cookerly 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.

Charles P. Carter  
Notary Public  


My commission expires: 7/1/74.



J  
LIBER 3 PAGE 460

ARTICLES OF AMENDMENT

OF

E. E. PEARCE & CO., INC.

Changing its name to

PEARCE LUMBER, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland December 17, 1973 at 8:30 o'clock A. M. as in conformity  
with law and ordered recorded.

A 28218

Recorded in Liber 2023, folio 673, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$-----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 indorsements 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.

*Richard V. Keller*



STATE OF MARYLAND,  
QUEEN ANNE'S COUNTY, SCT.  
I HEREBY CERTIFY THAT  
THIS Amendment was  
RECEIVED FOR RECORD THIS 11  
DAY OF Dec. 1974 AT 10:55 A.M.  
BK 56265 AND RECORDED IN  
LIBER 2023 folio 458 Charter  
RECORD BOOK FOR QUEEN ANNE'S  
COUNTY  
*Charles W. Carl* CLERK.

RECEIVED FOR RECORD *March 11, 1974*

THE RECORD-OBSERVER CORPORATION

A Close Corporation

ARTICLES OF AMENDMENT

The Record-Observer Corporation, 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 Articles Fifth, Sixth and Seventh of the Articles of Incorporation and inserting in lieu thereof the following:

FIFTH: The total number of shares of stock which the Corporation has authority to issue is two thousand five hundred (2,500) shares. All of such stock is of one class and is nominated common stock; and each share has a par value of Five Dollars (\$5.00). The aggregate par value of all shares is Twelve Thousand Five Hundred Dollars (\$12,500.00).

SIXTH: The Corporation is a close corporation authorized by Article 23, Section 100, of the Annotated Code of Maryland.

SEVENTH: Upon the effective time of the charter document containing this Article, the Corporation shall have no board of directors. Thereafter, the business and affairs of the Corporation shall be managed by direct action of the stockholders; and all powers given to directors by law may be exercised by the stockholders.

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

IN WITNESS WHEREOF, The Record-Observer 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, this 29th day of November, 1973. In accordance with Article 23, Section 127B, of the Annotated Code of Maryland, the officers hereby acknowledge the foregoing Articles of Amendment to be the corporate act of the Corporation and, under the penalties of perjury, certify that the matters and facts set forth therein are true in all material respects to the best of their knowledge, information and belief.

ATTEST:

THE RECORD-OBSERVER CORPORATION

*Dorothy M. Monroe*  
Dorothy M. Monroe  
Secretary

By: *John W. Sause, Jr.*  
John W. Sause, Jr.  
President

LIBER

3 PAGE 461

LIBER 3 PAGE 462

ARTICLES OF AMENDMENT

OF

THE RECORD-OBSERVER CORPORATION

approved and received for record by the State Department of Assessments and Taxation of Maryland November 30, 1973 at 2:45 o'clock P. M. as in conformity with law and ordered recorded.

A 27881

Recorded in Liber 2020, folio 380, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 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 indorsements 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.

Richard H. Kella



STATE OF MARYLAND, QUEEN ANNE'S COUNTY, SOI. I HEREBY CERTIFY THAT THIS Amendment WAS RECEIVED FOR RECORD THIS 11 DAY OF November AT 10:55 A.M. IN 56.2.65 AND RECORDED IN THE REC-3 folio 461 Charter RECORD BOOK FOR QUEEN ANNE'S COUNTY. Charles W. Cook CLERK.

RECEIVED FOR RECORD

March 11, 1974

ARTICLES OF REVIVAL

(Under Section 85)

Cloverfields Club, Inc., a Maryland corporation having its principal office in Queen Annes 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 Dec. 2, 1964, 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 Cloverfields Club, Inc.

THIRD: The name by which the Corporation will hereafter be known is Cloverfields Club, Inc.

FOURTH: (a) The post office address of the principal office of the Corporation in the State of Maryland is ~~No.~~ Romancoke ~~Street,~~ Stevensville, Queen Annes, County, Maryland, 21666 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 Catherine C. Wallman, ~~No.~~ Romancoke ~~Street,~~ Stevensville, Md. 21666 Queen Annes, 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 and 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 Officers

IN WITNESS WHEREOF, the undersigned, who were respectively the last acting ~~President~~ (or Vice-President) and Secretary ~~(or-Treasurer)~~ of the Corporation, have signed these Articles of Revival on *NOVEMBER 28*, 1973

*Olive J. Nichols*

Olive J. Nichols.

Last Acting ~~President~~ (or Vice-President) X


*Catharino S. Wallman*

Last Acting Secretary (~~or-Treasurer~~) X

STATE OF MARYLAND  
County of QUEEN ANNE, as

I HEREBY CERTIFY that on NOVEMBER 26, 1973  
before me, the subscriber, a notary public of the State of MARYLAND  
in and for the County of QUEEN ANNE, personally  
appeared OLIVE J. NICKLES, the last acting President-(~~er~~ Vice-  
President) and CATARINE E. WALLMAN the last acting Secretary  
(~~er-Treasurer-~~) of CLOVERFIELDS CLUB, INC. a Maryland  
corporation, and severally acknowledge the foregoing Articles of  
Revival to be their act.

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

*Reginald W. Jones*  
*My Commission Expires 1/1/1974*  


LIBER 3 PAGE 466

ARTICLES OF REVIVAL

OF

CLOVERFIELDS CLUB, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland December 10, 1973 at 11:00 o'clock A. M. as in conformity with law and ordered recorded.

A 28061

Recorded in Liber 2022 folio 87, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Special Fee 5.00  
Recording fee paid \$ 15.00

To the clerk of the Circuit Court of Queen Annes County

IT IS HEREBY CERTIFIED, that the within instrument, together with all indorsements 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.

*Barbara H. Keller*

STATE OF MARYLAND,  
QUEEN ANNES COUNTY, SOU.

I HEREBY CERTIFY THAT  
THIS Revival WAS  
RECEIVED FOR RECORD THIS 11th  
DAY OF Dec 1974 AT 10:55 A.M.  
IN bk 56265 AND RECORDED IN  
LIBER 2022 folio 87 Charter  
RECORD BOOK FOR QUEEN ANNE'S  
COUNTY  
*Charles W. Cecil* CLERK.



RECEIVED FOR RECORD Mar 22, 1974

State of Maryland, Talbot County, To-wit:

Received February 22, 1974 at 4:00 o'clock P.M.Receipt No. 160581 John T. Baynard Clerk

## ARTICLES OF INCORPORATION

OF

DUFFEY FORD TRACTOR, INC.

WHICH IS A CLOSE CORPORATION

THIS IS TO CERTIFY:

FIRST: That I, the subscriber, Harry J. Duffey, III, whose post office address is Centreville, Maryland, 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, set forth and execute these Articles with the intention of forming a corporation.

SECOND: That the name of the corporation (which is herein-after called the "CORPORATION") is:

DUFFEY FORD TRACTOR, INC.

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

(a) To manufacture, assemble, install, purchase, sell, repair, service, store, lease, sublease and trade in industrial, farming and agricultural machinery, tools, apparatus, equipment, and supplies of all kinds; motor trucks, cars and vehicles; tractors, backhoes, loaders, motors, engines, windmills, pumps, silos, private water supply and sewage disposal systems, heating, lighting, and refrigerating plants and appliances, and, generally, all kinds of machines, devices, conveniences, implements and supplies for industrial, farm, garden, dairy or household use.

(b) 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.



(c) 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.

(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, subdevelop, improve, mortgage, sell, exchange, let, or in any manner encumber or dispose of real property wherever situate.

(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 any part 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 enter into and perform contracts of every sort and description with any person, firm, association, corporation,

municipality, county, state, nation, or other body politic, or with any colony, dependency, or agency of any of the foregoing.

(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, possession, 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 enter into and carry out agreements in the form of options, rights of first refusal, buy and sell agreements, or otherwise, with all or some of the holders of its shares of capital stock, evidences of indebtedness, bonds or securities, or others, providing, in whole or in part, for the acquisition, purchase, redemption or disposal, or relating to the control, or restricting the transfer, of shares of its capital stock, evidences of indebtedness, bonds, or securities, by this CORPORATION and/or by others, and this provision shall also authorize any such agreements to which the CORPORATION is not a party.

(k) To guarantee the payment of dividends upon any shares of stock of, or the performance of any contract by, any

other corporation, association or other venture, entity, or enterprise 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 evidence of indebtedness created or issued by any such other corporation, association or other venture, entity, or enterprise.

(l) 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 (including bonds, debentures, notes and other obligations convertible into stock of the CORPORATION), 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.

(m) To carry on any of the business hereinbefore enumerated for itself, or for the account of others, or through others for its own account, or with others in a partnership or joint venture or other entity, whether as a limited or general partner or otherwise, 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.

(n) 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, possessions, 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, possessions 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 purposes, object, or businesses 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 Wye Mills, Maryland 21679. The resident agent of the CORPORATION is Harry J. Duffey, III, whose post office address is Centreville, Maryland, 21617. Said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The CORPORATION is a close corporation authorized by Article 23, entitled "Corporations", of the General Public Laws of Maryland.

SIXTH: The CORPORATION shall have no directors, but Harry J. Duffey, III, shall act as director until the organization meeting of the director and the issuance of some stock of the CORPORATION has been completed.

SEVENTH: The total number of shares of stock of all classes which the CORPORATION has authority to issue is Two Hundred Thousand (200,000) shares of the par value of One Dollar (\$1.00) 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 Two Hundred Thousand Dollars (\$200,000.00).

EIGHTH: The following provisions are hereby adopted for the purpose of defining, limiting, and regulating the powers of the CORPORATION and of the stockholders:

(a) 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 stockholders or officers of this CORPORATION are pecuniarily or otherwise interested in, or are stockholders, directors, or officers of such other corporation; any stockholder or officer individually, or any firm of which any stockholder or officer may be a member, may be 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 all the stockholders; and any stockholder of this CORPORATION who is also a stockholder, 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 stockholders of this CORPORATION which shall authorize any such contract or transaction, with like force and effect as if he were not such stockholder, director or officer of such other corporation or not so interested.

(b) 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 or contract rights of any of its outstanding stock by classification, reclassification, or otherwise.

(c) The holders of the common stock of the CORPORATION shall be entitled to a preemptive right to subscribe for or purchase, in the proportions which their holdings bear to the outstanding common stock, any sale of common stock or any sales of new preferred stock which may be issued by the CORPORATION, regardless of whether such shares are issued for cash or property, consist of treasury shares, are issued pursuant to Articles of Merger, are shares without present voting power, are issued and sold to the CORPORATION'S officers or other employees or officers of or other employees of a subsidiary corporation, or relate to the convertible features of bonds, notes, debentures or other

obligations.

(d) Except as otherwise provided in the Articles of Incorporation or by the By-Laws of the CORPORATION, as from time to time amended, business of the CORPORATION shall be managed by its stockholders, which shall have and may exercise all powers of the CORPORATION.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation of the 2nd day of October, 1973.

Beverly M. Ringgold

Harry J. Duffey III  
Harry J. Duffey III

STATE OF MARYLAND, QUEEN ANNE'S COUNTY, to wit:

I hereby certify that on this 2nd day of October, 1973, before me, the subscriber, a Notary Public of the State of Maryland, in and for Queen Anne's County, personally appeared Harry J. Duffey, III, and acknowledged the foregoing Articles of Incorporation to be his act.

Witness my hand and Notarial Seal.



Beverly M. Ringgold  
Notary Public

My Commission Expires July 1, 1974.

LIBER 3 PAGE 474  
ARTICLES OF INCORPORATION  
OF  
DUFFEY FORD TRACTOR, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland October 3, 1973 at 8:30 o'clock A. M. as in conformity  
with law and ordered recorded.

A 26559

8

Recorded in Liber 2009, folio 103, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 40.00 Recording fee paid \$ 19.00

To the clerk of the Circuit Court of Talbot County

IT IS HEREBY CERTIFIED, that the within instrument, together with all indorsements 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.

*Richard H. Keeler*



RECEIVED FOR RECORD  
OCT 17 1973  
CLERK  
RECORDED IN CLERK'S  
OFFICE  
FILE 467  
OCT 17 1973  
CLERK

17 PAGE 509

State of Maryland,  
Talbot County, To-wit:  
Received the 20th day of  
August, 1973, at 8:30  
A. M. as recorded, and  
filed in Liber 2009, folio 103,  
one of the  
Record Books of  
Talbot County  
per *Richard H. Keeler*  
Clerk

4502

*Included  
in Summary*

Check 521.00

b

RECEIVED FOR RECORD ~~Copy 1, 1974~~

CERTIFICATE OF CONVEYANCE

OF REAL PROPERTY BY ARTICLES OF MERGER

Pursuant to Article 23, Section 66(g) (2) of the Annotated Code of Maryland (1966 Replacement Volume), Title "Corporations", subtitle "Consolidation, Merger and Other Transfer of Property": We hereby certify that the herein described property is being conveyed by Articles of Merger of BAY BRIDGE DEVELOPMENT COMPANY into W. EVANS BUCHANAN COMPANY.

REAL PROPERTY AFFECTED: (Show separately for each parcel deed reference and brief description preferably as shown on recent tax bill).

see attached Exhibit A

Ordinary Post Office Address for receipt tax bills:

8720 Georgia Avenue, Suite 704  
Silver Spring, Maryland 20910

For Department use only.

As Witness to the act of the State Department of Assessments and Taxation at Baltimore, this 31<sup>st</sup> day of July, 1973, I have set my hand and caused the seal of said Department to be hereto affixed.

Robert W. Ward - Director  
Supervisor - Charter Division

\*Note : Submit in duplicate.

LIBER

3 PAGE 475



ALL that tract or parcel of land situate, lying and being on Kent Island in the Fourth Election District of Queen Anne's County, State of Maryland, being that part of the lands known as the "Barrington Tract of Dr. Charles E. Snyder," lying northerly of the right of way line of U. S. Route No. 50-301 (Chesapeake Bay Bridge Approach), bounded on the east by the waters of the Chesapeake Bay, and more particularly described by metes and bounds, courses and distances according to a survey and plat thereof in July, 1965, by William R. Ruttle, registered surveyor, as follows, to wit:

BEGINNING for the same at the intersection of the northwest side of old Maryland Route No. 404 (20 feet from the centerline) and the northeast side of U. S. Route No. 50 (120 feet from the centerline, as shown on State Roads Commission Plat 29926); and running thence, by and with the north side of U.S. Route No. 50 North 73 degrees 41 minutes West, 533.07 feet to a concrete monument and South 16 degrees 12 minutes West, 20.00 feet to a concrete monument and the northeast side of said road as shown on State Roads Commission Plat 7119 and 7120 (100 feet from the centerline); thence, by and with the northeast side of said road North 73 degrees 41 minutes West 3617.65 feet to a fence post and North 73 degrees 41 minutes West 38 feet more or less to the mean high waters of the Chesapeake Bay; thence, by and with the mean high waters of the Chesapeake Bay the twenty-two (22) following courses and distances:

1. North 44 degrees 02 minutes 30 seconds East, 380.13 feet
2. North 21 degrees 27 minutes 20 seconds East, 431.93 feet
3. North 21 degrees 03 minutes 10 seconds West, 283.95 feet
4. South 89 degrees 36 minutes 10 seconds West, 144.00 feet
5. North 20 degrees 41 minutes 40 seconds West, 48.10 feet
6. North 49 degrees 32 minutes East, 232.65 feet
7. North 46 degrees 42 minutes 40 seconds West, 94.79 feet
8. North 46 degrees 30 minutes 50 seconds East, 109.66 feet
9. North 01 degrees 48 minutes 50 seconds West, 158.09 feet
10. North 01 degrees 48 minutes 50 seconds West, 104.81 feet
11. North 02 degrees 18 minutes 10 seconds East, 174.14 feet
12. North 15 degrees 26 minutes 50 seconds East, 157.70 feet
13. South 85 degrees 53 minutes 70 seconds East, 139.36 feet
14. North 47 degrees 39 minutes 50 seconds East, 365.26 feet
15. South 78 degrees 01 minutes 30 seconds East, 33.73 feet
16. North 40 degrees 58 minutes 30 seconds East, 382.78 feet
17. North 39 degrees 41 minutes 40 seconds East, 328.80 feet
18. North 34 degrees 18 minutes 10 seconds West, 129.53 feet
19. North 31 degrees 42 minutes 50 seconds East, 209.24 feet
20. South 87 degrees 59 minutes 30 seconds East, 57.04 feet
21. South 22 degrees 20 minutes 70 seconds East, 78.92 feet
22. North 51 degrees 52 minutes 20 seconds East, 118.29 feet

to the lands of Eugene Legg, Sr.; thence, by and with said Legg lands, the six (6) following courses and distances:

1. South 16 degrees 24 minutes 20 seconds East, 575 feet, more or less to a point in a tidal pond;
2. South 26 degrees 44 minutes 20 seconds East, 483.30 feet to a point near the southeast end of said pond;
3. South 34 degrees 09 minutes 20 seconds East, 522.20 feet to a fence post;
4. South 0 degrees 17 minutes 20 seconds East, 795.64 feet to an iron pipe;
5. South 74 degrees 36 minutes 50 seconds East, 486.75 feet to a stone;
6. South 65 degrees 27 minutes 20 seconds East, 1326.61 feet to an

iron pipe, and the lands of John Benton; thence, by and with said Benton Lands, South 64 degrees 16 minutes 20 seconds East, 732.52 feet to an iron pipe; thence by and with the lands of E. E. W. Friel, Jr., et. al., South 05 degrees 01 minutes 40 seconds West, 260.00 feet to the south side of an entrance road and the lands of Elizabeth Saddler; thence, by and with the south side of said road and the lands of Elizabeth Saddler and Joseph Saddler, North 69 degrees 24 minutes 20 seconds East 290.00 feet and South 84 degrees 11 minutes 50 seconds West, 146.91 feet to an iron pipe; thence, by and with the lands of Saddler, Grimes and Wilkins, South 25 degrees 28 minutes 40 seconds East, 403.20 feet to an iron pipe and the lands of Charles W. Grimes; thence, by and with the said Grimes lands, South 64 degrees 06 minutes 20 seconds West, 103.22 feet to an iron pipe, South 25 degrees 52 minutes East, 169.27 feet, and South 73 degrees 41 minutes East, 35.72 feet to the northeast side of old Maryland Route No. 404 (Note: the last mentioned line is the northeast side of a triangular parcel conveyed from Charles V. Grimes to Bay Park Development Company, Inc., in Liber T.S.P. No. 66 folio 519, and is 50 feet from and parallel to the northeast side of U. S. Route No. 50-35); thence, by and with the northeast side of Maryland Route No. 404 South 63 degrees 08 minutes 20 seconds West, 73.07 feet to the place of beginning; containing in all 155.594 Acres of land, more or less.

BEING all the remaining lands of said Grantor conveyed unto it by two (2) deeds, to wit: (a) from Elizabeth E. Snyder, et. ux., dated July 23, 1959, recorded among the Land Records of Queen Anne's County in Liber T.S.P. No. 62 folio 2; and (b) from Charles William Grimes dated February 3, 1962, recorded among the Land Records aforesaid in Liber T.S.P. No. 66 folio 519.

Res

ARTICLES OF INCORPORATION

OF

RIEKEN CONSTRUCTION COMPANY

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Allen A. Rieken and Florence N. Rieken, both of 206 Tilghman Avenue, Centreville, Maryland and Laura S. Miller, of Hillsboro, Maryland, all being at least eighteen 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 presents.

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

RIEKEN CONSTRUCTION COMPANY

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

(a) To design, purchase, lease, develop, manufacture, construct, assemble, fabricate or otherwise acquire; to hold, maintain, change, modify, repair or otherwise use; and to sell, exchange, lease, destroy or otherwise dispose of, and generally to trade and deal in and with, as principal or agent, and under contract or otherwise, any and all buildings, structures and/or building materials, of whatever kind, character or description, and any and all machinery, equipment and supplies used or useful in connection therewith.

(b) To acquire real and personal property of all kinds for cash or partly for cash or for the securities of the corporation; to acquire by purchase or otherwise, real estate, property rights, business, good will, franchises 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; and to pay for the same in stock of the corporation, cash or otherwise, in the manner provided by the Statutes of Maryland.

(c) 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 any foreign countries, provided that in transaction of business, the corporation shall be subject to the laws and statutes of each state or foreign country in which the same may be transacted or its property may be located.

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

APR -4-74 \* 22115 \*\*\*\*\*3.75  
APR -4-74 A #22115 \*\*\*\*\*3.75

provisions herein expressed, and subject in all particulars to the General Laws of this State.

FOURTH: The post office address of the principal office of the corporation in this State is 121 East Water Street, Centreville, Maryland, 21617. The name and post office address of the resident agent of the corporation in this State is Laura S. Miller, 121 East Water Street, Centreville, Maryland 21617. Said resident agent is an individual, is a citizen of and actually resides in the State of Maryland.

FIFTH: The total number of shares of stock which the corporation has authority to issue is 10,000 shares of the par value of \$1.00 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 \$10,000.00.

SIXTH: The corporation shall have three directors initially, subject to increase as may be provided for in the bylaws, and Allen A. Rieken, Florence N. Rieken and Laura S. Miller 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 stocks, 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 bylaws 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, 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, the undersigned Incorporators have executed these Articles of Incorporation on this 18th day of December, 1973.

WITNESS:

*Mary Rae A. Russ*

*Mary Rae A. Russ*

*Mary Rae A. Russ*

*Allen A. Rieken*

Allen A. Rieken

*Florence N. Rieken*

Florence N. Rieken

*Laura S. Miller*

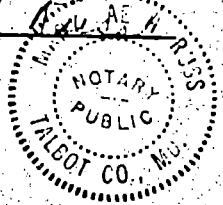
Laura S. Miller

STATE OF MARYLAND, COUNTY OF TALBOT, to wit:

I HEREBY CERTIFY that on this 18th day of December 1973, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County aforesaid, personally appeared Allen A. Rieken, Florence N. Rieken and Laura S. Miller who severally acknowledged the foregoing Articles of Incorporation to be their respective act and deed, and that they executed it for the purposes therein contained.

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

*Mary Rae A. Russ*  
Notary Public



ARTICLES OF INCORPORATION  
OF  
RIEKEN CONSTRUCTION COMPANY

approved and received for record by the State Department of Assessments and Taxation  
of Maryland December 21, 1973 at 8:30 o'clock A. M. as in conformity  
with law and ordered recorded.

A 28340

Recorded in Liber 2025, folio 360 one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 15.00

To the clerk of the Circuit Court of Queen Annes County

IT IS HEREBY CERTIFIED, that the within instrument, together with all indorsements 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.

*Richard H. Keller*



STATE OF MARYLAND,  
QUEEN ANNES COUNTY, SOY.  
I HEREBY CERTIFY THAT  
THIS *Articles of Inc.* WAS  
RECEIVED FOR RECORD THIS *4th*  
DAY OF *Dec.* 1974 AT *11:20* A.M.  
RE *RECORDED IN*  
LIBER *Cent to 3 fol 477*  
RECORD BOOK FOR QUEEN ANNES  
COUNTY

*Charles M. Cecil* CLERK.

LIBER

3 PAGE 481

\$3.75 Pd.

Jul

RECEIVED FOR RECORD Apr. 4, 1974

## ARTICLES OF INCORPORATION

OF

DOWNES MUSIC COMPANY, INC.

## THIS IS TO CERTIFY:

FIRST: That the undersigned, Alma B. Downes, whose post office address is 407 Chesterfield Avenue, Centreville, Queen Anne's County, Maryland, 21617, is an adult over the age of 21 years, is the incorporator desiring to form a corporation under the General Laws of the State of Maryland.

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

DOWNES MUSIC 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 own, operate and maintain a business involving coin-operated music devices, commonly known as phonographs, and other coin-operated amusement devices, coin-operated cigarette vending equipment and food vending equipment, and other similar equipment and devices; to own and operate "amusement arcades" within the State of Maryland, or in other states; to sell at retail or at wholesale food, tobacco products, and similar articles or products; to own and operate restaurants within the State of Maryland, or in other states; to own, operate and manage farmlands in the State of Maryland, or in other states; and 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 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 deal in real estate, and to buy and sell real estate, including the management and development thereof, in the name of the corporation.
3. 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.
4. 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 purposes of promoting the general development of any such land or lands of the corporation, or of enhancing its value.

APR -4-74 \* 22116 \*\*\*\*\*3.75  
 APR -4-74 A 22116 \*\*\*\*\*3.75

5. 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.

6. 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.

7. 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.

8. 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.

9. 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 or principal and 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.

10. 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.

11. 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 or 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 at 206 Commerce Street, Centreville, Queen Anne's County, Maryland, 21617, and the resident agent of the corporation is William H. Downes, whose post office address is 407 Chesterfield Avenue, Centreville, Queen Anne's County, Maryland, 21617. Said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The corporation shall have at least three, and not more than ten directors, and Alma B. Downes (whose post office address is 407 Chesterfield Avenue, Centreville, Maryland, 21617,) William H. Downes (whose post office address is 407 Chesterfield Avenue, Centreville, Maryland, 21617) and Jane D. Nelson (whose post office address is Hope Road, Centreville, Maryland, 21617), and Vachel A. Downes, Jr., (whose post office address is 115 Lawyers Row, Centreville, Maryland, 21617) 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, individual, 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, a 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 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 entites.

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 the executor or personal representatives 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 8<sup>th</sup> day of January, 1974.

WITNESS:

Judith C. Conley

Alma B. Downes (SEAL)  
Alma B. Downes

STATE OF MARYLAND

to wit:

COUNTY OF Queen Anne's

I HEREBY CERTIFY, that on this 8<sup>th</sup> day of January, 1974, before me, the subscriber, a Notary Public of the State of Maryland, in and for the City or County aforesaid, personally appeared Alma B. Downes, and she did acknowledge the foregoing Articles of Incorporation to be her act.

AS WITNESS my hand and Notarial Seal.

Judith C. Conley  
NOTARY PUBLIC 7/1/74



ARTICLES OF INCORPORATION  
OF  
DOWNES MUSIC COMPANY, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland January 11, 1974 at 8:30 o'clock A.M. as in conformity  
with law and ordered recorded.

A 28718

6  
Recorded in Liber 2030, folio 156, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus 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 indorsements 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.

Richard H. Keller



LIBER

3 PAGE 487

STATE OF MARYLAND,  
QUEEN ANNE'S COUNTY, SOI.  
I HEREBY CERTIFY THAT  
THIS Articles of Inc. WAS  
RECEIVED FOR RECORD THIS 4th  
DAY OF April, 1974, AT 11:21 A. M.  
RECORDED IN  
LIBER CW 2 To 3 148 Articles of Charter  
RECORD BOOK FOR QUEEN ANNE'S  
COUNTY  
Charles H. Cecil CLERK.

8375Pd.

RECEIVED FOR RECORDED Apr 4 1974

M

ARTICLES OF INCORPORATION

OF

SUDLERSVILLE COMMUNITY BETTERMENT CLUB, INC.

(a non-stock, non-profit Maryland corporation)

THIS IS TO CERTIFY:

FIRST: That I, the subscriber, Howard Wood, whose post office address is P. O. Box No. 307, Centreville, Maryland 21617, being at least twenty-one (21) years of age, am forming a corporation under the general laws of the State of Maryland.

SECOND: That the name of the corporation, which is hereinafter called the Corporation, is:

"SUDLERSVILLE COMMUNITY BETTERMENT CLUB, INC."

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

To preserve, promote and enhance the beautification of the Town of Sudlersville, Queen Anne's County, State of Maryland; to erect and maintain public buildings, monuments and works; to relieve the poor and distressed and underprivileged; to assist local governments by studying problems such as water and air pollution, waste disposal, water supply and transportation and recommend solutions, provided that the Corporation shall in no event recommend any legislative action;

To receive contributions, grants and membership dues and no other support;

To pay over gifts and contributions to other organizations which are exempt under Internal Revenue Code Section 501 (c) (3) of the United States as now and hereafter enacted and amended;

To receive property in kind, real or personal, as contributions and to purchase, lease or otherwise acquire, hold, develop, improve, mortgage, sell, exchange, let, manage or in any other manner encumber or dispose of real or personal property of every type and description;

The corporation is irrevocably dedicated to, and operated exclusively for, charitable purposes. No part of the income or assets of the Corporation shall be distributed to, nor inure to the benefit of, any individual. No substantial part of the activities of the Corporation shall be carrying on propaganda, or otherwise attempting to influence legislation. 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.

Upon the dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation shall be distributed exclusively to one or more organizations which would then qualify under the provisions of Section 501(c)(3) of said Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended, or to the Town of Sudlersville, a Maryland municipal corporation, in such proportions as the directors and members distributing such assets may determine.

APR -4-74 \* 22117 \*\*\*\*\*375  
APR -4-74 A E22117 \*\*\*\*\*575

FOURTH: The post office address of the principal office of the Corporation is c/o Helen M. Tatman, Sudlersville, Maryland 21668. The name and address of the resident agent of the Corporation is Helen M. Tatman, Sudlersville, Maryland 21668. Said resident agent is a citizen of Maryland, actually residing therein.

FIFTH: The Corporation shall have no authority to issue any capital stock.

SIXTH: The members of the Corporation shall consist of the members in good standing at the time of the execution of this charter of the unincorporated association known as Sudlersville Community Betterment Club according to the list thereof maintained by Helen M. Tatman, Secretary, for so long as each remains in good standing by the payment of membership dues and assessments hereafter determined and levied by the directors of the Corporation according to its By-Laws as they may hereafter be adopted and amended from time to time, and such other individual members of the public who shall hereafter apply for membership and pay said dues and assessments when due.

SEVENTH: The Corporation shall have three (3) directors, which number may be increased by the membership at any annual meeting or special meeting called for the purpose, and thereafter decreased in like manner, but shall never be less than three (3), and the names of the directors who shall serve until the first annual meeting, and until their successors are duly chosen and qualify, are:

Lillian T. Merrick  
Fannie B. Merrick  
Mildred E. Holden

EIGHTH: The Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt under said Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law).

NINTH: The Articles of Incorporation may be amended by the recommendation of a majority of the Board of Directors, approved by two-thirds of the voting members of the Corporation at a duly constituted membership meeting, but no amendment shall be effective which attempts to alter the provisions of Article EIGHTH.

AND that I, the undersigned incorporator, do hereby acknowledge the foregoing Articles of Incorporation to be my act.

WITNESS my hand and seal, this 26<sup>th</sup> day of December, 1973:

TEST:

Cathy Nehring

Howard Wood (SEAL)  
(Howard Wood)

MSV

ARTICLES OF INCORPORATION  
OF  
SUDLERSVILLE COMMUNITY BETTERMENT CLUB, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland December 28, 1973 at 8:30 o'clock A.M. as in conformity  
with law and ordered recorded.

A 28537

Recorded in Liber 7027, folio 625, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$-20.00-----Recording fee paid \$-15.00-----

To the clerk of the Circuit Court of Queen Annes County

IT IS HEREBY CERTIFIED, that the within instrument, together with all indorsements 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.

*Richard H. Keller*



STATE OF MARYLAND,  
QUEEN ANNES COUNTY, SOY.  
I HEREBY CERTIFY THAT  
THIS *Articles of Inc...* WAS  
RECORDED FOR RECORD THIS *4th*  
DAY OF *Apr* 1974 AT 11:22 A.M.  
RECORDED IN  
LIBER *Vol. 3* *p. 488* (Copy of Charter  
RECORD BOOK FOR QUEEN ANNES  
COUNTY  
*Charles H. Cecil* CLERK.

\$ 3.75 PA.

MK

RECEIVED FOR RECORD April 18, 1976

ARTICLES OF INCORPORATION

OF

WILLIAM R. MAULE AND SON, INC.

THIS IS TO CERTIFY:

FIRST: That the undersigned, William R. Maule, Jr., whose post office address is Millington, Maryland 21651, an adult over the age of 21 years, is the incorporator desiring to form a corporation under the General Laws of the State of Maryland.

SECOND: The name of the Corporation (which is hereafter called the "Corporation") is

WILLIAM R. MAULE AND SON, INC.

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

1. To engage in the business of selling, servicing, installing and maintaining any and all types of plumbing, electrical, heating and air conditioning apparatus, fixtures and equipment without limitation, including wells, pumps and motors.

2. To buy, sell, dispose of, deal in, distribute and generally carry on and operate laundry and dry cleaning establishments, stores and outlets for alcoholic beverages, general merchandise, food and food products, and dry goods generally without limitation as to classes of products or merchandise usually kept for sale or trade in connection with the general merchandising business, with full authority to acquire, hold, own, sell, mortgage, assign, transfer, invest, deal in or deal with 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 the corporation.

3. 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.

4. To buy, sell, mortgage, lease, rent, build upon, improve, develop, subdivide, 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 purposes of promoting the general development of any such land or lands of the corporation, or of enhancing its value.



5. 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 the 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.

6. 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.

7. To apply for, obtain, purchase, or otherwise acquire any franchises, patents, copyrights, licenses, trademarks, 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.

8. 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.

9. 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, 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.

10. 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.

11. 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 of 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 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 Millington, Maryland 21651 and the resident agent of the corporation is William R. Maule, Jr. whose post office address is Millington, Maryland 21651. 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 and they shall be William R. Maule, William R. Maule, Jr. and Katherine J. Maule, all of Millington, Maryland 21651 and said parties 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 cor-

poration has authority to issue is 1,000 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 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 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 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 three-fourths (3/4) 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 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 representatives 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, I have signed this Articles of Incorporation, this 11th day of January, 1974.

WITNESS:

Franklin [Signature]

William R. Maule, Jr. (SEAL)  
William R. Maule, Jr.

STATE OF MARYLAND

COUNTY OF Carroll

to wit:

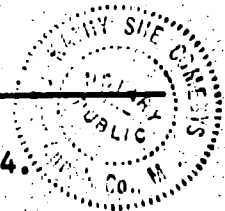
I HEREBY CERTIFY, That on this 11th day of January,

1974, before me, the subscriber, a Notary Public of the State of Maryland in and for the County aforesaid, personally appeared William R. Maule, Jr. and he did acknowledge the foregoing Articles of Incorporation to be his act.

AS WITNESS MY HAND AND NOTARIAL SEAL.

William R. Maule, Jr.  
NOTARY PUBLIC

My Commission Expires: 7/1/74.



APR 18-74 A 22471 \*\*\*\*\*4.00

ARTICLES OF INCORPORATION  
OF  
WILLIAM R. MAULE AND SON, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland January 14, 1974 at 8:30 o'clock A. M. as in conformity  
with law and ordered recorded.

A 29069

7

Recorded in Liber 2052, folio 300, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 17.00

To the clerk of the Circuit Court of Queen Annes County

IT IS HEREBY CERTIFIED, that the within instrument, together with all indorsements 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.

*Richard H. Keller*



LIBER

3 PAGE 497

STATE OF MARYLAND,

QUEEN ANNES COUNTY, SCT.

I HEREBY CERTIFY THAT  
THIS Art. of Inc. WAS  
RECEIVED FOR RECORD THIS 15<sup>th</sup>  
DAY OF APRIL 74 AT 10:00 A.M.  
AND RECORDED IN  
BOOK 3 PAGE 497  
RECORD BOOK FOR QUEEN ANNES  
COUNTY

*Carol M. Cecil, CLERK.*

4.00 Pd.

RECEIVED FOR RECORD Apr 18, 1974

## ARTICLES OF INCORPORATION

OF

TRI COUNTY CYCLE, INC.

THIS IS TO CERTIFY:

FIRST:

That we, the subscribers,

ROBERT F. EVELAND  
12409 Sussex Lane  
Bowie, MarylandROBERT EVELAND  
P. O. Box 281  
Queen Anne, Maryland 21657VIRGINIA E. EVELAND  
P. O. Box 281  
Queen Anne, Maryland 21657

all being at least twenty-one years of 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 by the execution and filing of the Articles.

SECOND:

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

TRI COUNTY CYCLE, INC.

THIRD:

The purposes for which the corporation is formed are as follows:

- (a) To buy and sell new and used motorcycles, mini-bikes, dunecycles, parts and accessories.
- (b) To repair and rebuild motorcycles, mini-bikes, and dunecycles.
- (c) 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 assignment of mortgages upon the same; to make and obtain loans upon real estate, improved

FEB 11 9 10 AM '74

and unimproved, and upon personal property, giving or taking evidences of indebtedness and securing the payment thereof by mortgage, trust, deed, 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; to draw, make, accept, endorse, discount, execute, and issue promissory notes, bills of exchange, bonds, debentures and other negotiable or transferable instruments, or obligations 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, territory, colony, or foreign country subject to the laws of such state, territory, or foreign country.

(d) 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 to be calculated, directly or indirectly, to effectuate and 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 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 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 the State.



FOURTH: The post office address of the principal office of the business is: P. O. Box 281, Queen Anne, Maryland 21657. The resident agent of the Corporation is ROBERT J. EVELAND, whose post office address is: P. O. Box 281, Queen Anne, Maryland 21657. Said resident agent is a citizen of the State of Maryland and actually resides there.

FIFTH: The total number of shares of stock which the corporation has authority to issue is one hundred (100), all of which shares are common stock and without par value.

SIXTH: The Corporation shall have three directors: Robert J. Eveland, Robert F. Eveland, Virginia E. Eveland, who 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 purposes 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 or classes, whether now or hereafter authorized.

(b) 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 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.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation  
on this seventh day of February, 1974.

Robert F. Eveland  
ROBERT F. EVELAND

Robert J. Eveland  
ROBERT J. EVELAND

Virginia E. Eveland  
VIRGINIA E. EVELAND

STATE OF MARYLAND  
COUNTY OF QUEEN ANNE

This is to certify that on the day and year first herein before written,  
before me, the subscriber, a Notary Public in and for the State and County  
aforesaid, personally appeared Robert F. Eveland, Robert J. Eveland, and  
Virginia E. Eveland, and severally acknowledged the foregoing Articles of  
Incorporation to be their respective acts and deeds.

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

Michael James [Signature]  
notary Public



My Commission expires: July 1, 1974

APR 18-74 A 22472 \*\*\*\*\*1.00

approved and received for record by the State Department of Assessments and Taxation of Maryland February 11, 1974 at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

A 29690

5

Recorded in Liber 2040, folio 164, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 15.00

To the clerk of the Circuit Court of Queen Annes County

IT IS HEREBY CERTIFIED, that the within instrument, together with all indorsements 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.

*Richard H. Keller*



STATE OF MARYLAND,  
QUEEN ANNES COUNTY, SOI.  
I HEREBY CERTIFY THAT  
THIS Act of Inc. WAS  
RECEIVED FOR RECORD THIS 25<sup>th</sup>  
DAY OF APRIL 24 AT 10:00 A.M.  
RE AND RECORDED IN  
LIBER C.V.C. 3 p. 498  
RECORDED BOOK FOR QUEEN ANNES  
COUNTY  
Edward H. Cecil, CLERK.

4.00 Pa.

RECEIVED FOR RECORD

Sept 19, 1974

ARTICLES OF SALE

BY AND BETWEEN

GARRETT F. CHAIRES, INC.,  
A body corporate of the State of Maryland, Transferor  
(Certificate of incorporation filed in Queen Anne Co.)

and

PARADEE OIL COMPANY  
A body corporate of the State of Delaware, Transferee.

\* \* \* \* \*

GARRETT F. CHAIRES, INC., a body corporate of the State of Maryland, hereinafter referred to as Transferrer, and PARADEE OIL COMPANY, a body corporate of the State of Delaware, hereinafter referred to as Transferee, hereby certifies to the State Department of Assessment and Taxation that:

FIRST: Transferrer agrees to sell all its tangible personal property consisting of trucks, office equipment, inventory, etc., consisting substantially all of its property and assets to the Transferee.

SECOND: The Transferee's name is Paradee Oil Company, a Delaware corporation, incorporated under the general laws of the State of Delaware, whose post office address is Dover, Delaware, duly authorized to do business in the State of Maryland, and whose resident agent is Richard Nickerson, of Chestertown, Maryland.

THIRD: The Transferrer's name is Garrett F. Chaires, Inc., a body corporate, of the State of Maryland, whose certificate of incorporation is filed in Queen Anne's County, Maryland, with an office and place of business in Chestertown, Maryland.

FOURTH: The nature and amount of the consideration to be paid by the Transferee are as follows: Cash in the amount of Sixteen thousand five hundred (\$16,500.00) Dollars.

FIFTH: The principal office of Garrett F. Chaires, Inc., is located in Chestertown, Maryland, 21620. The corporation has no real estate and thus none is affected by these Articles of Sale.

SIXTH: These Articles were duly advised by the Board of Directors of the Transferrer corporation, and approved by its stock-

holders by a written consent signed by all the stockholders of the corporation, in accordance with the requirements of Article 23, Section 70, of the Annotated Code of Maryland and the by-laws and charter of the Transferror corporation.

SEVENTH: These Articles were duly advised by the Board of Directors of the Transferee corporation, and authorized and approved in the manner and by the vote required by the charter of such corporation and the by-laws under which it was organized.

EIGHTH: The transfer contemplated by these Articles shall take effect March 29, 1974.

NINTH: On said date, Transferor shall deliver to Transferee, a good and marketable title to the assets to be purchased by the Transferee. Transferee shall not assume any of the indebtedness or liabilities of the Transferor, and the cash and accounts receivable of the Transferor are not included in this sale.

TENTH: A down payment of \$10,000.00 has been made, the balance of \$6,500.00 shall be paid on April 30, 1974.

IN WITNESS WHEREOF, Garrett F. Chaires, Inc., has caused these presents to be signed by its President, Clara M. Chaires, and its corporate seal to be hereto affixed and attested by its Secretary this 29th day of March, 1974, and the said Paradee Oil Company, has caused these presents to be signed by its President, W. Charles Paradee, and its corporate seal to be hereto affixed and attested by its Secretary, this 18 day of May, 1974.

ATTEST:

Joanna Rash  
Secretary

GARRETT F. CHAIRES, INC.

by Clara M. Chaires  
Clara M. Chaires, Pres.

ATTEST:

Virginia D. Short  
Secretary

PARADEE OIL COMPANY

by W. Charles Paradee

State of Maryland, Kent County, to wit:

I hereby certify, that on this 29th day of March, 1974, before me, the subscriber, a Notary Public of the State of Maryland, personally appeared Clara M. Chaires, President of Garrett F. Chaires, Inc., and in the name and on behalf of said corporation, being duly authorized to do so, acknowledged the foregoing Articles of Sale to be the corporate act of said corporation; and at the same time also appeared Joanne Rash, Secretary of said corporation, who acknowledged that she was secretary of the meeting at which said sale was authorized and approved, and made oath in due form of law that the matters and facts set forth in said Articles with respect to authorization and approval thereto are true to the best of her knowledge and belief, and 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 holders of all the stock in said corporation on the 28th day of February, 1974.

As Witness my hand and Notarial Seal.

My commission expires  
July 1, 1974.

*Anthony Libesky*  
Notary Public

State of Maryland, County of *Kent*, to wit:

I hereby certify, that on this *18* day of *May* 1974, before me the subscriber, a Notary Public of the State and County afore-said, personally appeared *W. Charles Paradee*, President of Paradee Oil Company, and in the name and on behalf of said Corporation, being duly authorized so to do, acknowledged the foregoing Articles of Sale to be the corporate act of the said Corporation, and further duly acknowledged the said transfer was advised,

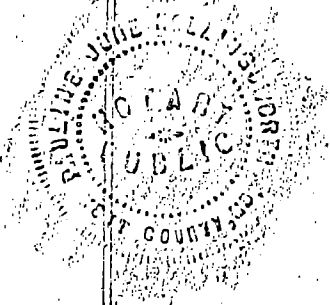
authorized and approved in the manner and by the vote required by the charter of said corporation and by the laws of the State under which said corporation was organized, and at the same time also appeared Virginia G. Short, Secretary of said Corporation who acknowledged that she was secretary of the meeting at which said sale was authorized and approved in the manner and by vote required by the charter of said Corporation and by the laws of the State under which the Corporation was organized and at the same time affixed the corporate seal thereto as authorized by the Board of Directors.

As Witness my hand and Notarial Seal.

My commission expires

July 4, 1974

*Pauline June Hollingsworth*  
Notary Public



Garrett F. Chaires, Inc.

to

Paradee Oil Company →

Articles of Sale

ANTHONY LIBERSKY  
ATTORNEY AT LAW  
CHESTERTOWN, MD.

→ Ca Md Corp / Transferred

Ca Delaware Corp / Transferred

✓ GUESTIN H.W.  
Co.

STATE DEPARTMENT OF DOCUMENTS

RECEIVED

TIME 8:30 AM  
MAY 22 1964

15	TOTAL	15
15	CHARGE	15
15	AMOUNT	15
15	DATE	15
15	BY	15
15	REMARKS	15

NO COPY  
1/10 Prop



ARTICLES OF SALE

BETWEEN

GARRETT F. CHAIRES, INC. (MD. CORP.)-TRANSFEROR

TO

PARADEE OIL COMPANY (DEL. CORP.)-TRANSFeree

approved and received for record by the State Department of Assessments and Taxation of Maryland May 22, 1974 at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

A 32912

Recorded in Liber 2076, folio 25, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid \$-----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 indorsements 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.

*Richard H. Keller*



STATE OF MARYLAND.  
QUEEN ANNES COUNTY, SCT.  
I HEREBY CERTIFY THAT  
THIS *Articles of Sale* WAS  
FILED FOR RECORD THIS *19th*  
DAY OF *Sept* 1974 AT *11:45* A.M.  
IN *1774* AND RECORDED IN  
LIBER *crwe 13* FILE *32912* ARTICLE  
RECORD BOOK FOR QUEEN ANNES

vjs.

RECEIVED FOR RECORD Aug 1, 1974

STONEY RUN FARM, INC.

(A Close Corporation Under Section 100)

ARTICLES OF INCORPORATION

FIRST: The undersigned, ROBERT WHEELER, whose post office address is 212 Duke of Gloucester Street, Annapolis, Maryland, 21404, being at least twenty-one years of age, does hereby form a corporation under the General Laws of the State of Maryland.

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

STONEY RUN FARM, INC.

THIRD: The corporation shall be a close corporation as authorized by Section 100 of Article 23 of the General Corporate Laws of Maryland.

FOURTH: The purposes for which the corporation is formed are as follows:

(a) To conduct a business of agricultural and general farming including specifically to purchase, lease or otherwise acquire, raise, train, race, hold, develop, improve, breed, sell, exchange, let, or in any manner encumber or dispose of horses, farm and domestic animals, trees, crops and any farm related products; animal or vegetable.

(b) To construct roads, airfields, parking areas, golf courses, and other large recreational areas; to make land fills, plant, seed, or otherwise surface land; to generally construct and install erosion control facilities; and to beautify, dress, and maintain the land.

(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, including but not limited to natural or mineral resources.

(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 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.

(g) 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.

(h) 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.

FIFTH: The post office address of the principal office of the corporation in Maryland is Dulin Clark Road, Centreville, Maryland. The name and post office address of the resident agent of the corporation is Zane Gray Nichols, 212 Duke of Gloucester Street, Annapolis, Maryland, 21404. Said resident agent is a citizen of Maryland and actually resides there.

SIXTH: The total number of shares of stock which the corporation has authority to issue is three hundred (300) shares of common stock, having no par value.

SEVENTH: After the completion of the organization meeting of the Director and the issuance of one or more shares of stock of the corporation, the corporation shall have no Board of Directors. Until such time the corporation shall have one Director, whose name is ROBERT WHEELER, above mentioned.

EIGHTH: The following provision is hereby adopted for the purpose of defining, limiting, and regulating the power of the corporation and the stockholders: The stockholders of the corporation are hereby empowered to authorize the issuance, from time to time, of shares of its stock.

NINTH: The duration of the corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on this 23rd day of April, 1974.

ROBERT WHEELER  
ROBERT WHEELER

Byllis A. Hue  
WITNESS

AFFIDAVIT

STATE OF MARYLAND        )  
                                  ) TO WIT:  
COUNTY OF ANNE ARUNDEL)

I HEREBY CERTIFY that on this 23rd day of April, 1974, before me, the Subscriber, a Notary Public of the State of Maryland, in and for the County aforesaid, personally appeared ROBERT WHEELER, and he acknowledged the foregoing Article of Incorporation to be his act.

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

*Raymond A. Shue*

Notary Public

My Commission Expires: July 1, 1974.



STONEY HORN FARM, INC.

ARTICLES

OF

INCORPORATION

STATE DEPARTMENT OF ASSESSMENTS  
AND TAXATION

RECEIVED

FILE

8130/M/3-1-68

MO. DAY YEAR

15	AMOUNT PAID	
20	AMOUNT PAID	
35	TOTAL CHECKS	

57

SERIO, HOPPER & CARMODY

ATTORNEYS AT LAW

P. O. BOX 388

ANNAPOLIS, MARYLAND 21404

ARTICLES OF INCORPORATION  
OF  
STONE RUN FARM, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland May 1, 1974 at 8:30 o'clock A. M. as in conformity  
with law and ordered recorded.

A 31616

Recorded in Liber 2064, folio 15, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 15.00

To the clerk of the Circuit Court of Queen Annes County

IT IS HEREBY CERTIFIED, that the within instrument, together with all indorsements 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.

*William J. Simon*



STATE OF MARYLAND,  
QUEEN ANNE'S COUNTY, MD.  
I HEREBY CERTIFY THAT  
THIS article *has* WAS  
RECORDED FOR RECORD THIS 1<sup>st</sup>  
DAY OF *August* 24<sup>th</sup> AT 9:00 A.M.  
RE *and* RECORDED IN  
LIBER *2064* Fol. *509* Article  
RECORDED FOR QUEEN ANNE'S  
COUNTY  
*Chas. C. Cline*



ARTICLES OF INCORPORATION  
OF  
REGINALD JONES REALTY, INC.

THIS IS TO CERTIFY:

FIRST: That the undersigned, Reginald W. Jones, whose post office address is Stevensville, Queen Anne's County, Maryland, 21666, an adult over the age of 21 years, is the incorporator desiring to form a corporation under the General Laws of the State of Maryland.

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

REGINALD JONES REALTY, 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 deal in real estate, whether or not acting as a licensed real estate broker, and as agents for the purchase and sale of real estate and to buy and sell real estate, and otherwise deal in the same, including the management and development thereof, in the name of the corporation.
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 purposes of promoting the general development of any such land or lands of the corporation, or of enhancing its value.
4. To aid in any manner any person, firm, association, corporation or syndicate by the purchase or sale of any shares of stocks, 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 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.
5. 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 purposes 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

and purposes aforesaid.

6. 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 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 power, 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 is in this State will be located at Stevensville, Queen Anne's County, Maryland, 21666, and the resident agent of the corporation is Reginald W. Jones, whose post office address is Stevensville, Queen Anne's County, Maryland, 21666. Said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The corporation shall have at least three directors, namely: Reginald W. Jones, whose post office address is Stevensville, Maryland, 21666, Thomas B. Sullivan, Jr., whose post office address is Chester, Maryland, 21619 and Willard H. Jones, whose post office address is Chester, Maryland, 21619, and said parties 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 said shares being of one class and designated as common stock.

SEVENTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulations 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 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 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 representatives 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-assesable.

EIGHTH: The duration of the corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation, this 20<sup>th</sup> day of APRIL, 1974.

WITNESS:

Donald B. Cunningham Reginald W. Jones (SEAL)  
Reginald W. Jones

STATE OF ~~OR~~ DISTRICT OF MARYLAND  
CITY OR COUNTY OF QUEEN ANNE to wit:

I HEREBY CERTIFY, that on this 20<sup>th</sup> day of APRIL, 1974, before me, the subscriber, a Notary Public as aforesaid, personally appeared Reginald W. Jones, and he did acknowledge the foregoing Articles of Incorporation to be his act.

Donald B. Cunningham  
NOTARY PUBLIC

My Commission Expires:

My Commission expires July 1, 1974.

ARTICLES OF INCORPORATION  
OF  
REGINALD JONES REALTY, INC.

STATE DEPARTMENT OF ASSESSMENTS  
RECEIVED  
NO. DAY YEAR

1.00	STAMP TAX	
1.50	RECORDING FEE	
1.50	1ST COPY OF COPY \$4	
1.50	ADDITIONAL COPIES \$1	
3.33	TOTAL	
	CASH <input type="checkbox"/>	
	CHEQUE <input checked="" type="checkbox"/>	

*115 Lawyers Row*  
VACHEL A. DOWNES, JR.  
ATTORNEY AT LAW  
CENTREVILLE, MARYLAND  
01/17

57-

ARTICLES OF INCORPORATION  
OF  
REGINALD JONES REALTY, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland April 30, 1974 at 8:30 o'clock A. M. as in conformity  
with law and ordered recorded.

A 31597

5

Recorded in Liber 2063, folio 266 one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 15.00

To the clerk of the Circuit Court of Queen Annes County

IT IS HEREBY CERTIFIED, that the within instrument, together with all indorsements 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.

*William J. Simon*



STATE OF MARYLAND,  
QUEEN ANNES COUNTY, MD.  
I HEREBY CERTIFY THAT  
THIS Article/Plan WAS  
RECEIVED FOR RECORD THIS 1st  
DAY OF May 1974 at 9:00 A. M.  
AND WAS RECORDED IN  
LIBER 2063, fol. 266  
RECORD BOOK FOR QUEEN ANNES  
COUNTY  
*Charles H. Cecil* CLERK.

LIBER

3 PAGE 521

RMP

388 PM

HEATH'S LOGGING, INC.ARTICLES OF INCORPORATION

FIRST: WE, THE UNDERSIGNED, Vernon W. Heath, Sr., and Jerry A. Heath, his wife, whose post office address is R.F.D. #1, Box 51, Millington, Maryland, 21651, and Vernon W. Heath, Jr., whose post office address is R.F.D. #1, Millington, Maryland, 21651, 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 HEATH'S LOGGING, INC.

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

- (a) To purchase, own, cut, saw logs, timber and timber products.
- (b) To carry on any agricultural pursuits or agricultural related 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 stocks, 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, formulas, 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, assigns, transfer, exchange, lease, mortgage, pledge or to 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, and 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 or, 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 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.

(l) 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 to 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 RFD #1, Box 51, Millington, Maryland, <sup>#</sup>21657. The name and post office address of the resident agent of the Corporation in this State is Vernon W. Heath, Sr., RFD #1, Millington, Maryland, <sup>#</sup>21657. 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 1,000 shares of the par value of \$5.00 a share, all of one class, and having an aggregate par value of \$5,000.

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); and the names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are Vernon W. Heath, Sr. Jerry A. Heath, his wife, and Vernon W. Heath, 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 of any class or classes, 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 powers, 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 by 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 other 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 of 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 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 this

26<sup>th</sup> day of March, 1974.

WITNESS: (AS TO ALL)

Mary C. Dixon

Vernon W. Heath Sr  
VERNON W. HEATH, SR.

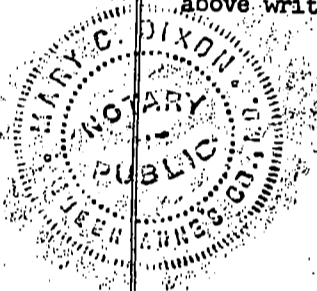
Jerry A. Heath  
JERRY A. HEATH, HIS WIFE

Vernon W. Heath Jr.  
VERNON W. HEATH, JR.

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

I HEREBY CERTIFY, that on this 26<sup>th</sup> day of March,  
1974, before me, the Subscriber, a Notary Public of the State of Maryland  
in and for the County aforesaid, personally appeared Vernon W. Heath, Sr.,  
and Jerry A. Heath, his wife, and Vernon W. Heath, Jr., and each acknowledged  
the foregoing Articles of Incorporation to be their act.

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



Mary C. Dixon  
Notary Public  
My commission expires: July 1, 1974

ARTICLES OF INCORPORATION  
OF  
HEATH'S LOGGING, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland May 20, 1974 at 8:30 o'clock A. M. as in conformity  
with law and ordered recorded.

A 31924

\_\_\_\_\_ 7

Recorded in Liber 2066, folio 221, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

\_\_\_\_\_

Bonus tax paid \$ 20.00 Recording fee paid \$ 17.00

\_\_\_\_\_

To the clerk of the Circuit Court of Queen Annes County

IT IS HEREBY CERTIFIED, that the within instrument, together with all indorsements 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.

*William J. Sumner*



STATE OF MARYLAND,  
QUEEN ANNES COUNTY, DCY.  
I HEREBY CERTIFY THAT  
THIS article was  
RECORDED IN RECORD THIS 1st  
DAY OF Aug 1974 AT 9.00 A.M.  
AND WAS RECORDED IN  
BOOK 3 fol. 527 at the  
RECORD BOOK FOR QUEEN ANNES  
COUNTY  
C. A. C. C. C. C. C. C.

vjg.

3.87 PL

RECEIVED FOR RECORD Aug 1, 1974 -

ARTICLES OF INCORPORATION

SUDLERSVILLE LIONS CLUB, INC.

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, residents of the State of Maryland, desire to form a non-stock, not for profit, corporation under Section 132 et seq. of Article 23, of the Annotated Code of Maryland, and any amendments thereto, and 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:

Lemuel H. Benton - President - Sudlersville, Maryland, 21668  
Clyde Cecil - 1st Vice-President - Barclay, Maryland, 21607  
Joseph Webb - 2nd Vice-President - Sudlersville, Maryland  
21668

are at least 21 years of age, and they associate as members, with the intention of forming a non-stock, not for profit, corporation.

SECOND: The name of the Corporation is the

"SUDLERSVILLE LIONS CLUB, 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 Sudlersville, 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 worthwhile endeavors for the public welfare.
6. To encourage the application of the highest ethical standards in business, and endeavor, by the exchange of methods and ideas,

methods and ideas, to increase efficiency in all lines represented.

Generally, to carry out at Sudlersville and 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, service club organization with whom Sudlersville Lions Club, Inc., is affiliated.

8. That except as herein listed, this corporation shall have and exercise all the powers granted to corporations by the laws of the State of Maryland.

FOURTH: That the Sudlersville Lions Club, Inc., is chartered by, and under the supervision of the International Associations 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:

Sudlersville, Maryland #21668

The name and post office address of the Resident Agent of the Corporation in the State of Maryland is:

Lemuel H. Benton, Sudlersville, Maryland, #21668

Said Resident Agent is a citizen of the State of Maryland 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 not be less than three (3) nor more than ten (10). The names of the persons who shall act as directors of the corporation until the first annual meeting are:

Linwood Everett  
Norman Clough  
Sudler Storey, Jr.

IN WITNESS WHEREOF, We have hereunto set our hands and seals this 1st day of April, 1974.

WITNESS:

Cordys Cole

Lemuel H. Benton (SEAL)  
LEMUEL H. BENTON

Marcus G. Hart

Clyde Cecil (SEAL)  
CLYDE CECIL

Edna H. Olden

Joseph Webb (SEAL)  
JOSEPH WEBB

State of Maryland )  
Queen Anne's County ) to wit:

I HEREBY CERTIFY, that on this 1st day of April, 1974, before me, the Subscriber, a Notary Public of the State and County aforesaid, personally appeared Lemuel H. Benton, Clyde Cecil and Joseph Webb, and each, as incorporators, did acknowledge the foregoing Articles of Incorporation to be their respective act.

WITNESS my hand and Notarial Seal.

Betty C. Patrick  
Notary Public





ARTICLES OF INCORPORATION

OF

SUDLERSVILLE LIONS CLUB, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland May 20, 1974 at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

A 31925

4

Recorded in Liber 2066, folio 222, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 15.00

To the clerk of the Circuit Court of Queen Annes County

IT IS HEREBY CERTIFIED, that the within instrument, together with all indorsements 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.

William J. Senior



MADE BY CLERK OF COURT, QUEEN ANNES COUNTY, MD. I HEREBY CERTIFY THAT THIS INSTRUMENT WAS RECEIVED FOR RECORD THIS 1st DAY OF May 1974 AT 9:00 A.M. AND IS RECORDED IN LIBER 2066 3rd PAGE 532. Article. RECORD BOOK FOR QUEEN ANNES COUNTY Charles Cecil CLERK.

vjg. 3.57 PM

RECEIVED FOR RECORD Sept. 19, 1974

ARTICLES OF INCORPORATION

of

RAINBOWS BOUTIQUE, INC.

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Raoul Cassagnol, whose post office address is 17713 Millcrest Dr., Derwood, Maryland 20855, Faye S. Hayden, whose post office address is Box 717, Stevensville, Maryland 21666, and Elsie F. Sacco, whose post office address is Queen Anne Colony, Stevensville, Maryland 21666, all being of full legal age, do under and by virtue of the General Laws of Maryland authorizing the formation of companies, associate ourselves with the intention of forming a company by the execution and filing of these Articles.

SECOND: The name of the Company (which is hereinafter called the "Company") is Rainbows Boutique, Inc.

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

- (a) To develop, manufacture, assemble, fabricate, test, store, import, lease, purchase, or otherwise acquire, invest in, hold, use, license the use of, install, handle, maintain, service or repair, sell, pledge, mortgage, exchange, export, distribute, lease, assign, and otherwise dispose of, and generally to trade and deal in and with, as principal or agent, at wholesale, retail, or commission, or otherwise, merchandise including clothing, gifts, art objects, and antiques, and without limitation, accessories, equipment and components, electrical, mechanical, and electromechanical apparatus and equipment of every kind and description, together with related devices and equipment and similar goods, wares, merchandise, commodities, articles of commerce, and property of every kind and description, and any and all products, machinery, equipment and supplies used or useful in connection with merchandise or similarly produced by-products, and to solicit, obtain, make, perform, and carry out contracts covering the sales, and the work connected with same therewith.
- (b) To acquire by purchase, lease, manufacture, or otherwise, any personal property deemed necessary or useful in the equipment, furnishings, improvement, development or management of any property, real or personal,

at any time owned, held, or occupied by the company and to invest, trade, and deal in any personal property deemed beneficial to the Company, and to encumber or dispose of any personal property at any time owned or held by the Company.

(c) To hold, sell, service, maintain, operate, supervise, control, rent, lease, or otherwise handle real estate and personal property or any interest therein for its own account, or as agent or representative for others, and to collect rents, service charges, or profits therefrom, in a supervisory capacity with respect to the operation and policing of parking lot, management in connection with maintenance, conduct advertising and promotional activities, supervise tenants organization, prescribe rules and regulations for the conduct of business in shops, and otherwise, all general powers necessary for the development, management and supervision of such property.

(d) To act as agent or broker in the purchase, sale, lease, rental, and management of real estate for others, including the negotiation of loans thereon.

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

(g) To purchase, sell, exchange, or otherwise acquire and hold mortgages, shares of its capital stock of any class, property, rights, businesses, contracts, good-will franchises and assets of every kind, of any company, co-partnership or individual, and stock of any other company.

(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 Company 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 Company, real or personal, including contract rights, whether at the time owned or thereafter acquired; and to sell,

(3)

pledge, discount, or otherwise dispose of such bonds, notes, or other obligations of the company for its corporate purposes.

(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 company, co-partnership or individual (including the estate of a decedant), carrying on or having carried on in whole or in part any of the aforesaid businesses or any other businesses the Company may be authorized to carry on, and to undertake, guarantee, assume and pay the indebtedness and liabilities thereof, and to pay for any such properties, 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 Company or otherwise.

(j) To enter into any co-partnership, joint venture, or other association with any individual, partnership, company, or others for the purposes above mentioned, or for any other purpose or business connected therewith.

(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.

(l) 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, conduct meetings and transact business, 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 Company is made in furtherance, and not in limitation, of the powers conferred upon the Company by law, and is not intended, by mention of any particular purpose, object, or business mentioned, to limit or restrict any of the powers of the Company; the Company is formed upon the articles, conditions, and provisions herein expressed, and subject in all particulars to the limitations relative to companies which are contained in the general laws of Maryland.

FOURTH: The post office address of the place at which the principal office of the Company in this State will be located is the following: Post Office Box 35, Stevensville, Maryland 21666.

The resident agent of the Company is: Faye S. Hayden. Said agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The total number of shares of stock which the Company has authority to issue is five thousand (5,000) shares without par value, all of one class.

SIXTH: The number of directors of the Company shall be three (3), which number may be increased or decreased pursuant to the by-laws of the Company, 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:

Raoul Cassagnol

Faye S. Hayden

Elsie F. Sacco

SEVENTH: The duration of the Company shall be perpetual.

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

(1) The board of directors of the Company 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.

WITNESSES:

Raoul Cassagnol (SEAL)

Faye S. Hayden (SEAL)

Elsie F. Sacco (SEAL)

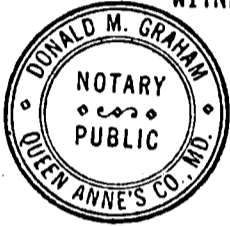
\_\_\_\_\_ (SEAL)

\_\_\_\_\_ (SEAL)

STATE OF MARYLAND )  
COUNTY OF QUEEN ANNE ) AS:

I HEREBY CERTIFY that on this *25th* day of *May*, 1974, before me, the subscriber, a Notary Public of the State of Maryland in and for the County aforesaid, personally appeared RAOUL CASSAGNOL and he acknowledged the foregoing Articles of Incorporation to be his respective act.

WITNESS my hand and Notarial Seal.



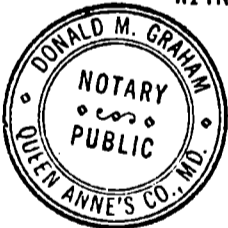
*Donald M. Graham*  
Notary Public  
*Stromville, Md*

My Commission Expires July 1, 1974

STATE OF MARYLAND )  
COUNTY OF QUEEN ANNE ) AS:

I HEREBY CERTIFY that on this *25th* day of *May*, 1974, before me, the subscriber, a Notary Public of the State of Maryland in and for the County aforesaid, personally appeared FAYE S. HAYDEN and she acknowledged the foregoing Articles of Incorporation to be her respective act.

WITNESS my hand and Notarial Seal.



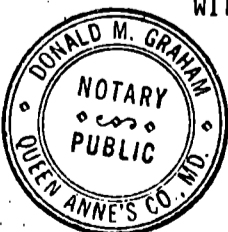
*Donald M. Graham*  
Notary Public  
*Stromville, Md*

My Commission Expires July 1, 1974

STATE OF MARYLAND )  
COUNTY OF QUEEN ANNE ) AS:

I HEREBY CERTIFY that on this *25th* day of *May*, 1974, before me, the subscriber, a Notary Public of the State of Maryland in and for teh County aforesaid, personally appeared ELSIE F. SACCO and she acknowledged the foregoing Articles of Incorporation to be her respective act.

WITNESS my hand and Notarial Seal.



*Donald M. Graham*  
Notary Public  
*Stromville, Md*

My Commission Expires July 1, 1974

LIBER **3** PAGE **538**  
ARTICLES OF INCORPORATION  
OF  
RAINBOWS BOUTIQUE, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland June 3, 1974 at 8:30 o'clock A.M. as in conformity  
with law and ordered recorded.

**A 32481**

Recorded in Liber 2071, folio 164, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 15.00

To the clerk of the Circuit Court of Queen Annes County

IT IS HEREBY CERTIFIED, that the within instrument, together with all indorsements 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.

*Richard I. Keller*



STATE OF MARYLAND,  
QUEEN ANNES COUNTY, SCT.  
I HEREBY CERTIFY THAT  
THIS *Art 1 Inc* WAS  
RECEIVED FOR RECORD THIS *1974*  
DAY OF *Sept 19 24* AT *11:45 A.M.*  
BE *7241* AND RECORDED IN  
LIBER *Case 1 Lib 533 Art 1*  
RECORD BOOK FOR QUEEN ANNES  
COUNTY  
*Chas. St. Cecil* CLERK

*375 Rd.*

MW

RECEIVED FOR RECORD Sept 19, 1974

KENNERSLEY MARINA, INC.

AMENDED ARTICLES OF INCORPORATION

FIRST: THE UNDERSIGNED, Joseph S. Hessenthaler, whose post office address is 1300 Two Girard Plaza, Philadelphia, Pennsylvania 19102, the incorporator of Kennersley Marina, Inc., acting prior to the first meeting of the Board of Directors, does hereby amend the Articles of Incorporation of Kennersley Marina, Inc., in their entirety under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation is KENNERSLEY MARINA, INC.

THIRD: The name and mailing address of the Incorporator is as follows:

<u>Name</u>	<u>Mailing Address</u>
Joseph S. Hessenthaler	1300 Two Girard Plaza Philadelphia, Pennsylvania 19102

who desires to form a corporation under the general laws of the State of Maryland.

FOURTH: The name and post office address of the resident agent of the corporation in this State is:

<u>Name</u>	<u>Address</u>
Geoffrey Leonard, Postmaster	Church Hill, Maryland 21623

FIFTH: The post office address of the principal office of the corporation in this State is P.O. Box 87, Church Hill, Maryland 21623.

SIXTH: The purpose for which the corporation shall be organized under the General Corporation Law of the State of Maryland is to engage in any or all activities necessary and relating to the operation of a Marina.

SEVENTH: The aggregate number of shares which the corporation shall have authority to issue is One Thousand (1,000) shares of the par value of Ten Cents (\$10) per share. All such shares are of one class and are designated as Common Stock.

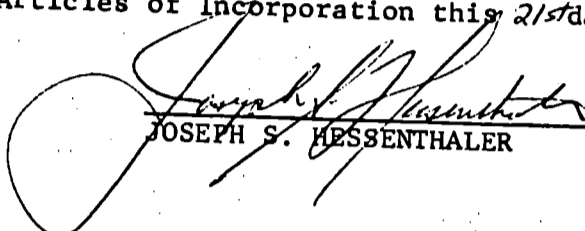


EIGHTH: The Board of Directors shall consist of three members. The names of those who shall act as Directors until the first annual meeting of shareholders is as follows:

Truman H. Newberry, II  
Mary Josephine Newberry

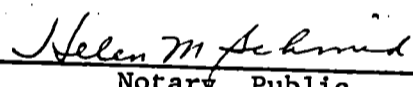
Joy Ann Newberry

IN TESTIMONY WHEREOF, the undersigned Incorporator has signed and sealed these Articles of Incorporation this 21<sup>st</sup> day of May, 1974.

 (SEAL)  
JOSEPH S. HESSENTHALER

COUNTY OF PHILADELPHIA:  
: SS  
STATE OF PENNSYLVANIA :

I, *Helen M. Schmid* a Notary Public do hereby certify that on the 21<sup>st</sup> day of May, 1974, personally appeared before me, Joseph S. Hessenthaler, who being by me first duly sworn, declared that he is the person who signed the foregoing document as Incorporator, and that the statements therein contained are true.

  
Notary Public

HELEN M. SCHMID, Notary Public  
Philadelphia, Philadelphia County, Pa.  
My Commission Expires May 19, 1975

AMENDED ARTICLES OF INCORPORATION

OF

KENNERSLAY MARINA, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland June 5, 1974 at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

A 32891

3

Recorded in Liber 2076, folio 4, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid \$-----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 indorsements 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.

*Richard Keller*



STATE OF MARYLAND,  
QUEEN ANNE'S COUNTY, SCT.  
I HEREBY CERTIFY THAT  
THIS *Amended Articles of Inc* WAS  
RECEIVED FOR RECORD THIS *1974*  
DAY OF *Sept* 7<sup>th</sup> AT *11:45* A.M.  
IN *7741* AND RECORDED IN  
LIBER *2076* PAGE *39* Art. *Inc*  
RECORD BOOK FOR QUEEN ANNE'S  
COUNTY  
*Cecilia* CLERK

\$ 3.75 Pd

ARTICLES OF INCORPORATION  
OF

R. BENTLEY DEVELOPMENT CORPORATION

THIS IS TO CERTIFY:

FIRST: That I, the undersigned incorporator, Howard Wood, whose post office address is P. O. Box 307, Centreville, Maryland 21617, being at least 18 years of age, am forming a corporation under the general laws of the State of Maryland.

SECOND: The name of the corporation is R. BENTLEY DEVELOPMENT CORPORATION.

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

To carry on the businesses of leasing construction equipment (primarily road, utility and land-improvement construction equipment) to be owned by the corporation, operating such equipment and dealing in (buying and selling) such equipment;

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, garages, 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 P. O. Box 6, Queenstown, Maryland 21658. The resident agent of the corporation is Randolph B. Knight, whose post office address is P. O. Box 6, Queenstown, Maryland 21658. Said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: 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.

SIXTH: The corporation shall not have less than three (3) nor more than nine (9) directors, and Randolph B. Knight, Luther Knight, and Gerry Mullins 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, 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.

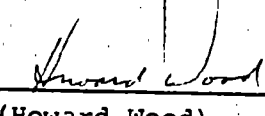
(c) The Board of Directors of the corporation is hereby empowered to authorize the purchase by the corporation out of its surplus, at any such time or times and in such amounts as it shall deem advisable, shares of its own stock of any class, whether now or hereafter authorized and securities convertible 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.

And, that I, the undersigned incorporator, hereby acknowledge the foregoing Articles of Incorporation to be my act.

WITNESS my hand and seal, this 19<sup>th</sup> day of June, 1974:

  
\_\_\_\_\_  
(Howard Wood)

LIBER

3 PAGE 546

ARTICLES OF INCORPORATION OF R. Bentley Development Corporation				
--------------------------------------------------------------------------	--	--	--	--

HOWARD WOOD  
ATTORNEY AT LAW  
119 LAWYERS ROW  
CENTREVILLE, MD. 21617

State Department  
of  
Assessment and Taxation  
RECEIVED

83074 6-20-74

20	ISSUE TAX
15	EMERGENCY FEE
	COMPLETION CHARGES
35	TOTAL CASH
	TOTAL CHECKS

51

ARTICLES OF INCORPORATION  
OF  
R. BENTLEY DEVELOPMENT CORPORATION

approved and received for record by the State Department of Assessments and Taxation  
of Maryland June 20, 1974 at 3:30 o'clock A. M. as in conformity  
with law and ordered recorded.

A 32808

5

Recorded in Liber 2075, folio 82, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 15.00

To the clerk of the Circuit Court of Queen Annes County

IT IS HEREBY CERTIFIED, that the within instrument, together with all indorsements 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.

*Richard I. Keller*



UBER

3 PAGE 547

STATE OF MARYLAND,  
QUEEN ANNES COUNTY, SCT.  
I HEREBY CERTIFY THAT  
THIS *Art/Dec* WAS  
RECEIVED FOR RECORD THIS *19th*  
DAY OF *Sept* 1974 AT *11:45* A. M.  
IN *7741* AND RECORDED IN  
LIBER *CWC3 Fol. 54 Art/Dec*  
RECORD BOOK FOR QUEEN ANNES  
COUNTY  
*Chas. W. Cecil* CLERK

GMR

*\$ 3.75 Pd*



FOR RECORD Sept. 19, 1974

LOVE POINT ELECTRONIC CONSULTANTS INC.  
(LOPEC)

ARTICLES OF INCORPORATION

FIRST: The undersigned, Francis Raymond Hauer, Catherine Margaret Hauer and Ruth Genevieve Hauer, whose post office addresses are Rt #2 Box 866A, Stevensville Maryland 21666, same and 5628 Whitfield Chapel Road, Apt 103, Lanham Maryland 20801, being at least Twenty One years of age, do hereby form a corporation under the general laws of the state of Maryland.

SECOND: The name of the Corporation is, LOVE POINT ELECTRONIC CONSULTANTS Inc.

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

Objectives of the corporation are to provide technical assistance and program documentation for site preparation, installation, maintenance, test and evaluation of automatic data processing devices and communication equipment required for the transmission of data to remote terminal sites.

To assist in review, analysis, technical coordination and preparation of program and budget documentation.

To do maintenance on Radio, Microwave (to 100 Watts), land-line telecommunications high speed digital data transmission systems, and visual communications, including interface considerations.

FOURTH: The post office address of the principle office of the Corporation in Maryland is Rt #2 Box 866A, Stevensville, Queen Anne's County Maryland 21666. The name and post office address of the resident agent of the Corporation in Maryland is Francis Raymond Hauer, Rt #2 Box 866A Stevensville Queen Anne's County Maryland 21666. Said agent is a citizen of Maryland and actually resides therein.

FIFTH: Love Point Electronic Consultants Corporation is not authorized to issue capital stocks.

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); and the names of the directors who shall act until the first annual meetin or until their successors are duly chosen and qualified.

Catherine Margaret Hauer	President
Francis Raymond Hauer	Vice President (Agent)
Ruth Genevieve Hauer	Secretary/Treasurer

SEVENTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation  
on 10 June 1974

Witness:

Francis Raymond Hauer  
Francis Raymond Hauer

Catherine Margaret Hauer  
Catherine Margaret Hauer

Ruth Genevieve Hauer  
Ruth Genevieve Hauer

STATE OF MARYLAND  
County of Queen Anne's

I HEREBY CERTIFY that on June 10, 1974, before me, the subscribers,  
a notary public of the State of Maryland in and for Queen Anne's County,  
personally appeared Francis Raymond Hauer, Catherine Margaret Hauer, Ruth  
Genevieve Hauer and acknowledged the foregoing Articles of Incorporation  
to be their act

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

William F. Thomas  
Notary Public

My Commission expires July 1, 1974

UBER 3 PAGE 549

Handwritten notes and signatures, including a vertical list of numbers: 1, 2, 3, 4, 5, 6, 7, 8, 9, 10, 11, 12, 13, 14, 15, 16, 17, 18, 19, 20, 21, 22, 23, 24, 25, 26, 27, 28, 29, 30, 31, 32, 33, 34, 35, 36, 37, 38, 39, 40, 41, 42, 43, 44, 45, 46, 47, 48, 49, 50, 51, 52, 53, 54, 55, 56, 57, 58, 59, 60, 61, 62, 63, 64, 65, 66, 67, 68, 69, 70, 71, 72, 73, 74, 75, 76, 77, 78, 79, 80, 81, 82, 83, 84, 85, 86, 87, 88, 89, 90, 91, 92, 93, 94, 95, 96, 97, 98, 99, 100.

ARTICLES OF INCORPORATION

OF

LOVE POINT ELECTRONIC CONSULTANTS INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland June 19, 1974 at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

**A 32733**

3

Recorded in Liber **2074**, folio **272**, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus 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 indorsements 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.

*Richard Kella*



STATE OF MARYLAND,  
QUEEN ANNE'S COUNTY, SCT.  
I HEREBY CERTIFY THAT  
THIS *Art/Doc* WAS  
RECEIVED FOR RECORD THIS *1974*  
DAY OF *Sept* 19 *74* AT *11:45 A.M.*  
IN *2741* AND RECORDED IN  
BOOK *CWC 3* PAGE *548* BY  
RECORDED BOOK FOR QUEEN ANNE'S  
COUNTY.  
*Carol St. Cecil* CLERK

GMR

*3.75 PD.*

RECEIVED FOR RECORD Sept. 19, 1974

ARTICLES OF INCORPORATION

OF

ENTERPRISES OF SEWARD'S, INC.

THIS IS TO CERTIFY

FIRST: That I, the subscriber, EARL WILLIS SEWARD, whose post office address is Kent Narrows, Grasonville, Maryland 21638, being of full legal age do, under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations, thereunder form a corporation.

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

ENTERPRISES OF SEWARD'S, 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 hold, buy, sell, manage and develop real estate, improved or unimproved and to engage in any and all other transactions relating to the ownership, sale, management or development of real estate in Queen Anne's County or elsewhere.

(b) To purchase, lease or other wise acquire and dispose of real estate, property rights, business, good-will, franchises and assets of every kind or corporation, firm, partnership or individual, 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 pay for the same in cash, bonds, or other securities of the Corporation, or otherwise.

(c) To carry on any of the businesses hereinbefore enumerated or 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 the transaction of its aforesaid businesses, 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 or rights.

(d) 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, indentures, 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, pledge, 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.

(e) To exercise all and every the powers and rights conferred on corporations generally by the laws of the United States of America, the State of Maryland and all other states and countries in which the Corporation may do business; to conduct its business in the State of Maryland and elsewhere, provided that in the transaction of its business, the Corporation shall be subject to the laws and statutes of each state in which the same may be transacted or its property may be located.

It is the intention that the Corporation shall be authorized to exercise and enjoy all other powers, rights and privileges granted to or conferred upon corporations of this character by the laws of the State of Maryland, and that the enumeration of powers herein is not intended as exclusive or in limitation of, or as a waiver of, any other powers, rights or privileges, granted

or conferred by the laws of the State of Maryland, now or hereafter in force, except as in this Article expressly limited or restricted, but in furtherance of the same.

FOURTH: The post office address of the place at which the principal office of the Corporation in this State shall be located is Kent Narrows, Grasonville, Maryland 21638. The resident agent of the Corporation is Earl Willis Seward, whose post office address is Kent Narrows, Grasonville, Maryland 21638. Said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The Corporation shall have not less than three nor more than five Directors, and EARL WILLIS SEWARD, EARL WARFIELD SEWARD and FLORENCE W. SEWARD 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 of common stock 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 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 the limitations and restrictions, if any, as may be set forth in the By-laws of the Corporation.

(b) The Board of Directors of the Corporation is hereby empowered to authorize the purchase by the Corporation out of its surplus, at 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 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, re-issue 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 ineffective or invalidated by the fact that any Director or Officer of this Corporation is pecuniarily interested in such contract or transaction, or the Director, Officer or member of such other corporation or firm, provided that the fact of such interest, office or membership shall be disclosed or shall have been made known 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, I have signed these Articles of Incorporation this 1st day of June, 1974.

WITNESS:

Harriett Robinson as to Earl Willis Seward  
Earl Willis Seward

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

I HEREBY CERTIFY, that on this 11<sup>th</sup> day of June, 1974, before me, the subscriber, a Notary Public of the State of Maryland in and for the County aforesaid, personally appeared EARL WILLIS SEWARD and he acknowledged the foregoing Articles of Incorporation to be his act.

AS WITNESS my hand and Notarial Seal.

*Harriet R. Rubenson*

Notary Public  
My commission expires July 1, 1974



3 554

	ARTICLES OF INCORPORATION OF SEWARD'S, INC.	
LAW OFFICES <b>EDWARD TURNER</b> 109 LAWYERS ROW CENTREVILLE, MARYLAND 21017		

STATE DEPARTMENT OF ASSESSMENTS  
AND TAXATION

RECEIVED

DATE 10:30 AM 6 18 77

20	NOTES TAX	
15	ASSOCIATION FEE	
4	1ST CERTIFIED COPY \$4	
1	ADDITIONAL COPIES \$1	
40	TOTAL CASH <input type="checkbox"/> CHECK <input checked="" type="checkbox"/>	

23

*[Handwritten signature]*

ARTICLES OF INCORPORATION  
OF  
ENTERPRISES OF SEWARD'S, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland June 12, 1974 at 10:30 o'clock A. M. as in conformity  
with law and ordered recorded.

A 32622

Recorded in Liber 2073, folio 12, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 15.00

To the clerk of the Circuit Court of Queen Annes County

IT IS HEREBY CERTIFIED, that the within instrument, together with all indorsements 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.

*Richard J. Kella*



STATE OF MARYLAND,  
QUEEN ANNES COUNTY, SCT.  
I HEREBY CERTIFY THAT  
THIS Art/ Inc WAS  
RECEIVED FOR RECORD THIS 19 74  
DAY OF Sept 19 74 AT 11:45 A.M.  
RE 7741 AND RECORDED IN  
LIBER cwe 3 fol 5516 ext blue  
RECORD BOOK FOR QUEEN ANNES  
COUNTY  
*Edward Cecil* CLERK.

LIBER

3 PAGE 555

3. 75 Pd.



RECEIVED FOR RECORD Sept 19, 1974

## ARTICLES OF INCORPORATION

OF

GOOD LUCK CRAB HOUSE AND RAW BAR, INC.

## THIS IS TO CERTIFY:

FIRST: That the undersigned, Patricia B. McDonald, James Neal Hines and William E. Doles, all whose post office address is 8709 Good Luck Road, Lanham, Maryland 20801, all being at least twenty-one years of age, do hereby form a corporation under the general laws of the State of Maryland.

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

GOOD LUCK CRAB HOUSE AND RAW BAR, INC.

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

(a) To own, conduct, operate, maintain and carry on the business of a restaurant and to sell and dispense foods, beverages, and liquors of all kinds and to do wholesale as well as retail selling of the above mentioned items and to do any and all things necessary and pertinent to said business.

(b) To purchase, acquire, hold, improve, 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 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.

(c) To borrow money, and to make and issue notes, bonds, debentures, obligations and evidences 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.

(d) To endorse, guarantee, indemnify and make, secure and assume the punctual performance of any obligations, contracts, covenants or choses in action of any other person, firm, corporation, state, city, county, municipality or other governmental entity.

(e) To purchase or otherwise acquire, hold, sell or otherwise dispose of, and reissue the shares of its own capital stock of any class and to deal in its own securities.

In general, to invest the capital of this company for profit and to use and deal in money and wealth in any fashion and to do any and 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 other 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.

The above granted powers of the Corporation are in furtherance of and not in limitation of the general powers conferred by law on the Corporation.

FOURTH: The post office address of the principal office of the Corporation in this State is Good Luck Crab House and Raw Bar, Inc., Kent Narrows, Grasonville, Maryland 21638. The name and post office address of the resident agent of the Corporation in this State is William E. Doles, 8700 Good Luck Road, Lanham, Maryland 20801. The resident agent is a citizen of the State of Maryland actually residing in this State.

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 (\$100.00) Dollars a share, all of one class, having an aggregate par value of One Hundred Thousand (\$100,000.00) Dollars.

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); and the names of the Directors who shall act until the first annual meeting or until their successors are duly chosen and qualify are:

Patticia B. McDonald  
James Neal Hines  
William E. Doles  
Richard D. McCombs

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) This is to be a Sub-Chapter S corporation and thus anything that the Board of Directors and/or stockholders do shall not interfere with this Corporation being eligible to be a Sub-Chapter S corporation, in that they should abide by the six (6) requirements to make this Corporation eligible as a Sub-Chapter S corporation, they being as follows:

- (1) The Corporation must be a domestic corporation.
- (2) It must have no more than ten (10) shareholders; however, if stock is held by a husband and wife as joint tenants, tenants by the entirety, or tenants in common, or is community property (or the income from which is community income) it shall be treated as owned by one shareholder.
- (3) It has only individuals or estates as shareholders.
- (4) It has no shareholder who is a nonresident alien.

(5) It has only one class of stock.

(6) It is not a member of an affiliated group of corporations (as defined in section 1504 of the Code); however, a corporation shall not be considered a member of an affiliated group during any taxable year by reason of stock owned in another corporation if such other corporation has not begun business before the close of the taxable year and does not have taxable income for the period included in such taxable year.

(b) The Board of Directors of the Corporation is 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.

(c) The Board of Directors shall have power from time to time to make, alter and repeal the By-Laws of this Corporation; to open stock books, 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 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.

(d) The Board of Directors shall have power to create, make and issue mortgages, bonds, warrants, debentures, deeds of trust, trust agreements, negotiable and transferable instruments and evidences of indebtedness of all kinds and securities, secured by mortgage or otherwise, and to do every other act and thing necessary to effectuate the same; to purchase or otherwise acquire, and to sell or otherwise dispose of, for the Corporation, any property, rights, or privileges which the Corporation is authorized to acquire, at such prices and on such terms and conditions, and for such considerations as they think fit, at their discretion, to pay for any property or rights, acquired by the Corporation, either wholly or partially, in money or in stock, bonds, debentures or other securities of the Corporation.

(e) The Board of Directors shall have power to determine who shall be authorized to sign on the Corporation's behalf bills, notes, receipts, acceptances, endorsements, checks, releases, contracts and documents; from time to time to provide for the management of the affairs of the Corporation at home or abroad in such manner as they think fit; and in particular, from time to time, to delegate any of the powers of the Board of Directors to any committee, officers, or agent, and to appoint any person or persons to be the agents of the Corporation with such powers (including the power to delegate) and upon the terms as they think fit.

(f) The Board of Directors shall have power in the purchase or acquisition of property, business, rights or franchises or for additional working capital, or for any other object in or about its business or affairs, and without limit as to amount, 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 convertible into stock of any class, and whether secured by mortgage, pledge, deed of trust, or otherwise.

(g) 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 such shares or convertible shares except as the Board of Directors in its discretion may expressly 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 holders of stock, may, as the 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.

(h) Any officer or employee of the Corporation 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, and such action shall be conclusive on the officer or employee so removed.

(i) 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 which changes the terms of any of the outstanding stock or rights of stockholders 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.

(j) No action which may be taken by the Board of Directors of the Corporation and with respect to which any director may have a pecuniary or personal interest, either on his own behalf or on behalf of any other person, shall be avoided or avoidable or otherwise affected by reason of such interest, regardless of whether such director voted in favor of or against such action, or abstained from voting, and of whether the presence of such director was necessary for a quorum; and no such director shall have any liability by reason of such interest.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation this 6 day of June, 1974.

WITNESS:

James Neal Hines as to Patricia B. McDonald  
Patricia B. McDonald

Virginia I. White as to James Neal Hines  
James Neal Hines

James Neal Hines as to William E. Doles  
William E. Doles

STATE OF MARYLAND, COUNTY OF P.G., to wit:

I HEREBY CERTIFY, that on this 6 day of JUNE, 1974, before me, the subscriber, a Notary Public of the State of Maryland, for the County of P.G., personally appeared Patricia B. McDonald and acknowledged the foregoing Articles of Incorporation to be her act.

AS WITNESS my hand and Notarial Seal.



Frank Louis Lerch  
Notary Public

My Commission expires: 7/1/74

STATE OF MARYLAND, COUNTY OF P.G., to wit:

I HEREBY CERTIFY, that on this 6 day of JUNE, 1974, before me, the subscriber, a Notary Public of the State of Maryland, for the County of P.G., personally appeared Neal Hines and acknowledged the foregoing Articles of Incorporation to be his act.

AS WITNESS my hand and Notarial Seal.



Frank Louis Lerch  
Notary Public

My Commission expires: 7/1/74

STATE OF MARYLAND, COUNTY OF P.G., to wit:

I HEREBY CERTIFY, that on this 6 day of JUNE, 1974, before me, the subscriber, a Notary Public of the State of Maryland, for the County of P.G., personally appeared William E. Doles and acknowledged the foregoing Articles of Incorporation to be his act.

AS WITNESS my hand and Notarial Seal.



Frank Louis Lerch  
Notary Public

My Commission expires: 7/1/74

	ARTICLES OF INCORPORATION OF GOOD LUCK CRAB HOUSE AND RAW BAR, INC.	
LAW OFFICES <b>EDWARD TURNER</b> 109 LAWYERS ROW CENTREVILLE, MARYLAND 21617		

STATE DEPARTMENT OF AGRICULTURE  
AND TAXATION

RECEIVED

TIME 10:30 AM MO. DAY YEAR 12 27

20	SALES TAX	
15	AMOUNT PAID FOR	
4	IN. RECEIVED 0.21 84	
1	ADDITIONAL COPIES \$	
40	TOTAL CASH <input type="checkbox"/> FIRM <input type="checkbox"/>	
	TOTAL CHECK <input checked="" type="checkbox"/>	

*and 3*

*57*

ARTICLES OF INCORPORATION

OF

GOOD LUCK CRAB HOUSE AND RAW BAR, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland June 12, 1974 at 10:30 o'clock A. M. as in conformity with law and ordered recorded.

A 32621

Recorded in Liber 2073, folio 11, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 15.00

To the clerk of the Circuit Court of Queen Annes County

IT IS HEREBY CERTIFIED, that the within instrument, together with all indorsements 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.

Richard Keller



STATE OF MARYLAND, QUEEN ANNE'S COUNTY, SCT. I HEREBY CERTIFY THAT THIS Act/Doc WAS RECEIVED FOR RECORD THIS 19th DAY OF Sept 19 74 AT 11:45 A.M. EE 7741 AND RECORDED IN LIBER CWC 3, Fol 556 Act/Doc REC. BOOK FOR QUEEN ANNE'S COUNTY CHARLES C. CEIL CLERK

3.75 Pd. MW

RECORDED FOR RECORD

Sept. 19, 1924

ARTICLES OF INCORPORATION

OF

ELLSWORTH'S PLACE, INC.

THIS IS TO CERTIFY

FIRST: That we, the subscribers, DANIEL JOYCE, whose post office address is 450 Boston Heights Circle, Annapolis, Maryland 21401, THOMAS EDWARD GREEN, whose post office address is Box 102 A, Annapolis, Maryland 21401, and THOMAS J. SYLVE, whose post office address is 10 Ellington Drive, Annapolis, Maryland 21403, 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

ELLSWORTH'S PLACE, 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 own, conduct, operate, maintain and carry on the business of a restaurant or restaurants, and to sell and dispense foods, beverages and liquids of all kinds, as well as, to own, conduct, operate, maintain and carry on a general store business, and to do any and all things necessary and pertinent to said business or businesses.

(b) To purchase, lease or otherwise acquire and dispose of real estate, property rights, business, good-will, franchises and assets of every kind or corporation, firm, partnership or individual, 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 pay for the same in cash, bonds, or other securities of the Corporation, or otherwise.

(c) To carry on any of the businesses hereinbefore enumerated or 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 the transaction of its aforesaid businesses, 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 or rights.

(d) 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, indentures, 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, pledge, 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.

(e) To exercise all and every the powers and rights conferred on corporations generally by the laws of the United States of America, the State of Maryland and all other states and countries in which the Corporation may do business; to conduct its business in the State of Maryland and elsewhere, provided that in the transaction of its business, the Corporation shall be subject to the laws and statutes of each state in which the same may be transacted or its property may be located.

It is the intention that the Corporation shall be authorized to exercise and enjoy all other powers, rights and privileges granted to or conferred upon



corporations of this character by the laws of the State of Maryland, and that the enumeration of powers herein is not intended as exclusive or in limitation of, or as a waiver of, any other powers, rights or privileges, granted or conferred by the laws of the State of Maryland, now or hereafter in force, except as in this Article expressly limited or restricted, but in furtherance of the same.

FOURTH: The post office address of the place at which the principal office of the Corporation in this state shall be located is Stevensville, Maryland 21666. The resident agent of the Corporation is THOMAS J. SYLVE, whose post office address is 10 Ellington Drive, Annapolis, Maryland 21403. Said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The Corporation shall have not less than three nor more than five directors, and THOMAS J. SYLVE, DANIEL JOYCE, THOMAS EDWARD GREEN and ELLSWORTH C. SPENCE 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 Twenty Five Thousand Dollars (\$25,000.00) par value of common stock divided into Two hundred Fifty (250) 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 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 the limitations and restrictions, if any, as may be set forth in the By-laws of the Corporation.

(b) The Board of Directors of the Corporation is hereby empowered to authorize the purchase by the Corporation out of its surplus, at 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 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, re-issue 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 ineffective or invalidated by the fact that any director or officer of this Corporation is pecuniarily interested in such contract or transaction, or the director, officer or member of such other corporation or firm, provided that the fact of such interest, office or membership shall be disclosed or shall have been made known 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 this 29th day of May, 1974.

WITNESS:

Virginia D. White as to Daniel Joyce  
Daniel Joyce

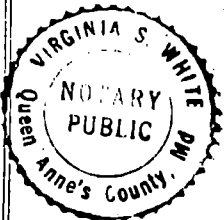
Virginia S. White as to Thomas Edward Green  
Thomas Edward Green

Virginia S. White as to Thomas J. Sylve  
Thomas J. Sylve

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

I HEREBY CERTIFY, that on this 29th day of May, 1974, before me, the subscriber, a Notary Public of the State of Maryland in and for the County aforesaid, personally appeared Daniel Joyce, Thomas Edward Green and Thomas J. Sylve, and each acknowledged the foregoing Articles of Incorporation to be their respective acts.

AS WITNESS my hand and Notarial Seal.



Virginia S. White  
Virginia S. White  
Notary Public  
My commission expires July 1, 1974.

UBER 3 PAGE 566

ARTICLES OF INCORPORATION OF ELLSWORTH'S PLACE, INC.	LAW OFFICES EDWARD TURNER 109 LAWYERS ROW CENTREVILLE, MARYLAND 21617
------------------------------------------------------------	--------------------------------------------------------------------------------

STATE DEPARTMENT OF ASSESSMENTS  
AND TAXATION

RECEIVED

TIME MON. DAY YEAR

10:30 AM 6 12 74

20	HOUSING TAX	
15	HOUSING TAX	
4	10% CAPITAL GAINS TAX	\$4
1	ADDITIONAL COPIES \$1	
40	TOTAL CASH	
	TOTAL CHECK	

2-3

5

ARTICLES OF INCORPORATION  
OF  
ELLSWORTH'S PLACE, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland June 12, 1974 at 10:30 o'clock A. M. as in conformity  
with law and ordered recorded.

A 32620

Recorded in Liber 2073, folio 10, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 15.00

To the clerk of the Circuit Court of Queen Annes County

IT IS HEREBY CERTIFIED, that the within instrument, together with all indorsements 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.

*Richard J. Keller*



STATE OF MARYLAND,  
QUEEN ANNE'S COUNTY, SCT.  
I HEREBY CERTIFY THAT  
THIS Art. 1 Inc. WAS  
RECEIVED FOR RECORD THIS 19 74  
DAY OF Sept 19 74 AT 11:45 A.M.  
RE 7741 AND RECORDED IN  
LIBER C.W.C. 3, fol. 563, Art. 1 Inc.  
RECORD BOOK FOR QUEEN ANNE'S  
COUNTY

LIBER

3 PAGE 567

*Edward St. ...* CLERK

\$ 3.75 Pd. MW

RECEIVED FOR RECORD Sept 19, 1974

A R T I C L E S O F I N C O R P O R A T I O N  
of  
WORKERS FOR CHRIST, INC.

The undersigned, acting as Incorporators of a non-profit corporation, adopt the following Articles of Incorporation for such corporation.

Article I. Name

The name of the corporation is WORKERS FOR CHRIST, INC.

Article II. Duration

The period of duration is perpetual.

Article III. Purposes

The purpose or purposes for which the corporation is organized are:

1. General Purposes. To operate exclusively for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals, including but not limited to receiving contributions and paying them over to one or more organizations (other than organizations testing for public safety) described in section 501 (c) (3), and exempt from taxation under section 501 (a), of the Internal Revenue Code, as now in force or afterwards amended. The corporation shall not be operated for profit and no part of the net earnings shall inure to the benefit of any individual.

2. Ancillary Purposes. To do and engage in all lawful activities that are in furtherance of one or more of the general purposes of the corporation.

Article IV. Restrictions

The following additional provisions are inserted for the regulation of the affairs of the corporation:

1. Legislative and Political Activities. No substantial

part of the activities of the corporation shall consist of attempting to influence legislation by propaganda or otherwise, or directly or indirectly participating in, or intervening in (including the publishing or distributing of statements), any political campaign on behalf of or in opposition to any candidate for public office.

2. Distribution of Assets on Dissolution. Upon dissolution of the corporation, its remaining assets, if any, shall be distributed to one or more organizations organized and operated exclusively for religious, charitable, scientific, literary, or educational purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code, as now in force or afterwards amended, as the directors (or trustees) of the corporation shall determine. Any such assets not so distributed shall be distributed by the Circuit Court of the County in which the registered office of the corporation is then located to another organization to be used in such manner as in the judgment of such Court will best accomplish the general purposes for which the corporation was organized.

3. Prohibited Transactions. The corporation shall not engage in any of the prohibited transactions described in section 503 (c) of the Internal Revenue Code, as now in force or afterwards amended. The corporation is not authorized to issue capital stock.

4. Accumulation of Income. The corporation shall not unreasonably accumulate income within the meaning of section 504 of the Internal Revenue Code, as now in force or afterwards amended.

5. Trade or Business. The corporation shall not be operated for the primary purpose of carrying on an unrelated trade or business as defined in section 513 of the Internal Revenue Code, as now in force or afterwards amended.

6. Distribution of Earnings. No part of the net earnings of the corporation shall inure to the benefit of any private

shareholder or individual within the meaning of section 501 (c) (3) of the Internal Revenue Code, as now in force or afterwards amended.

7. Compensation. No compensation shall be paid to any member, officer, director, trustee, creator, or organizer of the corporation or substantial contributor to it except as a reasonable allowance for services actually rendered to or for the corporation.

8. Public Purpose. The corporation is organized to serve public interests. Accordingly, it shall not be operated for the benefit of private interests, such as contributors to or shareholders of the corporation, or persons controlled directly or indirectly by such private interests.

Article V. Registered Office and Agent

The address of the initial registered office of the corporation is Workers For Christ, Inc., c/o Paul W. Phillips, Sudlersville, Maryland 21668, and the name of its initial registered agent at such address is Paul W. Phillips.

Article VI. Directors

The number of directors constituting the initial Board of Directors of the corporation is three, and the names and addresses of the persons who are to serve as the initial directors, all of whom are at least 18 years of age, are:

<u>Name</u>	<u>Address</u>
Paul W. Phillips	Sudlersville, Maryland 21668
Elizabeth M. White	Chester, Maryland 21619
Brian B. Kane, Sr.	Front Street, Chestertown, Maryland 21620

Article VII. Incorporators

The name and address of each incorporator is:

<u>Name</u>	<u>Address</u>
Paul W. Phillips	Sudlersville, Maryland 21668
Elizabeth M. White	Chester, Maryland 21619
Brian B. Kane, Sr.	Front Street, Chestertown, Maryland 21620

Dated: May 16th, 1974.

Paul W. Phillips  
Paul W. Phillips

Elizabeth M. White  
Elizabeth M. White

Brian B. Kane, Sr.  
Brian B. Kane, Sr.

STATE OF MARYLAND

ss.

COUNTY OF KENT

I, Elizabeth C. Rollison a notary public, hereby certify that on the 16 day of May, 1974, personally appeared before me, Paul W. Phillips, Elizabeth M. White and Brian B. Kane, Sr., who being by me first duly sworn, severally declared that they are the persons who signed the foregoing document as incorporators, and that the statements therein contained are true.

My Commission Expires  
July 1st, 1974



Elizabeth C. Rollison  
Notary Public



ARTICLES OF INCORPORATION  
OF  
WORKERS FOR CHRIST, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland June 14, 1974 at 8:30 o'clock A.M. as in conformity  
with law and ordered recorded.

A 32610

5

Recorded in Liber 2072, folio 122, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$20.00-----Recording fee paid \$15.00-----

To the clerk of the Circuit Court of Queen Annes County

IT IS HEREBY CERTIFIED, that the within instrument, together with all indorsements 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.

*Richard J. Keller*



STATE OF MARYLAND,  
QUEEN ANNES COUNTY, SCT.  
I HEREBY CERTIFY THAT  
THIS *Art 1 Inc* WAS  
RECEIVED FOR RECORD THIS *19<sup>th</sup>*  
DAY OF *Sept* 19 *74* AT *11:45* A.M.  
BE *7241* AND RECORDED IN  
LIBER *Case 3 7-568 Art 1 Inc*  
RECORD BOOK FOR QUEEN ANNES  
COUNTY  
*Case 3 7-568* CLERK.

MW  
\$ 3.75 *pd.*

RECEIVED OCT 22 1974

KENNERSLEY STUD, INC.  
ARTICLES OF REVIVAL  
(Under Section 85)

OCT 22-74 A #28774 \*\*\*\*\*375

AUG 22 9 08 AM '74

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 charter of the Corporation was forfeited on November 18, 1970, 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 KENNERSLEY STUD, INC.

THIRD: The name by which the Corporation will hereafter be known is KENNERSLEY STUD, INC.

FOURTH: (a) The post office address of the principal office of the Corporation in the State of Maryland is Kennersley Farm, Church Hill, Queen Anne's County, Maryland 21623, 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 David E. Seaman, Kennersley Farm, Church Hill, Queen Anne's County, Maryland 21623. 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 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 OFFICERS

IN WITNESS WHEREOF, the undersigned, who were respectively the last acting President and Secretary of the Corporation, have signed these Articles of Revival on August 20, 1974.

*David E. Seaman*  
David E. Seaman  
Last Acting President

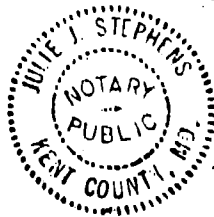
*Owen K. Fox*  
Owen K. Fox  
Last Acting Secretary

STATE OF MARYLAND, COUNTY OF KENT, ss:

I HEREBY CERTIFY, that on August 20, 1974, before me, the subscriber, a Notary Public of the State of Maryland in and for the County of Kent, personally appeared David E. Seaman, the last acting President and Owen K. Fox, the last acting Secretary of KENNERSLEY STUD, 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.

My Commission Expires:  
July 1st, 19



*Julie J. Stephens*  
Notary Public

ARTICLES OF REVIVAL  
OF  
KENNERSLEY STUD, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland August 22, 1974 at 8:30 o'clock A.M. as in conformity  
with law and ordered recorded.

A 34343

Recorded in Liber 2098, folio 155 <sup>3</sup> one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Special fee  
Bond tax paid \$ 25.00 Recording fee paid \$ 15.00

To the clerk of the Circuit Court of Queen Annes County

IT IS HEREBY CERTIFIED, that the within instrument, together with all indorsements 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.

*William J. Harrison*



LIBER

3 PAGE 575

STATE OF MARYLAND  
QUEEN ANNES COUNTY, MD  
I HEREBY CERTIFY THAT  
THIS Revival WAS  
RECEIVED FOR RECORDING 22.74  
DAY OF Oct 74 A.M.  
RE 22.74 DEPOSITED IN  
LIBER 2098 Folio 155 Charter  
RECORD BOOK FOR QUEEN ANNES  
COUNTY  
Chas. C. Cecil CLERK

\$ 3.75 Pd.

RECEIVED FOR RECORD October 22 1974

OCT 22-74 A #28773 \*\*\*\*\* 75

KENT ISLAND PIER ONE, INC.  
ARTICLES OF AMENDMENT

Kent Island, Pier One, Inc., a Maryland Corporation having its principal office at Pier One Marina, Kent Island, Stevensville, Queen Anne's County, Maryland, hereinafter called the Corporation, hereby certifies to the State Department of Assessments and Taxation, that:

FIRST: The Charter of the Corporation is hereby amended by striking out the Corporation's name, Kent Island Pier One, Inc. and inserting in lieu thereof the following name:

CHESAPEAKE BAY YACHTING CENTER, INC.

SECOND: The amendment to the Charter of the Corporation herein made was approved by vote of a majority of the entire Board of Directors at a special meeting duly convened and held on August 16, 1974; and there are no shares of stock of the Corporation entitled to vote thereon either outstanding or subscribed for.

IN WITNESS WHEREOF, Kent Island Pier One, Inc. has caused these presents to be signed in its name and on its behalf by its President, and witnessed by its Secretary on August , 1974.

KENT ISLAND PIER ONE, INC.

Witness:

*Bennett Crain, Jr.*  
Bennett Crain, Jr., Sec'y

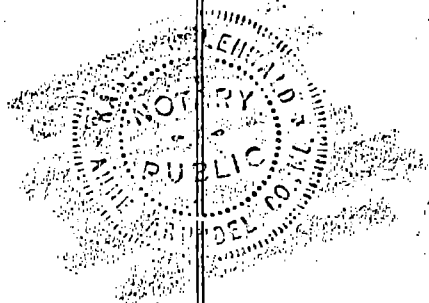
By: *Wayne T. Kosmerl*  
Wayne T. Kosmerl, President

STATE OF MARYLAND, COUNTY OF Anne Arundel, to wit:

I HEREBY CERTIFY that on August , 1974, before me, the subscriber, a notary public of the State and County aforesaid, personally appeared Wayne T. Kosmerl, President of the Kent Island Pier One, Inc., a Maryland Corporation, and in the name and on the 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 Bennett Crain, Jr., and made oath in due form of law that he was Chairman of the meeting of the Directors of said Corporation when 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.

*[Signature]*  
Notary Public



ARTICLES OF AMENDMENT  
OF  
KENT ISLAND PIER ONE, INC.  
changing its name to:  
CHESAPEAKE BAY YACHTING CENTER, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland August 19, 1974 at 8:30 o'clock A.M. as in conformity  
with law and ordered recorded.

A 34264

Recorded in Liber 2097, folio 167 one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$-----Recording fee paid \$ 15.00-----

To the clerk of the Circuit Court of Queen Annes County

IT IS HEREBY CERTIFIED, that the within instrument, together with all indorsements 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.

*William J. [Signature]*



LIBER 3 PAGE 577

STATE OF MARYLAND,  
QUEEN ANNES COUNTY, SCT.  
I HEREBY CERTIFY THAT  
THIS Amendment WAS  
RECEIVED FOR RECORD THIS 22nd  
DAY OF Oct 19 74 AT .....M.  
RE ..... AND RECORDED IN  
LIBER 2097 PAGE 576 Charter  
BOOK FOR QUEEN ANNES  
CLERK

\$ 75 Pd

RECEIVED FOR RECORD October 22, 1974

## ARTICLES OF INCORPORATION

OF

OCT 22-74 A #28772 \*\*\*\*\*375

PIONEER POINT, INC.

THIS IS TO CERTIFY:

FIRST: That the undersigned, Robert R. Price, Jr., whose post office address is 103 Lawyers Row, Centreville, Maryland, 21617, an adult over the age of Eighteen, does hereby associate himself as incorporator 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

PIONEER POINT, INC.

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

(a) The uniting of all residents or owners of land within the acreage assembled and known as Pioneer Point Farm 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 assess dues and other charges among the membership which shall be applied at the directors discretion towards road maintenance and improvement, lighting, walkway and the like as a ratable contribution of the membership.

(d) The foregoing enumeration of the purposes, objects and business of the Corporation is made in furtherance,

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

750-1000

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 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 place at which the principal office of the Corporation in this State will be located in Centreville, Maryland, 21617. The resident agent of the Corporation is Robert R. Price, Jr., 103 Lawyers Row, Centreville, Maryland, 21617. Said resident agent is a citizen 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.

SIXTH: The number of directors of the Corporation shall be Five (5) which number may increase or decrease pursuant to the By-Laws of the Corporation, but shall never be less than three; and the directors who shall act until the first annual meeting or until their successors are duly chosen and qualify are Robert H. Thompson, Frank Draper, William J. Connor, Norman P. Chanaud and Lawrence Reuwer.

SEVENTH: The Board of Directors shall have the authority to adopt, amend and repeal the By-Laws or any provisions thereof of the Corporation.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 6<sup>th</sup> day of August, 1974.

WITNESS:

Beverly M. Ringgold

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

ROBERT R. PRICE, JR.  
ATTORNEY AT LAW  
CENTREVILLE, MARYLAND  
738-1660

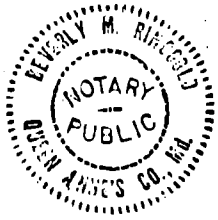


STATE OF MARYLAND  
QUEEN ANNE'S COUNTY

TO WIT:

I HEREBY CERTIFY, that on this 6<sup>th</sup> day of August, 1974, before me, the Subscriber, a Notary Public of the State of Maryland, in and for the County of Queen Anne's, aforesaid, personally appeared Robert R. Price, Jr., satisfactorily proven to be the person described in the foregoing Articles of Incorporation, and he acknowledged that he 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.



Beverly M. Ringgold  
Notary Public

My commission expires: July 1, 1978

ROBERT R. PRICE, JR.  
ATTORNEY AT LAW  
CENTREVILLE, MARYLAND  
756-1660

ARTICLES OF INCORPORATION  
OF  
PIONEER POINT, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland August 12, 1974 at 8:30 o'clock A.M. as in conformity  
with law and ordered recorded.

A 34116

Recorded in Liber 2096, folio 55, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 15.00

To the clerk of the Circuit Court of Queen Annes County

IT IS HEREBY CERTIFIED, that the within instrument, together with all indorsements 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.

*William J. Lewis*



LIBER

3 PAGE 581

STATE OF MARYLAND  
QUEEN ANNES COUNTY  
I HEREBY CERTIFY THAT  
THIS Articles/Inc. WAS  
RECEIVED FOR RECORD THIS 22nd  
DAY OF Oct 1974 A.M.  
RE ..... AND RECORDED IN  
LIBER 2096 3 fol 578 Charter  
RECORD BOOK FOR QUEEN ANNE'S  
COUNTY  
Charles H. Cecil CLERK  
# 3.75 Pd.

mw

ARTICLES OF INCORPORATION  
OF

DUCK NECK, INC.

RECEIVED FOR RECORD  
& RECORDED IN LIBER  
NO. \_\_\_\_\_ FOLIO \_\_\_\_\_

1974 NOV 14 AM 10: 07

RECORD FOR  
QUEEN ANNE'S CO., MD.  
CHARLES W. CECIL, CLERK

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 Floyd L. Parks, whose post office address is Chestertown, 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, (which is hereinafter called "Corporation") is

"DUCK NECK, INC."

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

- (a) To provide the general public with clean, comfortable overnight camping accommodations.
- (b) To carry on the business of acquiring, owning and developing camping.
- (c) To make available recreation facilities for the campers.
- (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.

- 2 -

(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 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.

(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 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, 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

- 4 -

objects or businesses, or any of them, or any part hereof, 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, object 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., Chestertown, Queen Anne's County, Maryland 21620. The name and post office address of the Resident Agent of the Corporation in this State are J. Nelson Taylor, R.D., Chestertown, Queen Anne's County, Maryland 21620. Said Resident 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 (1,000) shares of the par value of one hundred (\$100.00) 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 four (4) which number may be increased or decreased, pursuant to the By-Laws of the Corporation not to exceed seven (7), but shall never be less than four (4), and the names of the directors who shall act until the first annual meeting, or until their successors are duly chosen and qualified, are J. Nelson Taylor, Carol G. Taylor, Robert E. Parramore, Jr. and Eleanor C. Parramore.

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, for such considerations as said Board of Directors may deem advisable, irrespective of the value or amount of such consideration, but 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 the 18th day of September, 1974.

Witness:

Nancy Lee Jewell

Nancy Lee Jewell

Nancy Lee Jewell

Ernest S. Cookerly (SEAL)

Phoebe P. Anthony (SEAL)

Floyd L. Parks (SEAL)

STATE OF MARYLAND, COUNTY OF KENT, to wit:

I HEREBY CERTIFY, that on this 15th day of September, 1974, before me, the subscriber, a Notary Public of the State and County, aforesaid, personally appeared Ernest S. Cookerly, Phoebe P. Anthony and Floyd L. Parks, and severally acknowledged the foregoing Articles of Incorporation to be their act.

AS WITNESS my hand and Notarial Seal.

*Nancy Lee*



My commission expires:

July 1, 1978.



ARTICLES OF INCORPORATION  
OF  
DUCK NECK, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland September 23, 1974 at 8:30 o'clock A.M. as in conformity  
with law and ordered recorded.

A 34937

Recorded in Liber 2105, folio 103 <sup>7</sup> one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 17.00

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

IT IS HEREBY CERTIFIED, that the within instrument, together with all indorsements 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.

*William J. ...*



STATE OF MARYLAND,  
QUEEN ANNE'S COUNTY, SOI.  
I HEREBY CERTIFY THAT  
THIS *Charter* WAS  
RECEIVED FOR RECORD AND RECORDED  
ON *23* DAY OF *Sept*, 1974, BY  
RE *9522* AND RECORDED IN  
LIBER *2105* FOLIO *103* OF THE  
RECORD BOOK FOR QUEEN ANNE'S  
COUNTY  
*Charles W. ...* CLERK.

RECEIVED FOR RECORD  
& RECORDED IN LIBER  
NO. \_\_\_\_\_

ARTICLES OF INCORPORATION

1974 NOV 14 AM 10:07

HOXTER BROS., INC.

RECORD FOR  
QUEEN ANNE'S CO., MD.  
CHARLES W. CECIL, CLERK

(A Maryland Close Corporation under Section 100 of the  
General Corporation Law of the State of Maryland)

FIRST: The undersigned, WILLIAM N. HOXTER, JR. of Grasonville, Maryland 21638, and RONALD C. HOXTER of Stevensville, Maryland 21666, both being at least twenty-one years of age, do hereby form a corporation under the General Laws of the State of Maryland.

SECOND: The name of the Corporation (which is hereinafter called the Corporation) is: HOXTER BROS., INC.

THIRD: The Corporation shall be a close corporation as authorized by Section 100 of the General Corporation Law of Maryland.

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

a) 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, buildings, 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 streets, 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 build-

SEP 5 1974

LIBER

3 PAGE 589

ing and contracting business and the work connected therewith, and to carry on any other activity which may be deemed to be in any way directly or indirectly associated therewith.

b) To deal with all equipment, machinery and materials necessary to the development of the business of a general contractor in construction, renovation, maintenance, repair and service of buildings and roads; to acquire as may be necessary by purchase, gift, lease, exchange or otherwise, real and personal property as may be deemed necessary for the operation of said business; to subscribe to, purchase and acquire, hold, own, invest in, assign, pledge or otherwise dispose of, or deal in the stocks, bonds and other securities and obligations of any other corporation, domestic or foreign; to acquire the good will, rights and property and to undertake the whole or any part of the assets and liabilities of any person, firm association or corporation engaged in a similar business; to borrow money for the purposes of the Corporation and to issue bonds, notes and other obligations, and to sell or pledge such bonds, notes or other obligations for its proper corporate purposes; to have one or more offices, and to carry on and conduct all or any of its operations and business in any state, district, territory or colony of the United States of America, and in any and all foreign countries.

FIFTH: The post office address of the principal office of the Corporation in Maryland is Route 1, Box 412, Grasonville, Maryland 21638. The name and post office address of the resident agent of the Corporation in Maryland is William N. Hoxter, Jr., Route 1, Box 412, Grasonville, Maryland 21638. Said resident agent is a citizen of Maryland and actually resides therein.

SIXTH: 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.

SEVENTH: The number of directors of the Corporation shall

e two (2) which number may be increased or decreased pursuant to the by-laws of the Corporation. The name of the directors who shall act until the first annual meeting, or until his successor is duly chosen and qualified is : WILLIAM N. HOXTER, JR., Route 1, Bcx 412, Grasonville, Maryland 21638, and RONALD C. HOXTER, Stevensville, Maryland 21666.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on the 19 day of July, 1974.

WITNESS:

Sharon Holt Hoxter

William N. Hoxter, Jr.  
WILLIAM N. HOXTER, JR.

Sharon Holt Hoxter

Ronald C. Hoxter  
RONALD C. HOXTER

STATE OF MARYLAND,  
COUNTY OF QUEEN ANNE'S, to wit:

I HEREBY CERTIFY, that on this 19 day of July, 1974, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County aforesaid, personally appeared WILLIAM N. HOXTER, JR. and RONALD C. HOXTER, and they acknowledged the foregoing Articles of Incorporation to be their act.

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

Sharon Holt Hoxter  
Notary Public

My Commission Expires: 7-18

ARTICLES OF INCORPORATION  
OF  
HOXTER BROS., INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland September 5, 1974 at 8:30 o'clock A.M. as in conformity  
with law and ordered recorded.

A 34595

Recorded in Liber 2102, folio 96, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 15.00

To the clerk of the Circuit Court of Queen Annes County

IT IS HEREBY CERTIFIED, that the within instrument, together with all indorsements 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.

*William J. ...*



STATE OF MARYLAND,  
QUEEN ANNES COUNTY, MD.  
I HEREBY CERTIFY THAT  
THIS Charter WAS  
RECEIVED FOR RECORD THIS 17th  
DAY OF Nov. 1974 AT  
PM 9:52 AND RECORDED IN  
LIBER @ 10-3 folio 589 Charter  
RECORD BOOK FOR QUEEN ANNES  
COUNTY  
Charles W. Cecil CLERK.

W. T. S., INCORPORATED  
ARTICLES OF INCORPORATION

RECEIVED FOR RECORD  
& RECORDED IN LIBER  
NO. \_\_\_\_\_ FOLIO \_\_\_\_\_

1974 NOV 14 AM 10:08

THIS IS TO CERTIFY:

FIRST: We, the undersigned Thomas H. Reynolds, whose Post Office Address is Queenstown, Queen Anne's County, Maryland 21658, Rita M. Reynolds, whose Post Office Address is Queenstown, Queen Anne's County, Maryland 21658, and Richard F. Reynolds, whose Post Office Address is Queenstown, Queen Anne's County, Maryland 21658, 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 - - -

W. T. S., INCORPORATED

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

- A. To engage in the business of designing, renovating, repairing, servicing and constructing wastewater systems and water purification systems of all types and nature, including all necessary and relative installations of electric, plumbing and other utilities and fixtures and for sale and distribution of equipment and products associated with wastewater and/or water purification 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 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 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 Thomas H. Reynolds, 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 Thomas H. Reynolds, Rita M. Reynolds and Richard F. 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 stockholders, subject, however, to other 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 four-fifths of all such stock at the time outstanding, by vote at a meeting or in writing with or without a meeting.

(4)

(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 authorits 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 8<sup>th</sup> day of August 1974.

WITNESS: (as to all incorporators)

s/ John M. [Signature]

August 8, 1974  
s/ Thomas H. Reynolds (SEAL)  
Thomas H. Reynolds

August 8, 1974  
s/ Rita M. Reynolds (SEAL)  
Rita M. Reynolds

August 8, 1974  
s/ Richard F. Reynolds (SEAL)  
Richard F. Reynolds

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

I HEREBY CERTIFY, that on this 8<sup>th</sup> day of August 1974, before me, the Subscriber, a Notary Public of the State and County aforesaid, personally appeared Thomas H. Reynolds, Rita M. Reynolds, and Richard F. Reynolds, and severally acknowledged the foregoing Article of Incorporation to be their respective act.

WITNESS my hand and Notarial Seal.

s/ John M. [Signature]  
Notary Public  
My commission expires: 7-1-1978

LIBER 3 PAGE 598  
ARTICLES OF INCORPORATION  
OF  
W. T. S., INCORPORATED

approved and received for record by the State Department of Assessments and Taxation  
of Maryland September 9, 1974 at 8:30 o'clock A.M. as in conformity  
with law and ordered recorded.

A 34655

Recorded in Liber 2102, folio 156 one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 15.00

To the clerk of the Circuit Court of Queen Annes County

IT IS HEREBY CERTIFIED, that the within instrument, together with all indorsements 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.

*William J. Harmon*



STATE OF MARYLAND,  
QUEEN ANNES COUNTY, MD.  
I HEREBY CERTIFY THAT  
THIS *Charter* WAS  
RECEIVED FOR RECORD THIS *14th*  
DAY OF *July* 1974, AT *8:30* A.M.  
IN *9522* AND RECORDED IN  
LIBER *2102-3* FILE *593* *Charter*  
RECORD BOOK FOR QUEEN ANNES  
COUNTY  
*Clarence C. Culp* CLERK.

RECEIVED FOR RECORD  
& RECORDED IN LIBER  
NO. \_\_\_\_\_ FOLIO \_\_\_\_\_

1974 NOV 14 AM 10:09

~~RENE~~ CONSTRUCTION CORPORATION

ARTICLES OF INCORPORATION

RECORD FOR  
QUEEN ANNE'S CO., MD.  
CHARLES W. CECIL, CLERK

FIRST: I, the undersigned, LINCOLN J. BROYHILL, whose post office address is Post Office Box 176, Queenstown, Maryland, 21658, being over twenty-one years of age, acting as incorporator with the intention of forming a corporation under the general laws of the State of Maryland.

SECOND: The name of the corporation (which is hereinafter called the Corporation) is ~~RENE~~ Construction Corporation.

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

To act as a general contractor or subcontractor for the construction, repairing, designing, enlarging, extending, remodeling, completing, removing, or otherwise engaging in any work on any type of structure, house or building, and the doing of any and all other business and contracting incidental thereto, or connected therewith, using any building materials and techniques now employed or to be developed; to make, execute and receive contracts or assignments or delegations of contracts therefor or relating thereto or connected therewith; to manufacture or otherwise acquire and to furnish all building and other tools and equipment connected therewith or required therefor; to manufacture, produce, adapt, and prepare, and deal in or with any materials, articles, or things incidental to or required for, or useful in connection with any of such activities; and generally to carry on any other business which can be advantageously pursued in conjunction with or incidental to any of the above purposes.

To acquire by purchase, gift, lease exchange or other-

wise and to own, hold, use, sell, exchange, convey, let, lease, demise, rent, hire, mortgage, encumber, lien, or in any manner whatsoever dispose of, any real estate or personal property in whole or in part; to plat, divide or subdivide any such real estate, in whole or in part, for business or residential or other purposes, and in any manner whatsoever to acquire, own, hold, use, and dispose of any easements, appurtenances, franchises, privileges, permits, licenses, or rights, in any real estate or personal property and other property interests.

To purchase and sell personal property, stocks, bonds, notes, and to negotiate loans thereon; to act as trustee in deeds of trust or mortgages on real or personal property or any evidence of value to secure them.

To buy, sell, deal and trade in mortgages or other liens on or interest in real estate, and in selling any mortgages or other liens on or interest in real estate that has been developed or is owned by the corporation or by any individual, corporation or association in the securities, business, financing or welfare of which the corporation has any interest of any nature or with which it has business dealings, to guarantee the payment of the principal and/or interest of the debt secured, in whole or in part.

To lend or advance money to individuals, firms, corporations, and others upon the security of real and/or personal property, or without any security, and generally upon such terms and conditions as may be deemed advisable; to negotiate loans upon real and/or personal property upon such terms and conditions as may be arranged; to buy, hold, own mortgage, pledge, and generally deal in and/or collect, receive and recover payments of interest,

and/or principal due upon mortgages, deeds of trust, promissory notes, bonds, debentures and other negotiable instruments, open accounts, conditional sales contracts, commercial paper, and choses in action of every class and description.

To acquire and to take over as a going concern and thereafter to carry on the business of any person, firm, or corporation engaged in the same or similar business, and in connection therewith, to acquire all or any part of the good will, and all or any of the assets and to assume or otherwise provide for all or any of the liabilities of any such business; to hold, utilize, operate, reorganize, liquidate or in any manner dispose of the whole or any part of the good will, assets, and business so acquired and to conduct in any lawful manner the whole or any part of the business thus acquired.

To apply for, obtain, purchase or otherwise acquire any and all patents, patent rights, copyrights, licenses and privileges, inventions, improvements, and processes, trade marks, trade names, labels, designs, brands and blends, relating to or useful in connection with any business of the corporation, and to use, exercise, develop, grant licenses in respect of, sell, traffic in and exchange the same.

To subscribe to, purchase and acquire, hold, own, invest in, assign, pledge or otherwise dispose of, or deal in the stocks, bonds and other securities and obligations of any other corporation, domestic or foreign, and issue in exchange therefor its stocks, bonds or other obligations and, while the owner of any such stock, bonds, or other obligations, to possess and to exercise in respect thereof all the rights, powers, and privileges of individual owners or holders thereof, and to exercise any and all voting powers thereon.

To borrow money for the purpose of the corporation and to issue bonds, notes, and other obligations, and to secure the same by pledge, deeds of trust or mortgages of the whole or any part of the property of the corporation, either real or personal, or to issue bonds, notes, debentures or other obligations without any such security and to sell or pledge such bonds, notes or other obligations for its proper corporate purposes.

Not in limitation of the foregoing purposes but in addition thereto to engage in any business or venture at any place or places within the jurisdiction of the United States, and in any and all foreign countries, to the same extent as a natural person might or could do in any state or in any part of the world as principals or agents or otherwise, alone or in company with others, without restriction as to time, place, or amount that is not prohibited by law except that business which may be classified as a public utility corporation.

FOURTH: The post office address of the principal office of the corporation in this state is Post Office Box 176, Queenstown, Maryland, 21658. The name and post office address of the Registered Agent of the corporation in this state is Lincoln J. Broyhill, Post Office Box 176, Queenstown, Maryland, 21658. Said Registered Agent is an individual residing in this state.

FIFTH: The total number of shares of stock which the corporation has authority to issue is One Thousand (1000) Shares of the par value of One Dollar (\$1.00), all of one class.

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, and if increased the right to decrease the number of directors pursuant to changes of the by-laws of the

corporation is hereby reserved, however, the number of directors 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 qualify are Lincoln J. Broyhill, Irene O. Broyhill, and Sally B. Worden.

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 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 of the corporation is hereby empowered to authorize the issuance of One Thousand (1000) fully paid and non-assessable shares of the par value of One Dollar (\$1.00) a share.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation as of the 17th day of September, 1974.

Witness:

Juanita Whitely

Lincoln J. Broyhill  
Lincoln J. Broyhill



STATE OF MARYLAND

COUNTY OF Prince George's, to wit:

I hereby certify that on the 17th day of September, 1974, before me the subscriber, a Notary Public of the State of Maryland, in and for the County of Prince George's, personally appeared Lincoln J. Broyhill, and severally acknowledged the foregoing Articles of Incorporation to be his act.

Witness my hand and notarial seal this 17th day of September, 1974.

My Commission expires on the 1st day of July, 1978.

*James A. [Signature]*  
\_\_\_\_\_  
Notary Public

ARTICLES OF INCORPORATION  
OF  
RENE CONSTRUCTION CORPORATION

approved and received for record by the State Department of Assessments and Taxation  
of Maryland September 18, 1974 at 12:30 o'clock P. M. as in conformity  
with law and ordered recorded.

A 34816

Recorded in Liber 2104, folio 53, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 17.00

To the clerk of the Circuit Court of Queen Annes County

IT IS HEREBY CERTIFIED, that the within instrument, together with all indorsements 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.

*William J. Hemmick*



STATE OF MARYLAND,  
QUEEN ANNES COUNTY, MD.  
I HEREBY CERTIFY THAT  
THIS Charles HAS  
RECEIVED FOR RECORD THIS 1974  
DATE 09/18 1974 AT 12:30 P.M.  
RR 9522 AND RECORDED IN  
LIBER CWC-3 folio 599 Charles  
RECORD BOOK FOR QUEEN ANNES  
COUNTY  
*Charles W. Cal* CLERK.

RECEIVED FOR RECORD  
& RECORDED IN LIBER  
NO. FOLIO

LIBER

3 PAGE 606

1974 NOV 14 AM 10:09

ARTICLES OF INCORPORATION

RECORD FOR  
QUEEN ANNE'S CO., MD.  
CHARLES W. CECIL, CLERK

OF

PROJECT - HORSE CENTER, INC.

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Cathie O. Havener, whose post office address is R.D. #1, Box 83, Millington, Maryland 21651; Alfred W. Harding, whose post office address is R.D. #1, Box 83, Millington, Maryland 21651; and Alexander P. Rasin, III, whose post office address is Chestertown, Maryland 21620; 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 by the execution and filing of these Articles.

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

"PROJECT - HORSE CENTER, INC."

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

(a) To engage in purchasing, owning, breeding, raising, boarding, transporting, training, shoeing, selling and otherwise dealing in horses; to train horseback riders and sell horse equipment; and to acquire land and personal property necessary for the carrying on of such business, and the doing of such other business as shall be necessary, convenient, or incident thereto.

(b) To acquire by purchase, lease or otherwise, lands and interests in lands; and to own, hold, improve, develop and manage any real estate so acquired; and to erect or cause to be erected on any lands owned, held, or occupied by the Corporation buildings or other structures, with their appurtenances; and to rebuild, enlarge, alter or improve any buildings or other structures now or hereafter erected on any lands so owned, held or occupied; and to mortgage, sell, lease or otherwise dispose of any lands or interests in lands, and in buildings or other structures

LAW OFFICES  
RASIN AND RASIN  
111 COURT STREET  
CHESTERTOWN, MD. 21620

(301) 776-3815

NOV 17 9 18 AM '74

or parts of any buildings or other structures at any time owned or held by the Corporation.

(c) To carry on a general live stock commission business, that is, to buy and sell live stock, and to act as broker in the purchase and sale of live stock, and to receive for sale, and sell on commission, live stock, cotton, wool, hides and any produce consigned for sale, and to make advancements on such consignments, and to charge for such sales and advances; and to buy and sell live stock and other products on commission or otherwise, for its stockholders, and to do all other business properly pertaining and belonging to a corporation organized for the above stated purposes.

(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, 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 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 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.

(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.

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, Box 83, Millington, Maryland 21651. The resident agent of the Corporation is Cathie O. Havener, whose post office address is R.D. #1, Box 83, Millington, Maryland 21651. Said resident agent is a citizen of the State of Maryland and actually resides herein.

FIFTH: 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.

SIXTH: The Corporation shall have not less than three (3) nor more than nine directors, and the said Cathie O. Havener, Alfred W. Harding, and Alexander P. Rasin, III, 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 stock holders:

(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 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 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 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 16<sup>th</sup> day of September, 1974.

Witness:

Kathleen B. Conley  
J. H. Shupe  
Elizabeth L. Rollison

Cathie O. Havener (SEAL)  
Cathie O. Havener  
Alfred W. Harding (SEAL)  
Alfred W. Harding  
Alexander P. Rasin, III (SEAL)  
Alexander P. Rasin, III

STATE OF MARYLAND, COUNTY OF Kent, to wit:

I HEREBY CERTIFY, That on this 16 day of Sept, 1974, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County of Kent, aforesaid, personally appeared Cathie O. Havener, Alfred W. Harding and Alexander P. Rasin, III, and severally acknowledged the foregoing Articles of Incorporation to be their act.

AS WITNESS my hand and Notarial Seal.

Elizabeth L. Rollison  
Notary Public



My Commission Expires  
July 1st, 1978

ARTICLES OF INCORPORATION  
OF  
PROJECT - HORSE CENTER, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland September 17, 1974 at 8:30 o'clock A.M. as in conformity  
with law and ordered recorded.

A 34818

Recorded in Liber 2104, folio 55, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

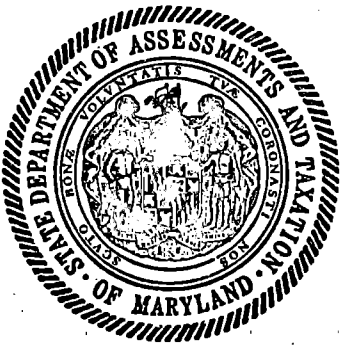
Bonus tax paid \$ 20.00 Recording fee paid \$ 15.00

To the clerk of the Circuit Court of Queen Annes County

IT IS HEREBY CERTIFIED, that the within instrument, together with all indorsements 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.

*William J. Simmons*



STATE OF MARYLAND,  
QUEEN ANNES COUNTY, SOI.  
I HEREBY CERTIFY THAT  
THIS *Charles* H.S.  
RECEIVED FOR RECORD THIS *14th*  
DAY OF *Nov* 1974 AT *AM*.  
BK *9522* AND RECORDED IN  
LIBER *2104* Folio *606* *Charles*  
BOOKED BOOK FOR QUEEN ANNES  
COUNTY  
*Charles W. Beal* CLERK.

LIBER

3 PAGE 611



6/30/82

Original delivered to Howard Wood, atty

WHP11/bc

9/11/74

LIBER

3 PAGE 612

RECEIVED BY CLERK  
& RECORDED IN BOOK  
FOLIO

1974 NOV 14 AM 10:10

MID-SHORE SYMPHONY SOCIETY, INC. RECORD FOR  
QUEEN ANNE'S CO., MD.  
ARTICLES OF AMENDMENT CHARLES W. CECIL, CLERK

Mid-Shore Symphony Society, Inc., a Maryland Corporation  
(Queen Anne's)  
having its principal office in ~~Talbot~~ Talbot County, Maryland,  
(hereinafter called the Corporation) hereby certifies  
to the Department of Assessments and Taxation that:

The following amendments to the Articles of Incorporation  
of Mid-Shore Symphony Society, Inc., have been approved  
by a majority of the entire Board of Directors of the  
corporation at a meeting duly held on May 22, 1974, at  
which time there were no shares of stock entitled to vote  
thereon and there were no members of the Corporation except  
directors and officers.

FIRST: The Charter of the Corporation is hereby  
amended by striking out THIRD, FIFTH, SIXTH and SEVENTH  
of the Articles of Incorporation and inserting in lieu  
thereof the following:

"THIRD: The purposes for which the Corporation is  
formed are to operate a non-profit organization dedicated  
to promoting means and providing opportunities for the  
education, appreciation and enjoyment of music by the  
public primarily for members of the public living in the  
geographic area of the mid-Eastern Shore of Maryland,  
and secondarily for members of the public living in the  
surrounding counties, in furtherance of which the Corporation  
shall have the following powers:

- (1) To solicit, collect, and otherwise raise money  
for the promotion of musical performances with particular  
emphasis on sponsorship of performances of the Baltimore  
Symphony Orchestra, and to spend, contribute, disburse,

HENRY, HAIRSTON & PRICE  
ATTORNEYS AT LAW  
EASTON, MARYLAND

SEP 18 10 13 AM '74

and otherwise handle and dispose of such monies for such purposes.

(2) To foster the further development of the activities of and the support for various musicians and musical groups with particular reference to the Baltimore Symphony Orchestra.

(3) To receive by gift, Will, governmental grants, loans and governmental subsidies or otherwise, money or other property, and by holding the same in trust, or otherwise, to disburse or distribute it as may be deemed best for said purposes.

(4) To purchase, lease, hold, sell, mortgage, or otherwise acquire or dispose of real or personal property, to enter into, make, perform or carry out contracts of every kind with any person, firm, corporation or association, to do any acts necessary or expedient for carrying on any and all of the activities and pursuing any and all of the objects and purposes set forth in these Articles and not forbidden by the laws of the State of Maryland.

(5) To borrow money for the purposes stated in these Articles, and to issue promissory obligations for payment thereof.

(6) The foregoing enumeration of the purposes, powers and objects 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 the powers of the Corporation, except that the Corporation shall at all times adhere to the general purpose of operating a non-profit cultural and educational organization."

"FIFTH: The Corporation is not authorized to issue any capital stock. Members of the Corporation shall consist of its Board of Directors and officers; provided, however, that said Board of Directors may, by Bylaw, provide for one or more classes of members or associate members, and the rights, powers, duties and obligations of each class."

SIXTH: A. The Corporation shall be governed by a Board of Directors whose numbers shall be established by the Bylaws, but in no case shall they be less than three.

B. Officers and other members of the Board of Directors shall be elected at such time and place and in such manner as the Bylaws shall prescribe."

"SEVENTH: The Corporation shall be a non-profit organization and none of the monies, funds or properties of the Corporation, or the increment therefrom, shall in any way devolve upon or be payable to any member by virtue of membership. No director or officer shall be paid any salary, fee, commission or other emolument for services to the Corporation in any respect as such director or officer. A director, officer or member, however, shall not be prevented from performing normal professional or business services for the Corporation and being paid the usual compensation for such services, nor shall any director, officer or member be prohibited from recovering reasonable expenses advanced on behalf of the Corporation.

In the event of the dissolution or winding up of the Corporation (whether voluntary or involuntary), any funds or assets remaining after payment of the Corporation's debts shall be paid over or distributed to such other charitable, cultural or educational organization or organizations,

recognized as such by the Internal Revenue Service, and contributions to which are deductible for purposes of the United States Internal Revenue Code, as the Board of Directors may deem appropriate."

IN WITNESS WHEREOF, Mid-Shore Symphony Society, 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 September 11, 1974.

ATTEST

MID-SHORE SYMPHONY SOCIETY, INC.

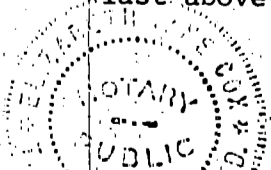
James W. Millard  
Secretary

By: Karen Wood  
Karen Wood  
President

STATE OF MARYLAND, COUNTY OF TALBOT, to wit:

I HEREBY CERTIFY, that on this 16<sup>th</sup> day of September, 1974, before me the subscriber, a notary public of the State of Maryland, in and for the County of Talbot, personally appeared KAREN WOOD, president of Mid-Shore Symphony Society, 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 further made oath in due form of law that the matters and facts set forth in said Articles of Amendment with respect to the approval thereof are true to the best of her knowledge, information and belief.

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



HENRY, HAIRSTON & PRICE  
ATTORNEYS AT LAW  
EASTON, MARYLAND

My Commission Expires:  
July 1, 1974.

Elizabeth Jane Cox  
Notary Public

LIBER

3 PAGE 616

ARTICLES OF AMENDMENT

OF

MID-SHORE SYMPHONY SOCIETY, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland September 18, 1974 at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

A 34827

Recorded in Liber 2104, folio 226 one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

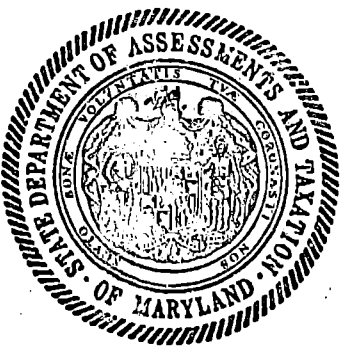
Bonus tax paid \$-----Recording fee paid \$ 15.00

To the clerk of the Circuit Court of Queen Annes County

IT IS HEREBY CERTIFIED, that the within instrument, together with all indorsements 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.

*William J. ...*



STATE OF MARYLAND,  
QUEEN ANNES COUNTY, NOT.  
I HEREBY CERTIFY THAT  
THIS Amendment WAS  
RECEIVED FOR RECORD THIS 14th  
DAY OF Sept 1974 at  
RR 9, S 22 AND RECORDED IN  
LIBER CWC-3 folio 612 Charter  
RECORD BOOK FOR QUEEN ANNES  
COUNTY  
Charles W. Cecil CLERK.

RECEIVED FOR RECORD Dec. 17, 1974

LYNN-LEIGH CORPORATION  
ARTICLES OF REVIVAL

Lynn-Leigh Corporation, 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 July 3, 1974, 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 Lynn-Leigh Corporation.

THIRD: The name by which the Corporation will hereafter be known is Lynn-Leigh Corporation.

FOURTH: (a) The post office address of the principal office of the Corporation in the State of Maryland is Benton's Pleasure, Queen Anne 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 Chester W. Hynson, Jr., Benton's Pleasure, Queen Anne County, Maryland. Said resident agent is a citizen actually residing in this State.

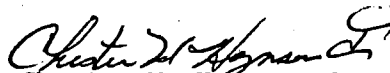
-2-


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 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 to 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

October 18, 1974.

  
Chester W. Hynson, Jr.  
President

  
Beverly B. Hynson  
Secretary

STATE OF *Maryland*,  
County of *Queen Annes*, ss:

I HEREBY CERTIFY that on *October 18*, 1974, before me,  
the subscriber, a notary public of the State of *Maryland*  
in and for the County of *Queen Annes*, personally appeared  
CHESTER W. HYNSON, JR., the last acting President and  
BEVERLY B. HYNSON, the last acting Secretary of Lynn-Leigh  
Corporation, a Maryland corporation, and severally acknow-  
ledged the foregoing Articles of Revival to be their act.

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



*Charlotte A. Sevens*  
Notary Public

RECEIVED FOR RECORD  
& RECORDED IN LIBER *2437*  
FOLIO \_\_\_\_\_

1974 DEC 17 AM 9:29

RECORD FOR  
QUEEN ANNE'S CO., MD.  
CHARLES W. DECL. CLERK

DEC 17-74 \* 2 437 \*\*\*\*\*3.75  
DEC 17-74 A 2 437 \*\*\*\*\*3.75



LIBER 3 PAGE 620  
ARTICLES OF REVIVAL  
OF  
LYNN-LEIGH CORPORATION

approved and received for record by the State Department of Assessments and Taxation  
of Maryland October 21, 1974 at 8:30 o'clock A.M. as in conformity  
with law and ordered recorded.

A 35689

Recorded in Liber 2114 folio 285 <sup>4</sup> one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Special Fee / ~~25.00~~ / ~~15.00~~ 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 indorsements 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.

*William J. Haines*



STATE OF MARYLAND,  
QUEEN ANNE'S COUNTY, SCT.  
I HEREBY CERTIFY THAT  
THIS Revival WAS  
RECEIVED FOR RECORD THIS 17<sup>th</sup>  
DAY OF Dec. 19 74 AT ..... M.  
RE ..... AND RECORDED IN  
LIBER case 3 folio 617 Bond  
RECORD BOOK FOR QUEEN ANNE'S  
COUNTY  
Chas. St. Cecil CLERK

bw

\$ 3.75 Pd.

RECEIVED FOR RECORD Feb 26, 1975

RECEIVED FOR RECORD  
RECORDED IN LIBER  
FOLIO

1975 FEB 26 AM 9 35

RECORD FOR  
QUEEN ANNE'S CO., MD.  
CHARLES W. CECIL, CLERK

ARTICLES OF INCORPORATION

OF

SYNTHETIC LUBRICANTS, INC.

A MARYLAND CLOSE CORPORATION

FEB 26-75 \* 22077 \*\*\*\*\*375

FEB 26-75 A #22077 \*\*\*\*\*375

THIS IS TO CERTIFY:

FIRST: That I, the subscriber, DALE L. SPRUNGER, whose post office address is 107 W. Greenfield Avenue, Trappe, MD. 21673, 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, do intend to form a Maryland Close Corporation in accordance with Section 100 of Article 23 of the Annotated Code of the Public General Laws of Maryland, by the execution and filing of these articles.

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

SYNTHETIC LUBRICANTS, INC.

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

(a) To conduct and carry on in all its branches, the business of manufacturing, selling and distributing oil substitutes, chemicals, chemical compounds, compounds and materials of every kind and description and all articles and products related thereto; and to purchase, manufacture, produce, refine, mine or otherwise acquire, invest in, own, hold, use, create security interests in, pledge, sell, assign, transfer and otherwise dispose of, trade, deal in, and deal with any and all kinds of chemicals and source materials, ingredients, mixtures, derivatives, and compounds thereof, and any and all kinds of products of which any of the foregoing constitute an ingredient or in the production of which any of the foregoing are used, including but not limited to oil substitutes and industrial chemicals of all kinds.

(b) To carry on the business of producing, procuring, acquiring, buying, selling and otherwise disposing of and turning to account and dealing in petroleum, crude oil and gas of all grades, asphalt, paraffin, bitumen and bituminous substances of all kinds, coal, ores, metals and minerals of all kinds, natural gas, carbon and hydrocarbon products of all kinds, together with any other substances or by-products and any substitutes therefore, and in general sub-soil products and surface products of every nature and description; and to acquire, hold and use any and all leases, licenses, easements, rights, grants, concessions and real and personal property necessary or required for such purposes.

(c) To purchase or otherwise acquire, sell and deal in as principal or agent, on commission or otherwise and at whole-sale or retail, oil substitutes, coal, coal briquettes, coke, oil, gasoline, wood and any and all other kinds of fuel. To purchase, construct, rent or otherwise acquire, control, maintain and operate elevators, trestles, bins, tanks and all kinds of storage and transportation facilities, apparatus, conveniences and equipment suitable for the conduct of its business.

(d) To carry on such other business as may be necessary, convenient or desirable, to accomplish the above purposes and to do all other things incidental thereto which are not forbidden by law or these Articles of Incorporation.

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

(f) To engage agents, servants and employees for the purposes of conducting and carrying out the purposes set forth in (a), (b), (c) and (d) immediately above.

(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 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 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 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 close corporation 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 P.O. Box 167, Cheslou Road and Route #50, Chester, MD. 21619. The Resident Agent of the Corporation is William F. C. Marlow, Jr., whose post office address is 614 Bosley Avenue, Towson, MD. 21204. The 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 Fifteen Thousand (15,000) shares with a par value of \$1.00, all of one class, common stock. Dividends may be declared on the common stock; and each share of common stock will entitle the holder thereof to one vote in all proceedings in which action should be taken by stockholders of the Corporation. Fractional shares of common stock of the Corporation may be issued after prior approval of the Board of Directors of the Corporation.

SIXTH: Dale L. Sprunger shall serve as director of the Corporation until the first organizational meeting of the Board of Directors. The Directors may, by a majority vote, at the first organizational meeting, provide that the Corporation shall have no Board of Directors, which shall become effective upon the issuance of some stock of the Corporation.

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

(a) 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 stockholders of this Corporation are pecuniarily or otherwise interested in or are stockholders or officers of such other corporation. Any stockholders individually, or any firm of which any stockholder 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 other firm is so interested shall be disclosed or shall have been known to the stockholders or a majority thereof; and any stockholders of this Corporation, which shall authorize any contract or transaction, and may vote thereat to authorize any such stockholders or officer of such other corporation or not so interested.

(b) The stockholders 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 stockholders may, in their 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 stockholders shall deem expedient.

(c) 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 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 without such a meeting.

(d) 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.

(e) The stockholders 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 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 shall indemnify each of its officers whether or not then in office, and his personal representative, administrator and heirs, against all reasonable expenses actually and necessarily incurred by him including, but not limited to, counsel fees, judgments and costs in connection with the defense of any litigation to which he may have been made a party because he is or was an officer of the Corporation. He shall have no right to reimbursement, however, in relation to matters as to which he has been adjudicated liable to the Corporation for negligence or misconduct in the performance of his duties. The right to indemnify for expenses shall also apply to expenses of suits which are compromised or settled if the Court having jurisdiction of the action shall approve such settlement.

The foregoing right of indemnification shall be in addition to, and not exclusive of, all other rights to which such officer may be entitled.

Any amount payable by way of indemnity under these Articles may be determined and paid pursuant to a decree of, or allowance by, a court of equity under Article 23, Section 64, of the Annotated Code of the Public General Laws of Maryland; or may be determined and paid pursuant to a resolution of a majority of

the stockholders, other than those who have incurred expenses in connection with the litigation for which indemnification is sought.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 15<sup>th</sup> day of November, 1974.

WITNESS:

Emma L. Shuman

Dale L. Sprunger  
Dale L. Sprunger

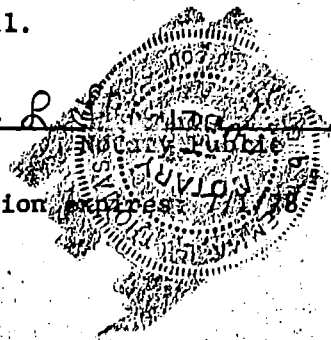
Queen Anne's  
STATE OF MARYLAND, COUNTY OF BORGHESSTER, to wit:

I HEREBY CERTIFY that on this 15 day of November, 1974, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County aforesaid, personally appeared DALE L. SPRUNGER who, having been duly sworn, acknowledged the foregoing Articles of Incorporation to be his act.

AS WITNESS my hand and Notarial Seal.

Emma L. Shuman

My commission expires 11/15/78



LIBER 3 PAGE 26  
ARTICLES OF INCORPORATION  
OF  
SYNTHETIC LUBRICANTS, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland November 19, 1974 at 8:30 o'clock A. M. as in conformity  
with law and ordered recorded.

A 36419

6

Recorded in Liber 2123, folio 183, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Donus tax paid \$ 20.00 Recording fee paid \$15.00

To the clerk of the Circuit Court of Queen Annes County

IT IS HEREBY CERTIFIED, that the within instrument, together with all indorsements 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.

*Richard Keller*



STATE OF MARYLAND  
QUEEN ANNES COUNTY SCT.  
I, CLERK OF SAID COUNTY, BY THAT  
THIS *article of* WAS  
RECEIVED AND THIS *id*  
DAY OF *Feb* 1975 AT .....M.  
RE ..... AND RECORDED IN  
LIBER *2123* folio *621* *attf*  
RECORD BOOK FOR QUEEN ANNE'S  
COUNTY  
*Charles H. Cecil* CLERK

bw

3.75 Pd.

RECEIVED FOR RECORD  
RECORDED IN LIBER \_\_\_\_\_  
FOLIO \_\_\_\_\_

1975 JUL -1 PM 11:18

CERTIFICATE OF CONVEYANCE  
OF REAL PROPERTY BY ARTICLES OF MERGER

RECORD FOR  
QUEEN ANNE'S CO., MD.  
CHARLES W. CECIL, CLERK  
OF

Queen Anne's County Cooperative, Inc., into Queen Anne's County Cooperative, Incorporated

Pursuant to Article 23, Section 66(g) (2) of the Annotated Code of Maryland (1966 Replacement Volume), Title "Corporations," subtitle "Consolidation, Merger and other Transfer of Property": We hereby certify that the herein described property is being conveyed by Articles of Merger

REAL PROPERTY AFFECTED: (Show separately for each parcel deed reference and brief description preferably as shown on recent tax bill.)

7.849 acres and improvements, State Route 305, two miles East of Centreville, Md. Deed dated February 19, 1969 and recorded February 19, 1969, Liber 13, Folio 143, in Queen Anne's County Clerk's Office.

Lots 202 x 232 and 681 x 69 x 141.75/192.69, and Improvements E. Tilghman Avenue, Centreville, Maryland, Deed Dated February 17, 1969, recorded February 17, 1969, in Liber 39, Folio 628, in Queen Anne's County Clerk's Office.

Ordinary Post Office Address for receipt tax bills

Queen Anne's County Cooperative, Incorporated  
P.O. Box 1656, Richmond, Virginia 23213

Address

For Department  
use only.

As Witness to the act of the State Department  
of Assessments and Taxation of Baltimore, this  
19<sup>th</sup> day of December 1974 I  
have set my hand and caused the seal of said  
Department to be hereto affixed.

Richard H. Keller  
Supervisor-Charter Division

\*Note: Submit in duplicate.



STATE OF MARYLAND

OFFICE OF STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

CERTIFICATE OF MERGER

To the Clerk of the CIRCUIT Court for QUEEN ANNES COUNTY

Pursuant to Article 23, Section 66(g) (1) and (2) of the Annotated Code of Maryland, the State Department of Assessments and Taxation does hereby certify that an agreement of merger has been filed in its office by

N. HOPPER ANCARROW, ESQ.

F. O. BOX 1656, RICHMOND, VIRGINIA 23213

which said agreement of merger was duly approved by said Department on

December 19, 1974. Effective Date: January 1, 1974.  
and in accordance with said Article and Section of the Code it is further certified:

(a) The names of the merging corporations are

QUEEN ANNE'S COUNTY COOPERATIVE, INC. (MD. CORP.)

INTO

QUEEN ANNE'S COUNTY COOPERATIVE, INCORPORATED (VA. CORP.)-SURVIVOR

(b) The name of the new corporation is

QUEEN ANNE'S COUNTY COOPERATIVE, INCORPORATED

(c) The location of the principal office of the new corporation is

Richmond, Virginia

(d) The Agreement of Merger is dated October 9, 1974.

(e) The time of receipt for record of the agreement of merger in the office of the State Department of Assessments and Taxation was

December 19, 1974, at 12:00 NOON, Effective Date: January 1, 1975.

RECORDED IN LIBER  
FOLIO

1975 JUL -1 PM 11:19

RECORD FOR  
QUEEN ANNE'S CO. MD.  
CHARLES W. CECIL, CLERK KING FOODS, INC.

ARTICLES OF AMENDMENT

King Foods, Inc., a Maryland Corporation having its principal office at Queenstown, Maryland (hereinafter called the Corporation), hereby certifies to the State Department of Assessments and Taxation of Maryland, that:

First: Paragraph Fifth of the Articles of Incorporation which now provides, "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 (\$100.00) a share, all of one class, and having an aggregate par value of one hundred thousand dollars (\$100,000)", is hereby replaced and amended to read as follows:

"Fifth: The total number of shares of stock which the corporation has authority to issue is one hundred thousand (100,000) shares of the par value of one dollar (\$1.00) per share, all of one class, and having an aggregate par value of one hundred thousand dollars (\$100,000.00)."

Second: The entire Board of Directors, at a meeting of the Board of Directors duly convened on the 11th day of December, 1974 at which all the Directors of the Corporation were present, notice of the time and place of meeting having been waived in writing by all the Directors of the Corporation, adopted a resolution declaring that amendment of Paragraph "Fifth" of the Articles of Incorporation is advisable and directing that the proposed Amendment be submitted for action thereon at a special meeting of the stockholders of the Corporation <sup>to</sup> be held on the 12th day of December, 1974.

Third: Notice stating that the purpose of the meeting of stockholders would be to take action upon the proposed amendment of Paragraph "Fifth" of the Articles of Incorporation was waived in writing by all the stockholders of the Corporation, all of whom were present.

Fourth: The Amendment of Paragraph "Fifth" of the Articles of Incorporation as so proposed was authorized by the stockholders of the Corporation at said meeting by the affirmative vote of the holders of all the shares of stock outstanding and entitled to vote, who are as follows:

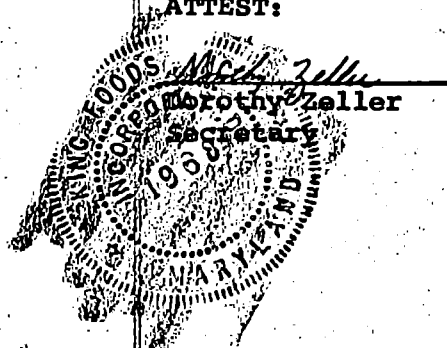
Samuel E.W. Friel, Jr., who has three shares, James R. Friel, who has three shares, and James R. Friel, Jr., who has three shares, all of whom have agreed, immediately upon the approval of the proposed Amendment, to surrender their shares to the Corporation for cancellation in return for one hundred shares (100 shares) of the par value of one dollar (\$1.00) for each share they now hold of the par value of one hundred dollars (\$100).

Fifth: In no other respects than as herein set forth are the Articles of Incorporation amended or intended to be amended.

IN WITNESS WHEREOF, King Foods, 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 the 20th day of December, 1974.

ATTEST:

KING FOODS, INC.



*M. Zeller*  
\_\_\_\_\_  
M. Zeller  
Secretary

BY *[Signature]* (SEAL)  
\_\_\_\_\_  
James R. Friel, Jr.  
President

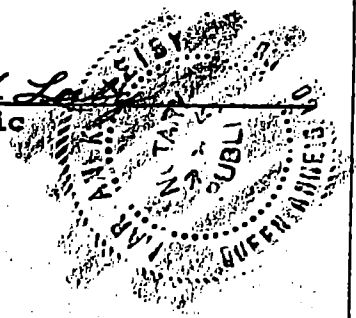
STATE OF MARYLAND, QUEEN ANNE'S COUNTY, to wit:

I HEREBY CERTIFY that on this 20th day of December, 1974 before me, the Subscriber, a Notary Public of the State of Maryland, in and for Queen Anne's County, personally appeared James R. Friel, Jr., President of King Foods, 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 Dorothy Zeller and made oath in due form of law that she was secretary of the meeting of stockholders of said corporation and also secretary of the meeting of the Board of Directors of said Corporation at which the Amendment herein set forth was authorized, and that the matters and facts set forth in the Articles of Amendment are true to the best of her knowledge, information and belief.

*Margaret H. L...*  
Notary Public

My commission expires:

*July 1978*



ARTICLES OF AMENDMENT  
OF  
KING FOODS, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland December 23, 1974 at 2:00 o'clock P. M. as in conformity  
with law and ordered recorded.

A 37192

4

Recorded in Liber 2132, folio 151, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

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

Bonus tax paid \$-----Recording fee paid \$15.00

THIS ..... WAS  
RECEIVED FOR RECORD THIS .....  
DAY OF ..... 19 ..... AT ..... M.  
RE ..... AND RECORDED IN  
LIBER .....  
RECORD BOOK FOR QUEEN ANNE'S  
COUNTY

CLERK.

To the clerk of the Circuit Court of Queen Annes County

IT IS HEREBY CERTIFIED, that the within instrument, together with all indorsements 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.

*Richard H. Keller*



STATE OF MARYLAND,  
QUEEN ANNE'S COUNTY, SCT.  
I HEREBY CERTIFY THAT  
THIS *Articles of Amendment*  
RECEIVED FOR RECORD THIS *1st*  
DAY OF *July* 1975 AT ..... M.  
RE ..... AND RECORDED IN  
LIBER *Cell - 3* folio *629* *Charter*  
RECORD BOOK FOR QUEEN ANNE'S  
COUNTY  
*Charles W. Cook* CLERK.

RECEIVED FOR RECORD  
RECORDED IN 1975  
FOLIO

1975 JUL -1 PM 11: 21

RECORD FOR  
QUEEN ANNE'S CO., MD.  
CHARLES W. CECIL, CLERK

ARTICLES OF MERGER

QUEEN ANNE'S COUNTY COOPERATIVE, INC., a Maryland corporation, having its principal office in Centreville, Maryland (hereinafter called "First Party") and QUEEN ANNE'S COUNTY COOPERATIVE, INCORPORATED, a Virginia corporation having its principal office in the City of Richmond, Virginia (hereinafter called "Second Party"), hereby certify to the State Tax Commission of Maryland that:

1. First Party and Second Party, by Agreement dated the 9th day of October, 1974, agreed to merge, effective date January 1, 1975.

2. The corporation to survive the merger is Second Party, a Virginia corporation, and the name under which the said Second Party will continue is "Queen Anne's County Cooperative, Incorporated".

3. The parties to these Articles are First Party, a Maryland corporation, and Second Party, a Virginia corporation. Second Party was incorporated on the 1st day of October, 1974, under the Agricultural Cooperative Association Act of Virginia.

4. No amendments to the charter of Second Party are to be effected as part of the merger.

5. The total number of shares of stock of all classes which First Party has authority to issue is Fifty Thousand (50,000) shares, divided into Fifty Thousand (50,000) shares of Common Stock of the par value of One Dollar (\$1.00) per share.

The total number of shares of stock of all classes which Second Party has authority to issue is Fifty Thousand (50,000) shares, divided into Fifty Thousand (50,000) shares of Common Stock of the par value of One Dollar (\$1.00) per share.

6. 21,813.57 shares of the Common Stock of the surviving corporation, Second Party, having a par value of One Dollar (\$1.00) per share, are to be exchanged for an equal number of shares of Common Stock of the First Party also having a par value of One Dollar (\$1.00) per share. No other consideration is to be paid by the surviving corporation for shares of stock of First Party.

7. The principal office of First Party is Centreville, Queen Annes County, Maryland. First Party owns real estate in Centreville, County of Queen Annes, Maryland.

8. The surviving corporation, Second Party, is a corporation organized under the laws of the State of Virginia. Its principal office is located in the City of Richmond, State of Virginia, and the name and post office address of its Registered Agent in the State of Maryland is Joseph T. Brennan, 2nd, 929 North Howard Street, Baltimore 1, Maryland, service of process upon whom shall bind such corporation in any action, suit or proceeding pending or hereafter instituted or filed against it until the appointment of a substitute Registered Agent is duly certified to the Commission.

9. The Articles of Merger were duly advised by the Board of Directors of First Party and approved by more than two-thirds of the stockholder-members of First Party as required by Article XXIII, Section 66 of the Annotated Code of Maryland.

10. The Articles of Merger were duly advised by the Board of Directors of Second Party and approved by two-thirds of the stockholder-members voting thereon as required by the Agricultural Cooperative Association Act of Virginia.

IN WITNESS WHEREOF, the undersigned corporations have caused these Articles of Merger to be executed in their names by their respective Presidents and attested by their respective Secretaries or Assistant Secretaries, this 19th day of November, 1974, who declare under

the penalties of perjury that the facts stated herein are true.

QUEEN ANNE'S COUNTY COOPERATIVE, INC.

By: William J. Kimble IV  
President



William V. Harris  
Assistant Secretary

QUEEN ANNE'S COUNTY COOPERATIVE,  
INCORPORATED

By: [Signature]  
President



E. B. Pendergast  
Secretary



STATE OF MARYLAND

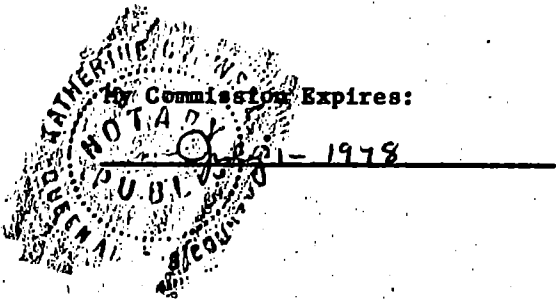
COUNTY OF QUEEN ANNES, TO-WIT:

I, Laetitia C. O'Neal, a Notary Public in and for the State and County aforesaid, do certify that William J. Kemble IV and William J. Harris Jr. whose names as President and Assistant Secretary of Queen Anne's County Cooperative, Inc., are signed to the writing above, bearing date on the 19 day of November 1974, have acknowledged the same before me in my County aforesaid.

I do further certify that William J. Kemble IV served as Chairman of the meeting of the Stockholder-Members of Queen Anne's County Cooperative, Inc. at which the Articles of Merger were approved and verified under oath that the matters and facts set forth herein with respect to authorization and approval thereof are true and correct.

Given under my hand and notarial seal, this 19 day of November, 1974.

Laetitia C. O'Neal  
Notary Public



STATE OF VIRGINIA

CITY OF RICHMOND, TO WIT:

I, James C. Martiny, a Notary Public in and for the State and City aforesaid, do certify that J. E. Owens and E. B. Read, Jr. whose names as President and Secretary of QUEEN ANNE'S COUNTY COOPERATIVE, INCORPORATED, are signed to the writing above, bearing date on the 19th day of November, 1974, have acknowledged the same before me in my City aforesaid.

I do further certify that J. E. Owens served as Chairman of the meeting of the Stockholder-Members of Queen Anne's County Cooperative, Incorporated at which the Articles of Merger were approved and verified under oath that the matters and facts set forth herein with respect to authorization and approval thereof are true and correct.

Given under my hand and notarial seal, this 21st day of November, 1974.

James C. Martiny  
Notary Public

My Commission expires:

August 26, 1977



ARTICLES OF MERGER

MERGING

QUEEN ANNE'S COUNTY COOPERATIVE, INC. (MD. CORP.)

INTO

QUEEN ANNE'S COUNTY COOPERATIVE, INCORPORATED (VA. CORP.)-SURVIVOR

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

of Maryland December 19, 1974  
Effective Date: January 1, 1975  
with law and ordered recorded.

at 12:00 o'clock

NOON AT 12:00 P.M. CONFORMITY  
STATE OF MARYLAND  
QUEEN ANNE'S COUNTY, SCT.

I HEREBY CERTIFY THAT

THIS ..... WAS  
RECEIVED FOR RECORD THIS .....  
DAY OF ..... 19 ..... AT ..... M.  
RE ..... AND RECORDED IN  
LIBER .....  
RECORD BOOK FOR QUEEN ANNE'S  
COUNTY

CLERK

A 37175

Recorded in Liber 2158 6  
~~2122~~, folio 59, one of the Charter Records of the State

Department of Assessments and Taxation of Maryland.

Bonus tax paid \$----- Recording fee paid \$15.00  
2.00 Cert. of Conveyance Land Records Queen Annes  
County.  
\$17.00 Total

To the clerk of the Circuit Court of Queens Annes County

IT IS HEREBY CERTIFIED, that the within instrument, together with all indorsements 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.

*Richard H. Keller*



STATE OF MARYLAND,  
QUEEN ANNE'S COUNTY, SCT.  
I HEREBY CERTIFY THAT  
THIS Article of Merger WAS  
RECEIVED FOR RECORD THIS 1st  
DAY OF July, 1975 AT ..... M.  
RE ..... AND RECORDED IN  
LIBER ewe- 3 folio 633 Charles  
RECORD BOOK FOR QUEEN ANNE'S  
COUNTY  
*Charles W. Cuff* CLERK.

RECEIVED FOR RECORD  
& RECORDED IN LIBER  
FOLIO

1975 JUL -1 PM 11: 22

RECORD FOR  
QUEEN ANNE'S CO., MD.  
CHARLES W. CECIL, CLERK

FEB 13 8 51 AM '75  
J & J AUTO BODY SHOP, INC.  
(A Close Corporation under Section 100)

ARTICLES OF INCORPORATION

FIRST: I, the undersigned, JOHN DOSS TALLEY, JR., whose post office address is Box 147, Chester, Maryland 21619, being at least eighteen years of age, do hereby form a corporation under the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereinafter called the Corporation) is J & J AUTO BODY SHOP, INC.

THIRD: The Corporation shall be a close corporation as authorized by Section 100 of the General Law of Maryland.

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

(1) To engage in, conduct, promote, advertise and carry on an automobile body repair shop; to engage in the repair business of any and all types and kinds of motor vehicles; to buy, sell and deal generally in automotive parts and accessories; and to carry on generally such other and incidental business as may be appropriate to the above-mentioned activities.

(2) To enter into partnership agreements and joint ventures with any person, firm, association or corporation engaged in carrying on any business in which the Corporation is authorized to engage in, or in connection with carrying out all or any of the purposes of this Corporation.

(3) To have and to exercise all the powers now or hereafter conferred by the laws of the State of Maryland upon corporations organized pursuant to the laws under which the Corporation is organized and any and all acts amendatory thereof and supplemental thereto.

FIFTH: The post office address of the principal office of the Corporation in Maryland is P.O. Box 147, Chester, Maryland 21619. The name and post office address of the resident

LAW OFFICES  
JOEL L. KATZ  
SUITE 412  
EQUITABLE BUILDING  
BALTIMORE, MD. 21202  
(301) 727-7767

J & J AUTO BODY SHOP, INC.

Page Two

agent of the Corporation in this State are JOHN DOSS TALLEY, JR., P.O. Box 147, Chester, Maryland 21619. Said resident agent is an individual actually residing in this State.

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.

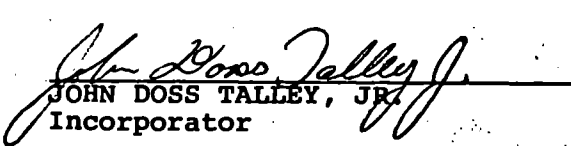
SEVENTH: After the completion of the organization meeting of the director and the issuance of one or more shares of stock of the Corporation, the Corporation shall have no board of directors. Until such time, the Corporation shall have one (1) director whose name is JOHN DOSS TALLEY, JR.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on this 5<sup>th</sup> day of February, 1975.

Witness:


  
BARRY J. DALNEKOFF

  
JOHN DOSS TALLEY, JR.  
Incorporator

VERIFICATION:

I do solemnly declare and affirm under the penalties of perjury that the contents of the foregoing Articles of Incorporation are true and correct to the best of my knowledge, information and belief.

Date: FEBRUARY 5, 1975

  
JOHN DOSS TALLEY, JR.  
Incorporator

ARTICLES OF INCORPORATION  
OF  
J & J AUTO BODY SHOP, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland February 13, 1975, at 8:30 o'clock A. M. as in conformity  
with law and ordered recorded. STATE OF MARYLAND  
QUEEN ANNE'S COUNTY, SCT.

I HEREBY CERTIFY THAT  
THIS *Charter of J & J Auto Body Shop, Inc.* WAS  
RECEIVED FOR RECORD THIS *1st*  
DAY OF *July*, 1975 AT ..... M.  
RE ..... AND RECORDED IN  
LIBER *249-3 folio 639* Charter  
RECORD BOOK FOR QUEEN ANNE'S  
COUNTY  
*Charles W. Carl* CLERK

A 38470

Recorded in Liber *249*, folio *26*, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$20.00 Recording fee paid \$15.00

To the clerk of the Circuit Court of Queen Annes County  
IT IS HEREBY CERTIFIED, that the within instrument, together with all indorsements 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.

*Richard H. Keller*



RECEIVED FOR RECORD  
RECORDED IN LIBER  
FOLIO

LIBER

3 PAGE 642

1975 JUL -1 PM 11: 22

RECORD FOR  
QUEEN ANNE'S CO., MD.  
CHARLES W. CECIL, CLERK

ARTICLES OF AMENDMENT

(Under Sections 11 - 12)

BLACK DUCK REFUSE REMOVERS, INC., a Maryland corporation having its principal office in Queen Anne 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 Articles Fourth and Fifth of the articles of incorporation and inserting in lieu thereof the following:

NEW ARTICLE FOURTH: The post office address of the principal office of the Corporation in the State is 525 Broadwater Road, Arnold Post Office, Arnold, Maryland, 21012. The name and post office address of the resident agent of the Corporation in this State is Harry H. Yost, 105 S. Crain Highway, Glen Burnie, Maryland 21061, said resident agent is an individual actually residing in the State.

NEW ARTICLE FIFTH: The total number of shares of stock of all classes which the Corporation has authority to issue is One hundred thousand (100,000) shares having an aggregate par value of One hundred thousand dollars (\$100,000.00) divided into Fifty Thousand (50,000) shares of par value of One dollar (\$1.00) a share of Common Stock having an aggregate par value of Fifty thousand dollars (\$50,000.00), and Fifty Thousand (50,000) shares of the par value of One dollar (\$1.00) a share of non-participating, non-cumulative 7% Preferred Stock having an aggregate par value of Fifty thousand dollars (\$50,000.00).

The following is a description of the preferences, voting powers, restrictions, limitations as to dividends and qualifications of the non-cumulative 7% Preferred Stocks;

The Preferred Stock has no voting rights, shall have first preference on any dividend declared up to seven percent (7%) of the par value of the stock- such dividends are non-cumulative, shall not participate in any dividend above the seven percent (7%) above mentioned and in all other matters

YOST & SMITH, P. A.  
ARUNDEL LAW CENTER  
GLEN BURNIE, MARYLAND  
81081  
708-5888

shall have the same preferences, restrictions and qualifications as the Common Stock.

SECOND: The board of directors of the Corporation, at a meeting duly convened and held December 23, 1974, 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 December 23, 1974.

THIRD: 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 the stockholders who therein waived notice.

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, is as follows:

One hundred thousand (100,000) shares have an aggregate par value of One hundred thousand dollars (\$100,000.00).

(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:

Fifty thousand (50,000) shares of par value of One dollar (\$1.00) a share of common stock.

Fifty thousand (50,000) shares of par value of One dollar (\$1.00) a share of non-participating, non-cumulative 7% Preferred Stock.

(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, BLACK DUCK REFUSE REMOVERS, 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 23, 1974.

Attest:

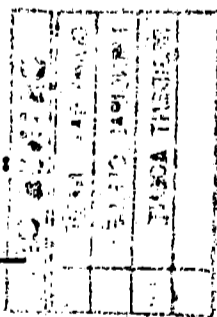
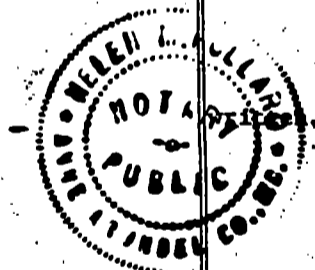
*William A. Harting*  
William A. Harting, Secretary

*Harold D. Hunt*  
Harold D. Hunt, President

STATE OF MARYLAND: ANNE ARUNDEL COUNTY

I HEREBY CERTIFY that on this 23rd day of December, 1974, appeared Harold D. Hunt, President of BLACK DUCK REFUSE REMOVERS, 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 before me William A. Harting, Secretary of said Corporation, and made oath in due form of law that said Articles of Amendment were duly advised by the affirmative vote of all of the Directors comprising the Board of Directors of the Corporation at a meeting duly called and held on December 23, 1974, and where duly approved by the affirmative vote of all votes entitled to be cast thereon at the Special Meeting of Stockholders of the Corporation, duly called and held on December 23, 1974, 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 first above



*Helen H. Hullar*  
Notary Public

My Commission Expires:

*July 1, 1978*

YOST & SMITH, P. A.  
ARUNDEL LAW CENTER  
GLEN BURNIE, MARYLAND  
81001  
708-8888

ARTICLES OF AMENDMENT  
OF  
BLACK DUCK REFUSE REMOVERS, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland January 31, 1975 at 8:30 o'clock STATE OF MARYLAND  
with law and ordered recorded. QUEEN ANNE'S COUNTY, SCT.

I HEREBY CERTIFY THAT  
THIS *Articles of Amendment* WAS  
RECEIVED FOR RECORD THIS *1st*  
DAY OF *July* 1975 AT ..... M.  
RE ..... AND RECORDED IN  
LIBER *cwc 2 p. 6047 Charles*  
RECORD BOOK FOR QUEEN ANNE'S  
COUNTY  
*Charles W. Carl* CLERK

A 38166

4

Recorded in Liber 2145, folio 27, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ ..... Recording fee paid \$ 15.00

To the clerk of the Circuit Court of Queen Anne County

IT IS HEREBY CERTIFIED, that the within instrument, together with all indorsements 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.

*Richard Hella*



CERTIFICATE OF CONVEYANCE  
OF REAL PROPERTY BY ARTICLES OF Sale and Transfer

Pursuant to Article 23, Section 66(g) (2) of the Annotated Code of Maryland (1966 Replacement Volume), Title "Corporations," subtitle "Consolidation, Merger and other Transfer of Property": We hereby certify that the herein described property is being conveyed by Articles of Sale and Transfer.

REAL PROPERTY AFFECTED: (Show separately for each parcel deed reference and brief description preferably as shown on recent tax bill.)

Bodkin Island, Fourth Election District  
Queen Anne's County, Maryland  
Tax Map 71  
Block 15  
Parcel 2

Ordinary Post Office Address for receipt tax bills

Wayne L. O'Roark  
8208 Grubb Road  
Address  
Chevy Chase, Maryland 20015

For Department  
use only.

As Witness to the act of the State Department  
of Assessments and Taxation of Baltimore, this  
3rd day of March 19 75 I  
have set my hand and caused the seal of said  
Department to be hereto affixed.

*William J. Summers*  
Supervisor-Charter Division

\*Note: Submit in duplicate.

STATE OF MARYLAND

OFFICE OF STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

CERTIFICATE OF ARTICLES OF SALE

To the Clerk of the CIRCUIT Court for QUEEN ANNES COUNTY

Pursuant to Article 23, Section 66(g) (1) and (2) of the Annotated Code of Maryland, the State Department of Assessments and Taxation does hereby certify that Articles of SALE has been filed in its office by

VACHEL A. DOWNEY, JR.

115 Lawyers Row, Centreville, Maryland 21617

which said Articles of SALE were duly approved by said Department on March 3, 1975, and in accordance with said Articles and Section of the Code, it is further certified:

(a) The name of the transferor is

BODKIN ISLAND HUNTING CLUB, INC. (MD. CORP.)

the name of the transferee is

WAYNE L. O'ROARK & SARA RAFTER O'ROARK

(b) The location of the principal office of the transferee is

QUEEN ANNES COUNTY

(c) The Articles of SALE are dated January 30, 1975,

(d) The time of receipt for record of the Articles of SALE

in the office of the State Department of Assessments and Taxation was

March 3, 1975, at 8:30 a.m.

MAR 3 9 17 AM '75

BODKIN ISLAND HUNTING CLUB, INC.ARTICLES OF SALE AND TRANSFER

Bodkin Island Hunting Club, Inc., a Maryland Corporation, having its principal office at 115 Lawyer's Row, Centreville, Maryland, 21617, (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 an island in Eastern Bay, known as Bodkin Island, 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 transferees named in the deed are as follows: Wayne L. O'Roark and Sarah Rafter O'Roark, wife, 8208 Grubb Road, Chevy Chase, Maryland, 20015.
3. Bodkin Island Hunting Club, Inc., is a body corporate of the State of Maryland and was incorporated therein in 1972.
4. The consideration to be paid by the transferees is \$49,500.00.
5. The principal office of Bodkin Island Hunting Club, Inc., is 115 Lawyer's Row, Centreville, Maryland, 21617. The property owned and being sold and conveyed by said body corporate 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. These Articles of Sale were duly advised by the Board of Directors of Bodkin Island Hunting Club, 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.
7. The sale and transfer of the real property referred to herein will be evidenced by a deed from Bodkin Island Hunting Club, Inc., to Wayne L. O'Roark and Sarah Rafter O'Roark, wife, which is intended to be recorded among the Land Records of Queen Anne's County, Maryland.

IN WITNESS WHEREOF, Bodkin Island Hunting Club, 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: Jan 30 1975, 1975

BODKIN ISLAND HUNTING CLUB, INC.

BY: \_\_\_\_\_

A. Robert Carr  
President  


(PLACE CORPORATE SEAL HERE)

ATTEST:

William M. Calhoun  
Secretary

WITNESS:

Smelle Williams  
Smelle Williams

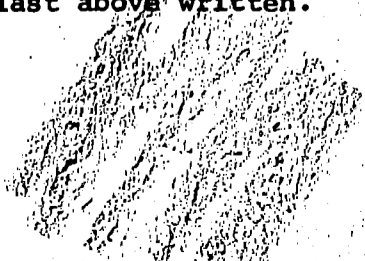
Wayne L. O'Roark (SEAL)

Sara R. O'Roark (SEAL)

STATE OF Maryland to wit:  
COUNTY OF Queen Anne's

I HEREBY CERTIFY, that on this 30 day of January, 1975, before me, the subscriber, a Notary Public as aforesaid, personally appeared A. Robert Carr who acknowledged himself to be the President of Bodkin Island Hunting Club, 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.



Vachel A. Downes Jr  
NOTARY PUBLIC  
VACHEL A DOWNES JR

LIBER

STATE OF MARYLAND

to wit:  
CITY OR COUNTY OF Chevy Chase/Montgomery

I HEREBY CERTIFY, that on this 30 day of January 1975, before me, the subscriber, a Notary Public as aforesaid, personally appeared Wayne L. O'Roark and Sarah R. O'Roark, his wife, and they did acknowledge the foregoing instrument to be their act.

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

*Janelle Williams*  
NOTARY PUBLIC  
My Commission Expires 7/1/78  
JANELLE WILLIAMS  
NOTARY PUBLIC  
MONTGOMERY CO., MD.

STATE OF Maryland  
COUNTY OF Queen Annes to wit:

I HEREBY CERTIFY, that on this 30 day of Jan. 1975, before me, the subscriber, a Notary Public of the State of Maryland in and for the County aforesaid, personally appeared William M. Callahan, secretary of Bodkin Island Hunting Club, 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 and Transfer 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 his knowledge, information and belief.

AS WITNESS my hand and Notarial Seal.

*W. A. Downes Jr.*  
WACHEL A. DOWNES JR.  
NOTARY PUBLIC  
My Commission Expires 7-1-78

ARTICLES OF SALE

BETWEEN

BODKIN ISLAND HUNTING CLUB, INC. (MD. CORP.)-TRANSFEROR

AND

WAYNE L. O'ROARK & SARA RAFTER O'ROARK (TRANSFEREES)

approved and received for record by the State Department of Assessments and Taxation of Maryland March 3, 1975, at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

A 38909

Recorded in Liber 4 2156 folio 78, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid \$-----Recording fee paid \$ 15.00  
2.00 Cert. among Queen Annes Co., Land Record Office  
\$17.00 Total

To the clerk of the Circuit Court of Queen Annes County

IT IS HEREBY CERTIFIED, that the within instrument, together with all indorsements 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.

*William J. Simmons*



STATE OF MARYLAND,  
QUEEN ANNE'S COUNTY, SCT.  
I HEREBY CERTIFY THAT  
THIS Articles of Sale WAS  
RECEIVED FOR RECORD THIS 18th  
DAY OF July 1975 AT ..... M.  
RE ..... AND RECORDED IN  
TERC. C. 3 folio 688 Charter  
RECORD BOOK FOR QUEEN ANNES  
COUNTY  
*Claudia Cecil* CLERK

LIBER

3 PAGE 651

bw



LYNN-LEIGH CORPORATION

ARTICLES OF AMENDMENT

LYNN-LEIGH CORPORATION, a Maryland Corporation, having its principal office at Benton's Pleasure, Chester, Maryland 21619 (hereinafter called the "Corporation") hereby certifies to the State Department of Assessments and Taxation of Maryland that:

FIRST: The Charter of the Corporation be amended by striking out Article THIRD and substituting in lieu thereof the following:

"THIRD: The purposes for which the Corporation is formed shall be:

To purchase, lease, exchange, hire, or otherwise acquire lands or any interest therein, whatsoever and wheresoever situated; to erect, construct, rebuild, enlarge, alter, improve, maintain, manage, and operate houses, buildings, or other works of any description on any lands owned or leased by the corporation, or upon any other lands; to sell, lease, sublet, mortgage, exchange, or otherwise dispose of any of the lands or any interest therein, or any houses, buildings, or other works owned by the Corporation; to engage generally in the real estate business, as principal, agent, broker or otherwise, and generally to buy, sell, lease, mortgage, exchange, manage, operate, and deal in lands or interests in lands, houses, buildings, or other works; and to purchase, acquire, hold, exchange, pledge, hypothecate, sell, deal in, and dispose of tax liens and transfers of tax liens on real estate.

To transact a general real estate agency and brokerage business, including the renting and managing of estates; to act as agent, broker, or attorney in fact for any person or corporation in buying, selling, and dealing in real estate and real property, and any interest and estates therein, on commission; to make or obtain loans upon such property, and to supervise, manage, and protect such property and all loans, interest in, and claims affecting the same.

To purchase, sell, manufacture, and deal in building materials and goods, wares, and merchandise, and to carry on any other lawful trade or business incident to or proper or useful in connection with the purchase, sale, ownership, construction, maintenance, and management of real property.

To carry on the business of developing and improving real property; to lay out for public use roads, streets, avenues, or highways, upon or through its lands; to extend, continue, or

connect such roads, streets, avenues, or highways upon or through other real property to be acquired; to lay out and establish such roads, streets, avenues, or highways and the extensions, continuations, or connections thereof; and to construct drains or sewers, and such bridges or culverts as may be necessary to maintain the grades of, or for the extension, continuation, or connection of the roads, streets, avenues, or highways so laid out.

To manufacture, buy, sell, lease, assemble, import, export, and deal in all classes of raw and manufactured materials and merchandise; to act as commercial agent, commissioner, or principal for the purchase, sale, manufacture, assembling, import, export, or lease of all classes of raw and manufactured materials and merchandise; and to buy, sell, lease, construct, or deal in real estate, buildings, lands, properties, or promotions of any kind.

To transact a general real estate agency and brokerage business, buying and selling and dealing in real estate and real property and any interest and estates therein, on commission, and renting and managing real estate.

To purchase, sell, manufacture, and deal in building materials and goods, wares, and merchandise, and to carry on any other lawful trade or business incident to, or proper or useful in connection with, the purchase, sale, ownership, construction, maintenance, and management of real property.

To purchase and acquire securities, assets, and property of every kind and description at judicial, judiciary, trustee's, pledgee's, mortgagee's, or liquidating or public or private sales, and to carry on a general salvage, liquidation, and realization business; and also to do a general commission and brokerage business.

To undertake or assist in the organization, promotion, financing, reorganization, management, control, development, liquidation, or winding up of any corporation, association, partnership, or individual undertaking in any manner permitted by law.

To manufacture, buy, import, or otherwise acquire, and to distribute, export, sell, or otherwise dispose of, either by wholesale or retail, lumber, cement, hardware, building materials, and supplies of every kind and character; to establish and maintain sawmills, plants, yards, stores, warehouses, and other manufacturing and distributing centers for the manufacture, assembling, and distributing of any and every kind of commodity, goods, wares, merchandise, or other articles of trade or commerce that is incidental or necessary for, or that may be manufactured, sold, or distributed to advantage and profit by this corporation.

To carry on and conduct any and every kind of general contracting, construction, and engineering business.

To engage in the manufacture, sale, and distribution of builders' and general contractors' supplies of all kinds, including, among other commodities, cement, lime, plasters, whiting, sand, minerals, coke, fuel, clay, gravel, artificial stone, lumber, tile, and brick; and to acquire, own, and operate wholesale and retail establishments for the distribution thereof.

To transact an investment and loan business with power to loan money upon real estate, chattels, and personal securities; to purchase, erect, and maintain buildings, including the real estate upon which the same are or may be situated when erected; to purchase, locate, and lay out town sites, and sell and convey the same in lots and subdivisions or otherwise; and to transact any and all business connected therewith.

To establish, maintain, conduct, and carry on a general merchandising business, and to manufacture, buy, acquire, own, lease, sell, import, export, or otherwise deal in, either at wholesale or retail, either as principal or as agent, for others or on commission, either upon consignment or otherwise, generally, goods, wares, commodities, merchandise, livestock, and property of every class, name, nature, and description, both within and without the State of Maryland, and elsewhere in the United States, its territories, districts, colonies, and possessions, and in any foreign countries, without restriction.

SECOND: That the Charter of the Corporation be further amended by striking out Article FOURTH and substituting in lieu thereof the following:

"FOURTH: The post office address of the principal office of the Corporation in this State is Benton's Pleasure, Chester, Maryland 21619. The Resident Agent of the Corporation is Chester W. Hynson, Jr., whose post office address is Benton's Pleasure, Chester, Maryland 21619. Said Resident Agent is a citizen of the State of Maryland and actually resides therein.

THIRD: The Board of Directors, at a meeting duly convened and held on March 1, 1975 duly advised the amendment of the Charter of the Corporation hereinabove set forth by passing a resolution declaring that said amendments are advisable and calling a meeting of Stockholders to take action thereon.

FOURTH: The meeting of Stockholders of the Corporation as aforesaid, was held at Benton's Pleasure, Chester, Maryland 21619 on March 1, 1975 pursuant to Waiver of Notice duly executed and filed with the records of the meeting and at said meeting the Stockholders, by the unanimous affirmative vote of the holders of the entire outstanding stock of the Corporation of each class entitled to vote, duly approved the amendments of the Charter of the Corporation hereinabove set forth.

IN WITNESS WHEREOF, Lynn-Leigh Corporation has caused these presents to be signed and acknowledged in its name and on its behalf by its President and attested by its Secretary on March 1, 1975.

ATTEST:

LYNN-LEIGH CORPORATION

By: Chester W. Hynson, Jr.  
Chester W. Hynson, Jr.  
President

Beverly B. Hynson  
Beverly B. Hynson,  
Secretary

STATE OF MARYLAND

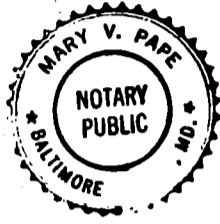
City of Baltimore

: SCT.

I HEREBY CERTIFY, that on this 1st day of March, 1975, before me, the subscriber, a Notary Public of the State of Maryland, in and for Baltimore City, personally appeared Chester W. Hynson, Jr., President of Lynn-Leigh 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 Beverly B. Hynson, and made oath in due form of law that she was Secretary of the meeting of Stockholders of the 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 her knowledge and belief.

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



*Mary V. Pape*  
Mary V. Pape,  
Notary Public

RECEIVED  
AND INDEXED  
BALTIMORE DEPARTMENT OF REVENUE

JOINT CHECK	<input type="checkbox"/>
ADDITIONAL CHECK	<input type="checkbox"/>
1st CHECKED COPY	<input type="checkbox"/>
RECEIVED	<input type="checkbox"/>
BOOK JAZ	<input type="checkbox"/>

DATE: 11/11/11  
TIME: 11:11 AM  
NO. 1111  
DVA 1111  
AGE 1111

ARTICLES OF AMENDMENT  
OF  
LYNN-LEIGH CORPORATION

approved and received for record by the State Department of Assessments and Taxation  
of Maryland March 26, 1975, at 8:30 o'clock A. M. as in conformity  
with law and ordered recorded.

**A 39443**

6  
Recorded in Liber 2162, folio 548, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$-----Recording fee paid \$ 15.00-----

To the clerk of the Circuit Court of Queen Anne County

IT IS HEREBY CERTIFIED, that the within instrument, together with all indorsements 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.

*Richard H. Keller*



LIBER **3** PAGE **657**

STATE OF MARYLAND,  
QUEEN ANNE'S COUNTY, SCT.  
I HEREBY CERTIFY THAT  
THIS *Articles of Amendment* WAS  
RECEIVED FOR RECORD THIS *18th*  
DAY OF *July* 19 *75*. AT .....  
RE ..... AND RECORDED IN  
LIBER *2162* folio *548* - *Charles*  
RECORD BOOK FOR QUEEN ANNE'S  
COUNTY  
*Charles Cecil* CLERK.

## BAY BRIDGE INN, INC.

## ARTICLES OF INCORPORATION

124  
FIRST: The undersigned, Louie Triandos, whose post office address is 106 Phipps Lane, Annapolis, Maryland 21403, does hereby declare himself as incorporator with the intent 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 BRIDGE INN, INC.

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

(1) To engage in any mercantile, manufacturing or trading business of any kind or character whatsoever, including but not limited to the ownership and operation of a restaurant, bar and lounge and pursuant to proper application for and issuance of licenses, the sale of alcoholic beverages for on or off premises consumption, and to do all things incidental to any such business in which it engages hereunder.

(2) To borrow or raise moneys for any of the purposes of the Corporation and from time to time, without limit as to amount, to mortgage, pledge or assign the property of the Corporation as collateral security for such loans.

(3) To do everything necessary, proper, advisable or convenient for the accomplishment of any of the purposes or the attainment of any of the objects or the furtherance of any of the powers of the Corporation.

(4) To acquire, purchase, own, hold, operate, develop, lease, mortgage, pledge, exchange, sell, transfer or otherwise invest, trade or deal in any manner permitted by law, real and

personal property of every kind and description or any interest therein.

(5) In general to carry on any business and to do all acts and things necessary to further the purposes of the Corporation and any such businesses to the same extent as natural persons could do; to establish and maintain offices and agencies and to exercise all or any of its corporate powers and rights.

FOURTH: The post office address of the principal office of the Corporation in this State is Route 301 and Route 50, Stevensville, Maryland 21666. The name and post office address of the resident agent of the Corporation is Louie Triandos, 106 Phipps Lane Annapolis, Maryland 21403. 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 ten thousand (10,000) shares at the par value of Ten Dollars (\$10.00) per share, all of one class, Common-Voting Stock, and having an aggregate par value of One Hundred Thousand Dollars (\$100,000.00).

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 Louie Triandos, Athena Triandos and Semela Triandos.

SEVENTH: The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock, whether now or hereafter authorized, or securities convertible into shares of its stock, whether now or hereafter authorized.



EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on this 12th day of March, 1975.

Witness:

Nancy Lynn Kuehne      Louie Triandos  
Louie Triandos

STATE OF MARYLAND      Baltimore County

I HEREBY CERTIFY that on this 12th day of March, 1975, before me the subscriber, a Notary Public of the State of Maryland, in and for the County aforesaid, personally appeared Louie Triandos, and he acknowledged the foregoing Articles of Incorporation to be his act.

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

Nancy Lynn Kuehne  
Notary Public



ARTICLES OF INCORPORATION

OF

BAY BRIDGE INN, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland March 17, 1975 at 4:00 o'clock P. M. as in conformity with law and ordered recorded.

A 39234

Recorded in Liber 4 2160, folio 571, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 15.00

To the clerk of the Circuit Court of Queen Annes County

IT IS HEREBY CERTIFIED, that the within instrument, together with all indorsements 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.

*Richard H. Keller*



STATE OF MARYLAND,  
QUEEN ANNE'S COUNTY, SCT.  
I HEREBY CERTIFY THAT  
THIS Articles of Incorporation WAS  
RECEIVED FOR RECORD THIS 18<sup>th</sup>  
DAY OF July 1975 AT .....  
RE ..... AND RECORDED IN  
LIBER 2160 3<sup>rd</sup> folio 571 Charter  
RECORD BOOK FOR QUEEN ANNE'S  
COUNTY  
*Claudia Cecile* CLERK

LIBER 3 PAGE 601

PL

BURKE DEVELOPMENT GROUP, INC.

ARTICLES OF INCORPORATION

THIS IS TO CERTIFY:

FIRST: The undersigned, ALFRED<sup>D</sup> LEONARD, whose post office address is 6235 Gilston Park Road, Baltimore, Maryland, 21228, being at least twenty-one (21) years of age, does, under and by virtue of the General Laws of the State of Maryland, authorizing the formation of corporation, acts as incorporator with the intention of forming a corporation.

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

BURKE DEVELOPMENT GROUP, INC.

THIRD: The purpose for which the Corporation is formed, and the business or objects to be carried on and promoted by it within the State of Maryland, or any other State or States of the United States, or any territory or possession thereof, whether presently or hereafter annexed, or any foreign country or countries, or any territory or possession thereof, whether presently or hereafter annexed, are as follows:

(a) To conduct and carry on the business of builders, constructors, and contractors for the purpose of building, constructing, erecting, altering, repairing or doing any other work in connection with any and all classes of buildings and improvements of any kind and nature whatsoever, including the building, rebuilding, alternation, repairing or improvement of houses, factories, buildings, works or erection of every kind and description whatsoever, including the locating, laying out and constructing of roads, avenues, locks, slips, sewers, bridges, wells, walls, canals, railroads, or street railways, power plants, and generally all classes of buildings, erections and works, both public and private, or integral parts thereof, to do excavating work of all kinds and generally to do and perform any and

LAW OFFICES  
ROBINS, ROBINS  
& JOHNSON  
130 EAST MAIN STREET  
BALTIMORE, MD. 21201

all work as builders, constructors and contractors, and with that end in view to solicit, obtain, make, perform and carry out contracts covering the building and constructing business and the work connected therewith,

(b) To manufacture, produce, procure, buy and sell and otherwise deal in or deal with all supplies, products, equipment and raw and other materials used in a general building, contracting and construction business.

(c) To purchase, hold, lease, rent or otherwise acquire and to sell, mortgage, assign, lease or otherwise dispose of any and all types of machinery, equipment, tools, and mechanical and other devices used in, or capable of use in, the general building, contracting and construction business.

(d) To purchase, lease, take in exchange, hire or otherwise acquire, hold, own, possess, equip, improve, develop, deal in, mortgage, pledge or otherwise encumber, sell, convey, assign or otherwise dispose of real and personal property of every kind and description and property partaking of the nature of either real and personal property, and rights, estates, interests, franchises, licenses and privileges in such property, real, personal or mixed, wheresoever situate or located.

(e) To conduct a general real estate business, either as principal or as agent in any other capacity whatsoever, in the purchase, sale, lease, exchange or management of real estate, and the negotiation of loans thereon; to act as agent for renting lands or buildings of every kind and character; to manage, supervise and otherwise engage in the rental of office building or buildings and space therein, and for the collection of rents and for the payment of taxes and any other costs or expenses in connection therewith.

(f) To create, purchase, take in exchange or otherwise acquire, hold, own, possess, deal in, engage, pledge or otherwise encumber, sell, convey, assign, transfer, or otherwise dispose of reversionary interests known as ground rents.

(g) To purchase, lease or otherwise acquire all or any part of the property, trade-marks, trade names, rights, businesses, contracts, good will, franchises, patents, patents applied for, use of patents and patents applied for, 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, the business or businesses which this Corporation is authorized to carry on; and to undertake, guarantee, assume and pay the indebtedness and liabilities thereof; and to pay for any such property, trade-marks, trade names, rights, businesses, contracts, good will, franchises, patents, patents applied for, use of patents and patents applied for 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.

(h) To apply for, obtain, register, purchase, lease or otherwise acquire, and to hold, use, own, operate and introduce, and to sell, assign, or otherwise dispose of, any trade-marks, trade names, copyrights, patents, inventions, improvements and processes used in connection with or secured under Letters Patent of the United States, or elsewhere, or otherwise, and to use, exercise, develop, grant licenses in respect of, or otherwise to turn to account any such trade-marks, patents, copyrights, licenses, processes and the like, or any such property or rights.

(i) To guarantee the payment of dividends upon any shares of stock of, or the performance of any contract by, any other corporation 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 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 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.

(k) To advance money with or without security and without limit as to amount; 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, directed 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 P. O. Box 343, Grasonville, Maryland, 21638. The Resident Agent of the Corporation is H. Robert Quatmann, whose post office address is Toadvine Road, Route 4, Box 142, Salisbury, Maryland, 21801. Said Resident Agent is a citizen of the State of Maryland and resides therein.

FIFTH: The business of the Corporation shall be managed by a Board of not less than three (3), nor more than seven (7) Directors, and Walter H. Quatmann, Alfred Leonard and Verona L. Quatmann shall act as Directors until the first annual meeting or until their successors are duly chosen and qualified. The Directors, by majority vote, may, in accordance with the By-Laws, increase or decrease the number of Directors to such number, not less than three (3) nor more than seven (7) as they may deem necessary.

SIXTH: The total amount of the authorized capital stock of the Corporation is **Five Thousand shares** ( 5,000.00) of common stock, no par value.

SEVENTH: In furtherance and not in limitation of the powers conferred by the statute, the Board of Directors is expressly authorized:  
To make, alter and repeal the By-Laws of this Corporation; to  
open stock books, to fix and vary the amount to be reserved as working

capital; to direct and determine the use of any surplus or net profits; to determine whether any, and, if any, what part, of any surplus or net profits shall be declared as dividends.

To create, make and issue mortgages, bonds, warrants, debentures, deeds if trust, trust agreements, negotiable or transferable instruments, and evidences of indebtedness of all kinds and securities, secured by mortgage or otherwise, and to do every other act and thing necessary to effectuate the same, to purchase or otherwise acquire and to sell or otherwise dispose of, for the Corporation, any property, rights or privileges which the Corporation is authorized to acquire, at such prices and on such terms and conditions, and for such consideration as they think fit, at their discretion, to pay for any property or rights acquired by the Corporation, either wholly or partially, in money or in stock, bonds, debentures or other securities of the Corporation.

In the purchase or acquisition of property, business, rights, or franchises or for additional working capital, or for any other objects in or about its business or affairs, and without limit as to amount, to incur debts, 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 convertible into stock of any class and whether secured by mortgage, pledge, deed of trust or otherwise.

To determine who shall be authorized to sign on the Corporation's behalf bills, notes, receipts, acceptances, endorsements, checks, releases, contracts and documents; from time to time to provide for the management of the affairs of the Corporation, at home or abroad, in such manner as they think fit, and, in particular, from time to time, to delegate any of the powers of the Board of Directors to any committee, officers or agent, and to appoint any person or persons to be the agents of the Corporation with such powers (including the power



to delegate) and upon such terms as they think fit, from time to time, to determine whether and to what extent and at what time and places and under what conditions and regulations the accounts and books of this Corporation (other than the stock ledger), or any of them, shall be open to the inspection of stockholders; and no stockholders shall have any right to inspect any account book or documents of this Corporation, except as conferred by statute, unless authorized by the resolution of the Directors; to designate, in accordance with the By-Laws, two, (2) or more of its number to constitute an Executive Committee, which Committee shall, for the time submitted, have and exercise any and all of the powers of the Board of Directors in the management of the business and affairs of this Corporation and have power to authorize the seal of this Corporation to be affixed to all papers which may require it.

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 considerations as said Board of Directors may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the By-Laws of the Corporation.

NINTH: The Charter of this Corporation may, from time to time, be amended for any purpose, including an amendment or amendments which change the terms of any of the outstanding stock by classification, reclassification, or otherwise, upon the affirmative vote of two-thirds (2/3) of all the shares of stock outstanding and entitled to vote.

TENTH: No contract or other transaction between the 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 Director

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 contracts 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.

ELEVENTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 17<sup>th</sup> day of March, 1975.

TEST:

[Signature] Alfred O. Leonard (SEAL)  
Alfred Leonard

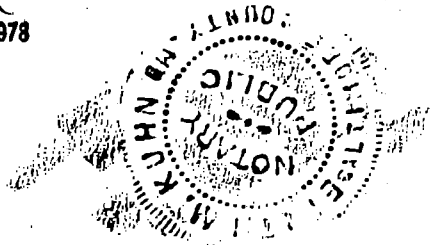
STATE OF MARYLAND, Baltimore COUNTY, to-wit:

I HEREBY CERTIFY, That on this 17 day of March, 1975, before me, a Notary Public of the State and County aforesaid, personally appeared Alfred Leonard and acknowledged the foregoing Articles of Incorporation to be his act.

AS WITNESS my hand and Notarial Seal.

[Signature]  
Notary Public

My Commission Expires July 1, 1978



ARTICLES OF INCORPORATION  
OF  
BURKE DEVELOPMENT GROUP, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland March 17, 1975 at 2:00 o'clock P.M. as in conformity  
with law and ordered recorded.

A 39235

Recorded in Liber 9 2160, folio 575, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 21.00

To the clerk of the Circuit Court of Queen Annes County

IT IS HEREBY CERTIFIED, that the within instrument, together with all indorsements 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.

*Richard H. Keller*



STATE OF MARYLAND,  
QUEEN ANNE'S COUNTY, SCT.  
I HEREBY CERTIFY THAT  
THIS *Articles of Inc.* WAS  
RECEIVED FOR RECORD THIS *18 40*  
DAY OF *July* 19 *75* AT .....  
RE ..... AND RECORDED IN  
LIBER *Civ. R. 2* folio *662* *Clats*  
RECORD BOOK FOR QUEEN ANNE'S  
COUNTY  
*Chas. Cecil* CLERK

ARTICLES OF INCORPORATION

*M.*  
The undersigned, all of whom are citizens of the United States and residents of Maryland, being of full age, and having associated themselves for the purposes specified herein, and desiring that they be incorporated and a charter issued to them and their associates and successors pursuant to the laws of the State of Maryland governing corporations not for profit, do hereby certify:

I. NAME. The name of the corporation shall be QUEEN ANNE'S COUNTY SENIOR HOUSING ASSOCIATION, INC.

II. PRINCIPAL OFFICE AND AGENT. The post office address of the principal office of the corporation in this State is Centreville, Maryland, and the name of the resident agent of the corporation is Howard Wood, whose post office address is 119 Lawyers Row, Centreville, Maryland; said resident agent is a citizen of this State and actually resides herein.

III. PURPOSES. The purposes for which the corporation is formed are civic, i.e., - to provide units of residential housing for elderly, or senior, citizens, said units to be let to and occupied by such citizens, together with members of their immediate families, and to provide for them other related facilities and services, and to that end:

1) To take, accept, hold, acquire by bequest, devise, gift, purchase, loan, lease or otherwise, and to deal in and with any property, real or personal, tangible or intangible, without limitation as to kind, amount or value;

2) To sell, convey, lease or make loans, grants or pledges of any such property or any interest therein or proceeds therefrom and to invest and reinvest the principal thereof and receipts therefrom, if any;

3) To borrow or raise money without limit as to amount; to make, execute, endorse notes or other obligations of any nature or in any manner for money so borrowed or in payment for property purchased or for any other of the objects or purposes of this corporation, and to secure the principal thereof and the interest thereon by mortgage upon, or creation of security interests in, or pledge of, or conveyance or assignment in trust of, the whole, or any part of the property, real or personal, of this corporation, wherever situated and whether at the time owned or thereafter acquired;

4) To hold the real property of this corporation and to improve, erect, renovate, operate, repair and maintain thereon housing units (single or multiple) and to lease, let and demise the same and the appurtenances thereto to persons qualifying for the housing to be provided by this corporation;

5) To carry on any of the foregoing activities or purposes either directly, or as agent for or with other persons, partnerships, associations or corporations;

6) To carry on any activity and to deal with and expend any property of the corporation or income therefrom for any of the foregoing purposes without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received, the Articles of Incorporation, the By-Laws of the corporation, or any other limitations as are prescribed by law, provided that no such activity shall be such as is not permitted by a corporation exempt from Federal Income Tax under Section 501 (c) (3) of the Internal Revenue Code of 1954 or any corresponding future provision of the Revenue Code, and provided further that no part of the net earnings of this corporation shall inure to the benefit of any member or private individual and no

member, director or officer of the corporation shall receive any pecuniary benefit from the corporation except such reasonable compensation as may be allowed for services rendered to the corporation.

IV. INCORPORATORS. The name, place of residence and post office of each of the incorporators are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Robin Wood (who is over 21 years of age)	115 S. Liberty Street Centreville, Maryland 21617
Howard Wood (who is over 21 years of age)	119 Lawyers Row Centreville, Maryland 21617

V. CAPITAL STOCK. The corporation is not authorized to issue capital stock and shall not be operated for profit.

VI. MEMBERSHIP. The corporation shall be composed of not more than two hundred (200) members whose qualifications shall be fixed by the By-Laws and who shall make such minimum contribution on their election to membership as may be therein prescribed. Each qualified member shall be entitled to vote at any meeting of the membership. The By-Laws shall prescribe the manner of filling vacancies in the membership that will arise from time to time through death or resignation of a member.

VII. BOARD OF DIRECTORS. The corporation shall have seven (7) directors and the following persons shall serve as directors until the first annual meeting of the membership and until their successors are duly chosen and qualify:

<u>NAME</u>	<u>ADDRESS</u>
The Rev. Thomas W. Hurley, Chairman	Queenstown United Methodist Church Queenstown, Maryland 21658
James Gatto	Md. Dept. of State Planning Court House Centreville, Maryland 21617
Robin Wood, Planning Administrator	Court House Centreville, Maryland 21617

<u>NAME</u>	<u>ADDRESS</u>
Keith E. Wolfe	Centreville, Maryland 21617
The Rev. William M. Hargett	302 S. Liberty Street Centreville, Maryland 21617
Spencer Ferguson	RR #3 Centreville, Maryland 21617
A. W. Kramer	Centreville, Maryland 21617

VIII. GOVERNMENT. (1) The affairs of the corporation shall be managed by the Board of Directors.

(2) The Board of Directors shall be composed of the President, the Vice-President, the Secretary, the Treasurer and three (3) other members to be selected at the first annual meeting of the membership as follows: two (2) directors to be elected to hold office until the 1978 annual meeting; two (2) directors to be elected, to hold office until the 1977 annual meeting; three (3) directors to be elected to hold office until the 1976 annual meeting. At the annual meeting of 1976 and at each annual meeting thereafter, directors shall be elected to fill all terms which shall expire at said meeting. The directors, except officers, elected at annual meetings shall hold office until the third annual meeting after their election, and until their successors are elected and qualified. When a vacancy occurs on the Board, it shall be filled for its unexpired term at any regular or special meeting of the membership.

(3) The officers of the corporation shall be a President, a Vice-President, a Secretary and a Treasurer, and such other officers as may be prescribed by the By-Laws from time to time. The officers shall be elected at the annual meeting of the corporation and shall hold office until the next annual meeting and until their successors have been elected and qualified. When a vacancy occurs among the officers of the corporation, it shall be filled for the unexpired term at the next regular or special meeting of the membership. The duties of the officers shall be prescribed by the By-Laws.

(4) Any member of the corporation entitled to vote may be elected as an officer or director. Additional qualifications for officers and directors may be prescribed in the By-Laws, but no such additional qualifications shall affect the term of any officer or director elected and qualified at the time of its adoption.

IX. MEETINGS. (1) There shall be an annual meeting of the members of the corporation at the time designated by the By-Laws. Special meetings of the membership shall be held at such other times and in such manner as prescribed by the By-Laws.

(2) At any regular or special meeting of the members of the corporation ten (10) members shall constitute a quorum for the transaction of all business, except when a greater number is required on any matter by these Articles or the By-Laws. At any regular or special meeting, a majority of the votes cast shall be sufficient to elect and to pass any measure, unless the election or measure is one which, by express provision of these Articles or of the By-Laws, a different vote is required.

X. DISSOLUTION. In the event of the liquidation or dissolution of this corporation, whether voluntary or involuntary, no part of its property or any of the proceeds thereof shall be distributed to or inure to the benefit of any of the members of the corporation, but all such property and proceeds, subject to the discharge of valid obligations of the corporation and to the applicable provisions of the laws of Maryland, shall be distributed as directed by the directors of the corporation among one or more corporations, trusts, community chests, funds or foundations organized and operated exclusively for religious, charitable, civic, scientific, literary or educational purposes, no part of the net earnings of which inure to the benefit of any private shareholder, member or individual, and no substantial part



of whose activities consists of carrying on propaganda or otherwise attempting to influence legislation or which does not participate or intervene in any political campaign on behalf of any candidate or public office, or to other entities of the type which qualify for Federal Income Tax exemption under Section 501 (c) (3) of the Internal Revenue Code of 1954.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 17<sup>th</sup> day of March, 1975.

TEST: (as to all):

Robin Wood (SEAL)  
(Robin Wood)

Catherine M. Negdon

Howard Wood (SEAL)  
(Howard Wood)

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

On this, the 17<sup>th</sup> day of March, 1975, before me, the subscriber, a Notary Public of the State of Maryland, in and for Queen Anne's County, personally appeared Robin Wood and Howard Wood 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.

IN WITNESS WHEREOF, I hereunto set my hand and Notarial Seal.

Catherine M. Negdon  
Notary Public  
My Commission Expires: 7/1/78



NSJ

ARTICLES OF INCORPORATION  
OF  
QUEEN ANNE'S COUNTY SENIOR HOUSING ASSOCIATION, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland March 20, 1975, at 8:30 o'clock A. M. as in conformity  
with law and ordered recorded.

A 39376

7 \_\_\_\_\_

Recorded in Liber 2159, folio 210, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$20.00 Recording fee paid \$ 17.00

To the clerk of the Circuit Court of Queen Annes County

IT IS HEREBY CERTIFIED, that the within instrument, together with all indorsements 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.

*Richard H. Keller*



STATE OF MARYLAND,  
QUEEN ANNE'S COUNTY, SCT.  
I HEREBY CERTIFY THAT  
THIS *Articles of Inc.* WAS  
RECEIVED FOR RECORD THIS *18th*  
DAY OF *July* 1975 AT \_\_\_\_\_  
RE \_\_\_\_\_ AND RECORDED IN  
LIBER *62-3 folio 1271*  
RECORD BOOK FOR QUEEN ANNE'S  
COUNTY  
*Chas. Cecil* CLERK

LIBER

3 PAGE 677

bw

ARTICLES OF INCORPORATIONOFUPPER SHORE AGING, INC.

RL  
THIS IS TO CERTIFY:

FIRST: We, the subscribers, Fred D. Manning, whose Post Office address is 1204 Waverly, Easton, Maryland 21601; Robert Bredenburg, P.O. Box 661, Elkton, Maryland 21921; and Alexander Kramer, 109 Windsor Avenue, Centreville, Maryland, 21617, 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 (hereafter called the "Corporation") is

UPPER SHORE AGING, INC.

THIRD: The purposes for which the Corporation is formed and the object to be carried on and promoted by it are exclusively charitable and non-profit, including the following:

(a) To develop, organize and coordinate a comprehensive program for the purpose of supplying community services, such as, but not limited to, nutritional assistance, recreational and cultural opportunities and transportation facilities to persons 60 years of age or older, residing in Cecil, Caroline, Kent, Queen Anne's and Talbot Counties.

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 federal, state, county or municipal governments or any agencies or departments thereof for the purpose of furthering the goals 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) 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 (i) 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 P.O. Box 248, Centreville, Maryland, 21617. The name and post office address of the Resident Agent of the Corporation in this State are Alexander Kramer, 109 Windsor Avenue, Centreville, Maryland 21617. 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, director 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 its purposes. The Corporation shall not promote in any way, either directly or indirectly, the private interest of any member, director or other individual.

EIGHTH: The voting control of the Corporation shall be vested in the members (hereinafter called "directors") of whom there shall not be less than Five (5). The initial directors of the Corporation shall be Fred D. Manning, 1204 Waverly, Easton, Maryland 21601, Robert Bredenberg, P. O. Box 661, Elkton, Maryland 21921, Alexander Kramer, 109 Windsor Avenue, Centreville, Maryland 21617, Edgar Lusby, Kennedyville, Maryland 21645, Reverend James Riley, P. O. Box 424, Ridgely, Maryland 21660.

The number of directors may be increased pursuant to the By-Laws of the Corporation with any increase to be made in multiples of Five (5) so that the same number of directors shall be chosen from each of the Five (5) upper shore counties, viz., Cecil, Caroline, Kent, Queen Anne's and Talbot.

Without limitation upon any other power or authority vested in said Board of Directors, 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 Directors 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 director, officer of the Corporation, of 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 monies and other properties shall be distributed to the Five (5) upper shore participating counties.

TENTH: The Corporation shall have perpetual existence.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation this 28<sup>th</sup> day of March, 1975.

*Fred D. Manning*  
Fred D. Manning

*Robert Bredenborg*  
Robert Bredenborg

*Alexander Kramer*  
Alexander Kramer

STATE OF MARYLAND  
COUNTY OF QUEEN ANNE'S

SS:

I HEREBY CERTIFY that on this 22<sup>nd</sup> day of March, 1975, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County aforesaid, personally appeared FRED D. MANNING, ROBERT BREDENBORG, and ALEXANDER KRAMER and severally acknowledged the foregoing Articles of Incorporation to be their act.

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



*Charles E. Smith*  
NOTARY PUBLIC

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ARTICLES OF INCORPORATION  
OF  
UPPER SHORE AGING, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland March 27, 1975 at 8:30 o'clock A. M. as in conformity  
with law and ordered recorded.

A 39517

Recorded in Liber 6 2159, folio 483, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 15.00

To the clerk of the Circuit Court of Queen Annes County

IT IS HEREBY CERTIFIED, that the within instrument, together with all indorsements 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.

*Richard H. Kella*



STATE OF MARYLAND,  
QUEEN ANNE'S COUNTY, SCT.  
I HEREBY CERTIFY THAT  
THIS Articles of Inc. WAS  
RECEIVED FOR RECORD THIS 18  
DAY OF July 19 75. AT Mr  
RE AND RECORDED IN  
LIBER 2159 - 3 folio 483 Charter  
RECORD BOOK FOR QUEEN ANNE'S  
COUNTY.  
Edward Cecil CLERK

LIBER 3 PAGE 633

rc



## ARTICLES OF INCORPORATION

OF

QUALITY CAR CENTER, INC.

## THIS IS TO CERTIFY

FIRST: That We, the subscribers, WILLIAM STEWART WYATT and MERRILL FRANCIS COHAN, whose post office address is Route 301 & 50, Stevensville, Maryland 21666, being of full legal age do, under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations, thereunder form a corporation.

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

QUALITY CAR 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:

(a) To buy, sell, exchange and deal in used motor vehicles and to transact all business and do any and all acts and things whatsoever necessary, proper, convenient, desirable or incidental to the carrying out of the business above mentioned, or to the conducting or management of any of the business of said corporation.

(b) To purchase, lease or other wise acquire and dispose of real estate, property rights, business, good-will, franchises and assets of every kind, or corporation, firm, partnership or individual, 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 pay for the same in cash, bonds, or other securities of the Corporation, or otherwise.

(c) To carry on any of the businesses hereinbefore enumerated or 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 the transaction of its aforesaid businesses, 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 or rights.

(d) 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, indentures, 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, pledge, 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.

(e) To exercise all and every the powers and rights conferred on corporations generally by the laws of the United States of America, the State of Maryland and all other states and countries in which the Corporation may do business; to conduct its business in the State of Maryland and elsewhere, provided that in the transaction of its business, the Corporation shall be subject to the laws and statutes of each state in which the same may be transacted or its property may be located.

It is the intention that the Corporation shall be authorized to exercise and enjoy all other powers, rights and privileges granted to or conferred upon corporations of this character by the laws of the State of Maryland, and that the enumeration of powers herein is not intended as exclusive or in limitation of, or as a waiver of, any other powers, rights or

privileges, granted or conferred by the laws of the State of Maryland, now or hereafter in force, except as in this Article expressly limited or restricted, but in furtherance of the same.

FOURTH: The post office address of the place at which the principal office of the Corporation in this State shall be located is Route 301 & 50, Stevensville, Maryland 21666. The resident agent of the Corporation is William Stewart Wyatt, whose post office address is Harbor View, Chester, Maryland 21619. Said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The Corporation shall have not less than three nor more than five Directors, and WILLIAM STEWART WYATT, MERRILL FRANCIS COHAN, MILDRED MARION WYATT, EVELYN LOUISE COHAN and WILLIAM STEWART WYATT, JR. 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 THIRTY TWO THOUSAND DOLLARS (\$32,000.00) par value of common stock divided into Three Hundred Twenty (320) 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 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 the limitations and restrictions, if any, as may be set forth in the By-Laws of the Corporation.

(b) The Board of Directors of the Corporation is hereby empowered to authorize the purchase by the Corporation out of its surplus, at 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 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, re-issue 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 ineffective or invalidated by the fact that any Director or Officer of this Corporation is pecuniarily interested in such contract or transaction, or the Director, Officer or member of such other Corporation or firm, provided that the fact of such interest, office or membership shall be disclosed or shall have been made known 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 this 4th day of April, 1975.

WITNESS:

Jolie W. Bullen as to William Stewart Wyatt  
William Stewart Wyatt

James S. Anthony as to Merrill Francis Cohan  
Merrill Francis Cohan

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

I HEREBY CERTIFY, that on this 31st day of March, 1975, before me, the subscriber, a Notary Public of the State of Maryland in and for the County aforesaid, personally appeared ~~XXXXXXXXXXXXXXXXXXXX~~ and MERRILL FRANCIS COHAN and she acknowledged the foregoing Articles of Incorporation to be this respective act.

AS WITNESS my hand and Notarial Seal.

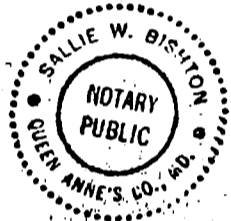
*Jean G. Anthony*  
Jean G. Anthony  
Notary Public  
My commission expires July 16, 1978.



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

I HEREBY CERTIFY, that on this 4th day of April, 1975, before me, the subscriber, a Notary Public of the State of Maryland in and for the County aforesaid, personally appeared WILLIAM STEWART WYATT and he acknowledged the foregoing Article of Incorporation to be his respective act.

AS WITNESS my hand and Notarial Seal.



*Sallie W. Bishton*  
Sallie W. Bishton  
Notary Public  
My commission expires July 1, 1978.

ARTICLES OF INCORPORATION  
OF  
QUALITY CAR CENTER, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland April 7, 1975, at 8:30 o'clock A. M. as in conformity  
with law and ordered recorded.

A 39778

Recorded in Liber 2165, folio 43, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 15.00

To the clerk of the Circuit Court of Queen Annes County

IT IS HEREBY CERTIFIED, that the within instrument, together with all indorsements 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.

*Richard H. Keller*



STATE OF MARYLAND,  
QUEEN ANNE'S COUNTY, SCT.  
I HEREBY CERTIFY THAT  
THIS *Articles of Inc.* WAS  
RECEIVED FOR RECORD THIS *18th*  
DAY OF *July* 19 *75* AT  
RE ..... AND RECORDED IN  
LIBER *2165* folio *684* *Charters*  
RECORD BOOK FOR QUEEN ANNE'S  
COUNTY  
*Carroll Cecil* CLERK

LIBER 3 PAGE 637

by

ARTICLES OF INCORPORATION  
OF  
EMILE MOORE, INC.

FIRST: WE, the undersigned, EMILE MOORE, whose post office address is Church Hill, Maryland 21623, and ALICE F. MOORE, whose post office address is Church Hill, Maryland 21623, both being at least eighteen years of age, do under and by virtue of the General Laws of the State of Maryland authorizing a 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 hereinafter called the "Corporation") is:

EMILE MOORE, INC.

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

- (1) To own, operate, develop, promote, manage and conduct a painting and wallpapering business.
- (2) To manufacture, purchase, or otherwise acquire, hold, mortgage, pledge, sell, transfer, or in any manner encumber or dispose of paints, wallpaper, 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 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,

JAMES E. THOMPSON, JR.  
ATTORNEY AT LAW  
CENTREVILLE, MD. 21817

788-0677

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 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 Church Hill, Maryland 21623. The resident



agent of the Corporation is Emile Moore, whose post office address is Church Hill, Maryland 21623. 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 Five Thousand Dollars (\$5,000.00) consisting of One Thousand (1,000) shares of common stock of the par value of Five Dollars (\$5.00) 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 EMILE MOORE, ALICE F. MOORE, and FRANK LANDA.

SEVENTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on the 14th day of April, 1975.

*Emile Moore*  
\_\_\_\_\_  
EMILE MOORE

*Alice F. Moore*  
\_\_\_\_\_  
ALICE F. MOORE


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

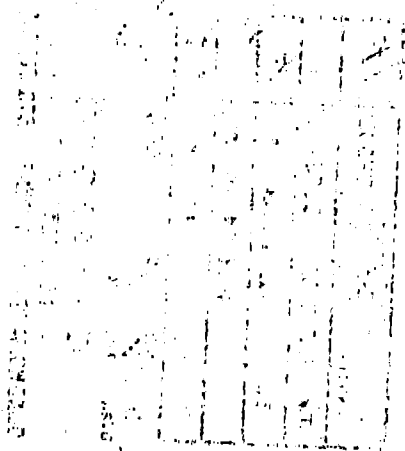
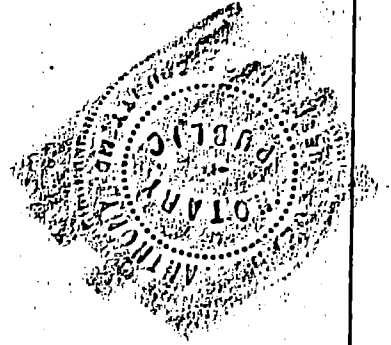
I HEREBY CERTIFY, that on this 14th day of April, 1975, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County aforesaid, personally appeared

JAMES E. THOMPSON, JR.  
ATTORNEY AT LAW  
CENTREVILLE, MD. 21617  
756-0677

EMILE MOORE and ALICE F. MOORE 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.

  
Jean G. Anthony  
Notary Public  
My Commission Expires: July 1, 1978



JAMES E. THOMPSON, JR.  
ATTORNEY AT LAW  
CENTREVILLE, MD. 21617  
736-0877

- 6 -

LIBR 3 PAGE 693

ARTICLES OF INCORPORATION  
OF  
EMILE MOORE, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland April 16, 1975 at 8:30 o'clock A.M. as in conformity  
with law and ordered recorded.

A 40048

Recorded in Liber 7 *F2167*, folio 140, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 17.00

To the clerk of the Circuit Court of Queen Annes County

IT IS HEREBY CERTIFIED, that the within instrument, together with all indorsements 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.

*Richard H. Keller*



STATE OF MARYLAND,  
QUEEN ANNE'S COUNTY, SCT.  
I HEREBY CERTIFY THAT  
THIS *Articles of Incorporation* WAS  
RECEIVED FOR RECORD THIS *18th*  
DAY OF *July* 19 *75* AT  
RE ..... AND RECORDED IN  
LIBER *Case 3* .....  
RECORD BOOK FOR QUEEN ANNE'S  
COUNTY  
*Chas St Cecil* CLERK